



DO & CO Aktiengesellschaft
Vienna, FN 156765 m

**Proposals submitted by the Management Board and the Supervisory Board
for Resolutions of the
23rd Ordinary General Meeting of Shareholders
15 July 2021**

- 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 2020/2021 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 2020/2021 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 2020/2021 business year**

The Management Board and the Supervisory Board propose to grant discharge for the 2020/2021 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 2020/2021 business year**

The Management Board and the Supervisory Board propose to grant discharge for the 2020/2021 business year to the members of the Supervisory Board serving in the said business year.

- 4. Resolution on remunerating the Supervisory Board for the 2020/2021 business year**

The Management Board and the Supervisory Board propose to allocate an amount of € 140.000,00 for the 2020/2021 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 2021/2022 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 2021/2022 business year. This proposal by the Supervisory Board is based on a proposal by the Audit Committee.

6. Resolution on remuneration report

The Management Board and the Supervisory Board of a stock listed company has to prepare a clear and comprehensible remuneration report for the remuneration of the members of the Management Board and the Supervisory Board pursuant to Section 78c in conjunction with Section 98a of the Austrian Act on Stock Corporations ["§ 78c iVm § 98a AktG"] (Remuneration Report ["Vergütungsbericht"]).

This remuneration report shall provide a comprehensive overview of the compensation granted or owed, including all benefits in any form, to current and former members of the Management Board and the Supervisory Board in the course of the last financial year under the remuneration policy (Section 78a in conjunction with Section 98a AktG ["§ 78a iVm § 98a AktG"]).

The remuneration report for the last financial year is to be presented for voting to the General Shareholders' Meeting. The vote has an advisory character. The resolution cannot be challenged (Section 78d para 1 AktG ["§ 78d Abs 1 AktG"]).

The Management Board and the Supervisory Board shall submit a proposal for a resolution on the remuneration report pursuant to Section 108 para 1 AktG ["§ 108 Abs 1 AktG"].

Such proposal for resolution of the Management Board and the Supervisory Board and the remuneration report 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 Management Board and the Supervisory Board of DO & CO Aktiengesellschaft have adopted a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG ["§ 78c iVm § 98a AktG"].

The remuneration report will be made accessible on the website of DO & CO Aktiengesellschaft registered with the Commercial Register (www.doco.com) on 24th July 2021 (21st day before the General Shareholders' Meeting) at the latest.

The Management Board and the Supervisory Board proposes to resolve on the remuneration report for the financial year 2020/2021 as made accessible on the website registered with the Commercial Register.

7. Elections to the Supervisory Board:

The terms of office of Dr. Andreas Bierwirth and Dr. Cem M. Kozlu as members of the Supervisory Board expire at the end of the forthcoming General Shareholders' Meeting.

Pursuant to § 10 para 1 of the articles of association of DO & CO Aktiengesellschaft the supervisory board consist of at least three, and a maximum number of six members elected by the supervisory board.

So far, i.e. after the last election by the General Shareholders' Meeting, the Supervisory Board has consisted of four members elected by the General Shareholders' Meeting.

Two members needs to be elected in the upcoming General Shareholders' Meeting in order to complete that number.

The Supervisory Board suggests to appoint two supervisory board member so that after the election in the General Shareholders' Meeting on 15th July 2021 the Supervisory Board consist of four members elected by the General Shareholders' Meeting.

The Supervisory Board of the Company consists of only four capital representatives, so that DO & CO Aktiengesellschaft is not subject to the scope of application of Section 86 para 7 AktG [“§ 87 Abs 7 AktG”] (gender quota).

The following proposal by the Supervisory Board was furnished on the basis of the requirements of Section 87 para 2 AktG [“§ 87 Abs 2a AktG”] and the Corporate Governance Code.

The Supervisory Board proposes to elect Dr. Andreas Bierwirth, born 1971, and Dr. Cem M. Kozlu, born 1946, to the Supervisory Board as of the end of this General Shareholders' Meeting until the end of the General Shareholders' Meeting of Shareholders for the 2025/2026 financial year.

It is planned to vote separately on each vacancy to be filled (two vacancies) at the forthcoming General Shareholders' Meeting. The right is reserved to rank the proposed persons for the individual positions.

Each candidate has furnished a statement pursuant to Section 87 para 2 AktG [“§ 87 Abs 2 AktG”], stating respectively in particular that:–

1. all circumstances in connection with Section 87 para 2 AktG [“§ 87 Abs 2 AktG”] have been disclosed and that according to the candidate's judgment there are no circumstances which might give rise to any concern of partiality;
2. the candidate has not been sentenced *res judicata* for any act punishable by court, and in particular not for any act which challenges his professional reliability pursuant to the third sentence of Section 87 para 2a AktG [“§ 87 Abs 2a AktG”]; and
3. there are no obstacles to his election within the meaning of Section 86 para 2 and 4 AktG [“§ 86 Abs 2 und 4 AktG”].

When making the proposal within the meaning of Section 87 para 2a AktG [“§ 87 Abs 2a AktG”], the Supervisory Board paid attention to the professional and personal qualifications of the members as well as to the professionally balanced composition of the Supervisory Board and took due account of aspects of the

diversity of the Supervisory Board with regard to the representation of both sexes and the age structure as well as the internationality of the members.

Vienna, 24th June 2021

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