

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Wien, FN 78485 w

("Company")

Agenda

and

Resolution Proposals of the Management Board and

the Supervisory Board for the

30th Annual General Meeting of Stockholders

of the Company

on

8 June 2016

Agenda

1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2015 as well as of the consolidated financial statements and the group management report as of 31 December 2015 as well as the supervisory board report regarding the financial year 2015.
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 2015.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2015.
5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2015.
6. Resolution on the reduction of the actual number of supervisory board members elected by the General Meeting of Stockholders from currently six to five in the future.
7. Election of supervisory board members.
8. Appointment of the auditor and the group auditor for the financial year 2016.

Resolution Proposal regarding Agenda Item 1

- 1. Presentation of the approved annual financial statements including the management report and the corporate governance report as of 31 December 2015 as well as of the consolidated financial statements and the group management report as of 31 December 2015 as well as the supervisory board report regarding the financial year 2015.**

No resolution is required regarding this agenda item.

Resolution Proposal regarding Agenda Item 2

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

In view of the balance sheet loss in the annual financial statements as of 31 December 2015 no resolution is required regarding this agenda item.

Such loss is carried forward to new account.

Resolution Proposal regarding Agenda Item 3

3. Resolution on the discharge of the members of the management board from liability for the financial year 2015.

The management board and the supervisory board propose that the Annual General Meeting of Stockholders adopt the following:

Resolution

The members of the management board of the Company are discharged from liability for the financial year 2015.

Resolution Proposal regarding Agenda Item 4

4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2015.

The management board and the supervisory board propose that the Annual General Meeting of Stockholders adopt the following:

Resolution

The members of the supervisory board of the Company are discharged from liability for the financial year 2015.

Resolution Proposal regarding Agenda Item 5

5. Resolution on the determination of the remuneration for the members of the supervisory board for the financial year 2015.

The management board and the supervisory board propose that the Annual General Meeting of Stockholders adopt the following:

Resolution

The members of the supervisory board are granted remuneration in a total amount of EUR 135,000.00 (previous year: EUR 135,000.00) for the financial year 2015; the distribution of such amount to the members of the supervisory board will be carried out by the supervisory board itself.

Resolution Proposal regarding Agenda Item 6

6. Resolution on the reduction of the number of supervisory board from six to five.

The supervisory board proposes that the Annual General Meeting of Stockholders adopt the following:

Resolution

The number of supervisory board members elected by the Annual General Meeting of Stockholders is reduced from six to five.

Please note:

The supervisory board has so far been composed of six members. In August 2015 Mr. Tomasz Mazurczak resigned from his position as a supervisory board member at his own request. Subsequently, the supervisory board was composed of five members. Mr. Hannes Palfinger is resigning from his position on the supervisory board at his own request as per the end of the Annual General Meeting on 08 June 2016. Subsequently, the supervisory board would be composed of four members. In item 7 of the agenda the election of Mr. Hubert Staszewski as a new member of the supervisory board is proposed. In the event that Mr. Hubert Staszewski is elected, the supervisory board will be composed of five members after the end of the Annual General Meeting.

Resolution Proposal regarding Agenda Item 7

7. Election of supervisory board members.

The supervisory board has received a letter from minority shareholder MetLife OFE proposing that Mr. Hubert Staszewski be elected member of the supervisory board. The supervisory board considers this proposal to be very positive and has therefore decided to propose that the Annual General Meeting of Stockholders adopt the following:

Resolution

Mr. Hubert Staszewski is elected member of the supervisory board of the Company for a term up until the end of the Annual General Meeting of Stockholders which resolves on the discharge from liability for the financial year 2017.

Please note:

At the end of the Annual General Meeting of Stockholders of 08 June 2016, the supervisory board member Ing. Mag. Hannes Palfinger will withdraw from the supervisory board; Mr. Tomasz Mazurczak already withdrew from the Supervisory Board in August 2015, which is why elections to the supervisory board are required.

The declaration pursuant to section 87 para 2 Austrian Stock Corporation Act and the candidate's curriculum vitae will be published on the website of the Company (www.warimpex.com) and made available for inspection at the registered office of the Company separately from this resolution proposal.

Resolution Proposal regarding Agenda Item 8

8. Appointment of the auditor and the group auditor for the financial year 2016.

The supervisory board proposes that the Annual General Meeting of Stockholders adopt the following:

Resolution

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Strasse 19, 1220 Vienna, is appointed auditor and group auditor for the financial year 2016.

Please note:

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

Vienna, May 2016