

# **Warimpex Finanz- und Beteiligungs**

## **Aktiengesellschaft**

### **Invitation to an Extraordinary Shareholders' Meeting**

**on Friday, 16<sup>th</sup> of October 2009 at 9 a.m.**

at 1210 Vienna, „Floridotower“ Floridsdorfer Hauptstraße 1, 30<sup>th</sup> floor

#### **A g e n d a**

1. Appointment of members of the Supervisory Board, on the one hand, due to the tragic event of the passing away of the former chairman of the Supervisory Board and on the other hand in order to appointing an additional member to the Supervisory Board.
2. Resolution on
  - a) the withdrawal of the authorisation of the Management Board pursuant to section 169 Austrian Stock Corporation Act (*Aktiengesetz*) to increase the share capital with the approval of the Supervisory Board until 20.9.2011 in one or several tranches by up to EUR 9,000,000 by issuing of up to 9,000,000 new no-par value bearer shares against payment in cash or contribution in kind to EUR 45,000,000, whereby the subject of the contribution in kind and the person from whom the company shall purchase the subject of the contribution in kind as well as the estimated volume of the capital increase and the issuing price as well as the conditions of the issue are to be determined in accordance with the Supervisory Board;
  - b) 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 18,000,000 by issuing of up to 18,000,000 new no-par value ordinary bearer shares against cash payment or contribution in kind in one or several tranches with or without 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; section 5 para 2 of the Articles of Association shall be amended accordingly.

3. Re-enactment (*Neufassung*) of the Articles of Association, in particular in order to align the Articles of Association to the Amendment 2009 to the Austrian Stock Corporation Act (*Aktienrechtsänderungsgesetz 2009*).

#### **Documents:**

The following documents are available at the seat of the company for inspection by the shareholders: the proposals for the required resolutions to the Agenda items 1., 2. and 3., a comparison of section 5 para 2 of the Articles of Association (current version and proposed amended version), a comparison between the actual version of the Articles of Association and the proposed amended version as well as the report of the Management Board regarding the exclusion of subscription rights in accordance with section 153 para 4 Austrian Stock Corporation Act with regard to Agenda item 2. This invitation as well as the documents mentioned above are also available on the website of the company ([www.warimpex.com](http://www.warimpex.com)). The declarations in accordance with section 86 para 2 Austrian Stock Corporation Act regarding those persons which are to be elected as members of the Supervisory Board shall be available five business days prior to the Extraordinary Shareholders' Meeting at the seat of the company and on the company's website. Furthermore, the forms for a power of attorney or withdrawing such power of attorney pursuant to section 114 Austrian Stock Corporation Act can be found on the company's website. This information is available on the website of the company until the end of the month in which the Extraordinary Shareholders' Meeting takes place.

#### **Notice according to section 106 number 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 Extraordinary Shareholders' 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 has to be received by the company by the nineteenth day prior to the Extraordinary Shareholders' Meeting.

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 are to be made available on the website of the company 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 the seventh business day prior to the Extraordinary Shareholders' Meeting.

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 judgment regarding a particular item of the Agenda.

The rights of shareholders 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](http://www.warimpex.com)).

**Requirements for participation, deposit confirmation, record date and proxy voting:**

Only such shareholders are permitted to participate in the Extraordinary Shareholders Meeting who have been shareholders until the end of the tenth day before the Extraordinary Shareholders Meeting is to take place (verification deadline). Verification deadline is 6<sup>th</sup> October 2009.

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 has to be delivered to the company's address (1210 Vienna, "Floridotower" Floridsdorfer Hauptstrasse 1, 30<sup>th</sup> floor, to the attention of Mr. Daniel Folian, fax number +43 (0) 1 310 55 00 122) or via SWIFT (mt 599 an CENBATWW) at the latest on the third day prior to the Extraordinary Shareholders' Meeting. The deposit confirmation has to at least contain the information described in section 10a Austrian Stock Corporation Act. The deposit confirmation 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 take part in the Extraordinary Shareholders' 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](http://www.warimpex.com)), allowing also the granting of a restricted power of attorney, unless the shareholder has appointed 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 email address Daniel.folian@warimpex.com) or by fax (to the fax number +43 (0)1 310 55 00 122). This also applies to the withdrawal of a power of attorney.

**Shares and voting rights:**

Pursuant to section 83 para 2 number 1 Austrian Stock Exchange Act and section 106 para 9 Austrian Stock Corporation Act we declare that the share capital of the company amounts to EUR 36.000.000 and is divided into 36.000.000 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 have pursuant to section 65 para 5 Austrian Stock Corporation Act no voting rights, there are in total 35.933.500 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 Extraordinary Shareholders' Meeting.

Vienna, September 2009

**The Management Board**