



DO & CO Aktiengesellschaft
Vienna, FN 156765 m
ISIN AT0000818802

INVITATION

Our shareholders are invited to attend the

15th Ordinary General Meeting of Shareholders of
DO & CO Aktiengesellschaft

to be held **at 17:00 hrs on Thursday, 4 July 2013**

at the DO & CO im Platinum, UNIQA Tower,
A-1020 Vienna, Untere Donaustraße 21.

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
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 2012/2013 business year
4. Resolution on granting discharge to the members of the Supervisory Board for the 2012/2013 business year
5. Resolution on remunerating the Supervisory Board for the 2012/2013 business year
6. Appointment of the auditor and group auditor for the 2013/2014 business year
7. Resolution on reauthorizing the Management Board to issue financial instruments within the meaning of Section 174 AktG (Austrian Corporation Act), including but not limited to convertible bonds, warrant bonds, income bonds, hybrid bonds, profit participation rights including such granting subscription rights and/or conversion rights for the acquisition of Company stock
8. Resolution on amending the Articles of Association in its Section 5 (4) Share Capital with regard to a resolution on agenda item 7

DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

The following documents will be available at the Company's website www.doco.com by **13 June 2013** at the latest and will also be distributed at the General Meeting of Shareholders:

- 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 2012/2013 business year;
- proposals for resolutions on agenda items 2–8,
 - ad agenda item 7: report by the Management Board – cancellation of pre-emption rights on issuance of financial instruments and shares of authorized but unissued capital,
 - Section 5 (4) of the Articles of Association, with proposed amendments marked off,
 - power of attorney forms,
 - form to revoke power of attorney,
 - complete text of this call.

INFORMATION REGARDING SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG [AUSTRIAN CORPORATION ACT]

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 **13 June 2013**, 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 submitted 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 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 **25 June 2013**, 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.

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.

Shareholders are furthermore entitled to propose motions on any item of the agenda, which motions need not be notified in advance.

Further information on shareholders' rights under Sections 109, 110, 118 and 119 AktG are 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 24 June 2013 (record date)**.

Only those persons who are shareholders on the date of this deadline and furnish proof of their ownership are eligible to participate in the General Meeting of Shareholders.

Bearer shares held in safekeeping

For bearer shares held in safekeeping, a deposit certificate pursuant to Section 10a AktG suffices for proof of ownership as of the deadline, which certificate must be received by the Company not later than **1 July 2013**, 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

DO & CO Aktiengesellschaft does not accept deposit certificates and statements pursuant to the fourth sentence of Para 1 of Section 114 AktG furnished by way of an internationally available and specially secured interbank communication network (SWIFT), having instead opened up other electronic communication paths (fax message and e-mail), because DO & CO Aktiengesellschaft did offer SWIFT as an electronic communication tool at the two previous general meetings of shareholders but the deposit-holding banks made very little use of it.

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, and it must include the following information:

- information on the issuer: name and address or code customarily used for transactions between banks,
- 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, the deposit certificate must refer to the above deadline of 24 June 2013.

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

Shareholders are not subject to any restriction when they register to attend the General Meeting of Shareholders and/or send a deposit certificate. Shareholders therefore continue to have the free disposition of their shares also after registering and sending their deposit certificate.

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 3 July 2013, 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

On the day of the general Meeting of Shareholders solely:

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 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 certificate, 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 € 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. 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 4 July 2013 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 2013

The Management Board