

### **3. Report of the Supervisory Board**

The Management Board of DO & CO Aktiengesellschaft regularly informed the members of the Supervisory Board in writing and orally in meetings and outside meetings about the progress of business and the situation of the Company as well as material business events. Based on the reports of and information from the Management Board, the Supervisory Board monitored the management and deliberated thoroughly on business occurrences of special significance in open discussions.

In the 2014/2015 business year, the Supervisory Board performed its duties under the law and the Articles of Association in five meetings and adopted four resolutions in writing by a circulation procedure. They focused on deliberations regarding the Company's basic strategy, acquisitions, extension of the distribution network and the establishment of new business fields, including especially the acquisition of Hédiard SA in Paris, the acquisition and sale of own shares, the formation of a catering venture in South Korea and the acquisition of the real estate property at Stephansplatz 12.

The chairmen of the Supervisory Board and the Management Board regularly consulted on material issues of the Company's development.

At its meeting on 1 June 2015, the Audit Committee examined the financial statements of DO & CO Aktiengesellschaft and the preparation of its approval, the proposal for the appropriation of profit, the Management Report, the Corporate Governance Report and the Group Management Report, proposing to select PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH as auditor of the financial statements for the company and the Group for 2015/2016.

The Audit Committee met twice in the 2014/2015 business year, monitoring the accounting system, the implementation of steps to optimise the internal control system, as well as the functionality of the risk management system and the internal audit system.

The annual financial statements plus notes of DO & CO Aktiengesellschaft as of 31 March 2015 along with the Management Report were prepared in accordance with Austrian accounting regulations and audited by PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH, which issued an unqualified opinion on these documents. The Supervisory Board concurred with the Management Board in the latter's report on the audit findings and approved the financial statements for 2014/2015. They are thus adopted in accordance with § 96 (4) of the Austrian Corporation Act (AktG).

The consolidated financial statements as of 31 March 2015 plus notes were prepared in accordance with International Financial Reporting Standards (IFRS) as applied in the EU and were audited, along with the Management Report on the Group, by PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH. In the auditor's opinion, the consolidated financial statements present fairly, in all material respects, the actual assets and financial position of the DO & CO Aktiengesellschaft Group as of 31 March 2015 and the results of its operations and its cash flows for the business year of 2014/2015 in conformity with International Financial Reporting Standards (IFRS) as applied in the EU and additional requirements under Section 245a UGB. The Supervisory Board concurred with the findings of the audit.

Furthermore, the Supervisory Board examined the proposal from the Management Board for the appropriation of profit of DO & CO Aktiengesellschaft. A proposal will be made to the General Meeting of Shareholders on 2 July 2015 to distribute the entire net profit of € 11,692,800 for a dividend payout of € 1.20 (basic dividend of € 0.85 + special dividend of € 0.35) on each share entitled to a dividend.

The compliance review within the scope of the Corporate Governance Report as provided for in Section 243b UGB (Austrian Commercial Code) and an evaluation of compliance by DO & CO Aktiengesellschaft with the rules of the Austrian Corporate Governance Code ÖCGK during the 2014/2015 business year were carried out by Ullrich Saurer, a lawyer at Held Berdnik Astner &

Partner Rechtsanwälte GmbH, and found that DO & CO has complied with the rules in its 2014/2015 business year.

The Supervisory Board proposes to appoint PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH as the auditor of the (annual and Group) financial statements for the 2015/2016 business year.

The Supervisory Board wishes to thank the Company's management and staff members for their dedicated work in a still very challenging economic environment.

Vienna, 1 June 2015

Waldemar Jud mp  
Chairman of the Supervisory Board