

Keywords: Warimpex Finanz- und Beteiligungs Aktiengesellschaft / Economy / Stock Exchange

Acquisition and/or disposal of own shares according to Section 82 para 9 Stock Exchange Act

Warimpex Finanz- und Beteiligungs Aktiengesellschaft: Publication pursuant to Section 2 of the Publication Regulation (*Veröffentlichungsverordnung*) 2002

Vienna (14.06.2017) - Authorisation of the Management Board to acquire and/or dispose own shares (Non-binding English convenience translation)

The 31st annual general meeting of shareholders of Warimpex Finanz- und Beteiligungs Aktiengesellschaft, "floridotower", Floridsdorfer Hauptstraße 1, 1210 Vienna, held on 14 June 2017, passed the following resolution on agenda item 7:

a) The annual general meeting of shareholders authorises the management board for a period of 30 days from the date of adoption of this resolution pursuant to section 65 par. 1 sub-par. 8 as well as par. 1a and par. 1b Stock Corporation Act to purchase own shares of the company up to the legally permissible rate of 10% of the capital stock, including the shares already purchased. The price paid upon re-purchase must not be lower than a maximum of 30% below and not higher than a maximum of 10% above the average unweighted closing price of the ten days preceding the re-purchase. Purchase can be effected through the stock exchange or by public offering or in any other legally permitted and purposeful manner, including without being limited to, off-market purchases, also from individual shareholder willing to sell (*negotiated purchase*), or in the form of forward transactions and, if so desired, subject to an exclusion of proportionate selling rights as may come with such a purchase (reversed exclusion of subscription rights). Furthermore, the management board will be authorised to determine the respective re-purchase conditions; in this context, the management board shall publish the resolution of the management board and the respective re-purchase programme based thereon in each case as stipulated by law. The powers under such authorisation may also be exercised wholly or partly, and in several tranches, as well as in the pursuit of one or several purposes, by the company, by a subsidiary (Sec. 189a Commercial Code) or by third parties for the account of the company. Trading in own shares shall be excluded as a purpose of the purchase.

b) the annual general meeting of shareholders authorises the management board for a period of 5 years from the date of adoption of this resolution to sell or use own shares of the company with the consent of the supervisory board, including off-market sales or sale by public offering. The powers under such authorisation may also be exercised wholly or partly, and in several tranches, as well as in the pursuit of one or several purposes. In the event of a sale other than on the stock exchange or by public offering, the proportionate right of shareholders to purchase shares shall be excluded (exclusion of subscription). Use of such own shares may include, without being limited to: (i) granting such shares to employees of the company or one of its affiliates for good or valuable consideration; (ii) using such shares for the redemption of convertible bonds and/or warrant bonds; (iii) giving such shares in consideration of real property, undertakings, operations or shares in one or several companies in Austria and abroad which are transferred to the company or subsidiaries; (iv) pursuant to section 65 par. 1b Stock Corporation Act (1) sale through the stock exchange or public offering at any time and (2) sale in any other legally permissible way, including off-market sale, during a period of 5 years from the date of adoption of this resolution.

