



Wolford Aktiengesellschaft
Bregenz, FN 68605 s
ISIN AT0000834007

Proposals for Resolutions
by the 27th Annual General Meeting of
Wolford Aktiengesellschaft
on September 18, 2014 at 13:00 CET

Point 1 of the Agenda: Presentation of the following documents: the approved Annual Financial Statements as of April 30, 2014 which were prepared in accordance with the Austrian Commercial Code ("Austrian GAAP"), including the Notes and the Management Report; the Corporate Governance Report; the IFRS Consolidated Financial Statements as of April 30, 2014, including the Notes and the Consolidated Management Report; the Report of the Supervisory Report for the 2013/14 financial year in accordance with § 96 of the Austrian Stock Corporation Act; and the report on the balance sheet result as shown in the Annual Financial Statements as of April 30, 2014 according to the Austrian Commercial Code.

The Management Board and Supervisory Board of Wolford Aktiengesellschaft note that a resolution by the Annual General Meeting and thus also a resolution proposal are not required for this point of the agenda. The documents relevant for this point of the agenda are available in the Internet under www.wolford.com/en/agm.

Point 2 of the Agenda: 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.

Point 3 of the Agenda: 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 Aktiengesellschaft 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, ¹⁾

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

¹⁾ 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.

Point 4 of the Agenda: 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 Aktiengesellschaft 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 ²⁾
- Werner BALDESSARINI, born on January 23, 1945 ³⁾
- 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.

Point 5 of the Agenda: 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 Aktiengesellschaft 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."

Point 6 of the Agenda: 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 Aktiengesellschaft 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."

Point 7 of the Agenda: 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."

Contact:

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