



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

**Proposals submitted by the Supervisory Board  
for Resolutions of the  
21<sup>st</sup> Ordinary General Meeting of Shareholders  
18 July 2019**

- 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 2018/2019 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 2018/2019 business year amounting to € 8.282.400,00 as follows:

Distribution of a dividend of € 0,85 for each share entitled to dividend payments.

The dividend payment date shall be 5 August 2019.

- 3. Resolution on granting discharge to the members of the Management Board for the 2018/2019 business year**

The Supervisory Board proposes to grant discharge for the 2018/2019 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 2018/2019 business year**

The Supervisory Board proposes to grant discharge for the 2018/2019 business year to the members of the Supervisory Board serving in the said business year.

**5. Resolution on remunerating the Supervisory Board for the 2018/2019 business year**

The Supervisory Board proposes to allocate an amount of € 140.000,00 for the 2018/2019 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 2019/2020 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 2019/2020 business year. This proposal by the Supervisory Board is based on a proposal by the Audit Committee.

**7. Election of a person to the Supervisory Board**

Ing. Georg Thurn-Vrints 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.

Pursuant to § 10 para 1 of the articles of association of DO & CO Aktiengesellschaft the supervisory board consist of at least three, and a maximum number of six members elected by the supervisory board.

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

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

The supervisory board suggests to appoint one supervisory board member so that after the election in the shareholder assembly the supervisory board consist of four members elected by the shareholder assembly.

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 Mag. Daniela Neuberger,1961, 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 for the 2023/2024 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 11 July 2019 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 09 July 2019; 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.

**8. 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,**
- 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.**

The Supervisory Board proposes that the General Meeting of Shareholders adopt the following resolution regarding Item 8 of the Agenda on 18 July 2019:

- 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 18 July 2019, both on and off the floor, from individual shareholders or any single shareholder for a minimum equivalent of € 2.– (two euros) per share and a maximum equivalent of € 145.– (one hundred and forty five 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.
- e) The authorisation granted with shareholder resolution of 27 July 2017 regarding agenda item 7, which the managing board did not make any use so far, is being revoked.

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.

Vienna, 4 June 2019

The Supervisory Board