



DO & CO Aktiengesellschaft

Wien, FN 156765 m

ISIN AT0000818802

Invitation to the Ordinary General Meeting

Our shareholders are invited to attend the
21st Ordinary General Meeting of Shareholders of
DO & CO Aktiengesellschaft

to be held **at 17:00 hrs on Thursday, 18 July 2019,**
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 2018/2019 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 2018/2019 business year
4. Resolution on granting discharge to the members of the Supervisory Board for the 2018/2019 business year
5. Resolution on remunerating the Supervisory Board for the 2018/2019 business year
6. Appointment of the auditor and group auditor for the 2019/2020 business year
7. Election of a member of the Supervisory Board
8. 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 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 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,
- d) upon revocation of the authorization granted by the resolution of the General Meeting of Shareholders of 27 July 2017 regarding the seventh agenda item.

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 **27 June 2019** 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,
- separate non-financial report,
- report by the Supervisory Board,

each for the 2018/2019 business year,

- proposals for resolutions on Agenda items 2–8,
- statement by the candidate for election to the Supervisory Board as per Agenda item 7 in accordance with Section 87 (2) AktG plus curriculum vitae
- report by the Management Board under Section 65 (1) 8 and Paras 1a and 1b AktG on Agenda item 8 – exclusion of the subscription right and reverse subscription right, acquisition of own shares,
- power of attorney form,
- form to revoke power of attorney,
- complete text of this convocation.

III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATING IN THE GENERAL MEETING OF SHAREHOLDERS

The eligibility to participate in the General Meeting of Shareholders and to exercise the voting rights and other shareholders' rights to be asserted at the General Meeting of Shareholders depends on share ownership as of the **closing of 8 July 2019 (record date)**.

Only those persons who are shareholders on the record date and furnish proof of their ownership are eligible to attend the General Meeting of Shareholders.

Shares held on the record date must be evidenced by a deposit certificate pursuant to Section 10a AktG, which certificate must be received by the Company not later than **15 July 2019 (24 hrs CEST, Vienna Time)**, solely through any of the following means of communication and to any of the addresses listed below:

(i) for furnishing the deposit certificate as a text message that meets the criteria of Article 17 (3) of the Articles of Association:

by fax message: + 43 (0) 1 8900 500 59

by e-mail: anmeldung.doco@hauptversammlung.at
(please send deposit certificate as a pdf file)

(ii) for furnishing the deposit certificate in its written form:

by mail or courier DO & CO Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
A-8342 St. Lorenzen am Wechsel, Köppel 60

by SWIFT: GIBAATWGGMS
(message type MT598 or MT599
it is essential that ISIN AT0000818802 be stated in the text)

Shareholders are asked to contact their deposit-holding bank and have it issue and send the requisite deposit certificates.

The record date has no effect on the saleability of the shares and is irrelevant with regard to dividend entitlement.

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 full member of OECD or by MKK Merkezi Kayit Kurulusu A.S., Reşitpaşa Mahallesi Özborsa Caddesi No:4, 34467 Sarıyer, Istanbul, Turkey, and it must include the following information:

- information on the issuer: name and address or code customarily used for transactions between banks,
- information on the shareholder: name, address, date of birth if the shareholder is a natural person, register and register number if the shareholder is a legal entity in its state of origin,
- 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.

In order to serve as proof of share ownership for attendance at the General Meeting of Shareholders, the deposit certificate must refer to the above record date of **8 July 2019 (24 hrs. CEST, Vienna Time)**.

Deposit certificates are accepted when made out in German or English.

The shareholders or their proxies are asked to furnish a valid official photobearing identification upon registration for the General Meeting.

IV. OPTION TO APPOINT A PROXY AND PROCEDURE

Any shareholder who is eligible to attend the General Meeting of Shareholders and who has given proof to the Company as provided in Item III of this invitation is also entitled to appoint a proxy to attend the Meeting on his/her behalf and exercise the same rights as the shareholder whose proxy s/he is.

The requisite power of attorney must be issued to a specific person (either a natural person or a legal entity) in the form of a text (Section 13 (2) AktG). Shareholders may appoint several proxies for their shares.

A proxy may be issued either before or during the General Meeting of Shareholders.

For furnishing proxies we offer the following means of communication and addresses:

by mail or courier	DO & CO Aktiengesellschaft c/o HV-Veranstaltungsservice GmbH 8242 St. Lorenzen am Wechsel, Köppel 60
by fax message:	+ 43 (0) 1 8900 500 59
by e-mail:	anmeldung.doco@hauptversammlung.at (please send proxy in pdf format)

Proxies must be received by any of the above addresses by **17 July 2019, 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 **27 June 2019 (24 hrs CEST, Vienna Time)**, solely at its address in A-1110 Vienna, Dampfmühlgasse 5, 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 **9 July 2019 (24 hrs, CEST, Vienna Time)**, either by fax message to +43 (1) 74 000-1089 or mailed to A-1110 Vienna, Dampfmühlgasse 5, 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.

In case of a **proposal regarding the election of a supervisory board member** the declaration of the proposed person pursuant to § 87 para 2 AktG replaces the reasoning.

Since the Supervisory Board of the Company only exists of four capital representatives, DO & CO Aktiengesellschaft is not subject to the application of § 86 para 7 AktG (female/male quota) so that no information pursuant to § 110 para 2 sentence 2 in combination with § 86 para 7 and 9 AktG needs to be submitted.

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-1110 Vienna, Dampfmühlgasse 5, 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 motion of a shareholder regarding agenda item 7 "Election of a person into the Supervisory Board" mandatorily requires the timely submission of a proposal for a resolution pursuant to § 110 AktG: Only shareholders, who jointly hold shares of 1 % of the share capital, have the right to propose persons to be elected as supervisory board members. Such election proposals need to be submitted to the Company in the above mentioned manner (Section V para 2) by **9 July 2019** at the latest. Each election proposal needs to be accompanied by the declaration pursuant to § 87 para 2 AktG of the proposed person on its professional qualification, its professional or comparable functions and all matters and circumstances, which may lead to the fear of a partiality.

If no compliance with the above mentioned regulations exists, the shareholder's proposal may not be taken into account in the election.

The provisions regarding the minimum share offer pursuant to § 86 para 7 AktG do not apply.

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.

6. Information on Data Protection for the Shareholders

DO & CO Aktiengesellschaft processes personal data (in particular data pursuant to § 10 a (2) AktG, that is name, address, date of birth, number of the deposit of securities, number of shares of a shareholder, kind of shares, if required, number of the voting card as well as if applicable name and date of birth of the representative) on the basis of the applicable data protection laws and the Stock Corporation Act in order to enable the shareholders to exercise their rights in the shareholders' meeting.

The processing of the personal data of the shareholders is mandatory for the participation of the shareholders and their representatives in the shareholders' meeting. **DO & CO Aktiengesellschaft** is responsible for the data processing. Article 6 (1) c of the General Data Protection Regulation is the legal basis for the processing.

The service providers of **DO & CO Aktiengesellschaft**, which are mandated for the purpose of organising the shareholders' meeting, only receive such data from **DO & CO Aktiengesellschaft**, which they require for providing the mandated service and they only process the data in line with **DO & CO Aktiengesellschaft's** instructions.

Each shareholder at all times has the right to obtain information, request corrections, restrictions, raise objections and demand the deletion of personal data and may request the transfer of data pursuant to Chapter III of the General Data Protection Regulation. Such rights may be exercised by the shareholders free of cost vis-à-vis **DO & CO Aktiengesellschaft** via the e-mail address investor.relations@doco.com or via the following contact details:

DO & CO Aktiengesellschaft

1110 Vienna, Dampfmühlgasse 5

Telefax: + 43 (1) 74 000-1089

In addition the shareholders have the right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 of the General Data Protection Regulation.

You may reach the Company's data protection officer under:

DO & CO Aktiengesellschaft

Data protection officer

Stephansplatz 12

1010 Vienna

Telefax: + 43 (1) 74 000-1009

For further information on data protection please see **DO & CO Aktiengesellschaft's** website 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 **18 July 2019** 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 2019

The Management Board