

**Warimpex Finanz- und Beteiligungs Aktiengesellschaft**

**FN 78485 w with its registered seat in Vienna**

**("Company")**

**Invitation**

to the

**38<sup>th</sup> Ordinary Annual General Meeting**

of shareholders

at A-1210 Vienna, "Peak Vienna", Floridsdorfer Hauptstraße 1, 30<sup>th</sup> floor

taking place on **Thursday, 06 June 2024 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 2023 as well as of the consolidated financial statements and the group management report (including the non-financial report) as of 31 December 2023, a proposal for distribution of profit and the supervisory board report regarding the financial year 2023.
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 2023.
4. Resolution on the discharge of the members of the supervisory board from liability for the financial year 2023.
5. Appointment of the auditor and the group auditor for the financial year 2024.
6. Resolution on the remuneration report for the financial year 2023.

**Documents:**

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

- annual financial statements and management report,
- corporate governance report pursuant to section 243c Austrian Commercial Code,
- consolidated financial statements and group management report (including non-financial 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 2023, and

- resolution proposals regarding the agenda items 2. to 6.,
- remuneration report for the financial year 2023,
- form for the granting of a power of attorney (voting proxy),
- form for the revocation of a power of attorney (voting proxy),
- form for the granting of a power of attorney (voting proxy) to a representative of the IVA,
- form for the revocation of a power of attorney (voting proxy) 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 21<sup>st</sup> day prior to the Annual General Meeting, i.e. 16 May 2024, the above mentioned documents will be available for inspection at the registered office of the Company as well as on the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage Investors, subpage Annual General Meeting. 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 totals 5% of the share capital may request in writing to include other items on the agenda of the Annual General Meeting and to publish these. Every agenda item must be accompanied by an underlying proposal for a resolution and an explanation. The petitioners are required to have been shareholders for at least three months prior to submitting the request. The request must be received by the Company no later than on the 21<sup>st</sup> day prior to the Annual General Meeting, i.e. 16 May 2024. Such requests may be sent to the Company in writing to its registered seat at "Peak Vienna", Floridsdorfer Hauptstraße 1, A-1210 Vienna, attn. Mr. Daniel Folian. Any such item request must be accompanied by an underlying proposal for a resolution and an explanation. The capacity as shareholder must be verified by presentation of a deposit confirmation pursuant to section 10a Austrian Stock Corporation Act, confirming that the requesting shareholders were bearers of shares for more than three months before such request was made; such deposit confirmation must not be older than seven days at the time of submission to the Company. In respect of further requirements regarding deposit confirmation, see the following information about requirements for participation.

Pursuant to section 110 Austrian Stock Corporation Act, shareholders of the Company whose participation in the share capital totals 1% of the share capital may file proposals for resolutions in writing to the Company (written form but no signature required) and may demand that these proposals be made available on the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage Investors, subpage Annual General Meeting, together with the names of the relevant shareholders requesting such resolutions and explanations for the proposals, combined with a statement by the management or supervisory board dealing with those proposals, if applicable. Such requests must be received by the Company no later than on the 7<sup>th</sup> business day prior to the Annual General Meeting, i.e. 21 May 2024.

These requests may be sent in writing to the Company's registered seat at "Peak Vienna", Floridsdorfer Hauptstraße 1, A-1210 Vienna, attn. Mr. Daniel Folian, in electronic form (email to [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com), or via fax to +43 (0) 1 310 55 00 122). The capacity as shareholder must be verified by presentation of a deposit confirmation pursuant to section 10a Austrian Stock Corporation Act, confirming that the requesting shareholders were bearers of shares for more than three months before such request was made; such deposit confirmation must not be older than seven days at the time of submission to the Company. In respect of further requirements regarding deposit confirmation, see the following information about requirements for participation.

Pursuant to section 118 Austrian Stock Corporation Act, every shareholder has the right to receive information regarding the Company in the Annual General Meeting if so 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 shareholding for a certain period of time can only be exercised if, pursuant to section 10a Austrian Stock Corporation Act, such shareholder can provide evidence of the shareholder capacity for the relevant period of time by means of a deposit confirmation.

Further information regarding the shareholders' rights granted under sections 109, 110, 118 and 119 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)), subpage Investors, subpage Annual General Meeting, as of now.

#### **Requirements for participation, deposit confirmation, record date 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 (record date). The record date is **27 May 2024**.

The verification of the shareholder capacity with regard to the Company on the record date enabling shareholders to exercise the shareholders' rights has to be effected by means of presentation of a confirmation of the shareholding for deposit-administered bearer shares; such confirmation shall be produced by the deposit-administering credit institution having 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 received i) at the

Company's address at "Peak Vienna", Floridsdorfer Hauptstraße 1, A-1210 Vienna, attn. Mr. Daniel Folian, by post or ii) in electronic form via email to [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com) or via fax to +43 (0) 1 310 55 00 122 or per SWIFT to GIBAATWGGMS Message Type MT 598 or to MT 599 (always stating ISIN AT0000827209 in the text) no later than the third business day prior to the Annual General Meeting, i.e. **03 June 2024**. 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 evidence of shareholding must be issued with reference to the record date, i.e. **27 May 2024**.

If the deposit confirmation is submitted in evidence of the individual's or entity's current shareholder capacity, it must not be older than seven days at the time it is submitted to the Company. Deposit confirmations are accepted in English or in German.

Every shareholder who is entitled to participate in the Annual General Meeting is entitled to appoint any other natural person or legal entity as a proxy holder. The Company itself or a member of the management or supervisory board may only exercise the right to vote as a proxy holder if the shareholder has given an express instructions to do so with respect to an item of the agenda. The forms provided by the Company must be used to appoint proxy holders; forms may be obtained from the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage Investors, subpage Annual General Meeting, allowing also for the granting of a restricted power of attorney unless the shareholder has appointed a 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 forms shall be returned to the Company either electronically (to the e-mail address [daniel.folian@warimpex.com](mailto: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.

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 proxy form can be found on the website of the Company ([www.warimpex.com](http://www.warimpex.com)), subpage investor

relations, subpage Annual General Meeting. Moreover, Dr. Verena Brauner, IVA, can also be contacted directly at +43 1 305 02 91 or via e-mail at office@brauner.at.

The above-mentioned provisions regarding the granting of a power of attorney (voting proxy) also apply correspondingly to the revocation of a power of attorney (voting proxy).

### **Information on data protection for shareholders**

Warimpex Finanz- und Beteiligungs Aktiengesellschaft processes **personal data** of shareholders (in particular those pursuant to section 10a para 2 Austrian Stock Corporation Act, i.e. name, address, date of birth, number of the securities account, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy holder) on the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation** (GDPR) and the **Austrian Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. The legal basis for the processing is therefore Article 6 para 1 subpara c) GDPR, in particular in connection with the stock corporation law provisions mentioned below.

Warimpex Finanz- und Beteiligungs Aktiengesellschaft is **responsible** for the processing as the **data controller**. For the purpose of organizing the Annual General Meeting, the Company makes use of external **service providers** such as notaries, lawyers, banks and IT service providers. These will only receive such personal data from the Company as is necessary for the performance of the service commissioned. Insofar as they act as contract processors, they process the data exclusively in accordance with the Company's instructions. To the extent that this is legally necessary, the Company has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the Annual General Meeting personally, all shareholders present or their representatives, the members of the management board and supervisory board, the notary and all other persons with a legal right to participate may inspect the statutorily prescribed **list of participants** (section 117 Austrian Stock Corporation Act) and thereby also inspect the personal data stated therein (including name, place of residence, shareholding). Moreover, the Company is under a legal obligation to submit personal shareholder data (in particular the list of participants) to the **Commercial Register** as part of the notarial record (section 120 Austrian Stock Corporation Act).

Shareholders' data will be anonymized or erased as soon as they are no longer necessary for the purposes for which they were collected or processed, and unless other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate, stock corporation and takeover law, tax law and money laundering regulations. If legal claims are raised by shareholders

against the Company or vice versa by the Company against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with court proceedings before civil courts, this may lead to the storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its completion with final effect.

Every shareholder has a **right to access, rectification, restriction, objection and erasure** with regard to the processing of personal data and a **right to data portability** in accordance with Chapter III of the GDPR. Shareholders may exercise these rights vis-à-vis the Company free of charge via the e-mail address [daniel.folian@warimpex.com](mailto:daniel.folian@warimpex.com) or via the following **contact details**:

Warimpex Finanz- und Beteiligungs Aktiengesellschaft

Attn. Dr. Daniel Folian

Floridsdorfer Hauptstraße 1

1210 Vienna

Moreover, shareholders have the right to **file a complaint** with the competent **supervisory authority** pursuant to Article 77 GDPR; in Austria, this is the Data Protection Authority (DSB).

Further information on data protection can be found in the data protection declaration on the Company's website ([www.warimpex.com](http://www.warimpex.com)) under "Data protection".

### **Shares and voting rights:**

Pursuant to section 106 item 9 Austrian Stock Corporation Act, we declare that, at the date of this invitation, 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. Considering the Company's 1,939,280 own shares which pursuant to section 65 para 5 Austrian Stock Corporation Act have no voting rights, there are in total 52,060,720 voting rights. The number of own shares and thus the total number of shares conferring the right to participate and vote may change until the date of the Annual General Meeting.

Questions which may need some time in answering are to be sent to the management board in advance in written form in order to ensure the smooth running 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 bring an official photo identification. If you attend the Annual General Meeting as a proxy holder, please also bring your power of attorney/voting proxy in addition to your official photo identification. If the original of the proxy was already sent to the Company, you may facilitate your admission by presenting 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 2024

**The Management Board**