



Wolford Aktiengesellschaft

Offering of 1,719,151 no-par value ordinary bearer shares Listing of 1,719,151 new no-par value ordinary bearer shares on the Official Market of the Vienna Stock Exchange

This supplement (the "**Supplement**") constitutes a prospectus supplement pursuant to Art 16 (1) of the Prospectus Directive and § 6 para 1 Capital Markets Act and is supplemental to, and should only be read in conjunction with, the prospectus dated 18 June 2018 (the "**Original Prospectus**" and, together with the Supplement, the "**Prospectus**") relating to an offering of 1,719,151 New Shares in the Company and the listing of the New Shares on the Official Market (*Amtlicher Handel*) of the Vienna Stock Exchange.

The Original Prospectus was approved by the FMA on 18 June 2018 and published by the Company on the same day.

This Supplement was published by the Company on 25 June 2018 and filed for approval with the FMA in its capacity as competent authority under the Capital Markets Act. This Supplement was filed with the Vienna Stock Exchange, which is expected to admit the New Shares to the Official Market. This Supplement was corrected by means of publishing, depositing and filing an amended version with the FMA for approval on 25 June 2018 and, in the version as approved by the FMA, is available in electronic form on the website of the Company at <http://company.wolford.com/investor-relations/capital-increase>. In addition, copies of the approved Supplement are available free of charge during regular business hours at the offices of the Company (at Wolfordstraße 1, 6900 Bregenz).

Terms defined in the Original Prospectus shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between a) any statement in this Supplement and b) any other statement in the Original Prospectus, the statements in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information in the Original Prospectus has arisen or been noted, as the case may be, since the publication of the Original Prospectus.

In accordance with Art 16 of the Prospectus Directive and § 6 Capital Markets Act, investors who have subscribed for New Shares (through the exercise of Subscription Rights or the submittance of Over-Subscription Declarations) before the publication of this Supplement have a right to withdraw their acceptances until and including 27 June 2018. Investors who have subscribed for New Shares before the publication of this Supplement and who wish to exercise their right to withdraw their subscriptions shall address their declarations of withdrawal to the depositary bank or the financial institution through which they have subscribed for New Shares.

An investment in the New Shares involves a high degree of risk. The Company is still in an on-going restructuring. See section "*Risk Factors*" beginning on page 16 of the Original Prospectus for certain risks to be considered in connection with an exercise of Subscription Rights, an issue of an Over-Subscription Declaration and/or an investment in the New Shares. Any investment may lead to a total loss of invested capital. The New Shares should be purchased and traded only by persons knowledgeable in investment matters.

This Supplement was filed with the FMA and approved by the FMA in its capacity as competent authority under the Capital Markets Act. The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law and the Prospectus Directive.

The date of this Supplement is 25 June 2018

Important Information

No person is or has been authorized to give any information or to make any representation in connection with the offer or sale of the New Shares, other than as contained in the Supplement or in the Original Prospectus, and, if given or made, any other information or representation must not be relied upon as having been authorized by the Company or any other person. The delivery of the Original Prospectus and/or this Supplement at any time after the date hereof shall not, under any circumstances, create any implication that there has been no change in the affairs of the Group since the date hereof or that the information set out in the Original Prospectus and/or this Supplement is correct as at any time since its date.

The Subscription Agent makes no representation or warranty, express or implied, as to the accuracy or completeness of the information in this Supplement, and nothing in the Original Prospectus and/or this Supplement is, or shall be relied upon as, a promise or representation by the Subscription Agent.

No action has been taken by the Company that would permit possession or distribution of this Supplement or any other offering material to investors other than shareholders of the Company or an offer of the New Shares in any jurisdiction where action for that purpose is required. The distribution of this Supplement and the offer of the New Shares in certain jurisdictions may be restricted by law, and therefore persons into whose possession this Supplement comes should inform themselves about and observe any such restrictions, including those in the paragraphs that follow. The Original Prospectus and/or this Supplement are exclusively addressed to existing shareholders of the Company and may not be used for, or in connection with, and does not constitute, any offer to sell, or an invitation to purchase, any of the New Shares to investors other than shareholders of the Company or in any jurisdiction in which or to persons to which such offer or invitation would be unlawful. Any failure to comply with these restrictions may constitute a violation of securities laws of any such jurisdictions. See the information provided under "Selling Restrictions" in the Original Prospectus for further information.

Extension of contracts of the members of the Management Board

In its meeting of 22 June 2018, the Supervisory Board of the Company resolved to extend the current contracts of the two members of the Management Board, Axel Dreher and Brigitte Kurz, which were scheduled to expire on 31 October 2018. Axel Dreher and Brigitte Kurz have been appointed to serve as members of the Management Board until 30 April 2021 and will thus remain in office until the end of the Company's financial year 2020/21.

Incorrect reference to the Company's corporate seat in the Original Prospectus

On Page Sig-1 of the Original Prospectus, the corporate seat of the Company was referred to as „Vienna, Austria“. This should read „Bregenz, Austria“.

Supplement to the Original Prospectus

In the Company's perception, the information on the extension of the contracts of the two Management Board members, which was published as disclosure of inside information according to Art 17 MAR on 22 June 2018, constitutes a significant new factor which is capable of affecting the assessment of the New Shares. In view of the required supplement, the Company also decided to correct the immaterial incorrect reference to its corporate seat on the page „Sig-1“. As a result of the foregoing, the following amendments are hereby made to incorporate the significant new factor in the Original Prospectus:

1. Changes to the section "Summary"

In the section "Summary", sub-section "D – Risks", element D.1 on page 10 of the Original Prospectus, the second bullet point under the sub-heading "Risks in connection with the business/operations of the Group" is replaced in its entirety by the following:

- Dependence on qualified key personnel

2. Changes to the section "Risk Factors"

In the section "Risk Factors", the risk factor "Dependence on qualified key personnel. The contracts of the Management Board Members expire by the end of October 2018" on page 21 of the Original Prospectus is replaced in its entirety by the following:

Dependence on qualified key personnel

The Group depends on its management executives, including the members of the Management Board as well as the other senior management to manage and maintain its existing operations and future development. Should one or both of the two Management Board members or one or more members of senior management leave the Group, there can be no assurance that the Group will be in a position to suitably fill any vacancies, within a reasonable period of time and at reasonable cost, in order to successfully meet the challenges of managing the Group's activities. Beside its management executives, the business success of the Group depends to a significant extent on the experience and expertise of its key employees in facilitating innovations and maintaining relationships with key distribution partners and suppliers. Competition for key personnel in some countries in which the Group operates is intense. There can be no assurance that the Group will succeed in retaining key employees in the long term or, in the event of any loss of one or several key employees, in recruiting suitable successors on reasonable terms or at all. Any failure to recruit or retain senior management and key employees could have a negative impact on the Group's assets, financial condition and results of operations.

3. Changes to the section "Corporate Bodies, Management and Corporate Governance"

In the section "Corporate Bodies, Management and Corporate Governance", sub-section "Management Board", the table on page 77 of the Original Prospectus is replaced in its entirety by the following:

<u>Name</u>	<u>Function</u>	<u>Year of birth</u>	<u>Year first appointed</u>	<u>End of term</u>
Axel Dreher	Chairman and Chief Executive Officer	1965	2013	30 April 2021
Brigitte Kurz	Member and Chief Financial Officer	1974	2017	30 April 2021

(Source: internal data)

4. Changes to the section "German Translation of the Summary - Zusammenfassung"

In the section "Zusammenfassung", sub-section "D – Risiken", element D.1 on page T-11 of the Original Prospectus, the second bullet point under the sub-heading "Risiken in Verbindung mit der Geschäftstätigkeit der Gruppe" is replaced in its entirety by the following:

- Abhängigkeiten von qualifizierten Schlüsselarbeitskräften

5. Changes to the signature page

In the statement pursuant to Commission Regulation (EC) No 809/2004 (as amended) on page „Sig-1“ of the Original Prospectus, the reference „with its corporate seat in Vienna, Austria“ is replaced by the reference „with its corporate seat in Bregenz, Austria“.

STATEMENT PURSUANT TO COMMISSION REGULATION (EC) NO 809/2004 (AS AMENDED)

Wolford Aktiengesellschaft, with its registered office at Wolfordstraße 1, 6900 Bregenz, Austria, is responsible for the information given in this Supplement.

Wolford Aktiengesellschaft, with its corporate seat in Bregenz, Austria, is responsible for this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Wolford Aktiengesellschaft

as issuer (*als Emittent*)

Axel Dreher
Chief Executive Officer

Brigitte Kurz
Chief Financial Officer

Bregenz, 25 June 2018

Signaturwert	bT0MG6tfBdGEbdTcPBrickKrrqJxbQHHnvAGnLz51lCz1dnfq7timNg7V+awjF1D3uQ8uRmOPoqZ8vqLIDMW8NrQCegltRj4Xh1HA7X8U070XU+oD+GXzUQFGYu0lBlCF9MnEN0E15vI6YVkk0rDC3hIZpex93+1Iv6VaJSJGrF9y9kBkSCo/ira4o9Ga959F6LX8qxhEG+4uXT7jz0ETJi5xOKvjfjk7bbxtZvFTB/Mb3uRYiJ9QvpYQKWhJx2h3buVf+Nt6BGD9zcnz0PwqSO/zsNkHYTrBdUaxU0a8SyVvRMJvMfk26MhMDhiBWEU2P8eIoQX3HhQ0WIaH/SIkQ==	
	Unterzeichner	Österreichische Finanzmarktaufsichtsbehörde
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	Serien-Nr.	1691591
	Methode	urn:pdfsigfilter:bka.gv.at:binaer:v1.1.0
Prüfinformation	Informationen zur Prüfung des elektronischen Siegels bzw. der elektronischen Signatur finden Sie unter: http://www.signaturpruefung.gv.at	
Hinweis	Dieses Dokument wurde amtssigniert. Auch ein Ausdruck dieses Dokuments hat gemäß § 20 E-Government-Gesetz die Beweiskraft einer öffentlichen Urkunde.	