

*This translation is for convenience only*

*The German version is legally binding*

## **Warimpex Finanz- und Beteiligungs**

### **Aktiengesellschaft**

#### **Invitation**

to the

#### **23<sup>rd</sup> Annual General Meeting**

of shareholders

**on Thursday, 28 May 2009, at 11 am**

at 1210 Vienna, Floridotower Floridsdorfer Hauptstraße 1, 30<sup>th</sup> floor

with the following

#### **A g e n d a:**

1. Presentation of the approved annual financial statements as of 31 December 2008, the status report (*Lagebericht*) of the management board and the report of the supervisory board for the financial year 2008 as well as of the consolidated financial statements for the financial year 2008 and the group status report for the financial year 2008.
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 and the supervisory board from liability for the financial year 2008.
4. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2008.
5. Appointment of the auditor and the group auditor for the financial year 2009.
6. Resolution in accordance with section 65 para 1 No 8 as well as para 1a and 1b of the Austrian Stock Corporation Act (*Aktiengesetz*) regarding the authorization of the management board to acquire the Company's own shares, not exceeding ten percent of the Company's nominal capital, under consideration of the shares already acquired by the Company, which will be valid for a period of 30 months beginning on the date of this resolution, regarding the lowest and the highest consideration to be paid for the acquisition of the own shares, regarding the fact that the buy-back may be carried out over the stock exchange or in a trade sale, and regarding the buy-back conditions. The management board shall, pursuant to the legal provisions, publish the management board's resolution and the buy-back program including its duration. The

authorization can be exercised in total or in part, by pursuing one or more purposes of the Company, can be exercised by its subsidiary (section 228 para 3 UGB) or by third parties for the account of the Company. Trading in its own shares shall be excluded as purpose of the acquisition.

The management board shall be authorized, in accordance with section 65 para 1 No 8 of the Austrian Stock Corporation Act (*Aktiengesetz*), to redeem the Company's own shares without any further resolution of the shareholders' meeting. The supervisory board shall be authorized to amend the articles of association, as required due to the redemption of shares. This authorization replaces the authorization resolved by the last annual general meeting on 29 May 2008 as item 7. of the agenda with regard to the share buyback.

7. Resolution on the authorization of the management board that the management board with the prior approval of the supervisory board may
  - a) provide own shares to employees of the Company or an affiliated company, be it with or without consideration;
  - b) use own shares to serve convertible bonds;
  - c) use own shares as consideration for real estates, enterprises, businesses or shares of one or several companies transferred to the company or its subsidiaries both in Austria and abroad;
  - d) sell own shares in accordance with section 65 para 1b of the Stock Corporation Act (i) any time via the stock exchange or by public offer as well as (ii) for a period of 5 years from the day of this resolution in any way permitted by law, also other than via the stock exchange, whereby the management board is entitled to exclude the general purchase opportunity.

Shareholders are entitled to attend the annual general meeting provided that they deposit their shares (interim certificates) with the Company, the paying agent UniCredit Bank Austria AG, an Austrian notary public or, the main branch office of an Austrian bank, during business hours no later than 22 May 2009, and provided they leave their shares in deposit until the end of the annual general meeting.

The depository offices shall provide the Company with the confirmation of all deposits no later than one working day after the end of the deposit period.

Pursuant to section 83 para 2 No 1 Austrian Stock Exchange Act (*Börsegesetz*), we announce that the nominal capital of the Company amounts to EUR 36.000.000 and is divided into 36.000.000 no-par value bearer shares. Each share grants one vote. Taking into account the 66.500 own shares, for which the voting rights cannot be exercised pursuant to sections 65 para 5, 114 para 6 of the Austrian Stock Corporation Act, a total of 35.933.500 voting rights exist.

For the purposes of well functioning of the annual general meeting, questions which require detailed answers shall be sent in writing to the management board well in advance to the annual general meeting in order to allow preparation.

The business report 2008 (*Geschäftsbericht*), the financial statements and the consolidated financial statements as of 31 December 2008, the status report and the report of the supervisory board as well as the report according to item 7. of the agenda will be available to the shareholders for their review starting from 7 May 2009 at the Company seat at 1210 Vienna, Floridsdorfer Hauptstraße 1 and in electronic form on the website at [www.warimpex.at](http://www.warimpex.at).

The annual financial statements and the business report for the financial year 2008 are available at UniCredit Bank Austria AG, the paying agent, at 1030 Vienna, Vordere Zollamtsstraße 13 for public review.

Vienna, May 2009

**The Management Board**