



DO & CO Restaurants & Catering Aktiengesellschaft
Wien, FN 156765 m
ISIN AT0000818802

INVITATION

Our shareholders are invited to attend the

12th Ordinary General Meeting of Shareholders of
DO & CO Restaurants & Catering Aktiengesellschaft

to be held **at 17:00 hrs on Thursday, 8 July 2010,**
at the premises of DO & CO at the Platinum, UNIQA Tower,
A-1020 Wien, Untere Donaustraße 21.

1. Presentation of the annual financial statements, including management report and corporate governance report, consolidated financial statements and group management report, proposal for the appropriation of earnings, and the report on the 2009/2010 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 2009/2010 business year
4. Resolution on granting discharge to the members of the Supervisory Board for the 2009/2010 business year
5. Resolution on remunerating the Supervisory Board for the 2009/2010 business year
6. Appointment of the auditor and group auditor for the 2010/2011 business year
7. Resolution on creating new Approved Capital, including the authorisation to suspend the stock subscription right and allow issuing new shares against contributions in kind [Approved Capital 2010], setting aside the Approved Capital under the Resolution of 5 July 2007 of the General Meeting of Shareholders [Approved Capital 2007]
8. Resolution on amending the Articles of Association, specifically its harmonisation with changes in the law – Aktienrechts-Änderungsgesetz 2009 (2009 Amendment to the Company Law) – and an amendment of Section 5 with regard to Agenda Item 7

DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

The following documents are available for inspection by the shareholders at the Company's domicile in 1110 Vienna, Dampfmühlgasse 5, Legal Department, Mag. Daniela Schrenk:

- annual financial statements and management report,
 - corporate governance report,
 - group financial statement and group management report,
 - proposal for appropriation of the net profit for the year,
 - report by the Supervisory Board,
- each for the 2009/2010 business year;
- proposed resolutions for agenda items 2–8,
 - report of the Management Board on agenda item 7 to authorise the Management Board to issue new shares subject to suspending the stock subscription right,
 - Articles of Association, with the proposed amendments highlighted.

These documents, together with the full text of this invitation and the form used for granting and revoking a power of attorney, are available on the internet at www.doco.com as of 17 June 2010 at the latest, and they will also be distributed at the General Meeting of Shareholders.

INFORMATION REGARDING SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110 AND 118 AKTG [AUSTRIAN COMPANY LAW]

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 the placing and notification of **additional items on the agenda** of this General Meeting of Shareholders, provided that such request is received by the Company not later than **17 June 2010**, solely at its address in A-1110 Wien, Dampfmühlgasse 5, Legal Department, att. Mag. Daniela Schrenk. Any item thus requested to be placed on the agenda must be submitted together with a proposal for its wording and reasons given therefore. In order to prove shareholder status it is sufficient with regard to bearer shares held in safekeeping to submit a deposit custody receipt pursuant to Section 10a AktG, certifying that the shareholders submitting the request have been bearers of 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 custody receipt please note the information given on the right to attend the General Meeting of Shareholders.

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, plus a statement, if any, on the part of the Management Board or Supervisory Board, be published on the Company's internet site, provided that the wording of such request is received by the Company not later than **29 June 2010**, either by fax message to +43 (1) 74 000-108 or mailed to A-1110 Wien, Dampfmühlgasse 5, Legal Department, att. Mag. Daniela Schrenk, or e-mailed to investor.relations@doco.com, with such request to be sent as a document, e.g. in pdf format

attached to the e-mail. In order to prove shareholder status to exercise this shareholder's right it is sufficient with regard to bearer shares held in safekeeping to submit a deposit custody receipt pursuant to Section 10a AktG 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 custody receipt please note the information on the right to attend the General Meeting of Shareholders.

Each shareholder is 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.

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

CUT-OFF DATE AND ATTENDANCE OF THE GENERAL MEETING OF SHAREHOLDERS

Eligibility to attend 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 28 June 2010 (cut-off date)**.

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

Bearer shares held in safekeeping

For bearer shares held in safekeeping, a deposit custody receipt pursuant to Section 10a AktG suffices for proof of ownership on the cut-off date, which certificate must be received by the Company not later than **5 July 2010**, addressed solely to any of the addresses listed below:

by mail DO & CO Restaurants & Catering AG
 Legal Department
 att. Frau Mag. Daniela Schrenk
 Dampfmühlgasse 5
 A-1110 Wien,

by SWIFT GIBAATWGGMS
 (message type MT599; ISIN AT0000818802 must be stated in the text)

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

Deposit custody receipt pursuant to § 10a AktG

The deposit custody receipt 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, and it must include the following information:

- information regarding the issuer: name and address or code customarily used for transactions between banks (SWIFT code),
- information regarding 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 regarding the shares: number of shares held by the shareholder, ISIN AT0000818802,
- number or other designation of the deposit,
- period of time to which the deposit custody receipt refers to.

The deposit custody receipt must cover the above-named cut-off date of 28 June 2010.

Deposit custody receipts are accepted when made out in the German or English language.

Registration to attend the General Meeting of Shareholders or the submission of a deposit custody receipt does not tie up shareholders in the exercise of their shareholding rights. Accordingly, shareholders have the free disposition of their shares also after registering to attend the Meeting and submitting a deposit custody receipt.

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 not later than 16.00 hrs on 7 July 2010, solely at one of the following addresses:

by mail DO & CO Restaurants & Catering AG
 Legal Department
 att. Frau Mag. Daniela Schrenk
 Dampfmühlgasse 5
 A-1110 Wien,

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

on the day of the General Meeting of Shareholders solely:

in person: upon registering for the General Meeting of Shareholders

at the place of the Meeting

A power of attorney and a form to revoke the power of attorney are sent upon request and are also available on the Company's internet site at www.doco.com.

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

If a shareholder has appointed as his/her proxy the bank that holds his/her deposited share(s) it suffices when the bank issues, together with the deposit custody receipt, a statement to this effect. The statement must be furnished analogously to Para 3 of Section 10a AktG.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of convocation of the General Meeting of Shareholders, the Company's share capital totals € 15,590,400.–, divided into 7,795,200 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 136,697 own shares for which no voting rights can be exercised. Accordingly, shares carrying the right to attend and vote total 7,658,503 at the time of convocation of the General Meeting of Shareholders.

Vienna, June 2010

The Management Board