

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Wien, FN 78485 w

("Company")

Agenda

and

**Resolution Proposals of the Management Board and
the Supervisory Board for the
38th Ordinary Annual General Meeting of Shareholders
of the Company**

on

06 June 2024

Agenda

1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2023 as well as of the consolidated financial statements and the group management report (including the non-financial report) as of 31 December 2023, a proposal for distribution of profit and the supervisory board report regarding the financial year 2023.
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 2023.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2023.
5. Appointment of the auditor and the group auditor for the financial year 2024.
6. Resolution on the remuneration report for the financial year 2023.

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 2023 as well as of the consolidated financial statements and the group management report (including the non-financial report) as of 31 December 2023, a proposal for distribution of profit and the supervisory board report regarding the financial year 2023.**

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 of shareholders adopt the following:

Resolution

The annual financial statements of Warimpex Finanz- und Beteiligungs Aktiengesellschaft as at 31 December 2023 show a balance sheet profit of EUR 2,122,474.13.

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 2023

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 2023.

Resolution Proposal regarding Agenda Item 4

4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2023

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 2023.

Resolution Proposal regarding Agenda Item 5

5. Appointment of the auditor and the group auditor for the financial year 2024

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 2024.

Resolution Proposal regarding Agenda Item 6

6. Resolution on the remuneration report

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 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 prior to the Annual General Meeting in accordance with section 108 para 4 sub-para 4 Austrian Stock Corporation Act. On 21 April 2024, the management board and supervisory board of the Company adopted the remuneration report for the financial year 2023 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 for the financial year 2024 will be made available on the Company's website, www.warimpex.com, which is registered in the Commercial Register, no later than on 16 May 2024 (the 21st day prior to the Annual General Meeting).

The management board and supervisory board propose that the remuneration report for the financial year 2023 as published on the Company's website entered in the Commercial Register be adopted.

The remuneration report is appended to this resolution proposal as **Schedule ./1**.

Vienna, May 2024

The Management Board

The Supervisory Board

Schedule ./1 Remuneration report for the financial year 2023