



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

**Proposals by the Supervisory Board**  
**for Resolutions of the**  
**18th Ordinary General Meeting of Shareholders**  
**21 July 2016**

- 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 2015/2016 business year submitted by the Supervisory Board**

There is no resolution required on this Item of the Agenda.

- 2. Resolution on the appropriation of the net profit for the year**

The Supervisory Board proposes to distribute from the balance sheet (net) profit accrued in the 2015/2016 business year in the amount of € 8,282,400.– a dividend of € 0.85 for each share entitled to dividend payments.

The dividend payment date shall be 8 August 2016; the ex dividend date shall be 25 July 2016; the dividend record date shall be 26 July 2016.

- 3. Resolution on granting discharge to the members of the Management Board for the 2015/2016 business year**

The Supervisory Board proposes to grant discharge to the members of the Management Board appointed in the 2015/2016 business year.

**4. Resolution on granting discharge to the members of the Supervisory Board for the 2015/2016 business year**

The Supervisory Board proposes to grant discharge for the members of the Supervisory Board appointed in the 2015/2016 business year.

**5. Resolution on the remuneration of the Supervisory Board for the 2015/2016 business year**

The Supervisory Board proposes to allocate an amount of € 100,000.– for the 2015/2016 business year as remuneration for the Supervisory Board members, the internal distribution of which shall be left to the discretion of the Supervisory Board.

**6. Appointment of the auditor and group auditor for the 2016/2017 business year**

The Supervisory Board proposes to appoint PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH, Vienna, to act as auditor for the annual financial statements and consolidated financial statements of the 2016/2017 business year. This proposal submitted by the Supervisory Board is based on a proposal by the Audit Committee.

**7. Election to the Supervisory Board**

Pursuant to Section 10 (1) of the Articles of Association, the Supervisory Board is made up of at least three and at most six members elected by the General Meeting of Shareholders.

Following the last appointment made by the General Meeting of Shareholders, the Supervisory Board has since consisted of four members elected by the General Meeting of Shareholders.

In the upcoming General Meeting of Shareholders, two further members shall be elected to the Supervisory Board.

The Supervisory Board proposes to add two new members in order to increase from four to six the number of its members within the scope allowed by the Articles of Association, which proposal must be voted on prior to such appointment.

The following proposal for new members of the Supervisory Board was made on the basis of the requirements of Section 87 (2a) AktG and the Corporate Governance Code.

The Supervisory Board proposes to appoint Dr. Andreas Bierwirth, born in 1971, and Dr. Cem M. Kozlu, born in 1946, to the Supervisory Board effective as of the conclusion of this General Meeting of Shareholders until the conclusion of the General Meeting of Shareholders voting on granting discharge for the fourth business year after such appointment, in accordance with Section 10 (2) of the Articles of Association and Section 87 (7) AktG; the current business year shall not be included in this count. In the event that the current balance sheet date of 31 March remains valid, the period of office of the Supervisory Board members to be appointed would terminate upon conclusion of the General Meeting of Shareholders voting on granting discharge for the 2020/2021 business year.

The proposal provides for a separate vote for each office (two offices) at the upcoming General Meeting of Shareholders. The order of candidates for each office is reserved.

Each of the candidates has issued a declaration pursuant to Section 87 (2) AktG, which is available on the Company's website, by which each candidate has in particular confirmed that:–

all circumstances regarding Section 87 (2) AktG have been disclosed and that, according to the candidate's judgment, there are no circumstances which might give rise to any concern of partiality;

the candidate has not been finally convicted for any criminal offence by a judicial court, including in particular any offence which would question my occupational reliability pursuant to the third sentence of Section 87 (2a) AktG; and

there are no reasons preventing his appointment within the meaning of Section 86 (2) and (4) AktG.

In making its proposal, the Supervisory Board took into account, within the meaning of Section 87 (2a) AktG, the respective members' professional and personal qualifications with a view to ensuring a balance of qualifications within the Supervisory Board and considering aspects of diversity within the Supervisory Board with regard to gender representation, age structure and internationality of its members.