

**Sender:**

(Please insert name and address, including your telephone number for possible enquiries)

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**To be delivered prior to the extraordinary shareholders' meeting via email or telefax to:  
Warimpex Finanz- und Beteiligungs  
Aktiengesellschaft  
"Floridotower" Floridsdorfer Hauptstraße 1,  
A-1210 Vienna, Austria  
E-Mail: daniel.folian@warimpex.com  
Fax.: +43 (0)1 310 55 00 122**

**PROXY**

**for the exercise of voting rights of shares in the 24<sup>th</sup> Annual General Meeting of**

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**FN 78485 w**

**on Wednesday, 2 June 2010**

As a shareholder of Warimpex Finanz- und Beteiligungs Aktiengesellschaft I hereby authorise

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(Name of the authorised person in block letters)

to represent me at the 24<sup>th</sup> Annual General Meeting of Warimpex Finanz- und Beteiligungs Aktiengesellschaft, FN 78485 w, on Wednesday, 2 June 2010, at 11.00 am and to exercise all rights to which I am entitled as a shareholder of Warimpex Finanz- und Beteiligungs Aktiengesellschaft, above all voting rights.

In particular, I hereby authorise the above-mentioned person to exercise my voting rights for the following points on the agenda and to pass resolutions:

1. Presentation of the approved annual financial statements as of 31 December 2009, the status report (*Lagebericht*) of the management board and the report of the supervisory board for the financial year 2009 as well as of the consolidated financial statements for the financial year 2009, the group status report for the financial year 2009 and the corporate governance report pursuant to section 243 b of the Austrian Commercial Code for the financial year 2009.
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 2009.
4. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2009.
5. Appointment of the auditor and the group auditor for the financial year 2010.
6. Resolution on the authorization to purchase shares from individual shareholders, willing to sell in the course of a "negotiated purchase", also in form of a forward transaction, in order to deliver to VIENNA INSURANCE GROUP Wiener Städtische Versicherung AG the

amount of new no-par value bearer shares as laid down in the "Backstop and Option Agreement" of 21.4.2010, due in the event of exercise of its option under the "Backstop and Option Agreement". This authorization replaces the authorization resolved by the last Annual General Meeting on 28.5.2009 in Item 6. of the agenda with regard to the purchase of own shares.

7. Resolution on the authorization of the management board with the approval of the supervisory board to

i) issue own shares to employees of the Company or an affiliated company, be it with or without consideration;

ii) use own shares to serve convertible bonds;

iii) use own shares – also abroad – as consideration for real estates, enterprises, businesses or shares of one or several companies transferred to the Company or its subsidiaries;

iv) sell own shares in accordance with section 65 para 1b of the Stock Corporation Act (1) any time via the stock exchange or by public offer as well as (2) 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, in order to for instance deliver to VIENNA INSURANCE GROUP Wiener Städtische Versicherung AG the amount of new no-par value bearer shares as laid down in the "Backstop and Option Agreement" of 21.4.2010, due in the event of exercise of its option under the "Backstop and Option Agreement".

This authorization replaces the authorization resolved by the last Annual General Meeting on 28.5.2009 in Item 7. of the agenda with regard to the sale of own shares.

8. Resolution on the Amendment of the Articles of Association.

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(Name/company and address of the shareholder in block letters)

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(Date, signature of the shareholder or reproduction of signature)

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(Depository institution)

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(Number of no-par value voting bearer shares)