

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**Vienna, FN 78485 w**

**("Company")**

**Agenda**

**and**

**Resolution Proposals of the Management Board and the Supervisory Board for the**

**37th Annual General Meeting**

**of the Company**

**on**

**1 June 2023**

## **Agenda**

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.

**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 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.**

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 management board and the supervisory board propose that the Annual General Meeting adopts the following resolution:

**Resolution**

The annual financial statements of Warimpex Finanz- und Beteiligungs Aktiengesellschaft as of 31 December 2022 show a balance sheet profit of EUR 6,221,702.73.

Such profit 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 2022.**

The management board and the supervisory board propose that the Annual General Meeting adopts the following resolution:

**Resolution**

The members of the management board of the Company are discharged from liability for the financial year 2022.

**Resolution Proposal regarding Agenda Item 4**

- 4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2022.**

The management board and the supervisory board propose that the Annual General Meeting adopts the following resolution:

**Resolution**

The members of the supervisory board of the Company are discharged from liability for the financial year 2022.

## **Resolution Proposal regarding Agenda Item 5**

### **5. Elections to the supervisory board.**

The supervisory board proposes that the Annual General Meeting adopts the following resolution:

#### **Resolution**

Mr. Hubert Staszewski is elected as a 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 2027.

#### **Please note:**

At the end of the annual general meeting of shareholders of 1 June 2023, the term of the supervisory board member Mr. Hubert Staszewski will end, which is why elections to the supervisory board are required. The respective declaration pursuant to section 87 para 2 of the Austrian Stock Corporation Act and the candidate's curricula vitae will be published on the website of the Company ([www.warimpex.com](http://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 2023.**

The supervisory board proposes that the Annual General Meeting adopts the following resolution:

**Resolution**

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Strasse 19, 1220 Vienna, is appointed as auditor and group auditor for the financial year 2023.

**Please note:**

The report of the proposed auditor pursuant to section 270 para 1a of the Austrian Commercial Code (information on transparency) will be published on the website of the Company ([www.warimpex.com](http://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 the remuneration report for the financial year 2022.**

The management board 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 of the 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 report shall be recommendatory in nature.

The resolution is not contestable (section 78d para 1 of the Austrian 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 website registered with the companies register from the 21st day before the Annual General Meeting in accordance with section 108 para 3 no 1 and para 4 no 4 of the Austrian Stock Corporation Act. On 21 April 2023, the management board and supervisory board of the Company adopted the remuneration report for the financial year 2022 in accordance with section 78c in conjunction with section 98a of the Austrian Stock Corporation Act and prepared a resolution proposal pursuant to section 108 para 1 of the Austrian Stock Corporation Act.

The remuneration report for the financial year 2022 will be made available on the Company's website, [www.warimpex.com](http://www.warimpex.com), which is registered with the companies register, no later than on 11 May 2023 (21st day before the Annual General Meeting).

The management board and supervisory board propose that the remuneration report for the financial year 2022, as made available on the Company's website registered with the companies register, shall be adopted.

The remuneration report is attached to this resolution proposal as **Annex ./1**.

### Resolution Proposal regarding Agenda Item 8

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.**

The management board and the supervisory board propose that the Annual General Meeting adopts the following resolution:

#### Resolution

- 8.a) The Annual General Meeting resolves to revoke the existing authorized capital in Article 5.3 of the Articles of Association, according to which the management board is authorized, pursuant to section 169 of the Austrian Stock Corporation Act, to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind, also in several tranches, also with partial or full exclusion of subscription rights, and to determine the issue price and the terms and conditions of the issue with the consent of the supervisory board, and according to which the supervisory board is authorized to resolve amendments to the Articles of Association resulting from the issue of shares from the authorized capital;
- as well as
- 8.b) The Annual General Meeting authorizes the management board, with the approval of the supervisory board, to increase the share capital of the Company by up to EUR 5,400,000.00 by issuing up to 5,400,000 new ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind within five years after registration of the authorization resolved at the Annual General Meeting on 1 June 2023 including the corresponding amendment to the Articles of Association with the companies register, also in several tranches, and also by way of indirect subscription rights pursuant to section 153 para 6 of the Austrian Stock Corporation Act and also with partial or full exclusion of subscription rights (authorized capital), and to determine the issue price, the terms and conditions of the issue, the subscription ratio and the

further details of the implementation with the consent of the supervisory board. Shareholders' subscription rights to the new shares issued from the authorized capital are excluded if and insofar as this authorization (authorized capital) is exercised by issuing shares against cash contributions in the case of greenshoe options in connection with the placement of new Company shares. Furthermore, the Annual General Meeting authorizes the supervisory board to adopt amendments to the Articles of Association resulting from the issue of shares from the authorized capital;

as well as

- 8.c) Article 5.3 of the Articles of Association in the current version is revoked. It is replaced by the following new Article 5.3 in the revised Articles of Association:

*"5.3 Pursuant to Section 169 of the Austrian Stock Corporation Act (AktG), the Management Board is authorized to increase the share capital of the Company, with the approval of the Supervisory Board, by up to EUR 5,400,000.00 by issuing up to 5,400,000 new ordinary bearer shares (no-par value shares) against cash payment and/or contribution in kind within five years after registration of the authorization resolved at the Annual General Meeting on 1 June 2023 including the corresponding amendment to the Articles of Association with the companies register, also in several tranches, also by way of indirect subscription rights pursuant to Section 153 (6) of the Austrian Stock Corporation Act (AktG), and also by way of partial subscription rights pursuant to Section 153 (6) of the Austrian Stock Corporation Act. 000 new ordinary bearer shares (no par value shares) against cash and/or non-cash contributions, also in several tranches, also by way of indirect subscription rights pursuant to Section 153 (6) of the Austrian Stock Corporation Act (AktG) and also with partial or full exclusion of subscription rights (authorized capital), and to determine the issue price, the terms and conditions of the issue, the subscription ratio and the further details of the implementation with the consent of the Supervisory Board. Shareholders' subscription rights to the new shares issued from the authorized capital are excluded if and insofar as this authorization (authorized capital) is exercised by issuing shares against cash contributions in the case of greenshoe options in connection with the placement of new Company shares. The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issue of shares from the authorized capital."*

The report on the exclusion of subscription rights relating to agenda item 8 (authorized capital) is attached to this resolution proposal as **Annex ./2**.

## Resolution Proposal regarding Agenda Item 9

### 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.

The management board and the supervisory board propose that the Annual General Meeting adopts the following resolution:

### Resolution

- 9.a) The Annual General Meeting authorizes the management board pursuant to section 174 para 2 of the Austrian Stock Corporation Act (AktG), within five years from the date of the resolution, with the approval of the Supervisory Board, to issue convertible bonds (*Wandelschuldverschreibungen*) carrying conversion or subscription rights for up to ~~€10,800,000~~ ordinary bearer shares of the Company with a pro rata amount of the share capital of up to EUR ~~€10,800,000.00~~, also in several tranches, and to determine all further terms and conditions, the issue and the conversion procedure of the convertible bonds, the issue price and the exchange or conversion ratio. Shareholders' subscription rights shall be excluded. The conversion or subscription rights may be settled by means of conditional capital or treasury shares (own shares) or a combination thereof. The price of the convertible bonds shall be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of financial mathematics;  
as well as
- 9.b) The Annual General Meeting resolves on the conditional increase of the share capital pursuant to section 159 para 2 no 1 of the Austrian Stock Corporation Act by up to a nominal amount of EUR ~~€10,800,000.00~~ by issuing up to ~~€10,800,000~~ new ordinary bearer shares for issuance to holders of convertible bonds – to which the management board is authorized in this Annual General Meeting – and the determination of the requirements pursuant to section 160 para 2 of the Austrian Stock Corporation Act, as well as on the authorization of the management board to

determine the further details of the conditional capital increase and its implementation, in particular the terms and conditions of the issue and conversion procedure of the convertible bonds, the issue price and the conversion ratio, and the authorization of the supervisory board to resolve on amendments to the Articles of Association resulting from the issue of shares from the conditional capital ("Conditional Capital 2023");

as well as

The Annual General Meeting resolves to amend the Articles of Association in accordance with the resolution in item 9.b) so that the following new Article 5.2 (b) is added to Article 5 (Share Capital) of the revised Articles of Association:

*"5.2 (b) Pursuant to Section 159 (2) no 1 of the Austrian Stock Corporation Act, the share capital shall be increased by up to a nominal amount of EUR [10,800,000.00] by issuing up to [10,800,000] new ordinary bearer shares. The conditional capital increase shall only be implemented to the extent that holders of convertible bonds, which the Management Board was authorized to issue at the Annual General Meeting on 1 June 2023, exercise their conversion rights to shares in the Company. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase (in particular the issue price, the content of the share rights, the date of dividend entitlement). The Supervisory Board is authorized to resolve on amendments to the Articles of Association resulting from the issue of shares on the basis of the conditional capital ("Conditional Capital 2023")."*

The report on the exclusion of subscription rights relating to agenda item 9.a) (authorization to issue convertible bonds) is attached to this resolution proposal as **Annex ./3**.

### Resolution Proposal regarding Agenda Item 10

- 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.**

The management board and the supervisory board propose that the Annual General Meeting adopts the following resolution:

#### Resolution

- 10.a) The authorization of the management board resolved by the Annual General Meeting on 3 June 2019 to sell treasury shares (own shares) by means other than via the stock exchange or by a public offer and excluding the shareholders' quota-based purchase right (exclusion of subscription rights) is revoked.
- 10.b) The management board is authorized by the Annual General Meeting for a period of 30 months from the date of the resolution pursuant to section 65 para 1 no 4 and no 8 as well as para 1a and para 1b of the Austrian Stock Corporation Act to acquire shares in the Company up to the statutory limit of 10 % of the share capital, taking into account shares in the Company previously acquired. The consideration per share to be paid on the repurchase must not be lower than a maximum of 30% below and not higher than a maximum of 10% above the average of the unweighted closing price of the ten stock exchange trading days preceding the repurchase. Any acquisition may be carried out via the stock exchange or a public offer or other beneficial means permitted by law, including over the counter or by means of a negotiated purchase from individual shareholders intending to sell their shares, also in the form of futures, and also with exclusion of the shareholders' quota-based right to tender (*Andienungsrecht*), which may arise in the context of such acquisition (reverse exclusion of subscription rights). Furthermore, the management board is authorized to determine the terms and conditions of any acquisition, whereby it shall publish its relevant resolution and the repurchase programme based thereon, including its duration, in accordance with the applicable legal requirements. This authorization may be performed in full or in part or in several tranches and for one or several purposes by the Company or a subsidiary pursuant to section 189a of the Austrian Commercial Code (*Unternehmensgesetzbuch*) or by third parties for the account of the Company. Trading in own shares as the purpose of the acquisition is excluded.

- 10.c) The management board is authorized for a period of five years from the date of the resolution with the approval of the supervisory board to sell of or use treasury shares (own shares) of the Company by other means than via the stock exchange or a public offer. The authorization may be used fully or in part, also in several tranches and for one or more purposes. The proportional right of purchase of shareholders in case of sale or use by means other than via the stock exchange or by way of a public offer is excluded (exclusion of subscription right). The treasury shares (own shares), in particular,
- i) may be used for payment to employees of the Company or a subsidiary, whether for consideration or free of charge;
  - ii) may be used with regard to convertible bonds (*Wandelschuldverschreibungen*) and/or warrant bonds (*Optionsschuldverschreibungen*);
  - iii) may be used as consideration for real estate, companies, businesses or shares in one or more companies domestically or abroad transferred to the Company or its subsidiaries;
  - iv) may be sold (1) at any time via the stock exchange or a public offer as well as (2) for a period of five years from the date of the resolution in any other legally permissible manner, including over-the-counter, pursuant to section 65 para 1b of the Austrian Stock Corporation Act.
- 10.d) The management board is authorized, without further approval by the Annual General Meeting, to cancel treasury shares (own shares) with the approval of the supervisory board. The supervisory board is authorized to resolve on amendments to the Articles of Association resulting from a cancellation of own shares.

The report on the exclusion of subscription rights relating to agenda item 10. is attached to this resolution proposal as **Annex ./4.**



## **Resolution Proposal regarding Agenda Item 11**

### **11. Resolution on the full revision of the articles of association.**

With regard to the full revision of the Articles of Association of the Company, the management board and the supervisory board propose that the Annual General Meeting shall adopt the new version of the Articles of Association in accordance with the version attached as **Annex ./5**.

The comparison version attached as **Annex ./6** shows the changes in the revised Articles of Association compared with the previous Articles of Association.

Vienna, May 2023

The Management Board

The Supervisory Board

Annex ./1	Remuneration report for the financial year 2022
Annex ./2	Report on the exclusion of subscription rights (agenda item 8)
Annex ./3	Report on the exclusion of subscription rights (agenda item 9.a)
Annex ./4	Report on the exclusion of subscription rights (agenda item 10)
Annex ./5	New version of the articles of association
Annex ./6	Comparison version of the articles of association