

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 25th Annual General Meeting of

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

FN 78485 w

on Tuesday, 3 May 2011

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

(Name of the authorised person in block letters)

to represent me at the 25th Annual General Meeting of Warimpex Finanz- und Beteiligungs Aktiengesellschaft, FN 78485 w, on Tuesday, 3 Mai 2011, 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 2010, the status report (*Lagebericht*) of the management board and the report of the supervisory board for the financial year 2010 as well as of the consolidated financial statements for the financial year 2010, the group status report for the financial year 2010 and the corporate governance report pursuant to section 243 b of the Austrian Commercial Code for the financial year 2010.
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 2010.
4. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2010.
5. Appointment of the auditor and the group auditor for the financial year 2011.
6. Resolution on the authorisation of the Management Board, within 5 years after the registration of the relevant changes to the Articles of Association with the companies 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 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.

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

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

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

(Depository institution)

(Number of no-par value voting bearer shares)