



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

**Resolutions proposed by the Executive Board and the Supervisory Board for the
26th Annual General Meeting
25 July 2024**

- 1. presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of profits and the report prepared by the Supervisory Board for the 2023/2024 financial year**

As the presentation of the aforementioned documents only serves to inform the Annual General Meeting, there will be no resolution on this agenda item.

The annual financial statements for 2023/2024 have already been approved and thus adopted by the Supervisory Board.

- 2 Resolution on the appropriation of the retained earnings**

The Executive Board and Supervisory Board propose that the distributable profit of EUR 16,499,388.59 reported in the approved annual financial statements as at 31 March 2024 be appropriated as follows

1. Distribution of a dividend of EUR 1.50 per dividend-bearing share;
2. Balance carried forward to new account.

The dividend payment date is 16 January 2025.

Justification:

Compared to previous years, the proposed resolution provides for a dividend payment significantly later than usual, in January 2025. In accordance with the "*Guidelines on the Regulation of the Federal Minister of Finance pursuant to Section 3b (3) of the ABBAG Act regarding the reclassification of aid exceeding the upper limits from the COVID-19 Finanzierungsagentur des Bundes GmbH (COFAG) as loss compensation, compensation for damages or de minimis aid (upper limit guidelines)*", a prerequisite for the reclassification of COVID subsidies as loss compensation or compensation for damages is the obligation of the company to refrain from distributing dividends or other legally non-mandatory profit distributions until 31 December 2024. The Company is committed not to pay any dividends or other legally non-distributable profits until 31 December 2024 and to maintain a moderate dividend and profit distribution policy thereafter until 31 December 2025.

Whether the proposed allocation of distributable profit conflicts with reclassification at the time of the ordinary Annual General Meeting is currently under evaluation, following the recent announcement of the upper limit guidelines. If the company determines that the proposed resolution poses a risk to reclassification, the

management board and/or the supervisory board reserves the right to propose a revised profit allocation resolution for consideration at the Annual General Meeting.

3. Resolution on the discharge of the members of the Executive Board for the 2023/2024 financial year

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in the 2023/2024 financial year be approved for this period.

4 Resolution on the discharge of the members of the Supervisory Board for the 2023/2024 financial year

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2023/2024 financial year be approved for this period.

5. Resolution on the remuneration for the Supervisory Board for the 2023/2024 financial year

The Executive Board and the Supervisory Board propose that an amount of EUR 225,000.00 be resolved as remuneration for the members of the Supervisory Board for the 2023/2024 financial year, whereby the allocation is left to the Supervisory Board.

6. Election of the auditor and group auditor and the auditor for the sustainability report for the 2024/2025 financial year

In line with the recommendation of the Audit Committee, the Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft be appointed as the auditor of the annual and consolidated financial statements for the 2024/2025 financial year and, if required by law for the 2024/2025 financial year, also as the auditor of the mandatory sustainability report for the 2024/2025 financial year.

7. Election of a person to the Supervisory Board

Daniela Neuberger's term of office as a member of the Supervisory Board will expire at the end of the forthcoming Annual General Meeting.

In accordance with Section 10 (1) of the Articles of Association of DO & CO Aktiengesellschaft, the Supervisory Board consists of at least three and no more than six members elected by the General Meeting of Shareholders.

To date, i.e. after the last election by the Annual General Meeting, the Supervisory Board has consisted of four members elected by the Annual General Meeting.

The company's Supervisory Board consists of only four shareholder representatives, meaning that DO & CO Aktiengesellschaft is not subject to the scope of application of Section 86 (7) AktG (gender quota).

One member would now have to be elected at the next Annual General Meeting in order to restore the previous number.

The Supervisory Board proposes that this one mandate be filled so that the Supervisory Board will once again consist of four members elected by the Annual General Meeting after the election at the Annual General Meeting on 25 July 2024.

The following election proposal of the Supervisory Board was submitted on the basis of the requirements of Section 87 (2a) AktG and the Corporate Governance Code.

The Supervisory Board proposes that Daniela Neuberger, born in 1961, be elected to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the 2028/2029 financial year.

The proposed person has submitted a declaration pursuant to Section 87 (2) AktG, which is also available on the company's website, and in particular declares that

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and, in the judgement of the nominees, there are no circumstances that could give rise to concerns about their partiality,
2. the nominee has not been convicted of any offence punishable by law, in particular of any offence that would call into question her professional reliability pursuant to section 87 para 2a sentence 3 AktG, and
3. there are no obstacles to appointment within the meaning of Section 86 (2) and (4) AktG.

In making its proposal pursuant to section 87 (2a) of the German Stock Corporation Act, the Supervisory Board took into account the professional and personal qualifications of the members as well as the professionally balanced composition of the Supervisory Board and gave appropriate consideration to aspects of diversity within the Supervisory Board.

8 Resolution on the remuneration report

The Executive Board and the Supervisory Board propose to adopt the remuneration report for the 2023/2024 financial year, which is available on the company's website registered in the commercial register (www.doco.com).

Justification:

The Executive Board and Supervisory Board of a listed stock company must prepare a clear and comprehensible remuneration report for the remuneration of the members of the Executive Board and Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG.

The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote is of a recommendatory nature. The resolution cannot be challenged (Section 78d (1) AktG).

At the meeting on 24 June 2024, the Executive Board and the Supervisory Board of **DO & CO Aktiengesellschaft** adopted a remuneration report in accordance with

Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

9 Resolution on the remuneration policy

The Supervisory Board of a listed stock company must draw up the principles for the remuneration of the members of the Executive Board and the Supervisory Board in accordance with Section 78a in conjunction with Section 98a AktG (remuneration policy).

The remuneration policy must be submitted to the Annual General Meeting for approval at least every fourth business year (and whenever a material change is made). At DO & CO Aktiengesellschaft, a remuneration policy was submitted for the first time to the Annual General Meeting on 21 July 2020 for approval.

The vote at the Annual General Meeting on the remuneration policy is of a recommendatory nature. The resolution cannot be challenged (Section 78b (1) AktG).

The Supervisory Board must make a proposal for a resolution on the remuneration policy in accordance with Section 108 (1) AktG.

This proposed resolution of the Supervisory Board and the remuneration policy must be made available on the website entered in the commercial register from the 21st day before the Annual General Meeting in accordance with Section 108 para. 4 no. 4 AktG.

At its meeting on 24 June 2024, the Supervisory Board of DO & CO Aktiengesellschaft discussed the principles for the remuneration of the members of the Executive Board and the Supervisory Board in accordance with Section 78a in conjunction with Section 98a AktG and established the remuneration policy.

The Supervisory Board proposes to adopt the remuneration policy, as published on the website registered in the commercial register.

The remuneration policy is attached to this proposed resolution as Annex ./1.

Vienna, 24 June 2024

The Executive Board

Attila Dogudan eh
Chairman

Attila Mark Dogudan eh

Bettina Höfinger eh

Mustafa Serdar Erden eh

Johannes Echeverria eh

For the Supervisory Board

Dr Andreas Bierwirth eh
Chairman