

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

**Proposals submitted by the Management Board and the Supervisory Board**  
**for Resolutions of the**  
**Extraordinary General Meeting of Shareholders**  
**on 15 January 2021**

- 1. Resolution on the authorization of the Management Board to issue pursuant to Section 174 AktG convertible bonds which grant subscription and/or conversion rights to shares of the Company, including a resolution on the exclusion of the statutory subscription right of shareholders relating to such convertible bonds.**

At the 10<sup>th</sup> Ordinary General Meeting of Shareholders on 10 July 2008, a resolution was adopted under Item 7 of the Agenda, authorizing the Management Board to issue financial instruments within the meaning of Section 174 AktG, including but not limited to convertible bonds, warrant bonds, participating bonds, hybrid bonds, profit participation rights, which may grant subscription and/or conversion rights to the acquisition of shares of the Company. Furthermore, at the 10<sup>th</sup> Ordinary General Meeting of Shareholders on 10 July 2008, a resolution on the conditional increase of the share capital of the Company pursuant to Section 159 para. 2 no. 1 AktG by up to EUR 7,795,200.-- through issuance of up to 3,897,600 new no-par value bearer shares for issuing to creditors of financial instruments within the meaning of the General Meeting's resolution of 10 July 2008, to the extent that creditors of financial instruments exercise their subscription and/or conversion rights to shares of the Company, was adopted and a corresponding amendment of the Articles of Association by introducing a new Section 5 (4) was adopted.

At the 15<sup>th</sup> Ordinary General Meeting of Shareholders on 4 July 2013, a resolution was adopted under Item 7 of the Agenda, reauthorizing the Management Board to issue financial instruments within the meaning of Section 174 AktG; under Item 8 of the Agenda, Section 5 (4) of the Company's Articles of Association were amended so that the conditional capital adopted by the 10<sup>th</sup> Ordinary General Meeting of Shareholders on 10 July 2008 may be used for issuing shares to creditors of financial instruments within the meaning of the General Meeting's resolutions of 10 July 2008 and 4 July 2013.

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An authorization pursuant to Section 174 AktG is valid only for a period of five years after the date of its adoption; therefore, the Management Board's authorization to issue financial instruments within the meaning of Section 174 AktG has expired on 3 July 2018. The Management Board has not exercised the authorizations granted by the resolutions of the 10<sup>th</sup> and 15<sup>th</sup> Ordinary General Meeting of Shareholders; thus, no financial instruments within the meaning of Section 174 AktG were issued.

By authorization to issue convertible bonds, the Management Board shall henceforth be enabled to raise capital and to gain rapid and flexible access to attractive financing.

Thus, the Management Board and the Supervisory Board propose that the extraordinary General Meeting of Shareholders on 15 January 2021 adopts the following resolution:

- a) The Management Board is authorized, subject to the consent of the Supervisory Board, to issue, also in several tranches, for a period of five years from the date on which this resolution is adopted, pursuant to Section 174 AktG convertible bonds of an overall nominal amount of up to EUR 100,000,000.-- which grant subscription and/or conversion rights to up to 1,350,000 bearer shares of the Company.
- b) For satisfying subscription and/or conversion rights, the Management Board may use the conditional capital to be newly created under Agenda Item 2 of the extraordinary General Meeting of Shareholders on 15 January 2021.
- c) The issue price and the terms and conditions of issuance of the convertible bonds (in particular interest rates, term, denominations, conversion modalities, subscription and/or exchange conditions) are to be determined by the Management Board subject to the consent of the Supervisory Board, provided that the issue price shall be determined in accordance with recognized financial-mathematical methods customary in the market as well as the price of the Company's shares in a recognized pricing procedure.
- d) The shareholders' subscription right within the meaning of Section 174 (4) AktG to convertible bonds to be issued is excluded.

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Reference is made to the report of the Management Board on the reasons for the exclusion of the subscription rights.

2. **Resolution on the conditional increase of the share capital of the Company pursuant to Section 159 para. 2 no. 1 AktG for the purpose of issuing to creditors of financial instruments (convertible bonds) (“Conditional Capital 2021”) with cancellation of the “Conditional Capital 2008/2013” pursuant to the resolutions adopted under Item 8 of the Agenda of the 10<sup>th</sup> Ordinary General Meeting of Shareholders and under Item 8 of the Agenda of the 15<sup>h</sup> Ordinary General Meeting of Shareholders and resolution on a corresponding amendment of clause 5 (4) of the Articles of Association.**

The Management Board and the Supervisory Board refer to the information given with regard to the resolution proposal under 1. above.

The Management Board has not exercised the authorizations granted under the resolutions of the 10<sup>th</sup> and 15<sup>th</sup> Ordinary General Meeting of Shareholders to issue financial instruments within the meaning of Section 174 AktG, including but not limited to convertible bonds, warrant bonds, participating bonds, hybrid bonds, profit participation rights, which may grant subscription and/or conversion rights to the acquisition of shares of the Company. Thus, there were and there are no beneficiaries and no subscription and/or conversion rights, which were to be covered under the conditional capital adopted by the 10<sup>th</sup> Ordinary General Meeting of Shareholders on 10 July 2008 and amended by the 15<sup>th</sup> Ordinary General Meeting of Shareholders on 4 July 2013. Thus, the cancellation of the respective resolutions on the conditional capital is admissible, as the exercise of (in fact non-existing) subscription and/or conversion rights is thereby not impeded.

In consideration of the new authorization of the Management Board to issue pursuant to Section 174 AktG convertible bonds which grant subscription and/or conversion rights to shares of the Company, a new conditional capital for the purpose of covering the respective subscription and/or conversion rights shall be created.

Thus, the Management Board and the Supervisory Board propose that the extraordinary General Meeting of Shareholders on 15 January 2021 adopts the following resolution:

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- a) The share capital of the Company shall, with the cancellation of the relevant resolutions adopted under Item 8 of the Agenda of the 10<sup>th</sup> Ordinary General Meeting of Shareholders on 10 July 2008 and under Item 8 of the Agenda of the 15<sup>th</sup> Ordinary General Meeting of Shareholders on 4 July 2013, be conditionally increased pursuant to Section 159 para. 2 no. 1 AktG by up to EUR 2,700,000.-- by issuing of up to 1,350,000 new bearer shares with no par value (no-par value shares) for issue to creditors of convertible bonds, for which the Management Board has been granted authorization pursuant to the resolution adopted by the General Meeting of Shareholders held on 15 January 2021. The capital increase may only be carried out to the extent that creditors of convertible bonds exercise their subscription and/or conversion rights to shares of the Company. The issue price and the exchange ratio shall be determined in accordance with recognized financial-mathematical methods and the price of the Company's shares in a recognized pricing procedure. The shares newly issued under the conditional capital increase shall have an entitlement to dividends corresponding to the shares traded on the stock exchange at the time of issue. The Management Board shall be authorized, subject to the consent of the Supervisory Board, to determine further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to resolve on amendments of the Articles of Association which result from the issuance of shares under the conditional capital (Conditional Capital 2021).
- b) Clause 5 (4) of the Company's Articles of Association shall be amended accordingly so that this provision shall in its entirety read as follows:

*"The share capital of the Company shall be conditionally increased pursuant to Section 159 para. 2 no. 1 AktG by up to EUR 2,700,000.-- by issuing of up to 1,350,000 new bearer shares with no par value (no-par value shares) for issue to creditors of convertible bonds, for which the Management Board has been granted authorization pursuant to the resolution adopted by the General Meeting of Shareholders held on 15 January 2021. The capital increase may only be carried out to the extent that creditors of convertible bonds exercise their subscription and/or conversion rights to shares of the Company. The issue price and the exchange ratio shall be determined in accordance with recognized financial-mathematical methods and the price of the Company's shares in a recognized pricing procedure. The shares newly issued under the conditional capital increase shall have an entitlement to dividends corresponding to the*

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*shares traded on the stock exchange at the time of issue. The Management Board shall be authorized, subject to the consent of the Supervisory Board, to determine further details of the implementation of the conditional capital increase. The Supervisory Board is authorized to resolve on amendments of the Articles of Association which result from the issuance of shares under the conditional capital (Conditional Capital 2021)."*

Vienna, December 2020

The Management Board

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Attila Dogudan  
Chairman

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Mag. Gottfried Neumeister

On behalf of the Supervisory Board

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Dr. Andreas Bierwirth  
Chairman

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