

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Wien, FN 78485 w

("Company")

Agenda

and

Resolution Proposals of the Management Board and

the Supervisory Board for the

35th Annual General Meeting of Shareholders

of the Company

on

14 September 2021

Agenda

A g e n d a

1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2020 as well as of the consolidated financial statements and the group management report as of 31 December 2020 as well as the supervisory board report regarding the financial year 2020
2. Resolution on the use of the balance sheet result as shown in the annual financial statements
3. Resolution on the discharge of the members of the management board from liability for the financial year 2020
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2020
5. Election of supervisory board member
6. Appointment of the auditor and the group auditor for the financial year 2021
7. Resolution on remuneration policy
8. Resolution on the remuneration report for the financial year 2020

Resolution Proposal regarding Agenda Item 1

- 1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2020 as well as of the consolidated financial statements and the group management report as of 31 December 2020 as well as the supervisory board report regarding the financial year 2020**

No resolution is required regarding this agenda item. The presentation of the above-mentioned documents is for the Annual General Meeting's information only.

Resolution Proposal regarding Agenda Item 2

2. Resolution on the use of the balance sheet result as shown in the annual financial statements

The annual financial statements of Warimpex Finanz- und Beteiligungs Aktiengesellschaft as of 31 December 2020 show a balance sheet loss of EUR 7,518,440.23 for the financial year 2020.

No resolution is required regarding this agenda item due to the loss shown in the annual financial statements for the financial year ending on 31 December 2020.

Such loss is carried forward to new account.

Resolution Proposal regarding Agenda Item 3

3. Resolution on the discharge of the members of the management board from liability for the financial year 2020

The management board and the supervisory board propose that the Annual General Meeting of shareholders adopt the following:

Resolution

The members of the management board of the Company are discharged from liability for the financial year 2020.

Resolution Proposal regarding Agenda Item 4

4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2020

The management board and the supervisory board propose that the Annual General Meeting of shareholders adopt the following:

Resolution

The members of the supervisory board of the Company are discharged from liability for the financial year 2020.

Resolution Proposal regarding Agenda Item 5

5. Election of supervisory board members

The supervisory board proposes that the Annual General Meeting of shareholders adopt the following:

Resolution

Ms. Gina Goess is elected member of the supervisory board of the Company for a term up until the end of the annual general meeting of shareholders which resolves on the discharge from liability for the financial year 2025.

Please note:

Long-standing supervisory board member Baron William Henry Marie de Gelsey passed away in February 2021. For this reason, a seat on the supervisory board has fallen vacant and the position is to be filled by way of this election.

The declaration pursuant to section 87 para 2 Austrian Stock Corporation Act and the candidate's curriculum vitae will be published on the website of the Company (www.warimpex.com) and made available for inspection at the registered office of the Company separately from this resolution proposal.

Resolution Proposal regarding Agenda Item 6

6. Appointment of the auditor and the group auditor for the financial year 2020

The supervisory board proposes that the Annual General Meeting of shareholders adopt the following:

Resolution

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Strasse 19, 1220 Vienna, is appointed auditor and group auditor for the financial year 2021.

Please note:

The report of the proposed auditor pursuant to section 270 para 1a Austrian Commercial Code (information on accountability) will be published on the website of the Company (www.warimpex.com) and made available for inspection at the registered office of the Company separately from this resolution proposal.

Resolution Proposal regarding Agenda Item 7

7. Resolution on remuneration policy

The supervisory board proposes the adoption of the remuneration policy drawn up by the supervisory board, as attached to the resolution proposals for the 35th Annual General Meeting of the Company as Schedule ./1 and made available on the Company's website, which is registered in the Commercial Register, be adopted.

A resolution on the remuneration policy of the Company was already adopted by the 34th Annual General Meeting. Due to amendments to the remuneration policy, it is required to adopt a resolution on such amended remuneration policy.

The vote at the Annual General Meeting on the remuneration policy shall be recommendatory in nature. The resolution is not contestable (section 78b para. 1 Stock Corporation Act).

Resolution Proposal regarding Agenda Item 8

8. Resolution on the remuneration report

The board of directors and the supervisory board of a listed company shall draw up a clear and comprehensible report on the remuneration of the members of the management board and the supervisory board in accordance with section 78c in conjunction with section 98a of the Austrian Stock Corporation Act. The remuneration report shall provide an extensive overview of the remuneration, including any and all benefits in any and all forms granted or due to the current and former members of the management board and the supervisory board in the course of the past financial year within the framework of the remuneration policy (section 78a in conjunction with section 98a Austrian Stock Corporation Act). The remuneration report for the past financial year shall be submitted to the Annual General Meeting for approval. The vote at the Annual General Meeting on the remuneration policy shall be recommendatory in nature.

The resolution is not contestable (section 78d para. 1 Stock Corporation Act).

The management board and supervisory board must make a proposal for a resolution on the remuneration report in accordance with section 108 para 1 of the Austrian Stock Corporation Act.

This proposal for a resolution made by the management board and supervisory board on the remuneration report and the remuneration report itself shall be made available on the Internet site entered in the Commercial Register from the 21st day before the Annual General Meeting in accordance with section 108 para 4 sub-para 4 Austrian Stock Corporation Act. On 17 June 2021, the management board and supervisory board of the Company adopted the remuneration report by way of circular resolution in accordance with section 78a in conjunction with section 98a Austrian Stock Corporation Act and prepared a resolution proposal pursuant to section 108 para. 1 Austrian Stock Corporation Act.

The remuneration report will be made available on the Company's website, www.warimpex.com, which is registered in the Commercial Register, no later than on 24 August 2021 (21st day before the Annual General Meeting). The management board and supervisory board propose that the remuneration report for the financial year 2020 as published on the Company's website entered in the Commercial Register be adopted.

Vienna, August 2021

The Management Board

The Supervisory Board