



## Voting Results of the 27<sup>th</sup> Annual General Meeting of Shareholders on September 18th, 2014

### Top 2: Resolution on the appropriation of the balance sheet result as of April 30, 2014

#### Joint proposal:

The Management Board and Supervisory Board of Wolford AG propose to the Annual General Meeting that no dividend is distributed for the 2013/14 financial year from the balance sheet profit amounting to € 7,997,404, and that the balance sheet profit is carried forward.

2.692.974	Votes represented/entitled:
53,86%	Share capital represented
2.692.974	YES votes (= 100,00 %)
0	NO votes (= 0,00 %)
0	Abstentions

### Top 3: Resolution on the release of the members of the Management Board from liability for the 2013/14 financial year

#### Joint proposal:

The Management Board and Supervisory Board of Wolford AG recommend that the Annual General Meeting approve the following proposal for this point of the agenda:

"The members of the Management Board of the company, i.e.

- Axel DREHER, born on January 5, 1965
- Thomas MELZER, born on November 8, 1970 and
- Holger DAHMEN, born on February 29, 1960, <sup>1)</sup>

are hereby released from liability for their activities during the 2013/14 financial year."

<sup>1)</sup> Holger Dahmen is no longer a member of the Management Board, but he served on this corporate body during the 2013/14 financial year and is therefore included in the above proposal.

2.692.874	Votes represented/entitled:
53,86%	Share capital represented
2.692.864	YES votes (= 99,99 %)
10	NO votes (= 0,01 %)
100	Abstentions

#### **Top 4: Resolution on the release of the members of the Supervisory Board from liability for the 2013/14 financial year**

##### Joint proposal:

The Management Board and Supervisory Board of Wolford AG recommend that the Annual General Meeting approve the following proposal for this point of the agenda:

"The members of the Supervisory Board of the company, i.e.

- Theresa JORDIS, born on September 4, 1949, deceased on September 7, 2013 <sup>2)</sup>
- Werner BALDESSARINI, born on January 23, 1945 <sup>3)</sup>
- Emil FLÜCKIGER, born on October 25, 1939
- Antonella MEI-POCHTLER, born on May 17, 1958
- Claudia BEERMANN, born on October 24, 1966
- Birgit WILHELM, born on November 30, 1975
- Lothar REIFF, born on April 12, 1966
- Peter GLANZER, born on December 12, 1954
- Anton MATHIS, born on December 28, 1960

are hereby released from liability for their activities during the 2013/14 financial year."

2) Theresa Jordis deceased, but she served on this corporate body during the 2013/14 financial year and is therefore included in the above proposal.

3) Werner Baldessarini is no longer a member of the Supervisory Board, but he served on this corporate body during the 2013/14 financial year and is therefore included in the above proposal.

2.672.874 Votes represented/entitled:

53,46% Share capital represented

2.672.874 YES votes (= 100,00 %)

0 NO votes (= 0,00 %)

100 Abstentions

#### **Top 5. Resolution on determining the remuneration for the members of the Supervisory Board as of the 2013/14 financial year**

##### Proposal by the Supervisory Board:

The Supervisory Board of Wolford AG recommends that the Annual General Meeting approve the following proposal for this point of the agenda:

"The Supervisory Board members shall be granted remuneration which is effective until further notice, does not require approval on a yearly basis and is defined as follows:

In addition to the reimbursement of cash expenses for Supervisory Board duties relating to the four regular Supervisory Board meetings each financial year, every Supervisory

Board member will receive a fixed remuneration: Chairman € 50,000, Deputy Chairwoman € 35,000, members € 25,000.

Members of committees furthermore receive:

- Audit Committee with two meetings per financial year:  
Chairwoman € 5,500 and members € 5,000 each
- Strategy and Marketing Committee with two meetings per financial year:  
Chairman € 5,500 and members € 5,000 each

Extraordinary meetings are remunerated with € 4,000 per member and meeting.”

2.692.786 Votes represented/entitled:

53,86% Share capital represented

2.692.226 YES votes (= 99,98 %)

560 NO votes (= 0,02 %)

208 Abstentions

**Top 6: Resolution on the extension of the time limit for the realization of 100,000 treasury shares to September 9, 2017 in accordance with the resolution passed at the Annual General Meeting on September 6, 1999.**

Joint proposal:

The Management Board and Supervisory Board of Wolford AG recommend that the Annual General Meeting approve the following proposal for this point of the agenda:

“The deadline to dispose of 100,000 shares of treasury stock acquired in accordance with the resolution approved by the Annual General Meeting held on September 6, 1999 will be extended to September 6, 2017.”

2.693.112 Votes represented/entitled:

53,86% Share capital represented

2.693.112 YES votes (= 100,00 %)

0 NO votes (= 0,00 %)

0 Abstentions

**Top 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**

Proposal by the Supervisory Board:

The Supervisory Board recommends that the Annual General Meeting approve the following proposal for this point of the agenda:

"Deloitte Audit Wirtschaftsprüfungs GmbH, Renngasse 1/Freyung, 1010 Vienna, is hereby appointed to audit the Annual Financial Statements according to Austria GAAP of the company for the 2014/15 financial year and the Consolidated Financial Statements according to IFRS for the 2014/15 financial year."

2.692.475 Votes represented/entitled:

53,85% Share capital represented

2.692.475 YES votes (= 100,00 %)

0 NO votes (= 0,00 %)

0 Abstentions

**In the constituent meeting following the Annual General Meeting, Mr. Flückiger resigned as Chairman of the Supervisory Board. Mrs. Antonella Mei-Pochtler was subsequently elected as Chairwoman and Mrs Claudia Beermann as Deputy Chairwoman of the Supervisory Board.**

Bregenz, September 2014

The Management Board