



DO & CO Aktiengesellschaft

Wien, FN 156765 m

ISIN AT0000818802

INVITATION

Our shareholders are invited to attend the
17th Ordinary General Meeting of Shareholders of
DO & CO Aktiengesellschaft

to be held **at 17:00 hrs on Thursday, 2 July 2015**

at the DO & CO im Platinum, UNIQA Tower,

A-1020 Vienna, Untere Donaustraße 21.

Agenda

1. Presentation of the annual financial statements, including management report and corporate governance report, consolidated financial statements, group management report, proposal for the appropriation of the net profit of the year and the report on the 2014/2015 business year submitted by the Supervisory Board
2. Resolution on the appropriation of the net profit for the year
3. Resolution on granting discharge to the members of the Management Board for the 2014/2015 business year
4. Resolution on granting discharge to the members of the Supervisory Board for the 2014/2015 business year
5. Resolution on remunerating the Supervisory Board for the 2014/2015 business year
6. Appointment of the auditor and group auditor for the 2015/2016 business year
7. Resolution on re-authorising the Management Board to:–
 - a) acquire own shares pursuant to Section 65 (1) 8 and Paras 1a and 1b AktG (Austrian Corporation Act), on and off the floor, for up to 10% of the share capital, also by ex-

cluding 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 sale or use of own shares, on another method of sale 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.

DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

The following documents will be available on the Company's website www.doco.com by **11 June 2015** at the latest:

- annual financial statement and management report,
- corporate governance report,
- consolidated financial statements and group management report,
- proposal for appropriation of the net profit for the year,
- report by the Supervisory Board,

each for the 2014/2015 business year;

- proposals for resolutions on agenda items 2–7,
- report by the Management Board pursuant to Section 65 (1b) AktG combined with Section 170 (2) AktG and the second sentence of Section 153 (4) AktG regarding Item 7
- power of attorney form,
- form to revoke power of attorney,
- complete text of this call.

INFORMATION REGARDING SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

Shareholders' request to add items to the agenda

Shareholders whose shares together make up **5% of the share capital** and who acquired their shares not later than three months before filing the request are entitled to request, in writing, the placing and notification of **additional items on the agenda** of this General Meeting of Shareholders, provided that such request is received in writing by the Company not later than **11 June 2015**, solely at its address in A-1110 Vienna, Dampfmühlgasse 5, Legal Department, att. Ms Daniela Schrenk. Any item thus requested to be placed on the agenda must be submit-

ted together with a proposal for its wording and reasons given therefor. In order to prove ownership of shares, a deposit certificate pursuant to Section 10a AktG must be submitted, certifying that the shareholders submitting the request have owned the shares for at least three months prior to submission of the request, which certificate must not be older than seven days as of the time of its submission to the Company. As regards other requirements to be met by the deposit certificate please note the information given on the rules governing attendance of the General Meeting of Shareholders.

Shareholders' proposals for resolutions on agenda items

Shareholders whose shares together make up **1% of the share capital** are entitled to submit **proposals for resolutions** on any item of the agenda, worded and provided with a reasoning, and request that these proposals with their reasoning be published on the Company's internet site, provided that the wording of such request is received by the Company not later than **23 June 2014**, either by fax message to +43 (1) 74 000-1089 or mailed to A-1110 Vienna, Dampfmühlgasse 5, Legal Department, att. Ms Daniela Schrenk, or e-mailed to investor.relations@doco.com, with such request to be sent as a file, e.g. in pdf format, attached to the e-mail.

In order to prove ownership of shares, a deposit certificate pursuant to Section 10a AktG must be submitted, which certificate must not be older than seven days as of the time of its submission to the Company. As regards other requirements to be met by the deposit certificate please note the information given on the rules governing attendance of the General Meeting of Shareholders.

Right to obtain information

Shareholders are entitled to be informed at the General Meeting of Shareholders upon their request of Company affairs to the extent necessary for their proper assessment of an item on the agenda.

Information may be refused if, in a reasonable entrepreneurial assessment, giving such information would be detrimental to the Company or any Group company or would be a criminal offence.

Any question which requires a considerable time input for its reply should, in the interest of time management at the General Meeting, be furnished in text form to the Management Board in good time prior to the General Meeting of Shareholders. Questions may be mailed to A-

1110 Vienna, Dampfmühlgasse 5, Legal Department, att. Ms. Daniela Schrenk, or e-mailed to investor.relations@doco.com.

Motions at the General Meeting of Shareholders

Shareholders are entitled to propose, during the General Meeting of Shareholders, motions on any item of the agenda, regardless of how many shares they hold.

Web information

Further information on shareholders' rights under Sections 109, 110, 118 and 119 AktG is now available on the Company's internet site www.doco.com.

RECORD DATE AND PARTICIPATION IN THE GENERAL MEETING OF SHAREHOLDERS

The eligibility to participate in the General Meeting of Shareholders and to exercise the voting right and other shareholder's rights to be asserted at the General Meeting of Shareholders depends on share ownership as of the **closing of 22 June 2015 (record date)**.

Only those persons who are shareholders on the record date and furnish proof of their ownership are eligible to attend the General Meeting of Shareholders.

Shares held on the record date must be evidenced by a deposit certificate pursuant to Section 10a AktG, which certificate must be received by the Company not later than **29 June 2015**, addressed solely to any of the addresses listed below:

by mail or courier DO & CO Aktiengesellschaft

Legal Department

att. Ms Daniela Schrenk

Dampfmühlgasse 5

A-1110 Vienna, Austria

by fax message: + 43 (0) 1 8900 500 59

by e-mail: anmeldung.doco@hauptversammlung.at, with the deposit certificate to be attached to the e-mail in text form, e.g. as a pdf file

by SWIFT: GIBAATWGGMS – Message Type MT598;

it is essential that ISIN AT0000818802 be stated in the text.

Deposit certificate pursuant to Section 10a AktG

The deposit certificate must be issued by the deposit-holding bank domiciled in a member state of the European Economic Area or in a full member of OECD or by MKK Merkezi Kayit Kurulusu A.S., Askerocagi Cad. Süzer Plaza No:6 Kat:3 34367 Elmadag-Sisli / Istanbul, Turkey, and it must include the following information:

- information on the issuer: name and address or code customarily used for transactions between banks (BIC),
- information on the shareholder: name, address, date of birth if the shareholder is a natural person, register and register number if the shareholder is a legal entity,
- information on the shares: number of shares held by the shareholder, ISIN AT0000818802,
- deposit number or other designation,
- period of time to which the deposit certificate refers.

In order to serve as proof of share ownership for attendance at the General Meeting of Shareholders, the deposit certificate must refer to the above record date of **22 June 2015**.

Deposit certificates are accepted when made out in German or English.

PROXY

Any shareholder eligible to attend the General Meeting of Shareholders is also entitled to appoint a proxy to attend the Meeting on his/her behalf and exercise the same rights as the shareholder whose proxy s/he is.

The requisite power of attorney must be issued to a specific person (either a natural person or a legal entity) in the form of a text. Shareholders may appoint several proxies for their shares.

The power of attorney must be received by the Company solely at one of the following addresses:

by mail DO & CO Aktiengesellschaft

Legal Department

att. Ms Daniela Schrenk

Dampfmühlgasse 5

A-1110 Vienna, Austria

by fax message: + 43 (0) 1 8900 500 59

by e-mail: anmeldung.doco@hauptversammlung.at, with the power of attorney to be attached to the e-mail in text form, e.g. as a pdf file

in person: upon registering for the General Meeting of Shareholders
at the venue of the meeting

Forms for the power of attorney and for revoking the power of attorney are mailed upon request and are also available on the Company's website at www.doco.com.

In the event that the proxy form is not handed over personally upon registration on the day of the General Meeting of Shareholders, it must be received by the Company not later than **16.00 hrs on 1 July 2015**.

The above rules on granting a power of attorney apply *mutatis mutandis* to its revocation.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convocation of the General Meeting of Shareholders, the Company's share capital totals € 19,488,000.–, divided into 9,744,000 non-par value bearer shares ("shares"). Each share grants the holder one vote. At the time of convocation of the General Meeting of Shareholders, the Company holds no own shares, whether directly or indirectly. Shares carrying the right to attend and vote total 9,744,000 at the time of convocation of the General Meeting of shareholders.

Partial broadcasting of the General Meeting of Shareholders on the internet

All shareholders of the Company and other interested parties may watch the speech given by Chairman Attila Dogudan to the General Meeting of Shareholders from about 17.00 hrs on 2 July 2015 live on the internet at www.doco.com. No further image or sound broadcasting of the General Meeting of Shareholders will be made.

The report will be held in the German language. A translation into English and Turkish will be supplied.

Vienna, June 2015

The Management Board