

Supervisory Board Report

Fundamental aspects

The Supervisory Board of Warimpex Finanz- und Beteiligungs Aktiengesellschaft was regularly informed by the Management Board of all significant transactions, the development of business, the business and financial situation of the Group and its equity interests, and the outlook with regard to future developments in detailed verbal and written reports as well as at regular meetings during the 2021 financial year and properly fulfilled all of the duties and control functions required of it by law, the articles of association of the Company, and the terms of reference of the Supervisory Board. In particular, the Supervisory Board supervised the Management Board in the direction of the Company and ensured that the operations of the Company were managed properly. The Chairman of the Supervisory Board also maintained regular contact with the Chairman of the Management Board and his deputy, in particular to evaluate, discuss, and exchange ideas and information about the Company's strategic orientation, the future development of business, and the Company's risk management. One of the key topics at the Supervisory Board meetings during the 2021 financial year was the economic impact of the COVID-19 pandemic on the Company and its short- and medium-term development and the resulting strategic necessities. Discussions about the development of sales and earnings, liquidity forecasts, and the Company's financial position were also a regular and integral part of the Supervisory Board meetings.

The Company is committed to compliance with the Austrian Code of Corporate Governance (ACCG) as well as the Polish Best Practice for GPW Listed Companies 2021 (Best Practice). The Supervisory Board faithfully fulfilled the duties and responsibilities laid down in these codes in the interest of continuing and further developing the Company's responsible and sustainable corporate governance. The articles of association of the Company and the terms of reference of the Management Board and Supervisory Board are amended as needed to account for new legal requirements. Deviations from individual corporate governance rules defined in the ACCG or the Polish Best Practice relate to the Company's structure and/or to Polish rules that are not complied with due to the Company's primary orientation towards the relevant Austrian regulations.

Ms Gina Goëss was appointed as a new member of the Supervisory Board at the Annual General Meeting on 14 September 2021.

A total of five Supervisory Board meetings were held in financial year 2021 (some in the form of face-to-face meetings and some in the form of videoconferences due to the legal restrictions related to COVID-19), at which the necessary resolutions were adopted in each case. All members of the Supervisory Board fulfilled the minimum attendance requirements.

The remuneration report was reviewed by the Company's Supervisory Board and approved by way of circular resolution in June 2021.

Committees

The Supervisory Board has set up three permanent committees: the Audit Committee, the Project Committee, and the Personnel Committee. A separate strategy committee has not been formed because all such issues are handled by the Supervisory Board as a whole. The members of the committees are appointed for the duration of their tenure on the Supervisory Board. Each committee elects a chairman and a deputy chairman from among its members. An ad hoc committee can be formed if necessary. The resolutions that were adopted at the committee meetings were again discussed in detail at subsequent Supervisory Board meetings.

Audit Committee

In accordance with the law and the terms of reference of the Supervisory Board, the Supervisory Board has set up a permanent committee for reviewing and accepting the annual financial statements (approval of the consolidated financial statements), the proposal for the appropriation of profits, and the management report for the Company and the Group (Audit Committee). In addition to performing the other duties it is responsible for pursuant to the applicable stock corporation regulations, the Audit Committee reviewed the consolidated financial statements in cooperation with the auditor responsible for auditing the financial statements, issued a proposal on the selection of the independent auditor, and reported to the Supervisory Board on this. Mr Aistleitner took over the chairmanship of the Audit Committee from Mr Korp in December 2021 because the chairperson of the committee may not be the same person as the chairperson of the Supervisory Board according to item 2.9. of the new Polish Best Practice for GPW Listed Companies 2021. Therefore, Mr Aistleitner chairs the Audit Committee and, like his deputy, Mr Korp, possesses special knowledge and practical experience in finance and accounting and in financial reporting (financial expert). Along with the chairman and the deputy chairman, one other member of the Supervisory Board who is independent according to the terms of reference of the Supervisory Board sits on the Audit Committee.

Two Audit Committee meetings were held in financial year 2021.

Project Committee

In accordance with its terms of reference, the Supervisory Board has set up a permanent committee (Project Committee) to monitor and approve transactions that are subject to approval pursuant to § 95 (5) AktG and the terms of reference of the Management Board, provided that the total transaction

costs do not exceed EUR 50,000,000.00 (fifty million euros). When the total costs of the intended transaction exceed this limit, the transaction must be reviewed and approved by the Supervisory Board as a whole. The Project Committee is chaired by Supervisory Board member Harald Wengust. Two other members of the Supervisory Board who are independent according to the terms of reference of the Supervisory Board also sit on the Project Committee.

In financial year 2021, four motions were passed by way of circular resolution by the Project Committee: two in relation to the financing of the Avior Tower office building, one for the financing of the acquisition of shares in the project company for Jupiter Tower, and one pertaining to the purchase of the company shares in AO Avielen A.G. including shareholder loans from the minority shareholder.

Personnel Committee

In accordance with its terms of reference, the Supervisory Board has formed a permanent committee that is responsible for personnel matters between the Company and the Management Board (remuneration, issue of proposals for the filling of vacant posts on the Management Board, and succession planning). The Personnel Committee is chaired by Supervisory Board Chairman Günter Korp. Two other members of the Supervisory Board who are independent according to the terms of reference of the Supervisory Board also sit on the Personnel Committee.

No Personnel Committee meetings were held during financial year 2021.

Annual and consolidated financial statements for 2021

The annual financial statements, the management report, the consolidated financial statements, and the group management report for the year ended 31 December 2021 were audited by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. The final result of this audit revealed no grounds for objection and the legal provisions were fully complied with, so that unqualified auditor's reports were issued.

The annual financial statements, the management report, the consolidated financial statements including the group management report (and the consolidated non-financial report), and the corporate governance report were reviewed by the Audit Committee after a comprehensive oral report by the auditor, and their acceptance was proposed to the Supervisory Board at its meeting on 26 April 2022. The Supervisory Board reviewed the annual financial statements including the management report, the consolidated financial statements including the group management report (and the consolidated non-financial report), and the corporate governance report prepared by the Management Board and approved the annual financial state-

ments. The Audit Committee also proposed to the Supervisory Board that Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. be appointed as the financial auditor for the Company and the Group for the financial year ending on 31 December 2022.

The Supervisory Board thanks the Management Board, the Company's managers, and all employees of Warimpex Group for their hard work and commitment during the financial year under particularly difficult circumstances due to the pandemic. At the time of the preparation of this report, the impact of the military conflict in Ukraine and the resulting economic and humanitarian consequences, the full scope of which cannot yet be estimated, weigh heavily on our minds. Warimpex and all of its employees hope that peace is restored as quickly as possible and further unnecessary suffering is prevented.

Due to its experienced Management Board and proven team, the Supervisory Board believes the Company is also well equipped for the medium- to long-term effects caused by the Ukraine crisis and wishes the Company continued success in the future.

Vienna, April 2022



Günter Korp
Chairman of the Supervisory Board