



## INVITATION

to the

### **10<sup>th</sup> Ordinary General Meeting**

of the Shareholders of DO & CO Restaurants & Catering Aktiengesellschaft, Vienna, to be held on Thursday, 10 July 2008, at 5:00 p.m. at “DO & CO im Platinum”, UNIQA Tower, A-1020 Vienna, Untere Donaustrasse 21.

### **Agenda**

1. Presentation of the approved annual financial statements and consolidated financial statements at 31 March 2008 with the Management Report of the Management Board and the Report of the Supervisory Board on the business year 2007/2008.
2. Resolution on the use of the profit/loss for the business year 2007/2008.
3. Resolution on the approval of the acts of the members of the Management Board for the business year 2007/2008.
4. Resolution on the approval of the acts of the members of the Supervisory Board for the business year 2007/2008.
5. Resolution on remuneration for the Supervisory Board for the business year 2007/2008.
6. Appointment of the auditor for the annual financial statements and consolidated financial statements for the business year 2008/2009.
7. Resolution to authorize the Management Board, subject to approval by the Supervisory Board, to issue financial instruments as defined in Section 174 Corporation Act, in particular convertible bonds, participating bonds, participation rights, with a total par value of up to EUR 200,000,000.00, for a period up to and including five years from the day of the adoption of this resolution. Said financial instruments shall also grant subscription rights and/or exchange rights on the acquisition of a total of up to 3,897,600 Company shares and/or shall have such features as allow them to be recognized as equity capital. Furthermore, they may be issued in multiple tranches and in different combinations, also indirectly by way of a guarantee for the issuing of financial instruments by an associated enterprise of the Company with rights to convert them to Company shares. The Management Board may use the conditional capital or treasury shares for servicing these instruments. The Management Board must determine, subject to approval by the Supervisory Board, the amount issued and the terms and conditions of issue as well as any exclusion of shareholders' subscription rights to the issued financial instruments.
8. a) Resolution on the conditional increase of the share capital of the Company pursuant to Section 159 (2) 1 Corporation Act by up to EUR 7,795,200.00 through the issue of up to 3,897,600 no-par value shares for issuing to creditors of financial instruments as defined in the General Meeting resolution of 10 July 2008, to the extent that the creditors of the financial instruments exercise their subscription and/or exchange right to shares of the Company. The amount issued and the exchange ratio must be calculated in accordance with recognized discounted cash flow methods and the price of the Company shares must be determined in a recognized pricing process. The newly issued shares under the conditional capital increase shall have an adjusted dividend corresponding to the shares traded on the stock exchange at the time of issue. The Management Board shall be authorized to determine further particulars concerning the capital increase, subject to approval by the Supervisory Board.

- b) Resolution to amend Clause 5 of the Articles of Association (Share Capital) – Conditional Capital Increase

The following paragraph shall be inserted after Clause 5 (3) of the Articles of Association:

“(4) The share capital of the Company is being increased pursuant to Section 159 (2) 1 Corporation Act by up to EUR 7,795,200.00 through the issue of up to 3,897,600 no-par value bearer shares for issuing to creditors in accordance with the resolution of the General Meeting of Shareholders of 10 July 2008.

The capital increase may only be carried out to the extent that the creditors of financial instruments exercise their subscription and/or exchange right to Company shares. The amount issued and the exchange ratio must be calculated in accordance with recognized discounted cash flow methods and the price of the shares of the Company must be determined in a recognized pricing process. The newly issued shares under the conditional capital increase shall have an adjusted dividend corresponding to the shares traded on the stock exchange at the time of issue. The Management Board shall be authorized to determine further particulars concerning the capital increase, subject to approval by the Supervisory Board.

The Supervisory Board shall be authorized to approve changes in the Articles of Association necessitated by the issuing of shares from the conditional capital.

9. Resolution to rescind the authorization of the Management Board to acquire treasury shares pursuant to the resolution of the General Meeting of Shareholders of 5 July 2007 while reauthorizing the Management Board pursuant to Section 65.1.8 Corporation Act to acquire own no-par value bearer shares to the greatest extent permissible by law during a period of 30 months from the day of the passage of this resolution. The equivalent value may not exceed or fall below the average unweighted closing stock exchange price for the stock during the final three days of trading on the Vienna Stock Exchange by more than 25%. This authorization shall be granted with the concurrent obligation on the part of the Management Board to give public notice of the repurchase program and any re-selling program.

The Management Board shall further be authorized, subject to approval by the Supervisory Board,

- to use treasury shares to service financial instruments in accordance with the resolution of the General Meeting of Shareholders of 10 July 2008;
- to use the treasury shares as valuable consideration for the acquisition of enterprises, businesses, parts of businesses or shares in one or more companies in Austria and abroad;
- to grant the treasury shares under an employee participation program to employees, managerial employees, members of the Management Board/Management of the Company or of a company associated with it;
- to reduce the share capital by calling in these no-par value treasury shares without any further resolution by the General Meeting of Shareholders, whereby the Supervisory Board shall be empowered to amend the Articles of Association in ways necessitated by the call-in of stock;
- to re-sell the treasury shares in any legally permissible manner, also outside the stock exchange, for a period of 5 years if none of the above purposes is fulfilled, whereby the Management Board shall also be entitled to decide on the exclusion of the general possibility of purchase.

10. a) Resolution on amending the Articles of Association in Clause 4 (Public Notices), so the provision reads as follows:

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Public Notices

Public notices by the Company are placed in the official gazette of *Wiener Zeitung* to the extent that they are and that they remain mandatory under the Corporation Act. For the rest, public notices by the Company shall comply with the applicable legal provisions.”

- b) Resolution on amending the Articles of Association in Clause 16 in such a way that the heading reads “Venue, Convocation, Electronic Participation in the General Meeting” instead of “Venue and Convocation” and that the following paragraph is added after Clause § 16 (3) of the Articles of Association:

“(4) The Company shall be entitled to undertake an audio and visual recording of the General Meeting of Shareholders and to transmit this recording publicly. The Company

shall be entitled, within the scope of the applicable legal provisions, to offer its shareholders any form of electronic participation in the General Meeting provided that the precautions possible and reasonable in accordance with the state of the art are taken to ensure that the identity of the shareholder or participant in the General Meeting is reliably verified, as is the substance of his/her manifestations of intent (exercise of voting right, statements). In particular the Company shall be entitled to offer one or more of the forms of participation indicated below:

1. Shareholders shall be entitled to participate in a meeting at a different place in Austria or abroad held concurrently with the General Meeting and convened and conducted in accordance with the provisions on the General Meeting and connected to the General Meeting for its entire duration by means of an audio-visual two-way connection in real time (satellite meeting). If the communications between the meeting venues is not faultless, the chair must interrupt the meeting for as long as the fault lasts.
2. Shareholders shall be entitled to follow the course of the proceedings throughout the General Meeting from anywhere by means of an audio and if need be, visual two-way connection in real time and may address the General Meeting themselves if given the floor by the chair (remote participation).
3. Shareholders shall be entitled to cast their vote electronically from anywhere and if the Company so permits, withdraw their vote up to this point in time and where applicable, revote (remote voting).

In the case of paragraphs 2 and 3 above, a shareholder can only derive a claim against the Company based on non-faultless communication if the fault falls within the Company's sphere of responsibility.

The Management Board shall decide, subject to approval by the Supervisory Board, to offer one or more of the special forms of participation in the General Meeting outlined above."

Notice pursuant to Section 83.2.1 Stock Exchange Act:

At the time of the convocation of the General Meeting, the share capital of the Company totals EUR 15,590,400.00 and is divided into 7,795,200 no-par value bearer shares with an imputed share of the share capital amounting to EUR 2.00 per no-par value share. Of the 7,795,200 no-par value shares, all 7,795,200 are ordinary shares; no preferred shares without voting rights are currently issued. Each ordinary share grants the holder one vote. At the convocation of the General Meeting, DO & CO Restaurants & Catering Aktiengesellschaft had no treasury shares for which voting right under Section 114.6 Corporation Act cannot be exercised.

Pursuant to Clause 17 of the Articles of Association, shareholders are entitled to participate in the General Meeting if they have deposited their shares by 4 July 2008 at the latest with the Company, with an Austrian notary public or with the main branch of a domestic bank during business hours and if they leave the shares there until the end of the General Meeting.

The deposition is also deemed proper if the shares (interim certificates) are held on behalf of a place of deposition at the latter's consent by another credit institution in a blocked security account until such time as the General Meeting has ended.

The places of deposition must submit to the Company (in advance by fax ++43 1 74 000 1089) a confirmation of the deposition by 7 July 2008 at the latest.

The annual financial statements and the consolidated financial statements for 2007/2008 with the Management Report of the Management Board and the Report of the Supervisory Board can be viewed on the homepage of DO & CO Restaurants & Catering AG at [www.doco.com/investor.htm](http://www.doco.com/investor.htm) and are available for perusal by shareholders starting on 12 June 2008 at the Company at 1110 Vienna, Dampfmühlgasse 5 and at Bank Austria Creditanstalt AG, Income & Dividends Department, 1090 Vienna, Julius-Tandler-Platz 3.

Vienna, June 2008

The Management Board