



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

**Proposals submitted by the Management Board and the Supervisory Board
for Resolutions of the
22nd Ordinary General Meeting of Shareholders
31 July 2020**

- 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 net profit for the year and the report on the 2019/2020 business year submitted by the Supervisory Board**

No resolution is required on this Item of the Agenda as these presentations are made only to inform the General Meeting of Shareholders.

The annual financial statements have already been consented to by the Supervisory Board and have thus been approved.

In the annual financial statements 2019/2020 there is no profit which can be distributed so that no Agenda item on the distribution of profits is necessary.

- 2. Resolution on granting discharge to the members of the Management Board for the 2019/2020 business year**

The Management Board and the Supervisory Board propose to grant discharge for the 2019/2020 business year to the members of the Management Board serving in the said business year.

- 3. Resolution on granting discharge to the members of the Supervisory Board for the 2019/2020 business year**

The Management Board and the Supervisory Board propose to grant discharge for the 2019/2020 business year to the members of the Supervisory Board serving in the said business year.

- 4. Resolution on remunerating the Supervisory Board for the 2019/2020 business year**

The Management Board and the Supervisory Board propose to allocate an amount of € 140.000,00 for the 2019/2020 business year as remuneration for the

Supervisory Board members, the distribution of which shall be left to the discretion of the Supervisory Board.

5. Appointment of the auditor and group auditor for the 2020/2021 business year

The Supervisory Board proposes to appoint PKF CENTURION Wirtschaftsprüfungsgesellschaft mbH, Vienna to act as auditor of the annual financial statements and consolidated financial statements for the 2020/2021 business year. This proposal by the Supervisory Board is based on a proposal by the Audit Committee.

6. Resolution on remuneration policies

The Supervisory Board of a stock-listed company has to elaborate the principles of remuneration of the Members of the Management Board and the Supervisory Board pursuant to Section 78a in combination with Section 98a of the Austrian Act on Stock Corporations ["§ 78a iVm § 98a AktG"] (Remuneration Policy ["Vergütungspolitik"]).

The Remuneration Policy is to be presented for voting to the General Shareholders' Meeting at least every fourth business year (and also in case of a material change). At DO & CO Aktiengesellschaft this is required for the first time in the General Shareholders' Meeting on 31st July 2020.

The vote in the General Shareholders' Meeting on the Remuneration Policy has an advisory character. The resolution cannot be challenged (Section 78b para 1 of the Austrian Act on Stock Corporations ["§ 78b Abs 1 AktG"]).

The Supervisory Board has to submit a proposal for resolution on the Remuneration Policy pursuant to Section 108 para 1 of the Austrian Act on Stock Corporations ["§ 108 Abs 1 AktG"].

Such proposal for resolution of the Supervisory Board and the Remuneration Policy shall be made accessible on the Company's website registered with the Commercial Register pursuant to Section 108 para 4 number 4 of the Austrian Act on Stock Corporations ["§ 108 Abs 4 Z 4 AktG"] from the 21st day before the General Shareholders' Meeting onwards.

The Supervisory Board of DO & CO Aktiengesellschaft discussed the principles regarding the remuneration of the members of the Management Board and of the Supervisory Board pursuant to Section 78a in combination with Section 98a of the Austrian Act on Stock Corporations ["§ 78a iVm § 98a AktG"] and determined the Remuneration Policy in its meeting of 15th June 2020.

The Remuneration Policy will be made accessible on the website of DO & CO Aktiengesellschaft registered with the Commercial Register (www.doco.com) on 10th July 2020 (21st day before the General Shareholders' Meeting) at the latest.

The Supervisory Board proposes to resolve on the Remuneration Policy as made accessible on the website registered with the Commercial Register.

The Remuneration Policy is attached to this proposal for resolution as *Annex ./1*.

7. Resolution on:

- a) **creating new authorised capital [Authorized Capital 2020]**
 - 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 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 para 5.**

DO & CO wishes to create the option to react to a future financing and/or refinancing need as quickly and as flexibly as possible and/or to strengthen the equity base as quickly and as flexibly as possible. This (if need be also in several tranches) in the form of a cash capital increase and/or in the form of a capital increase by contribution in kind. In both cases excluding the subscription right of the shareholders shall be allowed.

Therefore, a new Authorized Capital 2020 shall be created and the Management Board shall be authorized, in principle by taking into account the Shareholders' subscription right, but - with the Supervisory Board's consent - also upon exclusion of the Shareholders' subscription right to increase the share capital from a present nominal amount of EUR 19,488,000.-- by EUR 1,948,800.-- by issuing up to 974,400 new bearer shares (no-par value shares). This amounts to 10% of the present share capital of the Company.

Thus, the Management Board proposes creating a new Authorized Capital [Authorized Capital 2020 [*Genehmigtes Kapital 2020*]], with regard to which the General Shareholders' Meeting shall resolve as follows:

- a) Resolution on authorizing the Management Board for a duration of five years starting with the registration of the respective change of the Articles of Association in the Commercial Register
 - aa) to increase the share capital from a present nominal value of EUR 19,488,000.-- by EUR 1,948,800.-- by issuing up to 974,400 new bearer shares (no-par value shares) pursuant to Section 169 of the Austrian Act on Stock Corporations [*§ 169 AktG*] (if need be also 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 Supervisory Board's consent,
 - 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 para 6 of the Austrian Act on Stock Corporations [“§ 153 Abs 6 AktG”],

- cc) to exclude the shareholders' subscription right with the Supervisory Board's consent,
 - (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 with the Commercial Register at the time of the change of 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 or
 - (iii) to exclude fractional amounts from the shareholders' subscription right or
 - (iv) to fulfil an additional allocation option 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 2020 [“Genehmigtes Kapital 2020”]], and

- b) to amend the Company's Articles of Association by adding a new Section 5 para 5 which reads as follows:

„(5) The Management Board is authorized for a period of five years as of the registration of the change of the Articles of Association with the Commercial Register

- a) to increase the share capital from a present nominal value of EUR 19,488,000.-- by EUR 1,948,800.-- by issuing up to 974,400 new bearer shares (no-par value shares) pursuant to Section 169 of the Austrian Act on Stock Corporations [“§ 169 AktG”] (if need be also 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 Supervisory Board's consent,
- b) 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 para 6 of the Austrian Act on Stock Corporations [“§ 153 Abs 6 AktG”],

- c) to exclude the shareholders' subscription right with the Supervisory Board's consent,
 - (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 with the Commercial Register at the time of the change of 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 or
 - (iii) to exclude fractional amounts from the shareholders' subscription right or
 - (iv) to fulfil an additional allocation option granted to the underwriting banks.

The Supervisory Board is authorized to amend the Articles of Association which follow from issuing shares out of the Authorized Capital.

[Authorized Capital 2020 [*Genehmigtes Kapital 2020*]]“

Furthermore, reference is made to the report of the Management Board pursuant to Section 170 para 2 of the Austrian Act on Stock Corporations in combination with Section 153 para 4 sentence 2 of the Austrian Act on Stock Corporations [*§ 170 Abs 2 AktG iVm § 153 Abs 4 S 2 AktG*] on this Agenda item.

Annex . /1 Remuneration Policy

Vienna, 15th June 2020

The Management Board

The Supervisory Board

Remuneration Policy

of

DO & CO Aktiengesellschaft

1. Principles and process

- 1.1. This Remuneration Policy provides the framework for remuneration of all board members of DO & CO Aktiengesellschaft ("DO & CO"). Within the specified framework, the Supervisory Board specifically determines the remuneration practice for each financial year, depending, among other things, on corporate and market requirements. The primary objective of the Remuneration Policy is to provide suitable incentives for the benefit of the company, its development – in particular, its long-term development – and its economic success. The Remuneration Policy is intended to motivate board members to perform exceptionally well and to reward special commitment, personal merit with regard to and successes in connection with the company and its development, also in the interest of its shareholders and employees. The importance of extraordinary managerial commitment becomes apparent – currently even more than usual – in times of crisis. A Remuneration Policy geared to the well-being of the company must therefore always take appropriate account of the particular challenges faced by management bodies in times of economic crisis, with a view to guiding the company through such crises as best as possible, in particular in the company's core markets and activities. In addition to providing incentives for outstanding achievements of the entire Management Board and each individual Management Board member, the Remuneration Policy also aims to attract and retain the best qualified and experienced managers for DO & CO.
- 1.2. The remuneration consists of a fixed annual salary and variable, performance-related pay. In addition, DO & CO grants certain types of remuneration in kind, in accordance with individual contractual agreements.
- 1.3. The preparation and further development of the Remuneration Policy and specific remuneration practices are the responsibility of the Supervisory Board or, where applicable, its Remuneration Committee. The Remuneration Policy and practice are in line with applicable law and the recommendations of the

Austrian Corporate Governance Code (ÖCGK). This Remuneration Policy shall be put to the vote at the 22nd Annual General Meeting on 31 July 2020. The Supervisory Board shall present an updated Remuneration Policy to the 26th Annual General Meeting at the latest, or earlier in the event that significant adjustments are necessary, and, until then, it will submit an annual remuneration report together with the Management Board, which will be submitted to the Annual General Meeting for a vote with a recommendatory nature. Existing Management Board service agreements will be adjusted at their next renewal.

2. Remuneration Policy for members of the Management Board

2.1. Fixed annual remuneration

- 2.1.1. A fixed (i.e. non performance-related) annual remuneration, possibly secured in value by indexation in accordance with the consumer price index, is granted to members of the Management Board for assuming their mandate and for the associated overall responsibility. The amount of the fixed remuneration of the individual Management Board members is primarily based on the respective Management Board member's specific scope of duties and responsibilities and considers the individual workload and complexity of the tasks assumed. It is determined in individually negotiated Management Board service agreements. The individual's professional background and relevant professional experience are considered in the determination of the fixed remuneration, as is the situation of the company and the market, to ensure competitive remuneration.
- 2.1.2. The fixed salary covers all overtime, the assumption of board functions in group or affiliated companies, activities in Austria and abroad, as well as travel time. The fixed salary is paid in accordance with the provisions of the Management Board employment agreement, usually in 14 instalments.
- 2.1.3. The members of the Management Board are covered by health, accident, and pension insurance, to the extent required by law. DO & CO pays the statutory employer contributions and any other statutory contributions to an employee severance compensation fund. DO & CO may take out a directors' and officers' liability insurance, criminal legal expenses insurance, motor vehicle legal expenses insurance for company vehicles, business travel insurance and collective accident insurance for the benefit of its Management Board members.

2.1.4. DO & CO may provide members of the Management Board with a company car including operating costs, which may also be used privately, and may also provide the chairperson of the Management Board with a service flat. DO & CO may provide the Management Board members with working materials, in particular regarding communication, the private use of which may also be permitted in accordance with internal company guidelines.

2.1.5. DO & CO may reimburse management board members for expenses actually incurred and associated with their management board activities.

2.1.6. Unless statutory holiday regulations already apply, DO & CO will grant 25 days of paid holiday leave per financial year or year of service.

2.2. Claims upon termination of Management Board activity

2.2.1. The appointment of members of the Management Board and any premature termination shall be made in accordance with section 75 AktG (Austrian Stock Corporation Act) and be based on a specific agreement in the employment contract. As a rule, any other premature termination can be affected only by mutual agreement. The regular term of appointment is three to five years; it can be extended. If a term of office ends at a time that differs from the financial year, the fixed remuneration is due pro rata.

2.2.2. In the event of premature termination of a Management Board member's contract without good cause, DO & CO may, in addition to any statutory entitlements for termination, include provisions in Management Board service agreements for a payment to the board member, limited to three gross monthly salaries and, as a rule, not exceeding the remaining contractual term.

2.2.3. In the event of premature termination of a Management Board position for good cause for which the Management Board member is responsible, DO & CO will not grant any benefits, with the exception of any statutory entitlements. This principle can only be departed from in individually justified exceptional cases by resolution of the Supervisory Board to avert any impending substantial damage or other disadvantage to the company.

2.2.4. There are no special provisions for a change of control.

2.2.5. In the event of the death of a member of the Management Board during his or her term of office, DO & CO may make one-off special payments to surviving dependents, i.e. spouses or life partners, children or other heirs, up to a maximum of six gross monthly salaries.

2.3. Variable bonuses

Variable bonuses reward the success of the Management Board, taking into account financial criteria (to be assessed on the basis of the IFRS consolidated financial statements). The members of the Management Board are motivated by variable bonuses for financial and non-financial achievements to actively shape and implement the corporate strategy. Consistent application of multi-annual criteria ensures that incentives do not focus excessively on short-term economic success.

2.3.1. Financial performance criteria for a variable bonus

2.3.1.1. Financial performance criteria are used as a fundamental measure of the entrepreneurial success of the management bodies. The relevant criteria are set out in this Remuneration Policy, with the Supervisory Board being responsible for selecting and applying appropriate criteria in each financial year in order to assess the success of the company's management, also giving due consideration to the specific company, market and overall economic situation. The Supervisory Board and the Remuneration Committee respectively may set, for the financial year, target values and degrees of target achievement which can be determined in different ways for the areas of activity and responsibility of individual board members.

In view of its international character, DO & CO generally attaches particular importance to internationally comparable performance indicators. Usually, EBITDA, EBIT and group revenues serve as pivotal performance indicators. The relevant target values are assessed for the financial year and for a multi-year observation period, respectively, and weighted separately to include long-term successes. However, especially in times of exceptional industry-wide or macroeconomic crisis, revenues cannot serve as sole basis for an

appropriate assessment of management success. In light of this, the Supervisory Board always has alternative criteria at hand to assess economic success in the event also of crisis-driven developments. These include the maintaining of liquidity and measures to restructure or increase efficiency in organization and processes. The following indicators are deemed as suitable performance criteria:

- group revenues,
- group income,
- group cash flow,
- group profitability,
- group liquidity
- group equity,
- share performance.

For each financial year, the Supervisory Board shall select from the above mentioned indicators at least two suitable parameters for a variable bonus based on financial criteria.

2.3.2. Non-financial performance criteria for a variable bonus

2.3.2.1. For the purpose of rewarding outstanding individual achievements promoting the strategy, development or future of DO & CO, which substantially strengthen the Company's position but may not be (directly) measurable, the Supervisory Board can grant a bonus for non-financial achievements. The Supervisory Board is responsible for determining, for each financial year, also suitable non-financial criteria to assess the performance of a member of the Management Board in their respective area of duties and responsibilities, in particular regarding

- the development and implementation of corporate and group strategy,
- the development of markets,
- the development of business areas,

- customer relationships and the customer base,
- investor relations,
- human resource development and human resource policy,
- the development and implementation of key projects,
- the development and/or implementation of product groups or products,
- the reputation of the company,
- innovations within the company,
- crisis management and tackling of macroeconomic, market or business case related challenges,
- the development or implementation of restructuring measures,
- sustainability and/or social responsibility.

2.3.2.2. By considering such special achievements (that might not be directly measurable), the performance of a Management Board member is assessed in its entirety and remunerated competitively.

2.3.3. Assessment of the variable bonus

2.3.3.1. The Supervisory Board assesses the achievement of financial as well as non-financial performance criteria for the past financial year. Fulfilment in a subarea (e.g. only for the previously defined multi-year period) leads to the accrual of a pro-rata bonus entitlement (in accordance with weighting). Target achievement above a defined minimum target value but below a possible maximum target level, leads to the proportionate accrual of a bonus entitlement (based on straight-line distribution – linear interpolation – in the range between 0 and 100%).

2.3.3.2. Each of the variable bonuses (financial and non-financial) is limited with 100% of the fixed salary.

2.3.3.3. Overfulfillment in one area (e.g. >150% of the target value) can compensate a potential underperformance in another area. Overfulfillment in one or more areas (e.g. >150% of the respective

target value) in one financial year can be carried over to the following financial year.

2.3.4. Special provisions for the variable bonus

2.3.4.1. Variable remuneration components can be “clawed back” in accordance with C Rule 27 of the Austrian Corporate Governance Code (ÖCGK) if they were determined and paid out based on obviously incorrect data.

2.3.4.2. Under exceptional, individually justified cases, the Supervisory Board may, for the purpose of attracting a highly qualified candidate for a Management Board mandate or of binding a deserving board member to DO & CO, grant a special remuneration for accepting a mandate or remaining in a board function by resolution.

2.3.4.3. A temporary departure from the framework of this Remuneration Policy with regard to the variable bonus is possible in accordance with Section 78a (8) AktG by way of a Supervisory Board resolution.

Remuneration Policy for members of the Supervisory Board

2.4. Fixed annual remuneration (compensation for time and effort)

2.4.1. Members of the Supervisory Board receive a competitive compensation for time and effort that is in line with market conditions and possibly secured in value by indexation in accordance with the consumer price index. The compensation for time and effort may provide for a remuneration that is higher for the Supervisory Board chair, the chair's deputy, committee chairs or financial experts than for ordinary members of the Supervisory Board.

2.4.2. DO & CO may reimburse Supervisory Board members for expenses actually incurred and associated with their Supervisory Board activities.

2.4.3. DO & CO may take out a directors' and officers' liability insurance for Supervisory Board members (Article 15 (3) of the Articles of Association).

2.5. Variable attendance fees

- 2.5.1. Members of the DO & CO Supervisory Board can additionally receive variable remuneration corresponding to the actual workload in a year in the form of an attendance fee for each meeting attended.
- 2.5.2. If the beginning or end of the term of office of a member of the Supervisory Board differs from the financial year, the actual attendance fees and a pro-rata expense allowance based on the actual length of service on the board are payable.
- 2.5.3. The members of the Supervisory Board are not granted any further variable remuneration or termination rights.
- 2.5.4. The sole authority to decide on the amount of attendance fees and reimbursement of expenses lies with the Annual General Meeting; it decides by resolution (Article 15 (1) of the Articles of Association). The Annual General Meeting also has the option of adopting a resolution on special remuneration if members of the Supervisory Board take on special activities in the interest of the company.

Disclaimer:

This English language version of the policy is a professional translation of its legally binding German version. In the event of any conflict or ambiguity, the wording of the German version shall prevail