



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

### **INVITATION**

We hereby invite our shareholders to the

**27<sup>th</sup> Annual General Meeting of Wolford Aktiengesellschaft**  
on Thursday, September 18, 2014 at 13:00 CET,  
at 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 ("Austrian GAAP") as of April 30, 2014 including the Notes and the Management Report thereto, the Corporate Governance Report, the Consolidated Financial Statements according to IFRS as of April 30, 2014 including the Consolidated Notes and the Consolidated Management Report thereto as well as the Report of the Supervisory Board for the 2013/14 financial year according to section 96 of the Austrian Stock Corporation Act ("AktG") as well as the report about the balance sheet result set out in the Annual Financial Statements as of April 30, 2014 according to Austrian GAAP
2. Resolution on the appropriation of the balance sheet result as of April 30, 2014
3. Resolution on the release of the members of the Management Board from liability for the 2013/14 financial year
4. Resolution on the release of the members of the Supervisory Board from liability for the 2013/14 financial year
5. Resolution on determining the remuneration for the members of the Supervisory Board as of the 2013/14 financial year
6. Resolution on the extension of the time limit for the realization of 100,000 treasury shares to September 6, 2017 in accordance with the resolution passed at the Annual General Meeting on September 6, 1999
7. Election of the statutory auditor for the Annual Financial Statements according to Austrian GAAP and the Consolidated Financial Statements according to IFRS for the 2014/15 financial year

### **Documents for the General Meeting**

The following documents will be available to the shareholders for inspection from **Thursday, August 21, 2014**, at the premises of the Company, 6900 Bregenz, Wolfordstraße 1, Austria, during office hours of the Company, Monday until Thursday from 9:00 until 17:00 CET, and Friday from 9:00 until 15:00 CET. Additionally, the documents will be accessible on the Company's website [www.wolford.com/en/agm](http://www.wolford.com/en/agm) and during the General Meeting:

- Annual Financial Statements according to Austrian GAAP as of April 30, 2014 including the Notes and the Management Report thereto
- Corporate Governance Report for the 2013/14 financial year
- Consolidated Financial Statements according to IFRS as of April 30, 2014 including the Consolidated Notes and the Consolidated Management Report thereto
- Report of the Supervisory Board according to section 96 AktG for the 2013/14 financial year
- Joint resolution proposals of the Management Board and the Supervisory Board for items 2, 3, 4 and 6 of the agenda
- Resolution proposals of the Supervisory Board for 5 and 7 of the agenda
- Annual Report 2013/14 for Wolford Aktiengesellschaft
- Form for granting a proxy
- Form for revocation of a proxy

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) as of now.

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

This English translation serves information purposes only. Only the German version of the invitation is legally binding.

The right to participate in the General Meeting and to exercise the voting and all other shareholder rights, which may be exercised in the General Meeting, are subject to the shareholdings held on the **Record Date**, i.e., **Monday, September 8, 2014, 24:00 CET**.

Only shareholders who provide proof to the Company of the qualification as a shareholder on the Record Date have the right to participate in the General Meeting.

To evidence the shareholding on the Record Date, shareholders have to submit a **deposit certificate** pursuant to Section 10a AktG (see also "Deposit certificate pursuant to Section 10a AktG" below) in text form, which must be received by the Company no later than **Monday, September 15, 2014, 24:00 CET**, solely at one of the following addresses:

by telefax: +43 (0)1 928 90 60

by e-mail: hv.anmeldung-1@oekb.at

by mail: Oesterreichische Kontrollbank AG  
Abt. KMS/HV Operation Center 1  
Strauchgasse 1-3, 6. Stock  
1010 Wien

by SWIFT: OEKOATWWHVS

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

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area (EEA) or in a full member state of the OECD in text form and has to include the following data:

1. Information regarding the issuer: name/company and address or a code common between banks (SWIFT-Code)
2. Information regarding 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 regarding the shares: number of shares (ISIN AT0000834007) of the shareholder
4. Deposit account number or other identification
5. Date, which the deposit certificate refers to

In case the deposit certificate is provided as proof for the shareholding, it has to refer to the Record Date (Monday, September 8, 2014, 24:00 CET) and must not be older than seven (7) days at the time presented to the Company.

The deposit certificate shall be submitted in German or English.

The submission of the deposit certificate shall be considered simultaneously as the registration for the General Meeting. The shares are not blocked by the registration to the General Meeting or by the submission of the deposit certificate; thus, shareholders may freely dispose of their shares also after registration or submission of a deposit certificate.

The shareholder rights linked to the share ownership during a certain period and/or for a certain date may only be exercised if proof of the position as a shareholder during the certain period and/or for the certain date is effected by a deposit certificate pursuant to Section 10a AktG.

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

Every shareholder, who has the right to participate in the General Meeting, has the right to nominate a proxy holder (natural or legal person), who will attend the General Meeting in the name of the shareholder and has the same rights as the shareholder who the proxy holder represents.

The proxy must be granted to a specific person (either a natural or a legal person) in text form; several persons may be nominated.

The proxy must be received by the Company at latest until **Wednesday, September 17, 2014, 12:00 CET**, solely at one of the following addresses:

by telefax: +43 (0)1 928 90 60

by e-mail: hv.anmeldung-1@oekb.at

by mail: Oesterreichische Kontrollbank AG  
Abt. KMS/HV Operation Center 1  
Strauchgasse 1-3, 6. Stock  
1010 Wien

This English translation serves information purposes only. Only the German version of the invitation is legally binding.

On the day of the General Meeting exclusively:

In person: at the registration desk for the General Meeting at the place of the General Meeting

In case a shareholder has granted a proxy to the depositary bank, it is sufficient that the bank provides, in addition to the deposit certificate, a statement informing the Company that a proxy was granted to the bank.

A form for granting a proxy and a form for the revocation of a proxy will be sent on request and are available on the website of the Company on [www.wolford.com/en/agm](http://www.wolford.com/en/agm). However, the use of this proxy forms for granting a proxy and revocation of a proxy are not compulsory.

The above-mentioned provisions for granting proxies are applicable accordingly to the revocation of proxies.

Please note that the Company, the members of the Management Board and the members of the Supervisory Board will not exercise any proxies granted to them for the exercise of any shareholders' rights in the General Meeting.

As a special service, the shareholders may grant a proxy to a representative of Interessensverband für Anleger (the Austrian Shareholder Association – "IVA"), Feldmühlgasse 22/4, 1130 Wien, Austria, as an independent voting proxy for the non-discretionary exercise of voting rights in the General Meeting. It is currently intended by IVA that Dr. Michael Knap will represent the shareholders in the General Meeting on behalf of IVA. For granting proxy to Dr. Michael Knap, a special proxy form is available on the website of the Company [www.wolford.com/en/agm](http://www.wolford.com/en/agm), which has to be submitted to the Company exclusively to the addresses (telefax, e-mail, mail) for submission of proxies mentioned above. Additionally, shareholders have the possibility to contact Dr. Michael Knap from IVA personally via telephone +43 (0) 1 8763343 - 30, telefax +43 (0) 1 8763343 - 39 or e-mail [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

The shareholder must provide Dr. Michael Knap with instructions as to how he (or a sub-proxy authorized by Dr. Michael Knap) shall exercise the voting right. Dr. Michael Knap exercises the voting right exclusively on the basis of the instructions given by the shareholder. Without explicit instructions, the proxy granted to Dr. Michael Knap shall be invalid. Please note that Dr. Michael Knap does not accept any instructions to make statements at the General Meeting, to object to resolutions passed by the General Meeting, to ask questions or to propose resolutions.

Please note that in case of a grant of proxy, the provisions to participate in the General Meeting as described above in "Record date and participation in the General Meeting" have to be fulfilled. Due to the amendment of the AktG, an anonymous participation as a undisclosed representative (*Legitimationsaktionär*) (shares held by „third party“ – *Aktien im Fremdbesitz*) is no longer permitted.

#### **Notice concerning the rights of shareholders pursuant to sections 109, 110, 118 und 119 AktG**

Shareholders, whose shares total, individually or in aggregate, not less than **5% of the registered capital** and who have held their shares for at least three months before the request, may request the inclusion and publication of **additional items on the agenda** of this General Meeting. Such request must be made in written form ("in written form" means by personal or company signature from every requesting shareholder or by e-mail with qualified electronic signature according to section 4 para 1 Signature Act [*Signaturengesetz*]) and must be received by the Company at latest on **Thursday, August 28, 2014, 24:00 CET**, per mail to Wolford Aktiengesellschaft, Investor Relations, Wolfordstraße 1, 6900 Bregenz, or per e-mail: [hv.anmeldung-1@oekb.at](mailto:hv.anmeldung-1@oekb.at). Every agenda item requested in this manner must be accompanied by a resolution proposal together with a justification. Pursuant to section 128 para 5 AktG, such a resolution proposal has to be submitted in the German language, which represents the authoritative text. In order to prove the shareholding, it is necessary to submit a deposit certificate according to Section 10a AktG, which certifies that the applying shareholder/s (5% of the registered capital) have held these shares for at least three months before the request and which, at the date of submission to the Company, must not be older than seven (7) days. In case such a request for additional agenda items will be submitted by several shareholders, who reach 5% of the registered capital only on a consolidated basis, the deposit certificates for all shareholders must refer to the same date (day, time). Regarding all other requirements of the deposit certificate, please refer to the information regarding the right to participate in the General Meeting.

Shareholders, whose shares total, individually or in aggregate, not less than **1% of the registered capital** may submit **resolution proposals** to every agenda item together with a justification and may request that these resolution proposals together with the justification and an optional statement by the Management Board or the Supervisory Board are published on the website of the Company, provided such request is received in text form by the Company no later than **Tuesday, September 9, 2014, 24:00 CET**, either by telefax to Wolford Aktiengesellschaft, Attn.: Investor Relations, telefax +43 (0) 5574 690-1219 or per mail to Wolford Aktiengesellschaft, Attn.: Investor Relations, Wolfordstraße 1, 6900 Bregenz, Austria. Pursuant to section 128 para 5 AktG, such a resolution proposal has to be submitted in the German language, which represents the authoritative text; this also applies to declarations according to section 87 para 2 AktG. In order to prove the shareholding for the exercise of this shareholder right, it is necessary to submit a deposit certificate pursuant to Section 10a AktG, which, at the date of submission to the Company, must not be older than seven (7) days. Multiple deposit certificates concerning shares, which only together constitute a shareholding of 1%, must refer to the same date (day, time). Regarding all other requirements for the deposit certificate, please refer to the information regarding the right to participate in the General Meeting.

Every shareholder has the right to propose resolutions on any agenda item in the course of the General Meeting; these resolutions do not require formal announcement. Please note that a resolution proposal according to section 110 AktG will only be voted on if it is proposed as a motion in the General Meeting.

This English translation serves information purposes only. Only the German version of the invitation is legally binding.

Every shareholder will be granted disclosure upon request about all affairs of the Company in the General Meeting, as far as it is necessary for the appropriate evaluation of an agenda item.

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).

Questions whose response requires longer preparation may, for the sake of an efficient meeting, be submitted timely in written form to the Management Board before the General Meeting.

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

On the date of convening the General Meeting, the registered capital of the Company is divided into 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 100,000 treasury shares in its possession for which the voting right may not be exercised pursuant to Section 114 Para 6 AktG. Accordingly, there are 4,900,000 shares with voting rights.

When planning the time of your arrival, please consider the large number of expected participants and the usual security measures and present your official valid photo identification (driving licence, passport, identity card) at the reception desk. Admission for the collection of voting cards starts at 12.00 CET.

Bregenz, August 2014

The Management Board