



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

**Resolutions proposed by the Executive Board and the Supervisory Board for the
27th Annual General Meeting
10 July 2025**

- 1. Presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements including the group management report, including the consolidated non-financial statement, the proposal for the appropriation of profits and the report prepared by the Supervisory Board for the 2024/2025 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 2024/2025 have already been approved and thus adopted by the Supervisory Board.

- 2. Resolution on the appropriation of the balance sheet profit**

The Executive Board and Supervisory Board propose that the distributable profits of EUR 33,306,257.43 reported in the approved annual financial statements as at 31 March 2025 be appropriated as follows:

1. Distribution of a dividend of EUR 2.00 per dividend-bearing share;
2. Balance carried forward to new account.

The dividend payment date is 16 July 2025.

- 3. Resolution on the discharge of the members of the Executive Board for the 2024/2025 financial year**

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in the 2024/2025 financial year be approved for this period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2024/2025 financial year**

The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024/2025 financial year be approved for this period.

- 5. Resolution on the remuneration for the Supervisory Board for the 2024/2025 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 2024/2025 financial year, whereby the allocation is left to the Supervisory Board.

6. Election of the auditor and group auditor and the auditor for the (consolidated) sustainability reporting for the 2025/2026 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 auditor and group auditor for the 2025/2026 financial year and, if necessary - insofar as this is required by law for the 2025/2026 financial year - also as auditor of the legally required (consolidated) sustainability reporting for the 2025/2026 financial year.

7. Resolution on the remuneration report

The Executive Board and the Supervisory Board propose that the remuneration report for the 2024/2025 financial year be adopted, 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 company have to 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 (Austrian Stock Corporation Act).

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).

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 at the meeting on 10 June 2025 and proposed a resolution in accordance with Section 108 (1) AktG.

- 8. Resolution on the authorization of the Executive Board, in each case revoking the corresponding authorization granted by resolution of the General Meeting on 20 July 2023 on agenda items 8a, 8b and 8c,**
- a) to acquire treasury shares pursuant to Section 65 (1) no. 4 and no. 8 as well as (1a) and (1b) AktG both by stock exchange or by public offer and with the approval of the Supervisory Board in another way up to a maximum amount of 10% of the nominal capital, even under exclusion of the shareholders' right to sell on pro rata basis which may be associated with such an acquisition (reverse exclusion of subscription rights), and to determine the buyback conditions,**
 - 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 by the General Meeting of Shareholders**

The Executive Board and the Supervisory Board propose to the General Meeting of Shareholders to resolve on item 8 of the agenda on 10 July 2025:

- a) Pursuant to Section 65 (1) no. 4 and no. 8 as well as (1a) and (1b) AktG the Executive Board shall be authorized for a period of 30 months starting from 10 July 2025, i.e. until 9 January 2028, while at the same time revoking the relevant resolution of the General Meeting of 20 July 2023, to acquire non-par value bearer shares of the Company representing up to 10% of the share capital of the Company both by 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 EUR 2.00 (two euros) per share and a maximum equivalent of EUR 300.00 (three hundred euros) per share, as well as to determine the buyback conditions, whereby the Executive Board must publish the Executive Board resolution and the respective buyback program based on it, including its duration, in accordance with the statutory provisions (in each case). The Executive Board may exercise this authorization once or several times in total up to a maximum limit of 10% of the share capital within the statutory provisions on the maximum permissible number of treasury shares. The authorization may be exercised in whole or in part or in several parts and in pursuit of one or more purposes by the Company, by a subsidiary (Section 189a no. 7 of the Austrian Commercial Code (UGB)) or by third parties for the account of the Company, in particular (i) for the purpose of implementing an employee participation program, including for members of the Executive Board and senior executives of the Company or its affiliated companies

(Section 189a no. 8 UGB) and for long-term incentive plans for members of the Executive Board or (ii) as consideration for the acquisition of companies, businesses, parts of businesses or shares in one or more companies in Austria or abroad. The acquisition may take place on or off the stock exchange in compliance with legal requirements. Trade in treasury shares shall be excluded as purpose of the acquisition.

The Executive Board of DO & CO Aktiengesellschaft 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).

- b) Pursuant to Section 65 (1b) AktG, the Executive Board shall be authorized for a period of five years following the date of adoption of this resolution, while at the same time revoking the relevant resolution of the General Meeting of 20 July 2023, 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' pro rata purchase right (exclusion of subscription rights) and to determine the terms and conditions of the sale. The authorization 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.
- c) The Executive Board shall be furthermore authorized, while at the same time revoking the relevant resolution of the General Meeting of 20 July 2023, subject to the approval by 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 authorized to adopt amendments to the Articles of Association resulting from the withdrawal of shares.

Justification

The Executive Board was authorized by resolution on the item 8 of the agenda of the General Meeting of Shareholders held on 20 July 2023 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 authorization to acquire treasury shares.

The Executive Board shall again be authorized 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.

Section 65 (1) no. 4 AktG allows companies to repurchase their own shares for the purpose of offering them to employees, senior executives and members of the Executive Board or Supervisory Board of the Company or an affiliated company. Section 65 (1) no. 8 AktG allows listed companies such as DO & CO Aktiengesellschaft to repurchase treasury shares for a neutral purpose. The resolution is intended to authorize the Executive Board of DO & CO Aktiengesellschaft to carry out a share repurchase program with the approval of the Supervisory Board - naturally in compliance with the extensive statutory disclosure requirements. With this possibility to implement a share repurchase program, the Company shall be able to repurchase shares in order to be able to offer them to its employees (including Executive Board members and senior executives) as part of a future employee participation program as well as for long-term incentive plans for Executive Board members and to be able to react quickly and flexibly to market opportunities and, for example, to carry out share repurchases to stabilize the share price in the event of falling share prices.

The Company will also be given the opportunity to invest liquid funds in treasury shares at attractive conditions.

The option provided for in the resolution to decrease the share capital by withdrawing the shares is intended to increase the Company's flexibility in dealing with any repurchased shares. A withdrawal of the shares would lead to a decrease of the issued shares and thus to a higher proportionate value of the remaining shares in DO & CO Aktiengesellschaft.

With regard to the proposed possible exclusion of shareholders' repurchase rights (subscription rights) in the cases mentioned in the proposed resolution, reference is made to the corresponding report of the Company's Executive Board, which is expected to be available on the Company's website at www.doco.com under the menu items "Investor Relations" and "Annual General Meeting" from 19 June 2025. This report will also be available at the Annual General Meeting.

9. Resolution on

- a) creating a new authorized capital [Authorized Capital 2025]**
 - (i) in principle safeguarding the statutory subscription right, also within the meaning of the indirect subscription right pursuant to Section 153 (6) of the Austrian Stock Corporation Act (“AktG”),**
 - (ii) with the authorization to exclude subscription rights,**
 - (iii) with the option to issue new shares against contributions in kind, and**
- b) amending the Articles of Association in Section 5 para 5, with the revocation of the “Authorized Capital 2020” granted by the resolution of the General Meeting on 31 July 2020**

The Executive Board and the Supervisory Board propose to the General Meeting of Shareholders to resolve on item 9 of the agenda on 10 July 2025:

- a) Resolution on the (renewed) authorization of the Executive Board, while at the same time revoking the relevant resolution of the General Meeting of 31 July 2020, for a duration of five years starting with the registration of the respective amendment to the Articles of Association in the Commercial Register
 - aa) to increase the share capital from a present nominal value of EUR 21,966,916.00 by EUR 2,196,691.00 by issuing up to 1,098,345 new bearer shares (no-par value shares) pursuant to Section 169 AktG - if necessary in several tranches - in the form of a cash capital increase and/or in the form of a capital increase by contribution in kind, to determine the price, the conditions and further details for the implementation of the capital increase, in each case with the approval of the Supervisory Board,
 - bb) if the subscription right was not excluded pursuant to lit. cc) to offer the new shares by way of an indirect subscription right pursuant to Section 153 (6) AktG,
 - cc) to exclude shareholders’ subscription rights with the approval of the Supervisory Board,
 - (i) if the share capital increase for cash is executed in one or more tranches and the new shares are offered to one or more institutional investors by way of a private placement and the shares for which the subscription right shall be excluded do not exceed 10% (ten per cent) of the Company’s share capital registered in the Commercial Register at the time of the amendment to the Articles of Association;
 - (ii) if the share capital increase by contribution in kind is done for the purpose of the acquisition of a company and business units or parts of such or of shares in one or more companies inside or outside of Austria,
 - (iii) to service share transfer programs, in particular long-term incentive plans or other participation programs for employees, senior executives and

members of the Executive Board of the Company or an affiliated company as well as other employee participation models;

(iv) to exclude fractional amounts from the shareholders' subscription rights, or

(v) to fulfil an additional allocation option (greenshoe) granted to the underwriting banks,

with regard to which the Supervisory Board is authorized to amend the Articles of Association which follow from issuing shares out of the Authorized Capital [Authorized Capital 2025], and

b) Resolution on the corresponding amendment to the Company's Articles of Association in Section 5 para 5, so that this provision is amended as follows:

“(5) The Executive Board is authorized for a period of five years as of the registration of this amendment to the Articles of Association with the Commercial Register,

a) to increase the share capital from the present nominal value of EUR 21,966,916.00 by EUR 2,196,691.00 by issuing up to 1,098,345 new bearer shares (no-par value shares) pursuant to Section 169 AktG - if necessary in several tranches - in the form of a cash capital increase and/or in the form of a capital increase by contribution in kind, to determine the price, the conditions and further details for the implementation of the capital increase, in each case with the approval of the Supervisory Board,

b) if the subscription right was not excluded pursuant to lit. c) to offer the new shares by way of an indirect subscription right pursuant to Section 153 (6) AktG,

c) to exclude the shareholders' subscription rights with the approval of the Supervisory Board,

(i) if the share capital increase for cash is executed in one or more tranches and the new shares are offered to one or more institutional investors by way of a private placement and the shares for which the subscription right shall be excluded do not exceed 10% (ten per cent) of the Company's share capital registered in the Commercial Register at the time of the amendment to the Articles of Association;

(ii) if the share capital increase by contribution in kind is done for the purpose of the acquisition of a company and business units or parts of such or of shares in one or more companies inside or outside of Austria,

- (iii) *to service share transfer programs, in particular long-term incentive plans or other participation programs for employees, senior executives and members of the Executive Board of the Company or an affiliated company as well as other employee participation models,*
- (iv) *to exclude fractional amounts from the shareholders' subscription rights, or*
- (v) *to fulfil an additional allocation option (greenshoe) granted to the underwriting banks.*

The Supervisory Board is authorized to amend the Articles of Association which follow from issuing shares from the Authorized Capital. [Authorized Capital 2025]"

Justification

The General Meeting on 31 July 2020 authorized the Executive Board under the item 7 on the agenda "*Resolution on creating new authorised capital [Authorized Capital 2020]"* and a corresponding "*Amendment to the Articles of Association by incorporation a new Section 5 para 5"* to increase the Company's share capital with the approval of the Supervisory Board from the nominal value of EUR 19,488,000.00 by EUR 1,948,800.00 by issuing up to 974,400 new bearer shares (no-par value shares). This authorization has not been exercised to date.

DO & CO Aktiengesellschaft would like to continue to take advantage of its market opportunities and expand its leading market position through investments and acquisitions. In order to finance future growth, the Executive Board is to be given the additional option of raising equity capital. For this reason, the Executive Board is to be newly authorized, with the approval of the Supervisory Board and simultaneous revocation of the previous authorization, to increase the Company's share capital from the current nominal value of EUR 21,966,916.00 by EUR 2,196,691.00 by issuing up to 1,098,345 new bearer shares (no-par value shares) with a maximum term of 5 years from registration of the amendment to the Articles of Association. With regard to the authorization to exclude subscription rights, please refer to the corresponding report of the Company's Executive Board, which is expected to be available on the Company's website at www.doco.com under the menu items "Investor Relations" and "Annual General Meeting" from 19 June 2025. This report will also be available at the Annual General Meeting.

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Vienna, June 2025

The Executive Board

Attila Dogudan m.p.
Chairman

Attila Mark Dogudan m.p.

Bettina Höfinger m.p.

Johannes Echeverria m.p.

On behalf of the Supervisory Board

Dr Andreas Bierwirth m.p.
Chairman