



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

**Proposals for resolutions by the  
Management Board and the Supervisory Board for the  
24<sup>th</sup> Ordinary General Meeting of Shareholders  
14 July 2022**

- 1. Presentation of the annual financial statements, including the management report and corporate governance report, the consolidated financial statements, the group management report and the report on the 2021/2022 business year submitted by the Supervisory Board**

As submission of the aforementioned documents only serves as a source of information for the General Meeting of Shareholders, no resolution will be proposed regarding this item on the agenda.

The 2021/2022 financial statements have already been approved and thus adopted by the Supervisory Board.

The 2021/2022 financial statements do not show any net profit for the year suitable for distribution, and, consequently, no agenda item on the appropriation of profit has been included.

Likewise, no proposal is made regarding the appropriation of profit.

- 2. Resolution on granting discharge to the members of the Management Board for the business year 2021/2022**

The Management Board and the Supervisory Board propose to resolve on granting discharge to the current members of the Management Board in the business year 2021/2022 for the same period.

- 3. Resolution on granting discharge to the members of the Supervisory Board for the business year 2021/2022**

The Management Board and the Supervisory Board propose to resolve on granting discharge to the current members of the Supervisory Board in the business year 2021/2022 for the same period.

- 4. Resolution on the remuneration for the members of the Supervisory Board for the business year 2021/2022**

The Management Board and the Supervisory Board propose to resolve on an amount of EUR 140,000.00 as remuneration for members of the Supervisory Board for the business year 2021/2022, with the Supervisory Board being responsible for the allocation.

- 5. Election of the auditor and group auditor for the business year 2022/2023**

The Supervisory Board proposes to appoint CENTURION Wirtschaftsprüfungs- und Steuerberatungs GmbH, Vienna, as auditor of the financial statements and consolidated financial statements for the business year 2022/2023. This proposed resolution by the Supervisory Board is based on a proposal by the Audit Committee.

## **6. Resolution on the remuneration report**

The Management Board and the Supervisory Board of a listed entity are required to prepare a clear and comprehensible remuneration report regarding the remuneration received by the members of the Management Board and the Supervisory Board pursuant to Section 78c in conjunction with Section 98a AktG. The remuneration report for the last business year is to be submitted for vote to the General Meeting of Shareholders. The vote takes the form of a recommendation. The resolution cannot be contested (Section 78d 1) AktG).

In the meeting on 9 June 2022, the Management Board and the Supervisory Board of **DO & CO Aktiengesellschaft** resolved on a remuneration report pursuant to Section 78c in conjunction with Section 98a AktG and proposed a resolution pursuant to Section 108 (1) AktG.

The Management Board and the Supervisory Board propose to approve the remuneration report for the business year 2021/2022 as published on the website registered with the Austrian Company Register.

## **7. Appointments to the Supervisory Board**

Upon conclusion of the upcoming ordinary General Meeting of Shareholders, the term of office of Peter Hoffmann-Ostenhof as a member of the Supervisory Board will expire.

Pursuant to Section 10 (1) of DO & CO Aktiengesellschaft's articles of association, the Supervisory Board consists of three or a maximum of six members appointed by the General Meeting of Shareholders.

Hitherto, i.e. since the last election by the General Meeting of Shareholders, the Supervisory Board has consisted of four members elected by the General Meeting of Shareholders.

As the Company's Supervisory Board consists of only four capital representatives, DO & CO Aktiengesellschaft is not subject to the scope of Section 86 (7) AktG (gender quota).

In the upcoming General Meeting of Shareholders, one member now needs to be elected to reattain the previous number.

The Supervisory Board proposes to fill this position so that after the election in the General Meeting of Shareholders on 14 July 2022, the Supervisor Board will again consist of four members elected by the General Meeting of Shareholders.

The following nomination by the Supervisory Board was submitted based on the requirements of Section 87 (2a) AktG and the Code of Corporate Governance.

The Supervisory Board proposes to appoint Peter Hoffmann-Ostenhof, born in 1955, to the Supervisory Board with effect from the conclusion of this General Meeting of Shareholders, and until conclusion of the General Meeting of Shareholders resolving on the discharge for the business year 2026/2027.

The nominated person has submitted a declaration pursuant to Section 87 (2) AktG, also available on the Company's website, including in particular that:

1. All circumstances in connection with Section 87 (2) AktG have been disclosed and, in the view of the nominated person, there are no circumstances that would give rise to concerns regarding bias.
2. The nominated person has never been convicted of any legal offence by a court of law, in particular not of any such offence that, pursuant to Section 87 (2a) 3<sup>rd</sup> sentence AktG, would call into question his or her professional reliability.
3. There are no reasons preventing the appointment within the meaning of Section 86 (2) and (4) AktG.

When submitting the proposal pursuant to Section 87 (2a) AktG, the Supervisory Board has considered the professional and personal qualifications of the members as well as the balanced composition of the Supervisory Board and has taken appropriate consideration of aspects of diversity of the Supervisory Board.

Vienna, 9 June 2022

The Management Board

Attila Dogudan m.p.  
Chairman

Gottfried Neumeister m.p.

On behalf of the Supervisory Board

Andreas Bierwirth m.p.  
Chairman