

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**FN 78485 w with its registered seat in Vienna**

**("Company")**

**Invitation**

to the

**37<sup>th</sup> Annual General Meeting**

taking place on **Thursday, 1 June 2023 at 10:00 a.m.**

at A-1210 Vienna, "Peak Vienna", Floridsdorfer Hauptstraße 1, 30<sup>th</sup> floor

**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 2022 as well as of the consolidated financial statements including the group management report as of 31 December 2022 as well as the proposal on the use of the balance sheet result and the supervisory board report regarding the financial year 2022.
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 2022.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2022.
5. Elections to the supervisory board.
6. Appointment of the auditor and the group auditor for the financial year 2023.
7. Resolution on the remuneration report for the financial year 2022.
8. Resolution on the authorization of the management board to increase the capital pursuant to Section 169 of the Austrian Stock Corporation Act (authorized capital) against cash payment and/or contribution in kind, also in several tranches, together with the authorization of the management board to exclude subscription rights, in connection with the revocation of the existing authorization

to increase the capital pursuant to Section 169 of the Austrian Stock Corporation Act (authorized capital) to the extent not utilized, and resolution on the corresponding amendments to the articles of association in Article 5 (Share Capital and Shares) and on the authorization of the supervisory board to resolve on amendments to the articles of association resulting from the issue of shares from authorized capital.

9. Resolution on
  - a. the authorization of the management board to issue convertible bonds, also in several tranches, and to exclude subscription rights, in connection with the revocation of the existing authorization of the management board to issue convertible bonds to the extent not utilized; and
  - b. a conditional capital increase for the issuance to creditors of convertible bonds (Section 159 (2) (1) of the Austrian Stock Corporation Act) and the authorization of the management board to determine the further details of the conditional capital increase and its implementation, as well as a resolution on the corresponding amendment of the articles of association.
10. Resolution on authorizations of the management board to acquire and sell treasury shares (own shares) of the Company, also by means other than via the stock exchange or public offering, also in connection with the authorization of the management board to exclude the respective general tender and purchase rights of shareholders (exclusion of subscription rights or reverse exclusion of subscription rights) and in connection with the revocation of the existing previous authorization.
11. Resolution on the full revision of the articles of association.

#### **Documents:**

The following documents are available for inspection by the shareholders at the registered office of the Company ("Peak Vienna", Floridsdorfer Hauptstraße 1, A-1210 Vienna):

- annual financial statements including management report,
- corporate governance report pursuant to Section 243c of the Austrian Commercial Code (UGB),
- consolidated financial statements including group management report,
- proposal on the use of the balance sheet result as shown in the annual financial statements,
- report of the supervisory board,

each with regard to the financial year 2022, and

- resolution proposals regarding the agenda items 2. to 11.,
- declaration by Mr. Hubert Staszewski pursuant to Section 87 (2) of the Austrian Stock Corporation Act ("**AktG**") relating to agenda item 5.,
- transparency disclosures pursuant to Section 270 (1a) of the Austrian Commercial Code (UGB) relating to agenda item 6.,
- remuneration report for the financial year 2022,
- report of the management board on agenda item 8.,
- report of the management board on agenda item 9.,
- report of the management board on agenda item 10.,
- articles of association in the proposed new version including comparison with the previous version,
- form for the granting of a power of attorney,
- form for the revocation of a power of attorney,
- form for the granting of a power of attorney to a representative of the IVA,
- form for the revocation of a power of attorney to a representative of the IVA,
- the full text of this invitation,
- further information with regard to the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG.

Starting from the 21<sup>st</sup> day prior to the Annual General Meeting, i.e. 11 May 2023, the above mentioned documents will be available for inspection at the registered office of the Company as well as on the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage investor relations, subpage annual general meeting. These documents will also be available at the Annual General Meeting.

**Information pursuant to Section 106 item 5 AktG:**

Pursuant to Section 109 AktG, shareholders whose shareholdings in the share capital together amount to or exceed 5% of the share capital may request in writing to include other items on the agenda of the Annual General Meeting and to publish them. Each item on the agenda must be followed by a proposal for a resolution together with the reasons for the resolution. The applicants are required to be shareholders for at least three months prior to filing the request. The request must be received by the Company by 11 May 2023 at the latest. Such requests may be sent to the Company in writing to its registered seat at "Peak Vienna", Floridsdorfer

Hauptstraße 1, A-1210 Vienna, attn. Mr. Daniel Folian. Each agenda item requested in this way must be followed by a proposal for a resolution together with the reasons for the resolution. The capacity as shareholder must be verified by presentation of a deposit confirmation pursuant to Section 10a AktG, confirming that the requesting shareholder was bearer of shares for more than three months before such request was made. Such deposit confirmation may not be older than seven days. In respect of further requirements regarding deposit confirmation, see exemplifications on requirements for participation below.

Pursuant to Section 110 AktG, shareholders of the Company whose shareholdings in the share capital together amount to at least or exceed 1% of the share capital may file proposals in writing to the Company (in written form but no signature required) for a resolution and may demand that these proposals be made available on the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage investor relations, subpage annual general meeting, together with the names of the relevant shareholders requesting such resolutions and an explanation for those proposals, combined with a statement by the management or supervisory board if applicable, dealing with those proposals. Such request must be received by the Company by 22 May 2023 at the latest.

These requests must be delivered in writing to the Company's address "Peak Vienna", Floridsdorfer Hauptstraße 1, A-1210 Vienna, to the attention of Mr. Daniel Folian in electronic form (email to [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com) or via fax to +43 (0) 1 310 55 00 122). The capacity as shareholder must be verified by presentation of a deposit confirmation pursuant to Section 10a AktG, confirming that the requesting shareholder was bearer of shares for more than three months before such request was made. Such deposit confirmation may not be older than seven days. In respect of further requirements regarding deposit confirmation, see exemplifications on requirements for participation below.

Pursuant to Section 118 AktG, each shareholder must be provided with information on the Company's affairs upon request at the Annual General Meeting, to the extent that such information is necessary for the proper assessment of an item on the agenda.

Shareholder rights which are bound to the shareholding for a certain period of time can only be exercised if, pursuant to Section 10a AktG, such shareholder can demonstrate his shareholding for the relevant period of time by means of a deposit confirmation.

Further information regarding the shareholders' rights granted under Sections 109, 110, 118 and 119 AktG, as well as the question until when such rights can be exercised, may be obtained from the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage investor relations, subpage annual general m, as of now.

## **Requirements for participation, deposit confirmation, record date and proxy voting:**

Only those shareholders who were shareholders at the end of the tenth day prior to the date of the Annual General Meeting (record date) are entitled to attend this Annual General Meeting. The record date is **22 May 2023**.

In the case of bearer shares held in safe custody, proof of shareholder status on the record date vis-à-vis the Company for the purpose of exercising its rights shall be provided by submitting a confirmation of share ownership issued by the depositary bank domiciled in a member state of the European Economic Area or in a full member state of the OECD (deposit confirmation). The deposit confirmation must be delivered i) to the Company's address "Peak Vienna", Floridsdorfer Hauptstrasse 1, A-1210 Vienna, to the attention of Mr. Daniel Folian, or ii) in electronic form via email to [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com) or via fax to +43 (0) 1 310 55 00 122 or per SWIFT to GIBAATWGGMS Message Type MT 598 or to MT 599 (always stating ISIN AT0000827209 in the text) at the latest on the third business day prior to the Annual General Meeting, which is 26 May 2023. The deposit confirmation must at least contain the information described in Section 10a AktG, namely:

- information about the issuer: name/company name and address or a standard code used in communication between credit institutions,
- information about the shareholder: name/company name, address, date of birth for natural persons, registry and register number for legal entities if applicable,
- information about the shares: number of shares held by the shareholders, ISIN AT0000827209,
- portfolio number or other designation,
- point in time to which the deposit confirmation refers.

The deposit confirmation submitted as proof of shareholding must be issued for the above mentioned record date (*Nachweisstichtag*), **22 May 2023**.

The deposit confirmation submitted as verification of the individual's or entity's shareholding shall not be older than seven days at the time of delivery to the Company in order to demonstrate the shareholding of the respective shareholder. The deposit confirmation may be either delivered in German or English language.

Each shareholder, who is entitled to participate in the Annual General Meeting has the right to appoint any other natural or legal person as proxy holder. The Company itself or a member of the management board or supervisory board may only exercise the right to vote as proxy holder if the shareholder has given an express instruction to do so with respect to an item of the agenda. In order to appoint a proxy holder the forms for the power of attorney provided by the Company have to be used which may be obtained from the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage investor relations, subpage annual general meeting, allowing also

the granting of a restricted proxy, unless the shareholder has appointed a custodian bank to act as proxy holder and the regulations applicable to custody account confirmations have been complied with.

Filled out proxy forms shall be returned to the Company either electronically (to the e-mail address [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com)) or by fax (to the fax number +43 (0)1 310 55 00 122) or may be brought to the Annual General Meeting.

As a special service, a representative of "Interessenverband für Anleger" (the Austrian Association of Investors), IVA, Feldmühlgasse 22, A-1130 Vienna, is available to shareholders as an independent proxy holder for the exercise of voting rights at the Annual General Meeting on the basis of explicit instructions. A special power of attorney form can be found on the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage investor relations, subpage annual general meeting. Dr. Verena Brauner, IVA, can also be contacted directly at +43 1 305 02 91 or via e-mail to [office@brauner.at](mailto:office@brauner.at).

The above-mentioned provisions regarding the granting of a proxy also apply correspondingly to the revocation of a proxy.

#### **Information on data protection for shareholders**

Warimpex Finanz- und Beteiligungs Aktiengesellschaft processes **personal data of shareholders** (in particular those pursuant to Section 10a (2) AktG, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. The legal basis for the processing is therefore Article 6 para 1 subpara c) GDPR, in particular in connection with the stock corporation provisions mentioned below.

Warimpex Finanz- und Beteiligungs Aktiengesellschaft is **responsible** for the processing as the **data controller**. For the purpose of organizing the Annual General Meeting, the Company makes use of external **service providers** such as notaries, lawyers, banks and IT service providers. They will only receive personal data from the Company that is necessary for the execution of the commissioned service. Insofar as they act as contract processors, they process the data exclusively in accordance with the Company's instructions. To the extent legally necessary, the Company has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the management board and supervisory board, the notary public and all other persons with a legal right to participate may inspect the legally prescribed **list of participants** (Section 117 AktG) and thereby

also inspect the personal data mentioned therein (including name, place of residence, shareholding). The Company is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial protocol for registration with the **companies register** (Section 120 AktG).

Shareholders' data will be anonymized or erased as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate, share and takeover law, tax law and money laundering regulations. If legal claims are raised by shareholders against the Company or vice versa by the Company against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with court proceedings before civil courts, this can lead to the storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding completion.

Each shareholder has a **right to access rectification, restriction, objection and erasure** with regard to the processing of personal data and a **right to data portability** in accordance with Chapter III of the GDPR in accordance with the provisions of data protection law. Shareholders may exercise these rights vis-à-vis the Company free of charge via the e-mail address [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com) or via the following **contact details**:

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

For the attention of Dr. Daniel Folian

Floridsdorfer Hauptstraße 1

1210 Vienna

In addition, shareholders have the right to **appeal** to the competent **supervisory authority** pursuant to Article 77 GDPR; in Austria this is the Data Protection Authority.

Further information on data protection can be found in the data protection declaration on the Company's website ([www.warimpex.com](http://www.warimpex.com)) under "Data protection".

### **Shares and voting rights:**

Pursuant to Section 106 item 9 AktG, we declare that at the date of this invitation, the share capital of the Company amounts to EUR 54,000,000.00 and is divided into 54,000,000 no-par value ordinary bearer shares. Every no-par value ordinary share confers one vote. Considering the Company's 1,939,280 own shares which pursuant to Section 65 (5) AktG have no voting rights, as of the date of this invitation there are in total 52,060,720 voting rights. The number of own shares and, consequently, the total number of shares with participation and voting rights may still change by the time of the Annual General Meeting.

Questions which may need some time in answering are to be presented to the management board in advance in written form in order to ensure the smooth process of the Annual General Meeting.

### **Admission to the Annual General Meeting**

For the admission to the Annual General Meeting, you have to prove your identity. Please provide an official photo identification. If you attend the Annual General Meeting as a proxy holder, please also take the power of attorney/proxy with you in addition to your official photo identification. If the original of the proxy was already sent to the Company, you may facilitate your admission if you can provide a copy of the proxy. The Company reserves the right to verify the identity of the persons participating in the meeting. In case the verification of the identity is not possible, admission may be denied. Admission for the collection of voting cards starts at 9.00 am.

Please note that due to the situation at the time of the Annual General Meeting, the Company has to reserve the right to implement further access restrictions.

Vienna, May 2023

**The Management Board**