



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

**Proposals submitted by the Management Board
for Resolutions of the
14th Ordinary General Meeting of Shareholders
5 July 2012**

- 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 2011/2012 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 Management Board proposes to distribute all of the net profit for the 2011/2012 business year amounting to EUR 4,384,800.–; this will provide for a dividend of EUR 0.45 for each share entitled to dividend payments. The dividend payment date shall be 23 July 2012; the ex dividend date shall be 9 July 2012.

- 3. Resolution on granting discharge to the members of the Management Board for the 2011/2012 business year**

The Management Board proposes to grant discharge for the 2011/2012 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 2011/2012 business year**

The Management Board proposes to grant discharge for the 2011/2012 business year to the members of the Supervisory Board serving in the said business year.

- 5. Resolution on remunerating the Supervisory Board for the 2011/2012 business year**

The Management Board proposes to allocate an amount of € 55,000.– for the 2011/2012 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 2011/2012 business year

A proposal for a resolution on this item of the agenda is reserved to the Supervisory Board.

7. Resolution on the provision of new Authorized Capital, including authorization to disapply shareholders' pre-emptive rights and option to issue new shares against contributions in kind [Authorized Capital 2012]

The General Meeting of Shareholders of 5 July 2007 decided to create an Authorized Capital and authorized the Management Board pursuant to Section 169 AktG to increase, until 30 June 2012, the share capital by up to EUR 7,795,200.00 against contributions in cash and/or in kind, including the option to disapply shareholders' pre-emptive rights to subscribe to new shares. This Authorized Capital 2007 was utilized in November 2010 with regard to a partial amount of EUR 3,897,600.–.

DO & CO intends to continue its growth and in doing so acquire other businesses or stakes in businesses.

Moreover, it wants to broaden its shareholder structure and invigorate the share price by increasing the number of shares in free float.

To this end, new Authorized Capital 2012 is to be created.

Accordingly, the Management Board proposes to create a new Authorized Capital [Authorized Capital 2012], for which purpose the General Meeting of Shareholders is asked to adopt the following resolution:

“Resolution on

- a) authorization of the Management Board pursuant to Section 169 AktG to increase the share capital, subject to the Supervisory Board's consent, from its present nominal amount of EUR 19,488,000.– by, at most, EUR 9,744,000.– through issuing up to 4,872,000 new bearer shares (individual share certificates) against a contribution in cash and/or in kind – possibly in several tranches –, and to specify the face value, the issuing terms and the other details of the capital increase by agreement with the Supervisory Board;
- b) to exclude, subject to the consent of the Supervisory Board, the shareholders' right to subscribe to such new shares:–

- (i) if and when the capital increase is made by contributions in kind, i.e. shares are issued for the purpose of acquiring businesses, operations, partial operations or stakes in one or more businesses in Austria and abroad, or
- (ii) in order to exclude fractional amounts from the shareholders' subscription rights, or
- (iii) in order to service a surplus allocation option granted to the issuing banks.

[Authorized capital 2012]”

A corresponding amendment of Section 5 (Share capital) of the Articles of Association is to be adopted when discussing item 8 of the agenda.

For further details reference is made to the report by the Management Board on this item of the agenda.

- 8. Resolution on reauthorizing the Management Board to acquire own shares pursuant to Item 8 of Para 1 and Paras 1a and 1b of Section 65 AktG both on and off the floor in an amount of up to 10% of the share capital, while simultaneously authorizing the Management Board under Para 1b of Section 65 AktG to resolve, for the sale or utilization of own shares, to use another method of sale than through the Stock Exchange or through a public offer, and, if necessary, to reduce the share capital by redeeming such own shares without any further resolution by the General Meeting of Shareholders.**

By a resolution of the General Meeting of Shareholders of 10 July 2008, the Management Board was authorized to acquire own shares pursuant to Item 8 of Para 1 of Section 65 AktG, which authorization expired on 5 January 2010.

Based on this authorization, the Management Board has so far not acquired any own shares.

The Management Board should continue to be authorized to acquire own shares for the purposes as defined before.

The Management Board proposes to adopt the following resolution:

- a) The Management Board shall be authorized pursuant to Item 8 of Para 1 and Paras 1a and 1b of Section 65 AktG to purchase non-par value bearer or registered shares of the Company both on and off the floor in an amount of up

to 10% of the Company's share capital, for a term of 30 months starting on 5 July 2012, at a minimum equivalent value of EUR 15.– (fifteen euros) per share and a maximum equivalent value of EUR 50.– (fifty euros) per share. Trading in own shares shall be excluded as the purpose of the acquisition. The authorization may be exercised in whole or in part or in several partial amounts and in the pursuit of one or more objects by the Company, by a subsidiary (Para 3 of Section 228 UGB) or by third parties for the account of the Company.

- b) If the Management Board of DO & CO Restaurants & Catering Aktiengesellschaft decides on on-the-floor acquisition, the Supervisory Board shall be subsequently informed of such decision. Off-the-floor acquisition requires the prior consent of the Supervisory Board.

- c) The Management Board shall be authorized for a period of five years following a resolution pursuant to Para 1b of Section 65 AktG to decide, with the consent of the Supervisory Board, to sell or use own shares by another manner of sale than on-the-floor or by a public offering, also excluding the repurchase right (reverse subscription right) of the shareholders, and to define the sales terms. The authorization may be exercised in whole or in part or in several partial amounts and in the pursuit of one or more objects by the Company, by a subsidiary (Para 3 of Section 228 UGB) or by third parties for the account of the Company.

For further details reference is made to the report by the Management Board on this item of the agenda.

9. Resolution on amending the Articles of Association, and specifically on amending the Company's name, on an amendment regarding the new Authorized Capital 2012 and on adapting to changed statutory provisions – 2011 Act Governing Amendments to the Company Law

DO & CO Restaurants & Catering Aktiengesellschaft is planning to relaunch its market presentation.

Such a relaunch is to include changing the Company's name to:

DO & CO Aktiengesellschaft.

The 2011 Act Governing Amendments to the Company Law (GesRÄG 2011) which entered into force on 1 August 2011 has made for some changes in the Company Law.

The Management Board considered the consequent changes in the statutory provisions.

These are essentially:

Listed companies are now obliged to evidence ownership of all bearer shares in one or more global certificates and deposit them with a securities clearing and depositing bank pursuant to Para 3 of Section 1 DepotG or an equivalent institution abroad. This means that all bearer shares of DO & CO must be deposited with a custodian institute.

Moreover, the GesRÄG 2011 abolished interim certificates.

Under Item 7 of the Agenda, new authorized capital is to be created.

New rules governing decision-making by the Supervisory Board outside its meetings are to be included in the Articles of Association.

All this requires amending the Articles of Association.

The Management Board proposes to adopt amendments to the Articles of Association in their Section 1 “Name and Domicile of the Company”; Section 3 “Object of the Company”; Section 5 “Share Capital”; Section 7 “Share Certificates”; Section 12 “Meetings of the Supervisory Board”; Section 17 “Right to Attend the General Meeting of Shareholders”; and Section 18 “The General Meeting of Shareholders”, as provided in the Enclosure which shows the proposed amendments, and in this way respond to the new statutory provisions.

Enclosure: Articles of Association redlining the proposed amendments