DO & CO Aktiengesellschaft
Vienna, FN 156765 m

Resolutions proposed by the Executive Board and the Supervisory Board for the 28th Annual General Meeting
23 July 2026

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 sustainability statement, each as of 31.03.2026, the proposal for the appropriation of profits and the report prepared by the Supervisory Board for the 2025/2026 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 2025/2026 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 39.910.427,84 reported in the approved annual financial statements as at 31 March 2026 be appropriated as follows:

   1. Distribution of a dividend of EUR 2.50 per dividend-bearing share;
   2. Balance carried forward to new account.

   The dividend payment date is 30 July 2026.

3. **Resolution on the discharge of the members of the Executive Board for the 2025/2026 financial year**
The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in the 2025/2026 financial year be approved for this period.

4. **Resolution on the discharge of the members of the Supervisory Board for the 2025/2026 financial year**
The Executive Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2025/2026 financial year be approved for this period.

5. **Resolution on the remuneration for the Supervisory Board for the 2025/2026 financial year**

The Executive Board and the Supervisory Board propose that an amount of EUR 225,000 be resolved as remuneration for the members of the Supervisory Board for the 2025/2026 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 2026/2027 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 2026/2027 financial year and also as auditor of the (consolidated) sustainability reporting for the 2026/2027 financial year.

7. Resolution on the remuneration report

The Executive Board and the Supervisory Board propose that the remuneration report for the 2025/2026 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 2 June 2026 and proposed a resolution in accordance with Section 108 (1) AktG.

8. Elections to the Supervisory Board

1. The Supervisory Board proposes that Dr. Andreas Bierwirth, born in 1971, be elected to the Supervisory Board with effect from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the 2029/2030 financial year.
2. The Supervisory Board proposes that Dr. Cem Kozlu, born in 1946, be elected to the Supervisory Board with effect from the end of this Annual General

Meeting until the end of the Annual General Meeting that resolves on the discharge for the 2029/2030 financial year.

Justification

Dr. Andreas Bierwirth's term of office as well as Dr. Cem Kozlu's term of office, each as a member of the Supervisory Board, will expire at the end of the forthcoming Annual General Meeting.

In accordance with Section 10 (1) of the Articles of Association of DO & CO Aktiengesellschaft, the Supervisory Board consists of at least three and no more than six members elected by the General Meeting of Shareholders. To date, i.e. after the last election by the Annual General Meeting, the Supervisory Board has consisted of four members elected by the Annual General Meeting.

The company's Supervisory Board consists of only four shareholder representatives, meaning that DO & CO Aktiengesellschaft is not subject to the scope of application of Section 86 (7) AktG (gender quota).

Two members would now have to be elected at the next Annual General Meeting in order to restore the previous number.

The Supervisory Board proposes that these two mandates be filled so that the Supervisory Board will once again consist of four members elected by the Annual General Meeting after the election at the Annual General Meeting on 23 July 2026.

The following election proposal of the Supervisory Board was submitted on the basis of the requirements of Section 87 (2a) AktG and the Corporate Governance Code.

1. The Supervisory Board proposes to elect Dr. Andreas Bierwirth to the Supervisory Board. The election will take place from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the 2029/2030 financial year.
2. The Supervisory Board proposes to elect Dr. Cem Kozlu to the Supervisory Board. The election will take place from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the 2029/2030 financial year.

The proposed persons have submitted a declaration pursuant to Section 87 (2) AktG, which is also available on the company's website, and in particular declares that

1. all circumstances in connection with Section 87 (2) AktG have been disclosed and, in the judgement of the nominees, there are no circumstances that could give rise to concerns about their partiality,
2. the nominee has not been convicted of any offence punishable by law, in particular of any offence that would call into question her professional reliability pursuant to Section 87 (2a) sentence 3 AktG, and
3. there are no obstacles to appointment within the meaning of Section 86 (2) and (4) AktG. In making its proposal pursuant to Section 87 (2a) AktG, the Supervisory Board took into account the professional and personal qualifications of the members as well as the professionally balanced composition of the Supervisory Board and gave appropriate consideration to aspects of diversity within the Supervisory Board.

The General Meeting is required to vote in accordance with the nominations. Proposals for the election of Supervisory Board members including the statements pursuant to Section 87 (2) AktG for each suggested candidate must be made available on the Company's website no later than 16 July 2026, otherwise the candidate is not allowed to be included in the vote. This also applies to proposals for election by shareholders in accordance with Section 110 AktG, which must be received by the Company in text form no later than 14 July 2026.

9. Resolution on the cancellation of the "Conditional Capital 2021" in accordance with the resolution of the Annual General Meeting of 15 January 2021 and amendment of the Articles of Association in Article 5 (4)

The Executive Board and the Supervisory Board propose that the Annual General Meeting resolve the following on item 9 of the agenda:

(i) Cancel the conditional increase of the Company's share capital by up to EUR 2,700,000,-- pursuant to Section 159 (2) no. 1 AktG by issuing up to 1,350,000 new bearer shares with no par value (no-par value shares) for issuance to creditors of convertible bonds, which the Executive Board was authorized to issue in accordance with the resolution of the Annual General Meeting on 15 January 2021.

(ii) Deletion of Article 5 (4) of the Articles of Association without replacement.

Justification

At the Extraordinary General Meeting of DO & CO Aktiengesellschaft on 15 January 2021, the Executive Board was authorized for a period of five years from the date of the resolution to issue, also in several tranches, convertible bonds of an overall nominal amount of up to EUR 100,000,000,--, in accordance with Section 174 AktG, which grant subscription and/or conversion rights for up to 1,350,000 bearer shares of DO & CO Aktiengesellschaft.

The convertible bonds issued by the Executive Board with a maturity date of 28 January 2026 with a total nominal value of EUR 100 million and divided into 1,000 convertible bonds with a denomination of EUR 100,000.00 each were fully serviced or redeemed in cash as of 21 March 2025.

Furthermore, the authorization of the Executive Board pursuant to Section 174 AktG expired on 14 January 2026 and there are currently no plans to renew this authorization. The upcoming Annual General Meeting is therefore to be taken as an opportunity to cancel the "Conditional Capital 2021" and to amend the Articles of Association in Article 5 (4) accordingly.

10. Resolution on the amendment of the Articles of Association in Article 5 (3) and Article 16 (5)

The Executive Board and the Supervisory Board propose to amend the Articles of Association of DO & CO Aktiengesellschaft as follows:

(i) Deletion of Article 5 (3) of the Articles of Association without replacement. The designation of the previous paragraph (5) of Article 5 of the Articles of Association shall be changed to paragraph (3).

(ii) Amendment of the existing Article 16 (5) of the Articles of Association so that this provision now reads as follows:

"(5) The Executive Board is authorized, subject to the approval of the Supervisory Board and in accordance with the provisions of the Austrian Federal Act on the Conduct of Virtual Shareholders' Meetings (VirtGesG) and the Articles of Association of the Company, to determine on a case-by-case basis that shareholders' meetings of the Company held up to 31 March 2030 may be conducted as virtual shareholders' meetings, i.e. without the physical presence of the participants. The provisions of paragraphs (5) to (12) of Article 16 of the Articles of Association shall expire on 31 March 2030."

Justification

At the 20th Annual General Meeting of DO & CO Aktiengesellschaft on 12 July 2018, the Executive Board was authorized to increase the share capital by up to a further EUR 2,000,000,-- for a period of five years after entry in the commercial register in accordance with Section 169 AktG by issuing up to 1,000,000 new ordinary bearer shares (no-par value shares) against cash and/or non-cash contributions – if necessary in several tranches [Authorized Capital 2018].

This authorization of the Executive Board pursuant to Section 169AktG expired on 12 July 2023 and is therefore obsolete. The upcoming Annual General Meeting is to be taken as an opportunity to amend the Articles of Association accordingly.

By resolution of the Annual General Meeting on 20 July 2023, the amendment of the Articles of Association in Article 16 was resolved by supplementing paragraphs (5) to (12) regarding the virtual Annual General Meeting.

These provisions of the Articles of Association are pursuant to Article 16 (5) to (12) limited until 31 March 2027. The possibility of holding virtual or hybrid Annual General Meetings is to be extended again for a period of 3 years. Accordingly, the Articles of Association in Article 16 (5) are to be amended.

This document is published in German and in a non-binding English convenience translation.

Vienna, July 2026

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