



**DO & CO Aktiengesellschaft**  
**Vienna, FN 156765 m**

**Proposals submitted by the Supervisory Board  
for Resolutions of the  
16th Ordinary General Meeting of Shareholders  
3 July 2014**

- 1. Presentation of the annual financial statements, including management report and corporate governance report, consolidated financial statements, group management report, and the report on the 2013/2014 business year submitted by the Supervisory Board**

No resolution required on this Item of the Agenda.

- 2. Resolution on the appropriation of the net profit for the year**

The Supervisory Board proposes to distribute all of the net profit for the 2013/2014 business year amounting to € 8,282,400.–; this will provide for a dividend of € 0.85 for each share entitled to dividend payments. The dividend payment date shall be 21 July 2014; the ex dividend date shall be 7 July 2014.

- 3. Resolution on granting discharge to the members of the Management Board for the 2013/2014 business year**

The Supervisory Board proposes to grant discharge for the 2013/2014 business year to the members of the Management Board serving in the said business year.

- 4. Resolution on granting discharge to the members of the Supervisory Board for the 2013/2014 business year**

The Supervisory Board proposes to grant discharge for the 2013/2014 business year to the members of the Supervisory Board serving in the said business year.

- 5. Resolution on remunerating the Supervisory Board for the 2013/2014 business year**

The Supervisory Board proposes to allocate an amount of € 75,000.– for the 2013/2014 business year as remuneration for the Supervisory Board members, the distribution of which shall be left to the discretion of the Supervisory Board.

**6. Appointment of the auditor and group auditor for the 2014/2015 business year**

The Supervisory Board proposes to appoint PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH, Vienna, to act as auditor for the annual financial statements and consolidated financial statements of the 2014/2015 business year. This proposal submitted by the Supervisory Board is based on a proposal by the Audit Committee.

**7. Voting of members into the Supervisory Board**

The conclusion of the upcoming Ordinary General Meeting of Shareholders marks the expiry of the terms of office of all members of the Supervisory Board elected by the General Meeting of Shareholders.

Under Section 10 (1) of the Articles of Association, the Supervisory Board consists of no fewer than three and not more than six members elected by the General Meeting of Shareholders.

So far, i.e. after the last election by the General Meeting of Shareholders, the Supervisory Board has consisted of four members elected by the General Meeting of Shareholders.

The upcoming General Meeting of Shareholders would thus have to elect four members in order to make up its current number of members.

The Supervisory Board proposes to elect members to all four offices, so that the Supervisory Board will, after the election by the General Meeting of Shareholders on 3 July 2014, again consist of four members elected by the General Meeting of Shareholders.

The following proposals by the Supervisory Board were made on the basis of the requirements set out in Section 87 (2a) AktG and the Corporate Governance Code.

The Supervisory Board proposes to elect into the Supervisory Board Waldemar Jud, born on 26 November 1943; Werner Sporn, born on 19 October 1935; Georg Thurn-Vrints, born on 18 October 1956; and Christian Konrad, born on 24 July 1943, effective as of the conclusion of this General Meeting of Shareholders, in accordance with Section 10 (2) of the Articles of Association and Section 87 (7) AktG, for a term of office ending at the conclusion of the General Meeting of

Shareholders resolving on the discharge of the fourth business year following this election; the current business year shall not be included. In the event that the current balance sheet date of 31 March continues to be applied, the term of office of the Supervisory Board members to be elected would expire upon the conclusion of the General Meeting of Shareholders deciding on the discharge of the 2018/2019 business year.

It is intended to have a separate vote by the upcoming General Meeting of Shareholders for each of (four) offices to be filled.

Ranking of the proposed individuals for each of the offices is reserved.

Each of the proposed individuals has submitted a statement pursuant to Section 87 (2) AktG, which can be found on the Company's website and which states, i.a., that:–

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and that in the respective candidate's judgment, there are no circumstances which may cause concern regarding a challenge on the grounds of bias;
2. the candidate has never been finally and absolutely convicted of any offence punishable by court, including in particular any offence which would question the candidate's occupational reliability pursuant to the third sentence of Section 87 (2a) AktG;
3. there are no obstacles to the candidate's appointment within the meaning of Section 86 (2) and (4) AktG.

In preparing the proposal, the Supervisory Board considered, within the meaning of Section 87 (2a) AktG, the expertise and personal qualification of the candidates and aimed to achieve a balanced composition of the Supervisory Board, adequately accounting for aspects of diversity in the Supervisory Board with regard to representation of both sexes, the age structure and the level of internationality among its members.

In its election, the General Meeting of Shareholders is bound by proposals as follows: Proposals for the election of Supervisory Board members and statements pursuant to Section 87 (2) AktG need to be published on the Company's website not later than 24 June 2014, failing which the individual concerned must not be a candidate in the election. This also applies for proposals by shareholders pursuant to Section 110 AktG which need to be received as texts by the Company not later than 24 June 2014; regarding the details and prerequisites for considering such proposals reference is made to the "Further information on shareholders' rights un-

der Sections 109, 110, 118 and 119 AktG/Proposals by shareholders pursuant to Section 110 AktG”.

**8. Resolution on reauthorising the Management Board to:–**

- a) acquire own shares pursuant to Section 65 (1) 8 and Paras 1a and 1b AktG, on and off the floor, for up to 10% of the share capital, also by excluding pro rata disposal rights which may accompany such an acquisition (reverse exclusion of subscription rights),**
- b) resolve, pursuant to Section 65 (1b) AktG, with regard to the disposal or use of own shares, on another method of disposal than on the floor or through a public bid, applying, *mutatis mutandis*, the rules governing the exclusion of subscription rights of shareholders,**
- c) reduce the share capital by redeeming such own shares without any further resolution on the part of the General Meeting of Shareholders,**
- d) while revoking the authorisation to acquire own shares granted by the resolution of the General Meeting of Shareholders under Item 8 of the Agenda of 5 July 2012.**

A resolution adopted by the General Meeting of Shareholders on 5 July 2012 authorised the Management Board to acquire own shares pursuant to Section 65 (1) 8 AktG, which authorisation will expire on 5 January 2015.

The Management Board has so far not acquired any own shares under this authorisation.

The Management Board should continue to be authorised to acquire own shares for the purposes as set out before.

The Supervisory Board proposes to adopt the following resolution:

- a) The Management Board shall be authorised, under Section 65 (1) 8 and Paras 1a and 1b AktG to acquire non-par value bearer shares or registered non-par value shares of the Company for up to 10% of the Company’s share capital for a period of 30 months starting on 3 July 2014, both on and off the floor, from individual shareholders or any single shareholder, including but not limited to UniCredit Bank AG, for a minimum equivalent of € 20.– (twenty euros) per share and a maximum equivalent of € 60.– (sixty euros) per share. Trade in own shares shall be excluded as a purpose of the acquisition. The authorisation may be exercised in whole or in part or in several parts and in the pursuit of one or more purposes, by the Company, a subsidiary (Section 228 (3) UGB) or a third party on behalf of the Company.

- b) On-the-floor acquisition may be resolved on by the Management Board of DO & CO Aktiengesellschaft, subject to the Supervisory Board being notified subsequently of such resolution. Off-the-floor acquisition shall be subject to the prior approval of the Supervisory Board. An off-the-floor acquisition may be executed by excluding pro rata disposal rights (reverse exclusion of subscription rights).
- c) The Management Board shall be authorised for a period of five years following adoption of the resolution pursuant to Section 65 (1b) AktG and subject to the Supervisory Board's approval to decide, regarding the disposal or use of own shares, on a method of disposal other than on the floor or by a public bid, applying *mutatis mutandis* the provisions governing the exclusion of shareholders' subscription rights, and to determine the terms and conditions of disposal. The authorisation may be exercised in whole or in part or in several parts and in the pursuit of one or more purposes, by the Company, a subsidiary (Section 228 (3) UGB) or a third party on behalf of the Company.
- d) The Management Board shall be furthermore authorised, subject to the Supervisory Board's approval, if necessary to reduce the share capital by redeeming such own shares without any further resolution by the General Meeting of Shareholders pursuant to the last sentence of Section 65 (1) 8 in combination with Section 122 AktG. The Supervisory Board shall be authorised to adopt amendments to the Articles of Association resulting from the redemption of shares.
- e) The most recent authorisation of the Management Board to acquire own shares under the Resolution of the General Meeting of Shareholders of 5 July 2012, agenda item 8, is revoked; this revocation shall be effective only when and to the extent that the resolutions of the General Meeting of Shareholders pursuant to the above items a) through d) remain uncontested.

In other respects, reference is made to the comment on this agenda item in the Report of the Management Board pursuant to Section 65 (1b) AktG in combination with Section 170 (2) AktG and the second sentence of Section 153 (4) AktG.