

## **FURTHER INFORMATION ON THE SHAREHOLDERS' RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT ("AktG")**

### **Additional items to the agenda in accordance with Section 109 AktG**

Shareholders whose shares collectively amount to **5 % of the share capital** and who have held these shares for **at least three months prior to the date of the request** may request in writing that additional items are placed on the agenda of this Annual General Meeting, and that these additional items are published, if this written request is submitted to the Company at the latest by **11 May 2023** (21st day prior to the Annual General Meeting). Such request may be submitted to the Company's registered seat at "Peak Vienna", Floridsdorfer Hauptstraße 1, 1210 Vienna, for the attention of Mr. Daniel Folian. Each additional item on the agenda must be followed by a **proposal for the resolution to be passed including a statement of reasons**. In case of bearer shares deposited with a custodian bank the shareholder status must be evidenced by means of a deposit confirmation in accordance with Section 10a AktG, confirming that the requesting shareholders have held the shares for at least three months prior to the date of such request and which may not be older than seven days upon submission to the Company. According to Section 128 para 5 AktG each resolution proposal must also be submitted in a German language version.

### **Shareholders' resolution proposals pursuant to Section 110 AktG**

Shareholders whose shares collectively amount to **1 % of the share capital** may submit written (i.e. text form) **proposals for resolutions** to be passed regarding any item on the agenda of this Annual General Meeting and may request that such proposals are made available on the Company's website registered with the companies register together with the names of the respective shareholders, the statement of reasons which must be attached, and a possible statement of the Management Board or the Supervisory Board, if any, provided that this written request (text form) is received by the Company **no later than 22 May 2023** (7th business day prior to the Annual General Meeting). Such written requests (text form) may be submitted by mail to the Company's registered seat at "Peak Vienna", Floridsdorfer Hauptstraße 1, 1210 Vienna, for the attention of Mr. Daniel Folian, or electronically (by e-mail to [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com) or by fax to +43 (0)1 310 55 00 122). In case of bearer shares deposited with a custodian bank, the shareholding required to be able to exercise this shareholder right must be evidenced by submitting a deposit confirmation in accordance with Section 10a AktG which may not be older than seven days upon submission to the Company. Several deposit confirmations regarding shares of several shareholders, which only together provide the required number of shares amounting to 1 % of the share capital, shall refer to the same point of time (date and time). A proposal for a resolution, which has been published in accordance with Section 110 AktG, shall only be considered, if it is repeated

as an application at the Annual General Meeting. According to Section 128 para 5 AktG each resolution proposal must also be submitted in a German language version.

### **Information pursuant to Section 110 para 2 AktG**

With regard to the submission of an election proposal as a shareholders' resolution proposal pursuant to Section 110 AktG on the agenda item "Elections to the Supervisory Board" (5<sup>th</sup> agenda item of the Annual General Meeting), the following applies: In the event of an **election proposal for a member of the Supervisory Board**, the explanatory statement of the proposed person pursuant to Section 87 para 2 AktG shall replace the statement of reasons. In addition, Section 86 para 7 AktG currently does not apply to Warimpex Finanz- und Beteiligungs Aktiengesellschaft, because the Supervisory Board currently consists of less than six members elected by the shareholders' meeting (*Kapitalvertreter*). With regard to election proposals to the Supervisory Board, it must be noted that the minimum portion requirement (*Mindestanteilsgebot*) must be fulfilled in accordance with Section 86 para 7 AktG, provided that the Supervisory Board consists of at least six shareholder representatives (*Kapitalvertreter*).

### **Record date and attendance at the Annual General Meeting**

The right to attend the Annual General Meeting and to exercise the voting rights and other shareholder rights to be asserted in the context of the Annual General Meeting is determined by the shares held **at the end of 22 May 2023, midnight Vienna local time** (record date, 10<sup>th</sup> day prior to the day of the Annual General Meeting).

Only those shareholders shall have the right to participate in the Annual General Meeting who provide evidence to the Company that they are shareholders as of the record date. The shareholding as of the record date may be evidenced by a deposit confirmation pursuant to Section 10a AktG which must be received by the Company no later than 26 May 2023 (3<sup>rd</sup> working day prior to the Annual General Meeting), exclusively at one of the addresses stated below (postal address, fax number, e-mail address, SWIFT address):

### **Addresses for the delivery of receipts for the attendance to the general meeting:**

By post: "Peak Vienna", Floridsdorfer Hauptstraße 1, 1210 Vienna, for the attendance of Mr. Daniel Folian  
By fax: +43 (0)1 310 55 00 122  
By email: daniel.folian@warimpex.com  
Via SWIFT: GIBAATWGGMS, Message Type MT 598 or MT 599 (please make sure to state ISIN AT0000827209 in the text)

### **Deposit confirmation pursuant to Section 10a AktG**

The deposit confirmation must be issued by the custodian bank keeping the securities account, which shall have its registered office in a Member State of the European Economic Area or in a Full Member State of the OECD and must contain the following information:

- information on the issuer: name and address or a standard code used for transactions between banks (SWIFT-Code),
- information on the shareholder or the holder of participation certificates: name/company name and address, date of birth in the case of individuals, in the case of legal entities the register and register number under which they are managed in their country of origin,
- information on the shares: number of shares (ISIN AT0000827209) held by the shareholder,
- securities account number or any other designation,
- time to which the deposit confirmation refers: the deposit confirmation has to refer to the record date, 22 May 2023, midnight Vienna local time (10<sup>th</sup> day prior to the day of the Annual General Meeting).

According to Section 10a para 1 last sentence AktG, Warimpex Finanz- und Beteiligungs Aktiengesellschaft will also accept confirmations proving ownership of shares (deposit confirmations) issued by legal entities authorized to hold those accounts in accordance with Polish law. The deposit confirmation can be issued in German or English language. Shareholders are not blocked by registering for the Annual General Meeting or by submitting a deposit confirmation; shareholders may therefore continue to freely dispose of their shares even after registration or submission of a deposit confirmation.

The deposit confirmation required as evidence of a shareholding in connection with the exercise of the shareholder rights as defined in Section 109 AktG (additional items to the agenda) and Section 110 AktG (shareholders' proposals for resolutions) may not be older than seven days at the time of submission to the Company.

### **Information on the right to ask for information pursuant to Section 118 AktG**

At the Annual General Meeting every shareholder shall, upon request, be informed about the Company's affairs as far as necessary for a proper judgement in respect of items of the agenda pursuant to Section 118 AktG. The duty to provide information shall also include the Company's legal and business relationships to an affiliate. If consolidated financial statements and the group management report are presented at the shareholders' meeting of a parent company (Section 189a no 6 of the Austrian Commercial Code [*Unternehmensgesetzbuch*]) the duty to provide information shall also include the position of the group and the companies included in the consolidated

financial statements. Such information must be given in compliance with the principles of conscientious and accurate reporting. The information must be provided at the Annual General Meeting. Such information may be denied if, according to a reasonable business judgement, disclosure of such information may cause a material disadvantage to the Company or an affiliate, or if the disclosure of the same may be a punishable offence. For reasons of procedural economy please submit any questions the answering of which will require more extensive preparation in text format to the management board timely before the shareholders' meeting. Questions may be sent to the Company

- by fax to +43 (0)1 310 55 00 122, or by e-mail to [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com), or
- in writing to the Company's registered seat at "Peak Vienna", Floridsdorfer Hauptstraße 1, 1210 Vienna, for the attention of Mr. Daniel Folian, or
- via SWIFT to GIBAATWGGMS, Message Type MT 598 or MT 599 (please make sure to state ISIN AT0000827209 in the text).

#### **Information on the shareholders' right to file requests at the shareholders' meeting pursuant to Section 119 AktG**

Each **shareholder** is entitled to file a request at the shareholders' meeting with respect to any item on the agenda without any precedent announcement. For that purpose, proof of the right to attend the meeting within the meaning of this invitation is required. If several requests have been filed regarding a specific item on the agenda, the chairman of the shareholders' meeting shall determine the order of voting in accordance with Section 119 para 3 AktG.

#### **Invitation to the Annual General Meeting**

In addition, reference is made to the terms of the invitation to the 37<sup>th</sup> Annual General Meeting dated **2nd May 2023**.

The Management Board