

**DO & CO Aktiengesellschaft**

**Vienna, FN 156765m**

**Proposals for resolutions submitted by the Management Board and the Supervisory Board for the 25<sup>th</sup> Ordinary General Meeting of Shareholders**  
**20 July 2023**

- 1. Presentation of the financial statements, including the management report and corporate governance report, the consolidated financial statements including the group management report, the proposed appropriation of profit and the report on the 2022/2023 business year submitted by the Supervisory Board**

As submission of the aforementioned documents only serves as a source of information for the General Meeting of Shareholders, no resolution will be proposed regarding this item on the agenda.

The 2022/2023 financial statements have already been approved and thus adopted by the Supervisory Board.

- 2. Resolution on the appropriation of the net profit**

The Management Board and the Supervisory Board propose to appropriate the net profit reported in the financial statements adopted as of 31 March 2023 in the amount of € 11,000,000.00 as follows:

1. Distribution of a dividend payout of € 1.00 on each share entitled to a dividend;
2. Carry-forward of the remaining amount to the new business year.

The dividend payment date shall be 27 July 2023.

- 3. Resolution on granting discharge to the members of the Management Board for the business year 2022/2023**

The Management Board and the Supervisory Board propose to resolve on granting discharge to the current members of the Management Board in the business year 2022/2023 for the same period.

- 4. Resolution on granting discharge to the members of the Supervisory Board for the business year 2022/2023**

The Management Board and the Supervisory Board propose to resolve on granting discharge to the current members of the Supervisory Board in the business year 2022/2023 for the same period.

**5. Resolution on the remuneration of the members of the Supervisory Board for the business year 2022/2023**

The Management Board and the Supervisory Board propose to resolve on an amount of € 225.000,00 as remuneration for members of the Supervisory Board for the business year 2022/2023, with the Supervisory Board being responsible for the allocation.

**6. Election of the auditor and group auditor for the business year 2023/2024**

The Supervisory Board proposes to appoint KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as statutory auditor and group auditor for the business year 2023/2024, in line with the recommendation and in accordance with the preference of the Audit Committee.

Rationale:

The proposal of the Audit Committee to appoint the auditor and group auditor for the business year 2023/2024 was preceded by a public tendering procedure pursuant to Art 16 of the Statutory Auditor Regulation (EU), evaluating the offers received according to transparent and non-discriminatory selection criteria on which the recommendation of the Audit Committee was based. The Audit Committee recommended to the Supervisory Board KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft and Deloitte Audit Wirtschaftsprüfungs GmbH for the aforementioned audit services and expressed a duly justified preference for KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft as best-ranked auditor. In its recommendation to the Supervisory Board, the Audit Committee declared that its recommendation is free from any undue influence by third parties and that no clauses restricting the selection options of the General Meeting of Shareholders were imposed.

## **7. Resolution on the remuneration report**

The Management Board and the Supervisory Board propose to adopt the remuneration report for the business year 2022/2023 as published on the website of the Company registered with the Austrian Company Register ([www.doco.com](http://www.doco.com)).

### Rationale:

The Management Board and the Supervisory Board of a listed entity are required to prepare a clear and comprehensible remuneration report regarding the remuneration received by the members of the Management Board and the Supervisory Board pursuant to Section 78c in conjunction with Section 98a Austrian Stock Corporation Act (AktG). The remuneration report for the last business year is to be submitted for vote to the General Meeting of Shareholders. The vote takes the form of a recommendation. The resolution may not be contested (Section 78d (1) AktG).

In the meeting held on 14 June 2023, the Management Board and the Supervisory Board of DO & CO Aktiengesellschaft resolved on a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG and proposed a resolution pursuant to Section 108 (1) AktG.

## **8. Resolution on authorisation of the Management Board**

- a) **to acquire treasury shares pursuant to Section 65 (1) No. 8 and (1a) and (1b) AktG by stock exchange or by public offer as well as in another way up to a maximum amount of 10 % of the nominal capital, even under the exclusion of the shareholders' right to sell on a pro rata basis which may be associated with such an acquisition (reverse exclusion of subscription rights),**
- b) **to dispose of or use treasury shares of the Company pursuant to Section 65 (1b) AktG in another way than by stock exchange or by public offer and excluding the acquisition rights of shareholders (exclusion of subscription rights), and**
- c) **to decrease the share capital by withdrawing such treasury shares without any further resolution of the General Meeting of Shareholders.**

The Management Board and the Supervisory Board propose to the General Meeting of Shareholders to resolve on Item 8 of the agenda on 20 July 2023:

- a) Pursuant to Section 65 (1) No. 8 and (1a) and (1b) AktG the Management Board shall be authorised for a period of 30 months starting from 20 July 2023, i.e. until

19 January 2026, to acquire non-par value bearer shares of the Company representing up to 10% of the share capital of the Company both on the stock exchange or by public offer as well as by any other means, including from individual shareholders or any single shareholder, for a minimum equivalent of € 2.00 (two euro) per share and a maximum equivalent of € 150.00 (one hundred and fifty euro) per share. Trade in treasury shares shall be excluded as 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, by a subsidiary (Section 189a No. 7 Austrian Company Code (UGB)) or by third parties for the account of the Company.

- b) The Management Board may resolve on the acquisition by stock exchange or by public offer, subject to the Supervisory Board being notified subsequently of such resolution. Any other form of acquisition shall be subject to the prior approval of the Supervisory Board. An acquisition in another way than by stock exchange or by public offer may be executed with the exclusion of the pro rata disposal rights of the shareholders (reverse exclusion of subscription rights).
- c) Pursuant to Section 65 (1b) AktG, the Management Board shall be authorised for a period of five years following the date of adoption of this resolution and subject to the approval of the Supervisory Board to sell or use treasury shares of the Company in another way than by stock exchange or by public offer and to exclude the shareholders' proportional purchase right (exclusion of subscription rights) and to determine the terms and conditions of the sale. 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, by a subsidiary (Section 189a No. 7 UGB) or by third parties for the account of the Company.
- d) The Management Board shall be furthermore authorised, subject to the approval of the Supervisory Board, to decrease the share capital, if necessary, by withdrawing such treasury shares without any further resolution by the General Meeting of Shareholders pursuant to Section 65 (1) No. 8, last sentence, in conjunction with Section 192 AktG. The Supervisory Board shall be authorised to adopt amendments to the Articles of Association resulting from the withdrawal of shares.

Rationale:

The Management Board was authorised by resolution on Item 8 of the agenda of the General Meeting of Shareholders held on 18 July 2019 to acquire treasury shares representing up to 10% of the share capital of the Company pursuant to Section 65 (1) No 8 AktG and to sell treasury shares pursuant to Section 65 (1b) AktG in another way than by stock exchange or by public offer. No use was made of this authorisation to acquire treasury shares; this authorisation expired on 17 January 2022.

The Management Board shall again be authorised to acquire treasury shares of DO & CO Aktiengesellschaft and to sell or use such shares in another way than by stock exchange or by public offer.

Furthermore, regarding this Item on the agenda reference is made to the report of the Management Board pursuant to Section 65 (1b) AktG in conjunction with Section 170 (2) AktG and Section 153 (4), second sentence AktG.

**9. Resolution on the amendment to the Articles of Association of Section 4 “Announcements”**

The Management Board and the Supervisory Board propose to amend Section 4 “Announcements” of the Company’s Articles of Association so that this provision shall read as follows:

“Section 4

Announcements

Announcements of the Company shall be published in the federal electronic announcement and information platform (EVI) to the extent that and as long as required under the Austrian Stock Corporation Act. Otherwise, any announcements of the Company shall be made in accordance with applicable statutory provisions.”

Rationale:

The Austrian National Council and the Austrian Federal Council passed on 27 April 2023 and 11 May 2023 respectively, the Federal Act on Wiener Zeitung GmbH and the Implementation of an Electronic Federal Announcement and Information Platform (WZEVI Act), which enters into force on 1 July 2023. The Electronic Federal

Announcement and Information Platform (EVI) replaces by this Act the Official Gazette of the Wiener Zeitung as publication media. The upcoming General Meeting of Shareholders on 20 July 2023 shall be taken as an opportunity to amend Section 4 of the Articles of Association on the Company's announcements accordingly.

**10. Resolution on the amendment to the Company's Articles of Association of Section 16 "Venue, Convocation, Electronic Attendance of the General Meeting of Shareholders"**

The Management Board and the Supervisory Board propose to amend Section 16 "Venue, Convocation, Electronic Attendance of the General Meeting of Shareholders" by adding the following paragraphs 5 through 12:

- (5) The Management Board shall be authorised, subject to the Supervisory Board's approval, to resolve, in accordance with the provisions of the Austrian Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Articles of Association of the Company, on a case by case basis for General Meetings of Shareholders of the Company to be held until 31 March 2027, that such meetings may be held as virtual shareholders' meeting, i.e. without physical presence of the participants. The provisions of paragraphs (5) through (12) of Section 16 of the Articles of Association shall remain effective until 31 March 2076.
- (6) The Management Board shall, with the approval of the Supervisory Board, determine the form in which to hold of the General Meeting of Shareholders , i.e. whether it is to be held (i) with the physical presence of the participants or (ii) without the physical presence of the participants, either as basic virtual General Meeting of Shareholders or as chaired virtual General Meeting of Shareholders.
- (7) The invitation convening the virtual General Meeting of Shareholders, or corresponding information provided on the Company's website from the 21<sup>st</sup> day prior to the General Meeting of Shareholders shall state the organisational and technical requirements for the participation in the virtual General Meeting of Shareholders.
- (8) A chaired virtual General Meeting of Shareholders shall be held in accordance with Section 3 VirtGesG. The virtual General Meeting of Shareholders shall be

transmitted visually and acoustically in real time for the participants. The Management Board may decide to publicly broadcast the virtual General Meeting of Shareholders.

- (9) During the chaired virtual General Meeting of Shareholders, shareholders shall have the opportunity to speak by way of electronic communication. If a shareholder is given the floor by the chairman, the shareholder shall be granted the opportunity to speak by way of video communication. The chairman shall decide on the order of the statements and also on the point in time until when statements and questions are accepted.
- (10) In addition, the Company shall provide shareholders with an electronic way of communication, e.g. email, by which the shareholders may submit questions and requests for resolutions to the Company starting with the time of invitation until the third business day or a later date to be determined prior to the basic virtual or a chaired virtual General Meeting of Shareholders. Questions and requests for resolutions submitted in such way shall be read out at the virtual General Meeting of Shareholders or brought to the attention of the shareholders in another suitable way, e.g. on the website of the Company.
- (11) In all votes conducted in chaired General Meetings of Shareholders, the shareholders may exercise their voting rights and, if applicable raise objections by means of electronic communication. The Company may, subject to technical possibilities, either (i) set up and announce a specific email address for the exercise of voting rights and raised objections to transmit to the Company or (ii) provide a special voting software or a corresponding function on the website of the Company (General Meeting – Portal) for the purpose of exercising voting rights or raising objections. The Management Board is authorised to determine that shareholders may cast their votes by electronic means, e.g. by way of email, until a determined date prior to the General Meeting of Shareholders. The shareholders concerned may revoke their casted votes until the time of the voting in the virtual General Meeting of Shareholders and, if applicable, cast new votes. Furthermore, Section 126 AktG shall apply *mutatis mutandis*.
- (12) At a virtual General Meeting of Shareholders the Company shall provide the shareholders with at least two special proxy holders at its own expense. The proxy holders are appropriate persons independent of the Company, who may be authorised by the shareholders to submit requests for resolutions, cast votes

and, if applicable, raise objections at the virtual General Meeting of Shareholders.

Rationale:

On 14 June 2023 the Council of Ministers adopted the draft of the Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG). Thus, the respective Federal Act shall come into force on 14 July 2023.

Under the VirtGesG, companies shall have the right to choose the form in which to hold their general shareholders meetings in the future. The Company is of course free to continue to organise its General Meetings of Shareholders in the usual manner as a meeting with physical presence of the participants. However, the flexibility provided under the VirtGesG provides the opportunity to choose the form which is most suitable and possibly cost-saving for the Company.

In addition, a virtual General Meeting of Shareholders significantly reduces CO2 emissions because shareholders do not have to travel. The paper consumption of a virtual General Meeting of Shareholders is also significantly lower.

The wide range of options available under the VirtGesG for conducting a General Meeting of Shareholders, gives a broad national and international shareholder base the opportunity to participate virtually in General Meetings of Shareholders and to exercise their rights digitally; this is intended to contribute, in particular with regard to the regional dispersion of the shareholders of DO & CO Aktiengesellschaft, to an increase and to a diversification of the number of shareholders present at General Meetings of Shareholders.

The upcoming General Meeting of Shareholders shall be taken as an opportunity to resolve on an amendment to the Articles of Association granting respective authorisations to the Management Board.

Thereby, no decision is yet taken on the form of the General Meeting of Shareholders to be held, e.g. in 2024. Pursuant to the stipulations of the VirtGesG, such provisions of the Articles of Association granting a respective authorisation shall apply for a period



of no longer than five business years. The legally permissible authorisation period of five years shall not be fully utilised but limited to a period of approximately three years, in order to learn from experience and enable future improvement.

Vienna, 14 June 2023

The Management Board

Attila Dogudan m.p.  
Chairman

Gottfried Neumeister m.p.

Attila Mark Dogudan m.p.

On behalf of the Supervisory Board

Andreas Bierwirth m.p.  
Chairman