

A D H O C

Resolutions of the Annual General Meeting of Warimpex Finanz- und Beteiligungs AG

The following resolutions were passed at the 24th Annual General Meeting of the Company held on 2 June 2010:

1. The Annual General Meeting acknowledges the officially approved and accepted annual financial statements and consolidated annual financial statements as of 31 December 2009 including the reports of the Management Board and Supervisory Board and the corporate governance report pursuant to section 243 b of the Austrian Uniform Commercial Code for the financial year 2009.
2. As a net loss was incurred for the financial year, the Annual General Meeting resolved that no dividend will be disbursed for the year.
3. The Annual General Meeting discharges the members of the Management Board and the Supervisory Board from liability for the financial year 2009.
4. The Annual General Meeting approves remuneration for the Supervisory Board for financial year 2009 in the amount of EUR 95,000.00 and authorizes the chairman to distribute this remuneration among the members of this board.
5. The Annual General Meeting appoints Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., A-1220 Vienna, Wagramer Straße 19, as auditor and group auditor for the financial year 2010.
6. The Annual General Meeting authorizes the Management Board to purchase shares, including from individual shareholders willing to sell in the course of a negotiated purchase, also in form of forward transactions, in order to deliver to VIENNA INSURANCE GROUP Wiener Städtische Versicherung AG the amount of no-par value bearer shares due in the event of the exercise of its option under the "Backstop and Option Agreement" of 21 April 2010. This authorization supplements the authorization granted by the Annual General Meeting on 28 May 2009 in item 6. of the agenda with regard to the purchase of own shares.
7. The Annual General Meeting authorizes the Management Board to purchase own shares with the approval of the Supervisory Board to
 - i. issue own shares to employees of the Company or an affiliated company, be it with or without consideration;
 - ii. use own shares to serve convertible bonds;
 - iii. use own shares in Austria and abroad as consideration for real estate, enterprises, business operations or shares of one or multiple companies transferred to the Company or its subsidiaries;

- iv. sell own shares in accordance with section 65 para 1b of the Stock Corporation Act (1) any time via the stock exchange or by public offer as well as (2) for a period of 5 years from the day of this resolution in any way permitted by law, also other than via the stock exchange, whereby the Management Board is entitled to exclude the general purchase opportunity, in order to for instance deliver to VIENNA INSURANCE GROUP Wiener Städtische Versicherung AG the amount of new no-par value bearer shares due in the event of the exercise of its option under the “Backstop and Option Agreement” of 21 April 2010.

This authorization replaces the authorization granted by the Annual General Meeting on 28 May 2009 in item 7. of the agenda with regard to the sale of own shares.

- 8. The Annual General Meeting resolves to amend the Articles of Association of Warimpex Finanz- und Beteiligungs Aktiengesellschaft to account for a number of changes made necessary by the 2009 Stock Corporation Amendment Act (AktRÄG 2009) and to thereby bring them in line with the market standard for listed stock corporations in Austria.

Information about the Supervisory Board

Günter Korp was appointed new chairman of the Supervisory Board at the Board meeting following the 24th ordinary Annual General Meeting. His predecessor, Heinrich Geyer, and Wolfgang Mitterberger become deputy Supervisory Board chairmen.

Vienna, 2 June 2010

The Management Board