



DO & CO Aktiengesellschaft

Wien, FN 156765 m

ISIN AT0000818802

Invitation to the Ordinary General Meeting

Our shareholders are invited to attend the
19th Ordinary General Meeting of Shareholders of
DO & CO Aktiengesellschaft

to be held **at 17:00 hrs on Thursday, 27 July 2017,**
at the DO & CO im Platinum, UNIQA Tower,
A-1020 Vienna, Untere Donaustraße 21.

I. AGENDA

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 the net profit of the year and the report on the 2016/2017 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 2016/2017 business year
4. Resolution on granting discharge to the members of the Supervisory Board for the 2016/2017 business year
5. Resolution on remunerating the Supervisory Board for the 2016/2017 business year
6. Appointment of the auditor and group auditor for the 2017/2018 business year
7. Resolution on the authorisation of 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 ex-

cluding 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.

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)

9. Election of a member of the Supervisory Board

II. DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS: PROVISION OF INFORMATION ON THE COMPANY'S WEBSITE

The following documents in particular will be available on the Company's website www.doco.com by **6 July 2017** 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 2016/2017 business year,

- proposals for resolutions on Agenda items 2–9,
- report by the Management Board under Section 65 (1) 8 and Paras 1a and 1b AktG on Agenda item 7 – exclusion of the subscription right and reverse subscription right, acquisition of own shares,
- report by the Management Board under Section 170 (2) AktG in combination with Section 153 (4) 2 AktG on Agenda item 8 – exclusion of subscription right, Authorised Capital,
- statement by the candidate for election to the Supervisory Board as per Agenda item 9 in accordance with Section 87 (2) AktG plus curriculum vitae,

by e-mail: anmeldung.doco@hauptversammlung.at

(please send proxy in pdf format)

Proxies must be received by any of the above addresses by **26 July 2017, 16 hrs CEST, Vienna Time**, at the latest unless they are handed over to the entry control point at the General Meeting of Shareholders on the day of the General Meeting of Shareholders.

Forms for the power of attorney and for revoking a power of attorney are available on the Company's website at www.doco.com. Please use the forms made available on the site in order to facilitate the smooth handling of the Meeting.

If a shareholder has authorised his/her bank accordingly (Section 10a AktG) it suffices that the bank furnishes, in addition to the deposit certificate, a statement to the effect that it has been authorised to act as the shareholder's proxy.

Shareholders may exercise their rights in the General Meeting of Shareholders even after issuing a proxy. Their personal appearance at the Meeting is deemed to be a revocation of any previous proxy.

The above rules on issuing a proxy apply *mutatis mutandis* to its revocation.

Guests

The General Meeting of Shareholders is the key body of a joint stock company as it acts as the forum of the company's owners, i.e. its shareholders. Therefore we ask you to kindly understand that we are unable to make this an event that welcomes guests even though we certainly appreciate their interest. For further information please contact Ms Daniela Schrenk (+43 1 74 000 1081, e-mail: investor.relations@doco.com).

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

1. Shareholders' request to add items to the Agenda pursuant to Section 109 AktG

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

6 July 2017 (24 hrs CEST, Vienna Time), solely at its address in A-1010 Vienna, Mahlerstraße 9/Akademiestraße 3, 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 (Item III).

2. Shareholders' proposals for resolutions on agenda items pursuant to Section 110 AktG

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, together with the names of such shareholders, their reasoning and, possibly, a comment by the Management Board or Supervisory Board, be published on the Company's internet site as noted in the Company Register, provided that the wording of such request is received by the Company not later than **18 July 2017 (24 hrs, CEST, Vienna Time)**, either by fax message to +43 (1) 74 000-1089 or mailed to A-1010 Vienna, Mahlerstraße 9/Akademiestraße 3, 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 notice concerns a **proposal for electing a member of the Supervisory Board**, a statement by the candidate pursuant to Section 87 (2) AktG must be submitted rather than the reasoning.

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 (Item III).

3. Shareholders' right to obtain information pursuant to Section 118 AktG

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. The obligation to give information extends to the Company's legal relationship to associated companies and the business situation of the Group and the companies included in the consolidated financial statements.

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.

As a rule, requests for information must be put orally at the General Meeting of Shareholders, but may also be submitted in writing.

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-1010 Vienna, Mahlerstraße 9/Akademiestraße 3, Legal Department, att. Ms. Daniela Schrenk, or e-mailed to investor.relations@doco.com.

4. Motions at the General Meeting of Shareholders pursuant to Section 119 AktG

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. If several motions have been submitted on any given item of the agenda, the chairperson decides on the sequence of voting on them, pursuant to Section 119 (3) AktG.

A **shareholder's proposal for electing a member of the Supervisory Board** requires that the motion pursuant to Section 110 AktG be furnished in good time: candidates for the Supervisory Board (Item 9 of the Agenda) may be proposed solely by shareholders who together hold 1% of the share capital. Such proposals must be received by the Company not later than **18 July 2017** as described above. Any such proposal must include a statement pursuant to Section 87 (2) AktG by the candidate regarding his/her qualifications, professional or similar functions and any circumstances which might cause concern with regard to partiality.

5. Web information

Further information on shareholders' rights under Sections 109, 110, 118 and 119 AktG is available on the Company's internet site www.doco.com.

IV. FURTHER INFORMATION

1. 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. Shares carrying the right to attend and vote thus total 9,744,000 at the time of convocation of the General Meeting of shareholders. At the time of convocation of the General Meeting of Shareholders, the Company holds no own shares, whether directly or indirectly.

2. Partial broadcasting of the General Meeting of Shareholders on the internet

It is intended to broadcast the General Meeting of Shareholders on the internet until the start of the general debate.

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 **27 July 2017** 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 2017

The Management Board