

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**Vienna, FN 78485 w**

**("Company")**

**Recommendations**

**for resolutions to be passed at the**

**25<sup>th</sup> Annual General Meeting**

**3 May 2011**

- 1. Presentation of the annual financial statements of 31 December 2010, the management report and the report of the Supervisory Board on the 2010 financial year as well as the consolidated financial statements, the group management report as well as the corporate governance report pursuant to section 243 b Commercial Code**

A resolution is not required for this point of the agenda.

- 2. Resolution on the use of net profit for the year**

A resolution is not required for this point of the agenda.

- 3. Resolution on the release of the members of the Management Board and the Supervisory Board from liability for the 2010 financial year**

The Supervisory Board and the Management Board recommend the release of the members of the Management Board and the Supervisory Board from liability for the 2010 financial year.

- 4. Resolution on remuneration for the members of the Supervisory Board for the 2010 financial year**

The Supervisory Board and the Management Board recommend, to approve the remuneration of the Supervisory Board in the amount of EUR 125,000.00 and to authorise the chairman, to proceed on the distribution of this remuneration amongst the members of the Supervisory Board.

- 5. Election of the auditor for the annual financial statements and consolidated financial statements for the 2011 financial year**

The Supervisory Board recommends the election of Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., 1220 Wien, Wagramer Straße 19, as the auditor of

the annual financial statements and consolidated financial statements for the 2011 financial year.

- 6. Resolution on the authorisation of the Management Board, within 5 years after the registration of the relevant changes to the Articles of Association in the commercial register, to increase the share capital up to EUR 5,400,000 by issuing of up to 5,400,000 new no-par value ordinary bearer shares against cash payment or contribution in kind in one or several tranches also with the exclusion of subscription rights and to determine the issuing price as well as the conditions for the issue in accordance with the Supervisory Board; the authorisation of the Supervisory Board to undertake changes to the Articles of Association due to the exercise of the authorized capital; this shall be provided for in the yet to be inserted section 5 para 3 of the Articles of Association accordingly.**

The Supervisory Board and the Management Board recommend, to pass this resolution as proposed on the agenda and in consideration of the report of the Management Board regarding the exclusion of subscription rights pursuant to section 153 para 4 Austrian in connection with section 170 para 2 Stock Corporation Act (*Ausschluss des Bezugsrechts*).

- 7. Appointment of a new member of the Supervisory Board.**

The Supervisory Board recommends to elect Mr Hannes Andreas Palfinger as new member of the Supervisory Board. The respective declaration of Mr Palfinger pursuant to section 87 para 2 Austrian Stock Corporation Act shall, separately to this recommendation, be made public on the webpage of the Company and be available at the registered seat of the Company.

Vienna, April 2011

The Supervisory Board

The Management Board