



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

**Proposals submitted by the Supervisory Board**  
**for Resolutions of the**  
**20<sup>th</sup> Ordinary General Meeting of Shareholders**  
**12 July 2018**

- 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 2017/2018 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 2017/2018 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 30 July 2018.

- 3. Resolution on granting discharge to the members of the Management Board for the 2017/2018 business year**

The Supervisory Board proposes to grant discharge for the 2017/2018 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 2017/2018 business year**

The Supervisory Board proposes to grant discharge for the 2017/2018 business year to the members of the Supervisory Board serving in the said business year.

**5. Resolution on remunerating the Supervisory Board for the 2017/2018 business year**

The Supervisory Board proposes to allocate an amount of € 140,000.– for the 2017/2018 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 2018/2019 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 2018/2019 business year. This proposal by the Supervisory Board is based on a proposal by the Audit Committee.

**7. Resolution on:**

- a) **creating new authorised capital [Authorised Capital 2018]**
  - i. **in principle 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 lastly resolved to create an authorised capital and authorised the Management Board pursuant to Section 169 AktG to increase, subject to the Supervisory Board's approval, the share capital by up to EUR 9,744,000.00 by issuing up to 4,872,000 new ordinary bearer shares (no-par value shares) against contribution in cash and/or in kind, also in several tranches. This authorisation expired on 30 June 2017.

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

Moreover, it wants to broaden its shareholder structure.

In order to react on market opportunities which occur on short notice and in view of the fact that the current authorised capital expired on 30 June 2017, a new Authorised Capital 2018 with a lower volume and a new duration shall be created. Accordingly, the Management Board shall be authorized to increase the share capital from its present nominal value of EUR 19,488,000.- by up to additional EUR 2,000,000.- by issuing up to 1,000,000 new ordinary bearer shares (no-par value shares); this corresponds to a portion of the share capital after completion of the corresponding capital increase(s) of up to (rounded) 9.31 %.

Accordingly, the Supervisory Board proposes to create new authorised capital [Authorised Capital 2018], for which purpose the General Meeting of Shareholders is asked to adopt the following:

- a) “Resolution to authorize the Management Board for a period of five years from the registration of the respective amendment of the Articles of Association in the commercial register:
  - aa) to increase pursuant to Section 169 AktG the share capital, subject to the Supervisory Board’s approval, from its present nominal value of EUR 19,488,000.– by up to additional EUR 2,000,000.- by issuing up to 1,000,000 new ordinary bearer shares (no-par value shares) against contribution in cash and/or in kind – also in several tranches –, and to specify the face value, the issuing terms and the other details of the capital increase subject to the approval of the Supervisory Board;
  - bb) subject to the exclusion of subscription rights in accordance with clause cc) below, to offer the new shares to shareholders potentially by means of an indirect subscription right pursuant to Section 153 (6) AktG;
  - cc) to exclude, subject to the approval of the Supervisory Board, the shareholders’ right to subscribe to such new shares:
    - (i) if and when the capital increase is made against contribution in kind for the purpose of acquiring businesses and business units or parts thereof or shareholdings in one or more companies in Austria and abroad or
    - (ii) in order to exclude fractional amounts from the shareholders’ subscription rights or
    - (iii) in order to satisfy a greenshoe option granted to the issuing banks.

[Authorised Capital 2018]”

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

“(3) For a period of five years from the registration of the respective amendment of the Articles of Association in the commercial register, the Management Board is authorised

- a) to increase pursuant to Section 169 AktG the share capital, subject to the Supervisory Board’s approval, from its present nominal value of EUR 19,488,000.– by up to additional EUR 2,000,000.- by issuing up to 1,000,000 new ordinary bearer shares (no-par value shares) against contribution in cash and/or in kind – also in several tranches –, and to specify the face value, the issuing terms and the other details of the capital increase subject to the approval of the Supervisory Board;
- b) subject to the exclusion of subscription rights in accordance with clause c) below, to offer the new shares to shareholders potentially by means of an indirect subscription right pursuant to Section 153 (6) AktG;
- c) to exclude, subject to the approval of the Supervisory Board, the shareholders’ right to subscribe to such new shares:
  - (i) if and when the capital increase is made by contribution in kind for the purpose of acquiring businesses and business units or parts thereof or shareholdings in one or more companies in Austria and abroad or
  - (ii) in order to exclude fractional amounts from the shareholders’ subscription rights or
  - (iii) in order to satisfy a greenshoe option granted to the issuing banks.[Authorised Capital 2018]”

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.

Vienna, 13 June 2018

The Supervisory Board