



DO & CO Aktiengesellschaft
Vienna, FN 156765 m

**Proposals submitted by the Management Board
for Resolutions of the
15th Ordinary General Meeting of Shareholders
4 July 2013**

- 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 2012/2013 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 2012/2013 business year amounting to EUR 4,872,000.-; this will provide for a dividend of EUR 0.50 for each share entitled to dividend payments. The dividend payment date shall be 22 July 2013; the ex dividend date shall be 8 July 2013.

- 3. Resolution on granting discharge to the members of the Management Board for the 2012/2013 business year**

The Management Board proposes to grant discharge for the 2012/2013 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 2012/2014 business year**

The Management Board proposes to grant discharge for the 2012/2013 business year to the members of the Supervisory Board serving in the said business year.

- 5. Resolution on remunerating the Supervisory Board for the 2012/2013 business year**

The Management Board proposes to allocate an amount of € 55,000.- for the 2012/2013 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 2013/2014 business year

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

7. Resolution on the (re)authorization of the Management Board to issue financial instruments within the meaning of Section 174 AktG, including but not limited to convertible bonds, warrant bonds, participating bonds, hybrid bonds, profit participation rights, which may grant subscription and/or conversion rights to the acquisition of shares of the Company

At the 10th Ordinary General Meeting of Shareholders on 10 July 2008, resolutions were adopted under Item 7 of the Agenda, authorizing the Management Board to issue financial instruments within the meaning of Section 174 AktG, and under Item 8 of the Agenda to authorize a conditional increase of the share capital pursuant to Section 159 (2) 1 AktG.

In accordance with the statutory provisions, an authorization within the meaning of Section 174 AktG is valid for just five years after the date of its adoption, while the conditional increase of the share capital remains valid under Section 159 (2) 1.

Accordingly, the authorization to issue financial instruments within the meaning of Section 174 AktG pursuant to the resolution by the General Meeting of Shareholders of 10 July 2008 under Item 7 of its Agenda will end on 9 July 2013, i.e. a few days after the next ordinary General Meeting of Shareholders is scheduled to take place.

The Management Board has so far not made use of this authorization. However, in order to enable it to respond flexibly and rapidly, as it has done in the past, the intention is to authorize the Management Board once again and after 9 July 2013, so that a new resolution within the meaning of Section 174 AktG is envisaged. Content, scope and purpose are the same as the resolution of Agenda Item 7 of the General Meeting of Shareholders of 10 July 2008.

The Management Board of DO & CO Aktiengesellschaft proposes that the General Meeting of Shareholders adopt the following:

Resolution to authorize the Management Board, subject to the consent of the Supervisory Board, to issue, for a period of five years from and including the date on which this resolution is adopted, financial instruments within the meaning of

Section 174 AktG, including but not limited to convertible bonds, warrant bonds, participating bonds, hybrid bonds, profit participation rights, altogether of an overall nominal amount of up to € 200,000,000.–, which may grant subscription and/or conversion rights to the acquisition of altogether up to 3,897,600 shares of the Company and/or which are designed so that they can be posted as equity, optionally in several tranches and varying combinations, including indirectly by way of a guarantee for the issuance of financial instruments by an associated enterprise of the Company with the right of conversion to shares of DO & CO Aktiengesellschaft. For servicing, the Management Board may use authorized but unissued capital or own shares. The amount and terms of the issue, as well as any exclusion of shareholders' subscription rights to the financial instruments to be issued shall be defined by the Management Board subject to the Supervisory Board's consent.

Reference is made to the report by the Management Board on this item of the agenda.

8. Resolution on amending the Articles of Association in Section 5 (4) Share capital, with regard to the resolution of Agenda Item 7

Analogously to the resolution pursuant to Section 174 AktG proposed in Item 7 of the Agenda, the Articles of Association are to be amended in their Section 5 (4).

The Management Board proposes to amend the Articles of Association in their Section 5 (4) as provided in the Enclosure.

Encl.: Section 5 (4) of the Articles of Association, where the proposed amendments are marked off.