

## **FURTHER INFORMATION ON SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG (AUSTRIAN STOCK CORPORATION ACT)**

### **Shareholders' request to add items to the agenda pursuant to Section 109 AktG**

Shareholders whose shares together make up **5% of the Company's share capital** are entitled to request in writing that **additional items are put on the agenda** of this Shareholders' Meeting and are notified accordingly. Each proposed new item on the agenda must be accompanied by a proposal for a resolution and the reasons for such proposal. Shareholders submitting a motion must have been in possession of their shares at least three months prior to submitting the motion. Such request will be accepted only, if it is delivered to the Company by **6 July 2017 (24:00 CET, Vienna Time)** at the latest.

Please send any such shareholder motion solely to:

DO & CO Aktiengesellschaft  
Legal Department  
att. Ms Daniela Schrenk  
Mahlerstraße 9 /Akademiestraße 3  
1010 Vienna, Austria

The wording of the agenda item and the proposal for a resolution must be submitted in German.

A deposit certificate pursuant to Section 10a AktG must be provided as proof of the shareholding and the entitlement to exercise this shareholder right.

### **Proposals for resolutions by shareholders pursuant to Section 110 AktG**

Shareholders whose shares together make up **1% of the Company's share capital** may submit written **proposals for resolutions** on any item of the agenda of this Shareholders' Meeting and request that these proposals are published on the Company's homepage together with (i) the names of the involved shareholders, (ii) a reasoning for such proposals and (iii) a statement, if any, by the Management Board or Supervisory Board. Please be advised that any written resolution proposals need to be accompanied by a reasoning for such proposal. Such a request will be accepted only, if it is delivered to the Company in writing by **18 July 2017 (24:00 CET, Vienna Time)** at the latest.

Please send any such shareholder motion solely to any of the following addresses and by any of the following means:

by mail or messenger to  
DO & CO Aktiengesellschaft  
Legal Department  
att. Ms Daniela Schrenk  
Mahlerstraße 9 /Akademiestraße 3  
1010 Vienna, Austria

or

by facsimile to +43 (1) 74 000-1089

or

by e-mail to [investor.relations@doco.com](mailto:investor.relations@doco.com), enclosing the shareholder's motion as a text file, e.g. a pdf file.

Any such motion must be submitted also in a German version.

A deposit certificate pursuant to Section 10a AktG must be provided as proof of the shareholding and the entitlement to exercise this shareholder right.

### **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 state being a full member of the OECD. Moreover, the Company accepts deposit certificates in accordance with the second sentence of Section 10a (1) AktG from MKK Merkezi Kayit Kurulusu A.S., Askerocagi Cad. Süzer Plaza No:6 Kat:3 34367 Elmadag-Sisli / Istanbul, Turkey.

Deposit certificates must include the following information pursuant to Section 10a AktG:

- information on the issuer: name and address or code customarily used for transactions between banks (BIC),
- information on the shareholder: name, address as well as date of birth (if the shareholder is a natural person) or 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.

The deposit certificate evidencing the share ownership in order to exercise the shareholder rights and to participate in the Shareholders' Meeting must relate to the end of the record date being **17 July 2017 (24:00 CET, Vienna Time)**.

The deposit certificate must be issued in German or English. It must be submitted in writing.

Please send deposit certificates by **24 July 2017 (24:00 CET, Vienna Time)** at the latest solely to any of the following addresses and by any of the following means:

(i) regarding the submission in written form:

Per mail or messenger to DO & CO Aktiengesellschaft  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

Per e-mail in the form of an electronic document in PDF-format with a qualified electronic signature pursuant to Section 4 (1) of the Austrian Digital Signature Act

[anmeldung.doco@hauptversammlung.at](mailto:anmeldung.doco@hauptversammlung.at)

Per SWIFT

GIBAATWGGMS

(Message Type MT598 or MT599,  
please state ISIN AT0000818802 in the text)

(ii) regarding the submission in text form which is sufficient according to Section 17 (3) of the Articles of Association

Per facsimile: + 43 (0) 1 8900 500 59

Per e-mail: [anmeldung.doco@hauptversammlung.at](mailto:anmeldung.doco@hauptversammlung.at)

(Please submit the deposit certificate in a pdf-format.)

The deposit certificate evidencing the share ownership in order to exercise the shareholder rights under Section 109 AktG (additions to the agenda) and Section 110 AktG (proposals for resolutions) must not be older than seven days upon its submission to the Company.

The deposit certificate for proof of share ownership in order to exercise the shareholder rights under Section 109 AktG (additions to the agenda) must confirm that the persons proposing motions have been holders of these shares continuously for at least three months prior to submitting such motions.

If several shareholders are involved who/which together meet the threshold limit, the deposit certificates must refer to the same record date.

### **Note on the right to obtain information pursuant to Section 118 AktG**

Upon request, each shareholder must be provided with information at the Shareholders' Meeting to the extent necessary for a proper evaluation of any item on the agenda. This duty of information also extends to the legal and business relations between the Company and affiliated companies. If the consolidated financial statements and group management report

are provided in the Shareholders' Meeting of a parent company (Section 189a item 6 of the Austrian Business Enterprise Code, "UGB"), the duty of information also extends to the situation of the Group and the companies included in the consolidated financial statements.

The information must comply with the principles of conscientious and fair accounting and will be given at the Shareholders' Meeting.

Such Information does not need to be disclosed if:–

1. according to reasonable entrepreneurial judgement it would be likely to cause considerable damage to the Company or any affiliated company, or
2. disclosing it would be a criminal offence under applicable law.

Each shareholder attending the Shareholders' Meeting is entitled to receive any such information. This right is not just attributed to the shareholders but also to their legal representatives or proxies.

Any question which requires a considerable time effort for its reply should, in the interest of time management at the Shareholders' Meeting, be submitted in text form to the Management Board within an appropriate time prior to the Shareholders' Meeting. Questions may be mailed to A-1010 Vienna, Mahlerstraße 9 / Akademiestraße 3, Legal Department, att. Ms Daniela Schrenk, or sent by e-mail to [investor.relations@doco.com](mailto:investor.relations@doco.com).

### **Information on the right of shareholders to submit motions to the General Meeting of Shareholders pursuant to Section 119 AktG**

Each shareholder, regardless of how many shares such shareholder holds, is entitled to submit motions in the Shareholders' Meeting on any item of the agenda, provided that such shareholder provides proof of entitlement to attend the Shareholders' Meeting as specified in the invitation to the Shareholders' Meeting. This right is attributed not just to the shareholders but also to their legal representatives or proxies attending the Shareholders' Meeting.

However, a shareholder's motion regarding the election of a member to the Supervisory Board mandatorily requires the timely submission of the proposal for a respective resolution in accordance with Section 110 AktG: A candidate who shall be elected as member to the Supervisory Board (agenda item 9 of this Shareholders' Meeting) may only be proposed by shareholders whose shares together make up 1% of the Company's share capital. Such proposals must be submitted by the means described above by **18 July 2017 (24:00 CET, Vienna Time)** at the latest and must be accompanied by a statement in accordance with Section 87 (2) AktG regarding the professional qualification, occupational or comparable functions of the proposed candidate and all circumstances which may cause concern of constituting a conflict of interest. Such statement substitutes the reasoning required for a

proposal for resolution pursuant to Section 110 AktG.

Proposals for elections of Supervisory Board members as well as the statements in accordance with Section 87 (2) AktG need to be published on the Company's website by **20 July 2017 (24:00 CET, Vienna Time)** at the latest; otherwise the proposed candidate will not be taken into account in the election of members to the Supervisory Board.