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Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Vienna, FN 78485 w

("Company")

Resolution proposals by the management and the supervisory board to be adopted at the

26th Annual General Meeting of the Company

on 11 June 2012

Resolution proposal for agenda item 1.

- 1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2011 as well as of the consolidated financial statements and the group management report as of 31 December 2011 as well as the supervisory board report regarding the financial year 2011.**

A resolution is not required for this agenda item.

Resolution proposal for agenda item 2.

2. Resolution on the use of the balance sheet result as shown in the annual financial statements.

Due to a loss shown in the balance sheet a resolution is not required for this agenda item.

The loss of EUR 23,097,183.00, as shown in the annual financial statements as of 31 December 2011, shall be carried forward together with the loss of the prior year (annual financial statements as of 31 December 2010) in the amount of EUR 10,731,219.00, therefore in total EUR 33,828,401.00.

Resolution proposal for agenda item 3.

3. Resolution on the discharge of the members of the management board from liability for the financial year 2011.

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

The members of the management board are discharged from liability for the financial year 2011.

Resolution proposal for agenda item 4.

- 4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2011.**

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

The members of the supervisory board are discharged from liability for the financial year 2011.

Resolution proposal for agenda item 5.

5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2011.

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

The members of the supervisory board are awarded a remuneration in the total amount of EUR 95,000.00 for the 2011 financial year, whereby the supervisory board shall decide independently upon the distribution of this remuneration among the members of the supervisory board.

Resolution proposal for agenda item 6.

6. Appointment of the auditor and the group auditor for the financial year 2012.

The supervisory board proposes that the annual general meeting shall adopt the following resolution:

Resolution

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, A-1220 Vienna, Austria, is appointed as auditor and group auditor for the financial year 2012.

Note:

The report of the proposed accountant pursuant to section 270 para 1a Austrian Commercial Code (information on accountability) shall be published separately from this resolution proposal on the Company's website (www.warimpex.com) and made available at the Company's registered office.

Resolution proposal for agenda item 7.

7. Appointments to the supervisory board.

The supervisory board proposes that the annual general meeting shall adopt the following resolutions:

Resolutions

Mr Thomas Aistleitner shall be elected as a member of the supervisory board with regard to the supervisory board of the Company until the end of the annual general meeting deciding upon the discharge from liability for the 2016 financial year.

Mr William Henry Marie de Gelsey shall be elected as a member of the supervisory board with regard to the supervisory board of the Company until the end of the annual general meeting deciding upon the discharge from liability for the 2016 financial year.

Mr Günter Korp shall be elected as a member of the supervisory board with regard to the supervisory board of the Company until the end of the annual general meeting deciding upon the discharge from liability for the 2016 financial year.

Mr Harald Wengust shall be elected as a member of the supervisory board with regard to the supervisory board of the Company until the end of the annual general meeting deciding upon the discharge from liability for the 2016 financial year.

Note:

Pursuant to section 87 para 3 Austrian Stock Corporation Act, the votes with regard to the election of the members of the supervisory board must be held individually and separately.

The appointments of the supervisory board members Mr William Henry Marie de Gelsey, Mr Günter Korp, Mr Harald Wengust and Mr Wolfgang Mitterberger conclude upon the end of the annual general meeting on 11 June 2012, requiring the re-election of members to the supervisory board.

The respective declarations required by section 87 para 2 Austrian Stock Corporation Act as well as the respective curricula vitae will be published separately from this resolution proposal on the Company's website (www.warimpex.com) and made available at the Company's registered office.

Resolution proposal for agenda item 8.

8. Resolution

a) on the revocation of the existing authorised capital in item 5.3 of the articles of association, pursuant to which the management board is authorised pursuant to section 169 Austrian Stock Corporation Act within five years of the entry of the amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment or contribution in kind, also in one or several tranches, also with the exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, and pursuant to which the supervisory board is authorised to adopt amendments to the articles of association due to the exercise of the authorised capital;

as well as

b) on the creation of a new authorised capital by passing a resolution with which the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, as well as on the authorisation of the supervisory board to adopt amendments to the articles of association due to the exercise of the authorised capital;

as well as

c) the amendments to the articles of association related to the resolutions under items a) and b).

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

8.1 The annual general meeting passes a resolution upon the revocation of the existing authorised capital in item 5.3 of the articles of association, pursuant to which the management board is authorised pursuant to section 169 Austrian Stock Corporation Act within five years of the entry of the amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment or contribution in kind, also in one or several tranches, also with the exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board, and pursuant to which the supervisory board is authorised to adopt amendments to the articles of association due to the exercise of the authorised capital;

as well as

8.2 The annual general meeting authorises the management board within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board. Further the annual general meeting authorises the supervisory board to adopt amendments to the articles of association due to the issue of shares with regard to the exercise of the authorised capital;

as well as

8.3 The annual general meeting passes a resolution with regard to the amendment of the articles of association, whereby item 5.3 of the articles of association shall read as follows:

5.3 Pursuant to section 169 Austrian Stock Corporation Act the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board. Further the supervisory board is authorised to adopt amendments to the articles of association due to the issue of shares with regard to the exercise of the authorised capital.

Note:

Item 5.3 of the articles of association shall thereby be amended as follows:

Articles of association (in the current version)

5.3 Pursuant to section 169 Austrian Stock Corporation Act the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment and/or contribution in kind, also in one or several tranches, also with the exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board. Further the supervisory board is authorised to adopt amendments to the articles of association due to the exercise of the authorised capital.

Articles of association (in the proposed version)

5.3 Pursuant to section 169 Austrian Stock Corporation Act the management board is authorised within five years of the entry of the respective amendment to the articles of association in the companies register to increase the share capital by up to EUR 5,400,000.00 by issuing up to 5,400,000 new, no-par value, ordinary bearer shares against cash payment and/or contribution in kind, also in one or several tranches, also with the partial or total exclusion of subscription rights, and to determine the issue price as well as the conditions for the issue in accordance with the supervisory board. Further the supervisory board is authorised to adopt amendments to the articles of association due to the issue of shares with regard to the exercise of the authorised capital.

Both the management board report pursuant to section 153 para 4 in connection with section 169 and 170 para 2 Austrian Stock Corporation Act (exclusion of subscription rights) and the amended version of the articles of association (together with a comparison of the articles of association dated 3 May 2011 and the articles of association in their new version to be adopted) will be published separately from this resolution proposal on the Company's website (www.warimpex.com) and made available at the Company's registered office.

Resolution proposal for agenda item 9.

9. Resolution

- a) on the authorisation of the management board pursuant to section 65 para 1 item 8 Austrian Stock Corporation Act for a period of 30 months from the date of the resolution to purchase the Company's own shares up to the maximum of 10% of the share capital, including all previously purchased shares, as stipulated by the law, whereby the lowest consideration with regard to the purchase shall not fall short of a maximum of 30% below and shall not exceed a maximum of 10% above the average, unweighted price at the close of trading with regard to ten trading days prior to the purchase, and the purchase shall be executed via the stock exchange or via a public offering or via any other suitable means, as stipulated by the law, including over-the-counter, individual shareholders willing to sell (*negotiated purchase*) and forward purchase transactions, as well as with regard to the determination of the terms of the purchase, whereby the management board shall as the case may be as stipulated by the law make public the resolution of the management board and the respective purchase scheme including its term. The authorisation may be exercised in total or partially as well as also in multiple tranches and with regard to the pursuit of one or multiple purposes by the Company, by a subsidiary (section 228 para 3 Austrian Commercial Code) or by third parties on behalf of the Company. The trading with own shares is precluded as a purpose for the purchase;

as well as

- b) on the authorisation of the management board, subject to the approval of the supervisory board, also including the partial or total exclusion of subscription rights and without any further resolution by the general meeting, to
- i) grant own shares to employees of the Company or an affiliated company, be it with or without consideration;
 - ii) use own shares to serve convertible and/or option bonds;
 - iii) use own shares in Austria and abroad as consideration for real estate, enterprises, business operations 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 Austrian Stock Corporation Act (1) via the stock exchange or via a public offering at any time as well as (2) by any other means, not limited to trading via the stock exchange, as permitted by law for a term of five years from the date of this resolution.**

This authorisation replaces the authorisation resolved by the last annual general meeting on 2 June 2010 in item 7. of the agenda with regard to the sale of own shares.

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

- 9.1 The management board is authorised by the annual general meeting pursuant to section 65 para 1 item 8 Austrian Stock Corporation Act for a period of 30 months from the date of the resolution to purchase the Company's own shares up to the maximum of 10% of the share capital, including all previously purchased shares, as stipulated by the law. The lowest consideration with regard to the purchase shall not fall short of a maximum of 30% below and shall not exceed a maximum of 10% above the average, unweighted price at the close of trading with regard to ten trading days prior to the purchase. The purchase shall be executed via the stock exchange or via a public offering or via any other suitable means, as stipulated by the law, including over-the-counter, individual shareholders willing to sell (*negotiated purchase*) and forward purchase transactions. With regard to the terms of the purchase the management board is further authorised to determine these, whereby the management board shall as the case may be as stipulated by the law make public the resolution of the management board and the respective purchase scheme including its term. The authorisation may be exercised in total or partially as well as also in multiple tranches and with regard to the pursuit of one or multiple purposes by the Company, by a subsidiary (section 228 para 3 Austrian Commercial Code) or by third parties on behalf of the Company. The trading with own shares is precluded as a purpose for the purchase;

as well as

- 9.2 The annual general meeting authorises the management board, subject to the approval of the supervisory board, also including the partial or total exclusion of subscription rights and without any further resolution by the general meeting, to

- i) grant own shares to employees of the Company or an affiliated company, be it with or without consideration;
- ii) use own shares to serve convertible and/or option bonds;
- iii) use own shares in Austria and abroad as consideration for real estate, enterprises, business operations 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 Austrian Stock Corporation Act (1) via the stock exchange or via a public offering at any time as well as (2) by any other means, not limited to trading via the stock exchange, as permitted by law for a term of five years from the date of this resolution.

This authorisation replaces the authorisation resolved by the last annual general meeting on 2 June 2010 in item 7. of the agenda with regard to the sale of own shares.

Note:

The management board report pursuant to section 65 para 1b in connection with section 153 para 4 Austrian Stock Corporation Act (exclusion of subscription rights) will be published separately from this resolution proposal on the Company's website (www.warimpex.com) and made available at the Company's registered office.

Resolution proposal for agenda item 10.

10. Resolution

- a) **on the partial revocation of the management board authorisation pursuant to section 174 para 2 Austrian Stock Corporation Act, as resolved by the annual general meeting on 31 May 2007, within a period of five years from the date of this resolution and with the approval of the supervisory board to issue convertible bonds relating to shares in the total nominal value of up to EUR 9,000,000.00 (of the Company's share capital), granting the right to convert or subscribe to up to 9,000,000 ordinary bearer shares in the Company, also in one or several tranches, under the exclusion of subscription rights; the revocation shall thereby apply to the extent to which this authorisation has not yet been exercised;**

as well as

- b) **on the amendment of item 5.2 of the articles of association with regard to the restriction of the conditional capital as approved by the 21st annual general meeting on 31 May 2007 pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act to the amount required to serve the convertible bonds so far issued by the management board pursuant to the authorisation of the annual general meeting on 31 May 2007, which confer the right of conversion or subscription to up to 5,179,828 no-par value, ordinary bearer shares in the Company with a proportionate share in the share capital totalling to up to EUR 5,179,828.00 ("conditional capital 1");**

as well as

- c) **on the authorisation of the management board pursuant to section 174 para 2 Austrian Stock Corporation Act within five years of the date of the resolution and with the approval of the supervisory board to issue convertible and/or option bonds conferring the right of conversion or subscription to up to 9,000,000 ordinary bearer shares in the Company with a proportionate share in the share capital of up to EUR 9,000,000.00, also in one or several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible and/or option bonds, the issue price as well as the exchange and conversion ratio. The subscription right of the shareholders is excluded. The service of the conversion and subscription rights can be effected by means of conditional capital or the own shares or a combination of**

both. The issue price of the convertible and/or option bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance;

as well as

- d) on the conditional increase in the share capital pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act of up to a nominal value of EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares for the issuance to holders of convertible and/or option bonds – to which the management board is authorised by this annual general meeting – and the realisation of the requirements pursuant to section 160 para 2 Austrian Stock Corporation Act, with regard to the authorisation of the management board to determine the further details of the conditional capital increase and its execution, in particular regarding the terms of the issue and the conversion procedure for the convertible and/or option bonds, the issue amount as well as the conversion and exchange ratio, and on the authorisation granted to the supervisory board to adopt amendments to the articles of association arising from the issue of shares pursuant to the conditional capital ("conditional capital 2");**

as well as

- e) all amendments to the articles of association related to the resolutions under items b) and d).**

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

- 10.1 The annual general meeting passes a resolution upon the partial revocation of the management board authorisation pursuant to section 174 para 2 Austrian Stock Corporation Act, as resolved by the annual general meeting on 31 May 2007, within a period of five years from the date of this resolution and with the approval of the supervisory board to issue convertible bonds relating to shares in the total nominal value of up to EUR 9,000,000.00 (of the Company's share capital), granting the right to convert or subscribe to up to 9,000,000 ordinary bearer shares in the Company, also in one or several tranches, under the exclusion

of subscription rights; the revocation shall thereby apply to the extent to which this authorisation has not yet been exercised;

as well as

- 10.2 The annual general meeting passes a resolution upon the amendment of item 5.2 of the articles of association with regard to the restriction of the conditional capital as approved by the 21st annual general meeting on 31 May 2007 pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act to the amount required to serve the convertible bonds so far issued by the management board pursuant to the authorisation of the annual general meeting on 31 May 2007, which confer the right of conversion or subscription to up to 5,179,828 no-par value, ordinary bearer shares in the Company with a proportionate share in the share capital totalling to up to EUR 5,179,828.00 ("conditional capital 1"); at the same time item 5.2 as adapted hereby shall bare the description 5.2 a);

as well as

- 10.3 The annual general meeting authorises the management board pursuant to section 174 para 2 Austrian Stock Corporation Act within five years of the date of the resolution and with the approval of the supervisory board to issue convertible and/or option bonds conferring the right of conversion or subscription to up to 9,000,000 ordinary bearer shares in the Company with a proportionate share in the share capital of up to EUR 9,000,000.00, also in one or several tranches, and to determine all further terms, the issue and the conversion procedure with regard to the convertible and/or option bonds, the issue price as well as the exchange and conversion ratio. The subscription right of the shareholders is excluded. The service of the conversion and subscription rights can be effected by means of conditional capital or the own shares or a combination of both. The issue price of the convertible and/or option bonds is to be determined by means of a market standard price determination scheme in consideration of generally acknowledged methods of mathematical finance;

as well as

- 10.4 The annual general meeting passes a resolution upon the conditional increase in the share capital pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act of up to a nominal value of EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares for the issuance to holders of convertible and/or option bonds – to which the management board is authorised by this annual general meeting – and the realisation of the requirements pursuant to section 160 para 2 Austrian Stock Corporation Act, with regard to the authorisation of the management board to determine the further details of the conditional capital increase and its execution, in particular regarding the terms of the issue and the conversion procedure for the convertible and/or option bonds, the issue amount as well as the

conversion and exchange ratio, and on the authorisation granted to the supervisory board to adopt amendments to the articles of association arising from the issue of shares pursuant to the conditional capital ("conditional capital 2");

as well as

- 10.5 The annual general meeting passes a resolution with regard to the amendment of the articles of association in connection with the resolutions in items 10.2 and 10.4, whereby item 5.2 shall read as follows:

5.2 a) Pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act the share capital shall be conditionally increased by up to EUR 5,179,828.00 through the issue of up to 5,179,828 new, ordinary bearer shares. The conditional share capital increase shall only be implemented where the holders of the convertible bonds, issued on the basis of the resolution passed on 31 May 2007, exercise the conversion right for shares of the Company attached to the convertible bonds. The management board is authorised, upon the approval of the supervisory board, to determine the details of the execution of the conditional share capital increase (in particular the issue price, the rights attached to the shares and the time from which on such shares carry dividend rights). The supervisory board is authorised to amend the articles of association as required due to the issue of shares on the basis of the conditional increase in the share capital ("conditional capital 1").

5.2 b) Pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act the share capital shall be conditionally increased by up to EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares. The conditional share capital increase shall only be implemented where the holders of the convertible and/or option bonds, issued on the basis of the resolution passed on 11 June 2012, exercise the conversion right for shares of the Company attached to the convertible bonds. The management board is authorised, upon the approval of the supervisory board, to determine the details of the execution of the conditional share capital increase (in particular the issue price, the rights attached to the shares and the time from which on such shares carry dividend rights). The supervisory board is authorised to amend the articles of association as required due to the issue of shares on the basis of the conditional increase in the share capital ("conditional capital 2").

Note:

Item 5.2 of the articles of association shall thereby be amended as follows:

Articles of association (in the current version)

5.2 Pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act the share capital shall be conditionally increased by up to EUR 9,000,000 through the issue of up to 9,000,000 new, ordinary bearer shares. The conditional share capital increase shall only be implemented where the holders of the convertible bonds, issued on the basis of the resolution passed on 31 May 2007, exercise the conversion right for shares of the Company attached to the convertible bonds. The management board is authorised, upon the approval of the supervisory board, to determine the details of the execution of the conditional share capital increase (in particular the issue price, the rights attached to the shares and the time from which on such shares carry dividend rights). The supervisory board is authorised to amend the articles of association as required due to the issue of shares in the course of the conditional increase in the share capital.

Articles of association (in the proposed version)

5.2 a) Pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act the share capital shall be conditionally increased by up to EUR 5,179,828.00 through the issue of up to 5,179,828 new, ordinary bearer shares. The conditional share capital increase shall only be implemented where the holders of the convertible bonds, issued on the basis of the resolution passed on 31 May 2007, exercise the conversion right for shares of the Company attached to the convertible bonds. The management board is authorised, upon the approval of the supervisory board, to determine the details of the execution of the conditional share capital increase (in particular the issue price, the rights attached to the shares and the time from which on such shares carry dividend rights). The supervisory board is authorised to amend the articles of association as required due to the issue of shares on the basis of the conditional increase in the share capital ("conditional capital 1").

5.2 b) Pursuant to section 159 para 2 item 1 Austrian Stock Corporation Act the share capital shall be conditionally increased by up to EUR 9,000,000.00 through the issue of up to 9,000,000 new, ordinary bearer shares. The conditional share capital increase shall only be implemented where the holders of the convertible and/or option bonds, issued on the basis of the resolution passed on 11 June 2012, exercise the conversion right for shares of the Company attached to the convertible bonds. The management board is authorised, upon the approval of the supervisory board, to determine the details of the execution of the conditional share capital increase (in particular the issue price, the rights attached to the shares and the

time from which on such shares carry dividend rights). The supervisory board is authorised to amend the articles of association as required due to the issue of shares on the basis of the conditional increase in the share capital ("conditional capital 2").

Both the management board report pursuant to section 174 para 4 in connection with section 153 para 4 Austrian Stock Corporation Act (exclusion of subscription rights) and the amended version of the articles of association (together with a comparison of the articles of association dated 3 May 2011 and the articles of association in their new version to be adopted) will be published separately from this resolution proposal on the Company's website (www.warimpex.com) and made available at the Company's registered office.

Resolution proposal for agenda item 11.

11. **Resolution on the amendment of the articles of association as to item 4. (exchange of the term "Webseite" (*webpage*) by the term "Internetseite" (*website*)), as to item 6.5 (exchange of the term "Zwischenscheine" (*interim certificates*) by the term "Sammelurkunden" (*collective certificates*)) and as to item 15.2 (deletion of the last sentence of this item with respect to the amendments of the Austrian Stock Corporation Act as conferred by the Companies Acts Amendment Act 2011).**

The management and the supervisory board propose that the annual general meeting shall adopt the following resolution:

Resolution

The annual general meeting passes the resolution upon the adoption of the articles of association in items 4., 6.5 and 15.2, whereby these items shall read as follows from now on :

4. Public Notices

Public notices of the Company, to the extent that and in cases where these announcements are required by the Austrian Stock Corporation Act, shall be made in the Official Gazette of the "Wiener Zeitung". All other announcements by the Company shall comply with the relevant legal regulations. All announcements shall also be published on the Company's ~~webpage~~website.

6.5 The form and content of the share certificates and profit-sharing certificates and certificates of renewal coupons shall be established by the management board. The same applies to ~~interim certificates~~collective certificates and bonds, interest coupons, and option certificates.

15.2 For bearer shares held in custody, proof of ownership as of the substantiation date for the purposes of substantiating entitlement to participate in the general meeting of shareholders and to exercise other shareholder rights shall be submitted to the Company in the form of a confirmation issued by a custodian bank with its registered office in a member country of the European Economic Area or in a full member country of the OECD (depository confirmation). This depository confirmation must be received by the Company or another agent specified in the invitation to the

general meeting of shareholders by no later than the third business day before the general meeting of shareholders. ~~For bearer shares not held in custody, the invitation to the general meeting of shareholders shall specify under what conditions shareholders shall be entitled to participate in the general meeting of shareholders.~~

Note:

The amended version of the articles of association (together with a comparison of the articles of association dated 3 May 2011 and the articles of association in their new version to be adopted) will be published separately from this resolution proposal on the Company's website (www.warimpex.com) and made available at the Company's registered office.

Vienna, May 2012