

Warimpex Finanz- und Beteiligungs Aktiengesellschaft
registration No. 78485 w with its registered office in Vienna
("Company")

Invitation

to the 27th Annual General Meeting

of shareholders

at A-1210 Vienna, "floridotower", Floridsdorfer Hauptstraße 1, 30th floor

taking place on **Wednesday, 19 June 2013 at 10.00 am**

A g e n d a

1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2012 as well as of the consolidated financial statements and the group management report as of 31 December 2012 as well as the supervisory board report regarding the financial year 2012.
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 from liability for the financial year 2012.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2012.
5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2012.
6. Appointment of the auditor and the group auditor for the financial year 2013.
7. Appointments to the supervisory board.
8. 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 11 June 2012, within a period of five years from 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 no-par value 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, whereby the subscription rights were excluded and it was determined, that 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; the revocation shall thereby apply to the extent to which this authorisation has not yet been exercised; it is noted, that such authorisation has been used in the extent of 3,753,541 no-par value ordinary bearer shares in the Company relating to a nominal value of EUR 3,753,541.00 of the Company's share capital;

as well as

b) 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 12,000,000 no-par value ordinary bearer shares in the Company with a proportionate share in the share capital of up to EUR 12,000,000.00, 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

- c) 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 12,000,000.00 through the issue of up to 12,000,000 new, no-par value ordinary bearer shares for the issuance to holders of convertible and/or option bonds 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 3");
- as well as
- d) all amendments to the articles of associated related to the resolution under item c).

Documents:

The following documents are available for inspection by the shareholders at the registered office of the Company ("floridotower", Floridsdorfer Hauptstraße 1, A-1210 Vienna):

- annual financial statements and management report,
- corporate governance report pursuant to section 243 b of the Austrian Commercial Code,
- consolidated financial statements and group management report,
- proposal on the use of the balance sheet result as shown in the annual financial statements,
- report of the supervisory board,

each with regard to the financial year 2012, and

- resolution proposals regarding the agenda items 2. to 8.,
- information on accountability relating to agenda item 6. pursuant to section 270 para 1a Austrian Commercial Code,

- declaration of the candidate for the election to the supervisory board pursuant to section 87 para 2 Austrian Stock Corporation Act (agenda item 7.) as well as his CV,
- report of the management board of the Company pursuant to section 174 para 4 in connection with section 153 para 4 Austrian Stock Corporation Act (exclusion of subscription rights) regarding agenda item 8.,
- the articles of association, showing the proposed amendments,
- form for the granting of a power of attorney,
- form for the revocation of a power of attorney,
- form for the granting of a power of attorney to a representative of the IVA,
- form for the revocation of a power of attorney to a representative of the IVA,
- the full text of this invitation,
- further information with regard to the rights of shareholders pursuant to sections 109, 110 and 118 Austrian Stock Corporation Act.

Starting from the 21st day prior to the annual general meeting, i.e. 29 May 2013, the above mentioned documents are available for inspection at the registered office of the Company as well as on the website of the Company (www.warimpex.com) from this date onwards. These documents will also be available at the annual general meeting.

Information pursuant to section 106 item 5 Austrian Stock Corporation Act:

Pursuant to section 109 Austrian Stock Corporation Act, shareholders whose participation in the share capital amounts to or exceeds 5% of the share capital may request in writing to include on the agenda of the annual general meeting other items and to publish them. Every agenda item must supply an underlying proposal for a resolution together with an explanation. The petitioners are required to be shareholders for at least three months prior to filing the request. The request must be received by the Company by 29 May 2013.

Pursuant to section 110 Austrian Stock Corporation Act, shareholders of the Company whose participation in the share capital amounts to at least or exceeds 1% of the share capital may file proposals in writing to the Company (in written form but no signature required) for a resolution and may demand that these proposals be made available on the website of the Company (www.warimpex.com) together with the names of the relevant shareholders requesting such resolutions and an explanation for those

proposals, combined with a statement by the management or supervisory board if applicable, dealing with those proposals. Such request must be received by the Company by 10 June 2013.

These requests must be delivered in writing to the Company's address "floridotower", Floridsdorfer Hauptstraße 1, A-1210 Vienna, to the attention of Mr. Daniel Folian, or via fax to +43 (0) 1 310 55 00 122 or via SWIFT mt 599 to CENBATWW.

Pursuant to section 118 Austrian Stock Corporation Act, every shareholder has the right to receive information regarding the Company if requested by the shareholder, provided that this information is necessary for an informed judgement regarding a particular item of the agenda.

Shareholder rights which are bound to the shareholding for a certain period of time can only be exercised if, pursuant to section 10a Austrian Stock Corporation Act, such shareholder can demonstrate his shareholding for the relevant period of time by means of a deposit confirmation.

Further information regarding the shareholders' rights granted under sections 109, 110 and 118 Austrian Stock Corporation Act, as well as the question until when such rights can be exercised, may be obtained from the website of the Company (www.warimpex.com) as of now.

Requirements for participation, deposit confirmation, verification deadline and proxy voting:

Only such shareholders are permitted to participate in the annual general meeting who have been shareholders until the end of the tenth day before the annual general meeting is to take place (verification deadline). The verification deadline is **9 June 2013**.

The verification of the shareholding on the record date with regard to the Company in order to exercise the shareholders' rights has to be effected for deposit-administered bearer shares by means of presentation of a confirmation of the shareholding which shall be produced by the deposit administering credit institution with its seat in a member state of the EEA or in a full member state of the OECD (deposit confirmation). The deposit confirmation must be delivered to the Company's address "floridotower", Floridsdorfer Hauptstraße 1, A-1210 Vienna, to the attention of Mr. Daniel Folian, or via fax to +43 (0) 1 310 55 00 122 or via SWIFT mt 599 to CENBATWW at the latest on the third day prior to the annual general meeting, which is 14 June 2013. The deposit confirmation must at least contain the information described in section 10a Austrian Stock Corporation Act, namely:

- information about the issuer: name/company name and address or a standard code used in communication between credit institutions,
- information about the shareholder: name/company name, address, date of birth for natural persons, registry and register number for legal entities if applicable,

- information about the shares: number of shares held by the shareholders, ISIN AT0000827209,
- portfolio number or other designation,
- point in time to which the deposit confirmation refers.

The deposit confirmation submitted as proof of shareholding must be issued for the verification deadline, **9 June 2013**.

The deposit confirmation submitted as verification of the individual's or entity's shareholding shall not be older than seven days at the time of delivery to the Company in order to demonstrate the shareholding of the respective shareholder. The deposit confirmation may be either delivered in English or German language.

Every shareholder, who is entitled to participate in the annual general meeting has the right to appoint any other natural or legal person as proxy holder. The Company itself or a member of the management or supervisory board may only exercise the right to vote as proxy holder if the shareholder has given an express instruction to do so with respect to an item of the agenda. In order to appoint a proxy holder the forms for the power of attorney provided by the Company have to be used which may be obtained from the website of the Company (www.warimpex.com), allowing also the granting of a restricted power of attorney, unless the shareholder has appointed a the deposit administering credit institution to act as proxy holder and such proxy has been granted pursuant to the applicable provisions for deposit administering credit institutions.

Filled out power of attorney forms shall be returned to the Company either electronically (to the e-mail address daniel.folian@warimpex.com) or by fax (to the fax number +43 (0)1 310 55 00 122) or may be brought to the annual general meeting. This also applies to the revocation of a power of attorney.

As a special service, a representative of "Interessenverband für Anleger" (the Austrian Association of Investors), IVA, Feldmühlgasse 22, A-1130 Vienna, is available to shareholders as an independent proxy holder for the exercise of voting rights at the annual general meeting on the basis of explicit instructions. A special power of attorney form can be found on the website of the Company (www.warimpex.com). Mr. Michael Knap, IVA, can also be contacted directly at +43 1 8763343-0, via fax +43 1 8763343-49 or via e-mail michael.knap@iva.or.at.

The above mentioned provisions regarding the granting of a power of attorney also apply correspondingly to the revocation of a power of attorney.

Shares and voting rights:

Pursuant to section 83 para 2 item 1 Austrian Stock Exchange Act and section 106 para 9 Austrian Stock Corporation Act, we declare that at the date of this invitation, 17 May 2013, the share capital of the Company amounts to EUR 54,000,000 and is divided into 54,000,000 no-par value ordinary bearer shares. Every no-par value ordinary share confers one vote. Provided that the Company has 66,500 own shares which pursuant to section 65 para 5 Austrian Stock Corporation Act have no voting rights, as of 17 May 2013 there are in total 53,933,500 voting rights.

Questions which may need some time in answering are to be presented to the management board in advance in written form in order to ensure the smooth process of the annual general meeting.

Admission to the annual general meeting

For the admission to the annual general meeting, you have to prove your identity. Please provide an official photo identification. If you attend the annual general meeting as a proxy holder, please also take the proxy with you in addition to your official photo identification. If the original of the proxy was already sent to the Company, you may facilitate your admission if you can provide a copy of the proxy. The Company reserves the right to verify the identity of the persons participating in the meeting. In case the verification of the identity is not possible, admission may be denied. Admission for the collection of voting cards starts at 9.00 am.

Vienna, May 2013

The Management Board