



DO & CO Aktiengesellschaft
Wien, FN 156765 m
ISIN AT0000818802

INVITATION

Our shareholders are invited to attend the

16th Ordinary General Meeting of Shareholders of
DO & CO Aktiengesellschaft

to be held at 17:00 hrs on Thursday, 3 July 2014
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 2013/2014 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 2013/2014 business year
4. Resolution on granting discharge to the members of the Supervisory Board for the 2013/2014 business year
5. Resolution on remunerating the Supervisory Board for the 2013/2014 business year
6. Appointment of the auditor and group auditor for the 2014/2015 business year
7. Election to the Supervisory Board
8. Resolution on reauthorising the Management Board to:–
 - a) acquire own shares pursuant to Section 65 (1) 8 and Paras 1a and 1b AktG (Austrian Corporation Act), on and off the floor, for up to 10% of the share capital, also by excluding pro rata disposal rights which may accompany such an acquisition (reverse exclusion of subscription rights),
 - b) resolve, pursuant to Section 65 (1b) AktG, with regard to the sale or use of own shares, on another method of sale than on the floor or through a public bid, applying, mutatis mutandis, the rules governing the exclusion of subscription rights of shareholders,
 - c) reduce the share capital by redeeming such own shares without any further resolution on the part of the General Meeting of Shareholders,
 - d) while revoking the authorisation to acquire own shares granted by the resolution of the General Meeting of Shareholders under Item 8 of the Agenda of 5 July 2012.

DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

The following documents will be available on the Company's website www.doco.com by 12 June 2014 at the latest:

- 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 2013/2014 business year;

- proposals for resolutions on agenda items 2–8,
- statements by the candidates for election to the Supervisory Board under Item 7, made pursuant to Section 87 (2) AktG, and their curricula vitae
- report by the Management Board pursuant to Section 65 (1b) AktG combined with Section 170 (2) AktG and the second sentence of Section 153 (4) AktG regarding Item 8
- power of attorney form,
- form to revoke power of attorney,
- complete text of this call.

INFORMATION REGARDING SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

Shareholders' request to add items to the agenda

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 12 June 2014, 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' proposals for resolutions on agenda items

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 be published on the Company's internet site, provided that the wording of such request is received by the Company not later than 24 June 2014, 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.

If the proposal concerns the election to the Supervisory Board, the reasoning shall be replaced by a statement issued by the candidate pursuant to Section 87 (2) AktG.

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.

Right to obtain information

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.

Information may be refused if, in a reasonable entrepreneurial assessment, giving such information would be detrimental to the Company or any Group company or would be a criminal offence.

Any question which requires a considerable time input for its reply should, in the interest of time management at the General Meeting, be furnished in text form to the Management Board in good time prior to the General Meeting of Shareholders. Questions may be mailed to A-1110 Vienna, Dampfmühlgasse 5, Legal Department, att. Ms. Daniela Schrenk, or e-mailed to investor.relations@doco.com.

Motions at the General Meeting of Shareholders

Shareholders are entitled to propose, during the General Meeting of Shareholders, motions on any item of the agenda, regardless of how many shares they hold. Any motion proposed by shareholders regarding the election of a member of the Supervisory Board requires that a proposal for a resolution pursuant to Section 110 AktG be submitted in good time: candidates for election into the Supervisory Board (item 7 of the agenda) may be proposed only by shareholders who together hold at least 1% of the share capital. Such proposals must be received by the Company in the manner described above not later than on 24 June 2014. Each such proposal must include the statement pursuant to Section 87 (2) AktG by the candidate regarding his/her qualifications, occupational or comparable functions and all circumstances which might cause concern regarding a challenge on the grounds of bias.

Web information

Further information on shareholders' rights under Sections 109, 110, 118 and 119 AktG is 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 23 June 2014 (record date).

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

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 website at www.doco.com.

In the event that the proxy form is not handed over personally upon registration on the day of the General Meeting of Shareholders, it must be received by the Company not later than 16.00 hrs on 2 July 2014.

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

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, whether directly or indirectly. 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 3 July 2014 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 2014

The Management Board