



**Wolford Aktiengesellschaft**  
Bregenz, FN 68605 s  
ISIN AT0000834007  
(hereinafter referred to as the "Company")

## INVITATION

We hereby invite our shareholders to the  
**30th Annual General Meeting of Wolford Aktiengesellschaft**  
to be held on Thursday, September 14, 2017 at 1 p.m. CET  
on the premises of Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz, Austria.

### Agenda

1. Presentation of the approved annual financial statements according to the Austrian Commercial Code (UGB) as at April 30, 2017 including the notes and the Management Report, the Corporate Governance Report, the consolidated IFRS financial statements as at April 30, 2017 including the notes and the Group Management Report as well as the Report of the Supervisory Board for the 2016/17 financial year pursuant to Section 96 of the Austrian Stock Corporation Act ("AktG") as well as the report about the balance sheet result reported in the annual financial statements as at April 30, 2017 pursuant to the Austrian Commercial Code.
2. Resolution on the discharge of the members of the Management Board for the 2016/17 financial year
3. Resolution on the discharge of the members of the Supervisory Board for the 2016/17 financial year
4. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2017/18 financial year
5. Elections to the Supervisory Board

### Documents for the Annual General Meeting

The following documents will be available to the shareholders for inspection starting no later than **Thursday, August 24, 2017**, on the premises of the Company, Wolfordstraße 1, 6900 Bregenz, Austria, during regular office hours, Monday to Thursday from 9 a.m. to 5 p.m. and Friday from 9 a.m. to 3 p.m. Moreover, the documents will be accessible on the Company's Website at [www.wolford.com/en/agm](http://www.wolford.com/en/agm) and during the Annual General Meeting.

- Annual financial statements pursuant to the Austrian Commercial Code as at April 30, 2017, including the notes and the Management Report
- Corporate Governance Report for the 2016/17 financial year
- Consolidated IFRS financial statements as at April 30, 2017 including the notes and the Group Management Report
- Report of the Supervisory Board pursuant to Section 96 AktG for the 2016/17 financial year
- Resolutions submitted jointly by the Management Board and Supervisory Board on items 2 and 3 of the agenda
- Resolutions submitted by the Supervisory Board on items 4 and 5 of the agenda
- Statements pursuant to Section 87 Para. 2 AktG on item 5 of the agenda
- Proxy authorization form
- Revocation of proxy form
- This invitation

This invitation as well as further information on shareholder rights pursuant to sections 109, 110, 118 and 119 AktG will be available on the Company's website [www.wolford.com/en/agm](http://www.wolford.com/en/agm) effective immediately.

### Record date and right to participate in the Annual General Meeting

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights which may be exercised at the Annual General Meeting depend on the shares held on the **record date**, i.e. **Monday, September 4, 2017, at 12:00 midnight CET**.

Participation in the Annual General Meeting is limited to people who are in possession of shares on the record date and supply proof of such to the Company.

The **deposit certificate** in text form pursuant to Section 10 AktG (also refer below to "Deposit certificate pursuant to Section 10a AktG") shall suffice as proof of shareholding on the record date. It must be received by the Company no later than **Monday, September 11, 2017 at 12:00 midnight CET** exclusively via one of the following addresses:

By fax: +49 (0) 89 30903 74675  
The deposit certificate must be attached in text form, for example as a PDF.

By e-mail: anmeldestelle@computershare.de

By mail: Wolford AG, c/o Computershare Deutschland GmbH  
Elsenheimerstrasse 61  
80687 Munich

By SWIFT: COMRGB2L  
(Message Type 598)  
The text must include the following: ISIN AT0000834007

### **Deposit certificate pursuant to Section 10a AktG**

The deposit certificate is to be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

1. Information on the issuer: name/company and address or a code commonly used between banks (SWIFT code)
2. Information on the shareholder: name/company, address, date of birth in case of natural persons, or registry and registration number in case of legal persons
3. Information on the shares: number of shares held by the shareholder, ISIN AT0000834007
4. Securities custody account number or another designation
5. Date or period of time to which the deposit certificate refers

The deposit certificate as evidence of shareholding must refer to the above-mentioned record date (Monday, September 4, 2017, 12 midnight CET and must not be older than seven (7) days at the time it is presented to the Company.

The deposit certificate must be submitted in German or English.

The submission of the deposit certificate shall simultaneously suffice as registration for the Annual General Meeting. The shares are not subsequently blocked, and shareholders may continue to freely dispose of their shares, also after registration. Even if ownership of the shares is transferred, only the person in possession of the shares on the record date is eligible to participate in the Annual General Meeting.

Shareholder rights linked to share ownership during a specified period and/or at a specified date may only be exercised if proof of shareholding during the relevant period of time and/or for the relevant date is evidenced by a deposit confirmation pursuant to Section 10a AktG.

### **Representation by a proxy holder**

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative (natural or legal person) who will attend the General Meeting on behalf of the shareholder and who is vested with the same rights as the shareholder whom he/she represents.

The proxy must be granted to a specific person (natural or legal) in text form. It is also possible to appoint several proxy holders.

Authorization of a proxy holder must be received by the Company no later than **Wednesday, September 13, 2017, 12:00 midnight CET**, solely at one of the following addresses:

By fax: +49 (0) 89 30903 74675

By mail: Wolford AG, c/o Computershare Deutschland GmbH  
Elsenheimerstrasse 61  
80687 Munich

By e-mail: anmeldestelle@computershare.de  
The proxy authorization in text form must be attached, for example as a PDF.

Only on the day of the Annual General Meeting:

In person: At the registration desk for the Annual General Meeting at the designated venue.

If the shareholder has appointed a depositary bank to serve as her or his proxy, it will suffice if the bank attaches a declaration stating it was appointed to serve as the proxy along with the deposit certificate.

A form designating the appointment or revocation of a proxy holder will be sent upon request. These forms are available on the Website of the Company at [www.wolford.com/en/agm](http://www.wolford.com/en/agm). However, shareholders are not required to make use of these proxy forms for the appointment or revocation of a proxy holder.

The aforementioned instructions on granting proxy authorization apply analogously to the revocation of proxies.

As a special service, the shareholders may grant a proxy to a representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22/4, 1130 Vienna, Austria, to serve as an independent proxy bound to comply with shareholder instructions in exercising voting rights at the Annual General Meeting. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders at the Annual General Meeting. In order to authorize Mr. Michael Knap to serve as a proxy, a special proxy form is available on the Website of the Company at [www.wolford.com/en/agm](http://www.wolford.com/en/agm), which has to be submitted to the Company exclusively at one of the aforementioned addresses (by fax, e-mail or mail). In addition, shareholders have the possibility to contact Mr. Michael Knap of IVA personally by telephone at +43 (0) 1 8763343 - 30, by fax at +43 (0) 1 8763343 - 39 or by e-mail at [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

The shareholder must provide Mr. Michael Knap with precise instructions as to how she/he (or a designated sub-proxy authorized by Mr. Michael Knap) is to exercise the shareholder's voting rights. Mr. Michael Knap exercises the voting right exclusively on the basis of the instructions provided by the shareholder. The proxy is considered to be invalid if no explicit instructions are contained in it. Please note that the proxy does not accept any instructions to make statements at the Annual General Meeting, to object to resolutions passed by the Annual General Meeting, to ask questions or to propose resolutions.

Please note that even in case of granting proxy authorization, the prerequisites for participating in the Annual General Meeting as described above in "Record date and right to participate in the Annual General Meeting" have to be fulfilled. Anonymous participation as a nominee shareholder (third party owners) is not permitted (any longer).

### Notes on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG

Shareholders whose total shareholding equals **5% or more of the Company's share capital** may request that **additional items on the agenda** be put on the agenda of this Annual General Meeting and request that these be made public provided that the shareholders held the shares for at least three months prior to submitting the request. Such requests must be made in written form i.e. (i) the original document including the personal or company signature from every petitioner or (ii) an electronic document/e-mail with a qualified electronic signature pursuant to Section 4 Para. 1 Signature and Trust Services Act or (iii) an explanation in text form sent via the SWIFT communications network. The request must be received by the Company no later than **Thursday, August 24, 2017, 12:00 midnight CET** either by mail to Wolford Aktiengesellschaft, Attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz or by e-mail to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de). Each request for an additional item to be put on the agenda must include the proposed resolution and a statement explaining the reasons for such a proposal. Pursuant to Section 128 Para. 5 AktG, such a proposal has to be submitted in German, which represents the authoritative text. The deposit certificate pursuant to Section 10a AktG shall suffice as proof of shareholding as the basis for exercising this shareholder right. This deposit certificate must confirm that the shareholder or shareholders owning 5% or more of the share capital and requesting an addition to the agenda have held these shares for at least three months prior to submitting the request. Moreover, the deposit certificate must not be more than seven (7) days old at the time it is submitted to the Company. If several shareholders whose aggregate shareholding totals at least 5% of the share capital request additional items on the agenda of the Annual General Meeting, the deposit certificate for all these shareholders must refer to the same date (day, time of day). With respect to any other requirements relating to the deposit certificate, reference is made to the information specified in "Record date and right to participate in the Annual General Meeting".

Shareholders whose total shareholding equals **1% or more of the share capital** may propose **draft resolutions** in writing on every item on the agenda of the Annual General Meeting, accompanied by a statement explaining the reasons for such a proposal, and may request that these draft resolutions are made available on the Company's Website along with any comments on the proposed resolutions submitted by the Management Board or the Supervisory Board. The request must be received by the Company no later than **Thursday, September 7, 2017 at 12:00 midnight CET**, either by fax to Wolford Aktiengesellschaft Attn. Investor Relations at +43 (0) 5574 690-1219 or by mail to Wolford Aktiengesellschaft, Attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz, Austria. Pursuant to Section 128 Para. 5 AktG, such a draft resolution has to be submitted in German, which represents the authoritative text. This also applies to declarations pursuant to Section 87 Para. 2 AktG. With respect to proposals for the election of a Supervisory Board member, a declaration made by the nominated person is to be submitted pursuant to Section 87 Para. 2 AktG instead of the statement explaining the reasons for the draft resolution. The deposit certificate pursuant to Section 10a AktG shall suffice as proof of shareholding as the basis for exercising this shareholder right. This deposit certificate must not be more than seven (7) days old at the time it is submitted to the Company. Several deposit certificates on the part of shareholders whose aggregate shareholding totals at least 1% of the share capital must refer to the same date (day, time of day). With respect to any other requirements relating to the deposit certificate, reference is made to the information specified in "Record date and right to participate in the Annual General Meeting".

Every shareholder has the right to propose draft resolutions on any item on the agenda in the course of the Annual General Meeting. These resolutions do not have to be announced in advance. It should be noted a draft resolution pursuant to Section 110 AktG will only be voted on at the Annual General Meeting if it is proposed as a motion at the Annual General Meeting.

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information on matters concerning the affairs of the Company, to the extent that this information is required as a means enabling the shareholder to properly evaluate the relevant item on the agenda. This obligation to provide information pursuant to Section 118 AktG also covers the Company's legal and business relations with an associated company, the situation of the Group as well as companies included in the consolidated financial statements. The company may refuse to supply such information if, according to its sound business judgment, it could potentially cause material damage to the Company or any of its subsidiaries, or if providing such information would comprise a criminal offence.

Further information regarding the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG are available on the Website of the Company [www.wolford.com/en/agm](http://www.wolford.com/en/agm) effective immediately.

Questions whose response requires longer preparation should, in the interest of holding an efficient meeting, be submitted to the Management Board in a timely manner in written form before the Annual General Meeting.

#### **Total number of shares and voting rights**

On the date of convening the Annual General Meeting, the share capital of the Company is divided into a total of 5,000,000 non-par value bearer shares. Each non-par value bearer share is entitled to one vote at the Annual General Meeting. No non-voting preferred shares have been issued. The Company currently has 88,140 treasury shares in its possession for which the voting rights may not be exercised. Accordingly, there are 4,911,860 shares with voting rights.

To ensure smooth access control, shareholders are asked to arrive on time before the Annual General Meeting begins and to provide appropriate identification at the registration desk, showing the relevant deposit certificate and a valid official photo identification (driving license, passport, identity card).

Admission to collect voting cards starts at 12:00 noon CET.

Bregenz, August 2017

The Management Board