



Wolford Aktiengesellschaft

Bregenz, FN 68605 s
ISIN AT0000834007
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Proposed Resolutions

by the Extraordinary General Meeting of
Wolford Aktiengesellschaft
on Friday, May 4, 2018 at 9:30 a.m. CET

Resolution proposed by the Management Board and Supervisory Board pursuant to Section 108 Austrian Stock Corporation Act (AktG)

ITEM 1 ON THE AGENDA: Resolution on an increase in the share capital accompanied by a change in the Articles of Association

The Management Board and Supervisory Board of Wolford Aktiengesellschaft propose that the Extraordinary General Meeting approve the following resolution on this item of the agenda:

"a. The share capital of Wolford Aktiengesellschaft will be increased by EUR 12,498,227.77 (in words: twelve million, four hundred and ninety-eight thousand, two hundred and twenty-seven euros and seventy-seven cents), from EUR 36,350,000 (in words: thirty-six million, three hundred and fifty thousand euros) to EUR 48,848,227.77 (in words: forty-eight million, eight hundred and forty-eight thousand, two hundred and twenty-seven euros and seventy-seven cents) by issuing 1.719.151 (in words: one million, seven hundred and nineteen thousand, one hundred and fifty-one) new no par value bearer shares (ordinary shares) with the same entitlement to dividends as of May 1, 2017 in return for a cash contribution.

b. The new no par value bearer shares will each represent a proportional amount of the share capital made out to each no par value bearer share totaling EUR 7.27 (in words: seven euros and twenty-seven cents) plus a premium of EUR 5.53 (in words: five euros and fifty-three cents) for each no par value bearer share, comprising a total amount of EUR 12.80 (in words: twelve euros and eighty cents) per no par value bearer share. The total issue amount (issue amount of all new bearer shares) equals EUR 22,005,132.80 (in words: twenty-two million, five thousand, one hundred and thirty-two euros and eighty cents) and is to be paid completely to the account of the Company.

c. The new shares will be granted dividend rights as of May 1, 2017.

d. The issue of the new shares will take place while safeguarding the legally stipulated subscription rights of all shareholders in a ratio of 20 : 7. This means that 20 old shares entitle the shareholder to subscribe to 7 new shares.

e. The Management Board is authorized (1) to stipulate that new shares are to be acquired by a bank pursuant to Section 153 Para. 6 AktG with the obligation to offer them to the Company's shareholders for purchase at the original terms and conditions within the context of the legally stipulated subscription rights and (ii) to specify the subscription period.

f. The Management Board is also authorized to carry out the capital increase by August 31, 2018, and to define further details concerning the implementation of the capital increase. An application for subscription rights trading is expected to be filed.

g. All fees, charges and costs relating to the increase in the share capital will be borne by the Company.

h. Section 4 of the Articles of Association will be amended to read as follows:

(1) *The share capital of the Company amounts to EUR 48.848.227,77 (in words: forty-eight million, eight hundred and forty-eight thousand, two hundred and twenty-seven euros and seventy-seven cents).*

(2) *The share capital is divided into a total of 6,719,151 (in words: six million, seven hundred and nineteen thousand, one hundred and fifty-one) no par value bearer shares, with each share representing an equal portion of the Company's share capital.*

The Supervisory Board is authorized to make this and any other required changes to the Articles of Association with respect to the capital increase implemented pursuant to item 1 of the agenda."

The Fosun Industrial Holdings Limited, Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong, has agreed to subscribe to and purchase all shares which are not acquired by Wolford shareholders within the context of their exercising of their subscription rights. In this way, Fosun Industrial Holdings Limited, Room 808, ICBC Tower, 3 Garden Road, Central, Hong Kong, has secured subscription to the entire capital increase.

A prospectus pursuant to Section 7 Austrian Capital Market Act (KMG) will be drawn up in connection with the subscription offer.

COMPARISON OF THE ARTICLES OF ASSOCIATION

§ 4 Share capital	§ 4 Share capital
(1) The share capital of the company amounts to EUR 36,350,000 (Euro thirty-six million, three hundred and fifty thousand).	(1) The share capital of the Company amounts to EUR 48.848.227,77 (forty-eight million, eight hundred and forty-eight thousand, two hundred and twenty-seven euros and seventy-seven cents).
(2) The share capital is divided into a total of 5,000,000 (five million) no par value shares, each of which represents an equal holding in the share capital.	(2) The share capital is divided into a total of 6,719,151 (six million, seven hundred and nineteen thousand, one hundred and fifty-one) no par value bearer shares, with each share representing an equal portion of the Company's share capital.

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