



DO & CO Aktiengesellschaft
Vienna, company number FN 156765 m
ISIN AT0000818802

**Invitation to the 22nd Ordinary General Shareholders' Meeting of
DO & CO Aktiengesellschaft
(„Gesellschaft“)**

**on Friday, 31st July 2020 to be held at 12:00 o'clock
at 1010 Vienna, Mahlerstraße 9**

- I. CONDUCTING THE ORDINARY GENERAL MEETING AS A VIRTUAL MEETING WITHOUT THE PHYSICAL PRESENCE OF THE SHAREHOLDERS**
- 1. Corporate Legal COVID-19-Law [*"Gesellschaftsrechtliches COVID-19-Gesetz"*] (COVID-19-Law [*"COVID-19-GesG"*]) and Corporate legal COVID-19-Decree [*"Gesellschaftsrechtliche COVID-19-Verordnung"*] (COVID-19-Decree [*"COVID-19-GesV"*]))**

For the protection of the shareholders and other participants the Management Board decided to make use of the new legal provisions regarding virtual General Shareholders' Meetings.

On the basis of Section 1 para 2 COVID-19-Law [*"§ 1 Abs 2 COVID-19-GesG "*] BGBl. I No. 16/2020 in the version of BGBl. I No. 24/2020 and the COVID-19-Decree [*"COVID-19-GesV"*] (BGBl. II No. 140/2020) and taking into account the interests both of the Company and the participants the General Shareholders' Meeting will be conducted as a "virtual General Shareholders' Meeting".

This means that for purposes of protecting the health with regard to the General Shareholders' Meeting of DO & CO Aktiengesellschaft on 31st July 2020 shareholders may not be physically present.

The Management Board asks for understanding that the shareholders may not attend the General Shareholders' Meeting on 31st July 2020 in person.

The General Shareholders' Meeting will take place with the attendance of the Chair of the Supervisory Board, the Chair of the Management Board as well as the other member of the Management Board, the recording Notary Public and four special proxy holders determined by the Company at 1010 Vienna, Mahlerstraße 9.

Conducting the General Shareholders' Meeting as a virtual General Shareholders' Meeting in compliance with the COVID-19-Decree ["*COVID-19-GesV*"] leads to modifications of the usual procedure of the General Shareholders' Meeting as well as the exercise of the shareholders' rights.

The exercise of the voting right, the right to submit motions and the right to raise an objection may only be exercised by issuing a power of attorney and a respective instruction to one of the special proxy holders nominated by the Company pursuant to Section 3 para 4 of the COVID-19-Decree ["*§ 3 Abs 4 COVID-19-GesV*"].

The information right may be exercised during the virtual General Shareholders' Meeting by the shareholders themselves by way of electronic communication, that is exclusively in writing by e-mail directly to the e-mail address **fragen.doco@hauptversammlung.at** of the Company.

2. Transmission of the General Shareholders' Meeting via internet

The General Shareholders' Meeting may be entirely transmitted in pictures and sound in real time via internet pursuant to Section 3 para 4 COVID-19-Decree in combination with Section 102 para 4 of the Stock Corporation Act ["*§ 3 Abs 4 COVID-19-GesV iVm § 102 Abs 4 AktG*"].

This is permissible pursuant to data protection rules with regard to Section 3 para 4 COVID-19-Decree and Section 102 para 4 of the Stock Corporation Act.

All shareholders of the Company may watch the Ordinary General Shareholders' Meeting on **31st July 2020** starting at approximately 12:00 o'clock by using the respective technical means via internet under **www.doco.com** as a virtual General Shareholders' Meeting. A registration or login are not required in order to be able to watch the virtual General Shareholders' Meeting.

By way of the transmission of the General Shareholders' Meeting via internet all shareholders wishing to do so have the chance to watch the General Shareholders' Meeting by way of an acoustic and optical connection in real time and to watch the presentation of the Management Board and the answering of the shareholders' questions.

Furthermore, please note that the live transmission as a virtual General Shareholders' Meeting does not provide for a participation via distance (Section 102 para 3 no. 2 Stock Corporation Act ["*§ 102 Abs 3 Z 2 AktG*"]) and for nor exercise of voting rights via distance (Section 102 para 3 no. 3 Stock Corporation Act ["*§ 102 Abs 3 Z 3 AktG*"]) and Section 126 Stock Corporation Act ["*§ 126 AktG*"]) and that the transmission via internet is no two-way-connection.

Furthermore, please note that the Company is only responsible for the use of technical communication means insofar as they are allocated to its sphere.

Furthermore, reference is made to the information on the organisational and technical requirements for participating pursuant to Section 3 para 3 in combination with Section 2 para 4 COVID-19-Decree ["§ 3 Abs 3 iVm § 2 Abs 4 COVID-19-GesV"] („**information for participants**“).

We ask the shareholders to particularly pay attention to such **information for participants** this year, in which the schedule of the General Shareholders' Meeting will be set out.

II. AGENDA

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 the net profit of the year and the report on the 2019/2020 business year submitted by the Supervisory Board
2. Resolution on granting discharge to the members of the Management Board for the 2019/2020 business year
3. Resolution on granting discharge to the members of the Supervisory Board for the 2019/2020 business year
4. Resolution on remunerating the Supervisory Board for the 2019/2020 business year
5. Appointment of the auditor and group auditor for the 2020/2021 business year
6. Resolution on remunerating policies
7. Resolution on:
 - a) creating new authorised capital [Authorized Capital 2020]
 - i. in principle while 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 authorisation to exclude the subscription right,
 - iii. with the option to issue new shares against contributions in kind, and
 - b) amending the Articles of Association by incorporating a new Section 5 (5).

III. DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS; PROVISION OF INFORMATION ON THE COMPANY’S WEBSITE

The following documents in particular will be available on the Company’s website **www.doco.com** by **10 July 2020** at the latest:

- information on the organizational and technical requirements for participation pursuant to Section 3 para 3 in combination with Section 2 para 3 COVID-19-Decree ["§ 3 Abs 3 iVm § 2 Abs 4 COVID-19-GesV"] („**information for participants**“),
 - annual financial statement and management report,
 - corporate governance report,
 - consolidated financial statements and group management report,
 - separate non-financial report,
 - report by the Supervisory Board,
- each for the 2019/2020 business year,

- proposals for resolutions on Agenda items 2–7,
- remunerating policies,
- report by the Management Board under Section 170 (2) AktG in combination with Section 153 (4) sentence 2 AktG on Agenda item 7 – exclusion of subscription right, Authorised Capital,
- proxy form for the special proxy holders pursuant to Section 3 para 4 COVID-19-Decree ["§ 3 Abs 4 COVID-19-GesV"],
- question form,
- form to revoke power of attorney,
- complete text of this convocation.

IV. RECORD DATE AND REQUIREMENTS FOR PARTICIPATING IN THE GENERAL SHAREHOLDERS' MEETING

The entitlement to participate in the virtual General Shareholders' Meeting and exercise the voting right and other shareholders' rights which may be exercised during this virtual General Shareholders' Meeting pursuant to the COVID-19-Law ["COVID-19-GesG"] and the COVID-19-Decree ["COVID-19-GesV"] depends on the possession of shares by the end of **21st July 2020** (cut-off date).

Only persons being shareholders on this cut-off date and evidencing this to the Company are entitled to participate in the virtual General Shareholders' Meeting pursuant to the COVID-19-Law ["COVID-19-GesG"] and the COVID-19-Decree ["COVID-19-GesV"]. Shares held on the record date must be evidenced by a deposit certificate pursuant to Section 10a AktG, which certificate must be received by the Company not later than **28 July 2020** (24 hrs CEST, Vienna Time), solely through any of the following means of communication and to any of the addresses listed below:

- | | |
|--------------------|---|
| (i) | for furnishing the deposit certificate as a text message that meets the criteria of Article 17 (3) of the Articles of Association |
| by e-mail | anmeldung.doco@hauptversammlung.at
(please send deposit certificate as a pdf file) |
| by fax message: | +43 (1) 8900 500 - 59 |
| (ii) | for furnishing the deposit certificate in its written form |
| by mail or courier | DO & CO Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60 |
| by SWIFT | GIBAAATWGGMS
(message type MT598 or MT599,
it is essential that ISIN AT0000818802 be stated in the text) |

Without the deposit certificate timely reaching the Company, a **special proxy holder cannot be effectively appointed.**

Shareholders are asked to refer to their deposit holding bank and have a deposit certificate issued and submitted.

The cut-off date has no consequences on the right to sell shares and has no consequences for the entitlement to dividends.

Deposit certificate pursuant to Section 10a Stock Corporation Act ["§10aAktG"]

The deposit certificate must be issued by the deposit-holding bank domiciled in a member state of the European Economic Area or in a full member of OECD or by MKK Merkezi Kayit Kurulusu A.S., Reşitpaşa Mahallesi Özborsa Caddesi No:4, 34467 Sarıyer, Istanbul, Turkey, and it must include the following information:

- information on the issuer: name and address or code customarily used for transactions between banks,
- information on the shareholder: name, address, date of birth if the shareholder is a natural person, register and register number if the shareholder is a legal entity in its state of origin,
- information on the shares: number of shares held by the shareholder, ISIN AT0000818802 (internationally used share number),
- deposit number or other designation,
- period of time to which the deposit certificate refers.

In order to serve as proof of share ownership for attendance at the General Meeting of Shareholders, the deposit certificate must refer to the above record date of **21 July 2020** (24 hrs. CEST, Vienna Time).

Deposit certificates are accepted when made out in German or English.

V. APPOINTMENT OF A SPECIAL PROXY HOLDER AND THE PROCEEDINGS TO BE COMPLIED WITH

Each shareholder entitled to participate in the virtual General Shareholders' Meeting pursuant to the COVID-19-Law ["COVID-19-GesG"] and the COVID-19-Decree ["COVID-19-GesV"] and having evidenced this to the Company pursuant to the provisions in Section IV. of this invitation has the right to appoint a special proxy holder.

The filing of a motion, the exercise of the voting rights and the raising of an opposition in this virtual General Shareholders' Meeting of DO & CO Aktiengesellschaft on **31st July 2020** may only be exercised by a special proxy holder pursuant to Section 3 para 4 COVID-19-Decree ["§ 3 Abs 4 COVID-19-GesV"].

The following persons who are qualified and independent from the Company are proposed as special proxy holders:

- (i) Mag. Ewald Oberhammer
c/o Oberhammer Rechtsanwälte GmbH
1010 Wien, Karlsplatz 3/1
tel.no. +43 1 503 300 0
e-mail-address oberhammer.doco@hauptversammlung.at

- (ii) Dr. Christian Temmel, MBA
c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH
1010 Wien, Schottenring 14
tel.no. +43 1 531 781 505
e-mail-address temmel.doco@hauptversammlung.at

- (iii) Dr. Christoph Nauer, LL.M.
c/o bpv Hügel Rechtsanwälte GmbH
2340 Mödling, Enzersdorferstraße 4
tel.no. +43 2236 893 377
e-mail-address nauer.doco@hauptversammlung.at

- (iv) Dipl.-Volkswirt, Dipl.-Jurist Florian Beckermann, LL.M.
c/o Interessenverband für Anleger, IVA
1130 Wien, Feldmühlgasse 22
tel.no. +43 1 876 33 43 - 30
e-mail-address beckermann.doco@hauptversammlung.at

Each shareholder may chose one of the four above mentioned persons as their special proxy holder and may grant a power of attorney to such person.

For granting a power of attorney to the special proxy holders a **special power of attorney form** can be downloaded **from the website** of the company under **www.doco.com**. Please use this power of attorney form.

The provisions set forth in the **information for participants** have to be complied with with regard to issuing the power of attorney, transmitting such and regarding the timeline.

A personal submission of the power of attorney at the place of the meeting is explicitly excluded.

VI. INFORMATION REGARDING SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

1. Shareholders' request to add items to the Agenda pursuant to Section 109 AktG

Shareholders whose shares together make up 5% of the share capital and who acquired their shares not later than three months before filing the request are entitled to request, in writing, the placing and notification of **additional items on the agenda** of this General Meeting of Shareholders, provided that such request is received in writing by the Company not later than **10th July 2020 (24 hrs CEST, Vienna Time)**, solely at its address in **A-1010 Vienna, Stephansplatz 12, att. Ms Daniela Schrenk**. Any item thus requested to be placed on the agenda must be submitted together with a proposal for its wording

and reasons given therefor. In order to prove ownership of shares, a deposit certificate pursuant to Section 10a AktG must be submitted, certifying that the shareholders submitting the request have owned the shares for at least three months prior to submission of the request, which certificate must not be older than seven days as of the time of its submission to the Company. More than one deposit certificates regarding shares, which only summed up reach the quota of 5% of the share capital needs to refer to the same date (day, time).

As regards other requirements to be met by the deposit certificates please note the information given on the rules governing attendance of the General Meeting of Shareholders (Item IV).

2. Shareholders' proposals for resolutions on any item of the agenda pursuant to Section 110 Stock Corporation Act ["§ 110 AktG"] Beschlussvorschläge von Aktionären zur Tagesordnung nach § 110 AktG

Shareholders whose shares together make up 1% of the share capital are entitled to submit **proposals for resolutions** on any item of the agenda, worded and provided with a reasoning, and request that these proposals, together with the names of such shareholders, their reasoning and, possibly, a comment by the Management Board or Supervisory Board, be published on the Company's internet site as noted in the Company Register, provided that the wording of such request is received by the Company not later than **22nd July 2020 (24 hrs, CEST, Vienna Time)**, either by fax message to **+43 (1) 74 000-1089** or mailed to **A-1010 Vienna, Stephansplatz 12, att. Ms Daniela Schrenk**, or e-mailed to investor.relations@doco.com, with such request to be sent as a file, e.g. in pdf format, attached to the e-mail.

In order to prove ownership of shares, a deposit certificate pursuant to Section 10a AktG must be submitted, which certificate must not be older than seven days as of the time of its submission to the Company. More than one deposit certificates regarding shares which only summed up reach the quota of 1%, need to refer to the same date (day, time).

As regards other requirements to be met by the deposit certificate please note the information given on the rules governing attendance of the General Meeting of Shareholders (Item IV).

3. Information right of the shareholders pursuant to Section 118 Stock Corporation Act ["§ 118 AktG"]

Shareholders are entitled to be informed at the General Meeting of Shareholders upon their request of Company affairs to the extent necessary for their proper assessment of an item on the agenda. The obligation to give information extends to the Company's legal relationship to associated companies and the business situation of the Group and the companies included in the consolidated financial statements.

Information may be refused if, in a reasonable entrepreneurial assessment, giving such information would be detrimental to the Company or any Group company or would be a criminal offence.

Explicit reference is made to the fact that the **information right** pursuant to Section 118 of the Stock Corporation Act ["§ 118 AktG"] during the virtual General Shareholders' Meeting also may be exercised **during the General Shareholders Meeting** by the shareholders themselves only by submitting questions by e-mail directly to the Company only to the e-mail address **fragen.doco@hauptversammlung.at**.

Shareholders are asked to submit all **questions already before the General Shareholders' Meeting in written form** by e-mail to the address **fragen.doco@hauptversammlung.at**, that means in a way so that they **reach** the Company at the latest on **28th July 2020**.

Complying with this you enable the Management Board to thoroughly prepare and quickly respond to your questions.

Please use the **question form**, which can be downloaded from the website of the Company under **www.doco.com**.

Explicit reference is made to the fact that the information right pursuant to Section 118 Stock Corporation Act ["§ 118 AktG"] during the General Shareholders' Meeting may be exercised by the shareholders themselves only by submitting questions by e-mail directly only to the Company to the e-mail address **fragen.doco@hauptversammlung.at**.

Please note that during the General Shareholders' Meeting the **Chairman may determine adequate timely restrictions**.

All information and modalities on the exercise of the information right of the shareholders pursuant to Section 118 Stock Corporation Act ["§ 118 AktG"] are set forth in the **information for participants**.

4. Motions by shareholders in the General Shareholders' Meeting pursuant to Section 119 Stock Corporation Act ["§ 119 AktG"]

Each Shareholder is - independent from the amount of shares held - entitled to raise motions in the virtual General Shareholders' Meeting in compliance with the COVID-19-Law ["COVID-19-GesG"] and the COVID-19-Decree ["COVID-19-GesV"] through their special proxy holder with regard to each item of the agenda.

The **condition** for this is the **evidence of the entitlement to participate** pursuant to Section IV of this invitation **and** the issuance of a respective **power of attorney to a special proxy holder** pursuant to Section V. of this invitation.

Further information and modalities on the exercise of the right to file motions of the shareholders pursuant to Section 119 Stock Corporation Act ["§ 119 AktG"] are set forth in the **information for participants**.

5. Information on Data Protection for the Shareholders

DO & CO Aktiengesellschaft processes personal data (in particular data pursuant to § 10 a (2) AktG, that is name, address, date of birth, number of the deposit of securities, number of shares of a shareholder, kind of shares, if required, number of the voting card as well as if applicable name and date of birth of the representative) on the basis of the applicable data protection laws and the Stock Corporation Act in order to enable the shareholders to exercise their rights in the shareholders' meeting.

The processing of the personal data of the shareholders is mandatory for the participation of the shareholders and their representatives in the shareholders' meeting. **DO & CO Aktiengesellschaft** is responsible for the data processing. Article 6 (1) c of the General Data Protection Regulation is the legal basis for the processing.

The service providers of **DO & CO Aktiengesellschaft**, which are mandated for the purpose of organising the shareholders' meeting, only receive such data from **DO & CO Aktiengesellschaft**, which they require for providing the mandated service and they only process the data in line with **DO & CO Aktiengesellschaft's** instructions.

Each shareholder at all times has the right to obtain information, request corrections, restrictions, raise objections and demand the deletion of personal data and may request the transfer of data pursuant to Chapter III of the General Data Protection Regulation. Such rights may be exercised by the shareholders free of cost vis-à-vis **DO & CO Aktiengesellschaft** via the e-mail address investor.relations@doco.com or via the following contact details:

DO & CO Aktiengesellschaft

1010 Vienna, Stephansplatz 12

Telefax: + 43 (1) 74 000-1089

In addition the shareholders have the right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 of the General Data Protection Regulation.

You may reach the Company's data protection officer under:

DO & CO Aktiengesellschaft

Data protection officer

Stephansplatz 12

1010 Vienna

Telefax: + 43 (1) 74 000-1009

For further information on data protection please see **DO & CO Aktiengesellschaft's** website www.doco.com.

VII. FURTHER INFORMATION

Total number of shares and voting rights

At the time of convocation of the General Meeting of Shareholders, the Company's share capital totals € 19,488,000.–, divided into 9,744,000 non-par value bearer shares

("shares"). Each share grants the holder one vote. Shares carrying the right to attend and vote thus total 9,744,000 at the time of convocation of the General Meeting of shareholders. At the time of convocation of the General Meeting of Shareholders, the Company holds no own shares, whether directly or indirectly.

No physical presence

We again expressly draw your attention to the fact that no shareholders and guests may participate in person in the upcoming General Shareholders' Meeting conducted as a virtual General Shareholders' Meeting pursuant to the COVID-19-Decree ["*COVID-19-GesV*"].

Vienna, July 2020

The Management Board