



DO & CO Aktiengesellschaft
Vienna, FN 156765 m

**Proposals submitted by the Supervisory Board
for Resolutions of the
19th Ordinary General Meeting of Shareholders
27 July 2017**

- 1. Presentation of the annual financial statements, including management report and corporate governance report, consolidated financial statements, group management report, proposal for the appropriation of net profit for the year and the report on the 2016/2017 business year submitted by the Supervisory Board**

No resolution is required on this Item of the Agenda as these presentations are made only to inform the General Meeting of Shareholders.

The annual financial statements have already been consented to by the Supervisory Board and have thus been approved.

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

The Supervisory Board proposes to appropriate the net profit for the 2016/2017 business year amounting to € 8,282,400.– as follows

Distribution of a dividend of € 0.85 for each share entitled to dividend payments,
i.e. total dividend € 8,282,400.–

The dividend payment date shall be 14 August 2017.

3. Resolution on granting discharge to the members of the Management Board for the 2016/2017 business year

The Supervisory Board proposes to grant discharge for the 2016/2017 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 2016/2017 business year

The Supervisory Board proposes to grant discharge for the 2016/2017 business year to the members of the Supervisory Board serving in the said business year.

5. Resolution on remunerating the Supervisory Board for the 2016/2017 business year

The Supervisory Board proposes to allocate an amount of € 140,000.– for the 2016/2017 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 2017/2018 business year

The Supervisory Board proposes to appoint PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH, Vienna to act as auditor of the annual financial statements and consolidated financial statements for the 2017/2018 business year. This proposal by the Supervisory Board is based on a proposal by the Audit Committee.

7. Resolution to authorise the Management Board to:–

- a) **acquire treasury shares pursuant to Section 65 (1) 8 and Paras 1a and 1b AktG, 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 disposal or use of treasury shares, on another method of disposal than on the floor or through a public offer, applying, *mutatis mutandis*, the rules governing the exclusion of subscription rights of shareholders,**

- c) **reduce the share capital by redeeming such treasury shares without any further resolution on the part of the General Meeting of Shareholders.**

The Supervisory Board proposes that the General Meeting of Shareholders adopt the following resolution regarding Item 7 of the Agenda on 27 July 2017:

- a) The Management Board shall be authorised, under Section 65 (1) 8 and Paras 1a and 1b AktG to acquire non-par value bearer shares or registered non-par value shares of the Company for up to 10% of the Company's share capital for a period of 30 months starting on 27 July 2017, both on and off the floor, from individual shareholders or any single shareholder for a minimum equivalent of € 20.– (twenty euros) per share and a maximum equivalent of € 140.– (one hundred and forty euros) per share. Trade in treasury shares shall be excluded as a purpose of the acquisition. The authorisation may be exercised in whole or in part or in several parts and in the pursuit of one or more purposes, by the Company, a subsidiary (Section 228 (3) UGB) or a third party on behalf of the Company.
- b) On-the-floor acquisition may be resolved on by the Management Board of DO & CO Aktiengesellschaft, subject to the Supervisory Board being notified subsequently of such resolution. Off-the-floor acquisition shall be subject to the prior approval of the Supervisory Board. An off-the-floor acquisition may be executed by excluding pro rata disposal rights (reverse exclusion of subscription rights).
- c) The Management Board shall be authorised for a period of five years following adoption of the resolution pursuant to Section 65 (1b) AktG and subject to the Supervisory Board's approval to decide, regarding the disposal or use of treasury shares, on a method of disposal other than on the floor or by a public offer, applying *mutatis mutandis* the provisions governing the exclusion of shareholders' subscription rights, and to determine the terms and conditions of disposal. The authorisation may be exercised in whole or in part or in several parts and in the pursuit of one or more purposes, by the Company, a subsidiary (Section 228 (3) UGB) or a third party on behalf of the Company.
- d) The Management Board shall be furthermore authorised, subject to the Supervisory Board's approval, if necessary to reduce the share capital by redeeming such treasury shares without any further resolution by the General Meeting of Shareholders pursuant to the last sentence of Section 65 (1) 8 in combination with Section 122 AktG. The Supervisory Board shall be authorised to adopt amendments to the Articles of Association resulting from the redemption of shares.

In other respects, reference is made to the comment on this agenda item in the Report of the Management Board pursuant to Section 65 (1b) AktG in combination with Section 170 (2) AktG and the second sentence of Section 153 (4) AktG.

8. Resolution on:–

- a) creating new authorised capital [Authorised Capital 2017]**
 - i. while safeguarding the statutory subscription right, also within the meaning of the indirect subscription right pursuant to Section 153 (6) AktG,**
 - ii. with the authorisation to exclude the subscription right,**
 - iii. with the option to issue new shares against contributions in kind, and**
- b) amending the Articles of Association in Section 5 (3)**

On 5 July 2012, the General Meeting of Shareholders of DO & CO Aktiengesellschaft last resolved to create Authorised Capital and authorised the Management Board pursuant to Section 169 AktG to increase, subject to the Supervisory Board's consent, the share capital by up to € 9,744,000.00 by issuing up to 4,872,000 new individual bearer shares (individual share certificates) against contributions in cash and/or in kind, possibly in several tranches. This authorisation expires on 30 June 2017.

DO & CO intends to continue its growth and in doing so acquire other businesses or stakes in businesses.

Moreover, it wants to broaden its shareholder structure and invigorate the share price by increasing the number of shares in free float.

To achieve these goals and in view of the fact that the current Authorised Capital expires on 30 June 2017, new Authorised Capital 2017 is to be created, with the same volume and a new term.

Accordingly, the Supervisory Board proposes to create new Authorised Capital [Authorised Capital 2017], for which purpose the General Meeting of Shareholders is asked to adopt the following resolution:

a) "Resolution to:–

- aa) authorise the Management Board pursuant to Section 169 AktG to increase the share capital, subject to the Supervisory Board's consent, from its present nominal amount of € 19,488,000.– by, at most, € 9,744,000.– through issuing up to 4,872,000 new bearer shares (individual share certificates) against a contribution in cash and/or in kind – possibly in several tranches –, and to specify the face value, the issuing terms and the other details of the capital increase by agreement with the Supervisory Board;

- bb) to offer the new shares to shareholders possibly by an indirect subscription right pursuant to Section 153 (6) AktG;
- cc) authorise the Management Board to exclude, subject to the consent of the Supervisory Board, the shareholders' right to subscribe to such new shares:–
 - (i) if and when the capital increase is made by contributions in kind, i.e. shares are issued for the purpose of acquiring businesses, operations, partial operations or stakes in one or more businesses in Austria and abroad, or
 - (ii) in order to exclude fractional amounts from the shareholders' subscription rights, or
 - (iii) in order to service a surplus allocation option granted to the issuing banks.

[Authorised Capital 2017]”

- b) a corresponding amendment of Para 3 of Section 5 (share capital) of the Articles as follows:

“(3) The Management Board shall be authorised until 26 July 2022:–

- a) to increase the share capital, subject to the Supervisory Board's consent, from its present nominal amount of € 19,488,000.– by, at most, € 9,744,000.– through issuing up to 4,872,000 new bearer shares (individual share certificates) against a contribution in cash and/or in kind – possibly in several tranches –, and to specify the face value, the issuing terms and the other details of the capital increase by agreement with the Supervisory Board;
- b) to offer the new shares to shareholders possibly by an indirect subscription right pursuant to Section 153 (6) AktG;
- c) authorise the Management Board to exclude, subject to the consent of the Supervisory Board, the shareholders' right to subscribe to such new shares:–
 - (i) if and when the capital increase is made by contributions in kind, i.e. shares are issued for the purpose of acquiring businesses, operations, partial operations or stakes in one or more businesses in Austria and abroad, or
 - (ii) in order to exclude fractional amounts from the shareholders' subscription rights, or
 - (iii) in order to service a surplus allocation option granted to the issuing banks.

[Authorised Capital 2017]”

For further details reference is made to the report on this item of the Agenda by the Management Board pursuant to Section 170 (2) AktG in combination with the second sentence of Section 153 (4) AktG.

9. Election of a person to the Supervisory Board

Werner Sporn, born on 19 October 1935, has stated that he will resign from his function upon the end of the next General Meeting of Shareholders and withdraw from the Supervisory Board.

So far, i.e. after the last election by the General Meeting of Shareholders, the Supervisory Board has consisted of six members elected by the General Meeting of Shareholders.

A new member needs to be elected in order to complete that number.

The following proposal by the Supervisory Board was furnished on the basis of the requirements of Section 87 (2a) AktG and the Corporate Governance Code.

The Supervisory Board proposes to elect Dr. Peter Hoffmann-Ostenhof, born on 28 October 1955, to the Supervisory Board as of the end of this General Meeting of Shareholders in accordance with Section 10 (2) of the Articles of Association and Section 87 (7) AktG until the end of the General Meeting of Shareholders which decides on the discharge for the fourth business year after the election; in this the current business year will not be counted. In the event that the currently used balance sheet date of 31 March remains valid, the term of the Supervisory Board member to be elected would expire upon the end of the General Meeting of Shareholders deciding on the discharge for the 2021/2022 business year.

The candidate has furnished a statement pursuant to Section 87 (2) AktG, stating in particular that:–

1. all circumstances in connection with 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;
2. the candidate has not been sentenced *res judicata* for any act punishable by court, and in particular not for any act which challenges his professional reliability pursuant to the third sentence of Section 87 (2a) AktG; and
3. there are no obstacles to his election within the meaning of Section 86 (2) and (4) AktG.

The General Meeting of Shareholders is bound to proposals as outlined below: Proposals for electing Supervisory Board members and the statements pursuant to Section 87 (2) AktG for each person proposed must be made available on the Company's internet site by 20 July 2017 at the latest, failing which such person must not be included as a candidate. This also applies to proposals made by shareholders pursuant to Section 110 AktG which need to be received by the Company in text form not later than 18 July 2017; for details and prerequisites for considering such proposals please see the item on Information regarding shareholders' rights under Sections 109, 110, 118 and 119 AktG – Shareholders' proposals for resolutions on agenda items pursuant to Section 110 AktG.

Vienna, 27 June 2017

The Supervisory Board