



Wolford Aktiengesellschaft
Bregenz, FN 68605 s
ISIN AT0000834007

Proposed Resolutions
by the 30th Annual General Meeting of
Wolford Aktiengesellschaft
on September 14, 2017, 1 p.m. CET

Item 1 on the agenda: Presentation of the approved annual financial statements according to the Austrian Commercial Code (UGB) as at April 30, 2017 including the notes and the Management Report, the Corporate Governance Report, the consolidated IFRS financial statements as at April 30, 2017 including the notes and the Group Management Report as well as the Report of the Supervisory Board for the 2016/17 financial year pursuant to Section 96 of the Austrian Stock Corporation Act ("AktG") as well as the report about the balance sheet result reported in the annual financial statements as at April 30, 2017 pursuant 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 with respect to this item on the agenda are not required. The relevant documents pertaining to this item on the agenda are available on the Internet are available at www.wolford.com/en/agm.

Item 2 on the agenda: Resolution on the discharge of the members of the Management Board for the 2016/17 financial year

Joint proposal of the Management Board and Supervisory Board

The Management Board and Supervisory Board of Wolford Aktiengesellschaft recommend that the Annual General Meeting approve the following resolution with respect to this item on the agenda:

"The members of the Management Board i.e.

- *Mr. Ashish SENSARMA, born September 7, 1959 and*
- *Mr. Axel DREHER, born January 5, 1965*

are to be granted a discharge for their activities in the 2016/17 financial year."

Item 3 on the agenda: Resolution on the discharge of the members of the Supervisory Board for the 2016/17 financial year

Joint proposal of the Management Board and Supervisory Board

The Management Board and Supervisory Board of Wolford Aktiengesellschaft recommend that the Annual General Meeting approve the following resolution with respect to this item on the agenda:

"The members of the Supervisory Board i.e.

- *Ms. Antonella MEI-POCHTLER, born May 17, 1958,*
- *Ms. Claudia BEERMANN, born October 24, 1966,*
- *Ms. Birgit WILHELM, born November 30, 1975,*
- *Mr. Lothar REIFF, born April 12, 1954,*
- *Mr. Peter GLANZER, born December 12, 1954 and*
- *Mr. Anton MATHIS, born December 28, 1960*

are to be granted a discharge for their activities in the 2016/17 financial year."

Item 4 on the agenda: Election of the auditor of the annual financial statements and the consolidated financial statements for the 2017/18 financial year prepared in accordance with IFRS and the Austrian Commercial Code.

Proposal by the Supervisory Board:

The Supervisory Board of Wolford AG recommends that the Annual General Meeting approve the following resolution with respect to this item on the agenda:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Porzellangasse 51, 1090 Vienna, is hereby appointed to audit the annual financial statements of the Company for the 2016/17 financial year in accordance with the Austrian Commercial Code and the IFRS consolidated financial statements of the Company for the 2016/17 financial year."

Item 5 on the agenda: Elections to the Supervisory Board

Introductory remarks

In accordance with Section 10 of the Articles of Association of Wolford Aktiengesellschaft, the Supervisory Board consists of a minimum of three and a maximum of six members elected by the Annual General Meeting. Pursuant to Section 108 Para. 2 AktG, mention is made that the Supervisory Board of Wolford Aktiengesellschaft currently consists of four members elected by the Annual General Meeting.

The mandate of Ms. Birgit Wilhelm, Member of the Supervisory Board since September 12, 2006, expires at the end of the upcoming 30th Annual General Meeting on September 14, 2017.

The Supervisory Board proposes that the Annual General Meeting resolves to extend the Supervisory Board mandate of Ms. Birgit Wilhelm.

Ms. Antonella Mei-Pochtler will leave the Supervisory Board effective September 8, 2017.

The Supervisory Board proposes that the Annual General Meeting resolve to elect Mr. Thomas Tschol as a new Member of the Supervisory Board.

Accordingly, following the resolutions passed by the Annual General Meeting, the Supervisory Board of Wolford Aktiengesellschaft will once again consist of four members elected by the Annual General Meeting.

Each of the nominated candidates submitted a statement pursuant to Section 87 Para. 2 AktG which is available on the Internet at www.wolford.com/en/agm.

In the election to the Supervisory Board, the Annual General Meeting is obliged to choose among the nominated candidates. Nominations for election to the Supervisory Board including the statements prescribed by Section 87 Para. 2 AktG must be published on the Website of the Company no later than five working days before the Annual General Meeting is held, failing which the person concerned is not allowed to be considered for election. This also applies to election nominations submitted by shareholders pursuant to Section 110 AktG.

Resolution proposed by the Supervisory Board:

The Supervisory Board of Wolford AG recommends that the Annual General Meeting approve the following resolution with respect to this item on the agenda:

"Ms. Birgit Wilhelm, born November 30, 1975, is to be reappointed to serve as a Member of the Supervisory Board effective at the end of this Annual General Meeting. Her mandate will expire at the end of the 35th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2021/22 financial year."

"Mr. Thomas Tschol, born September 4, 1970, is to be appointed to serve as a Member of the Supervisory Board effective at the end of this Annual General Meeting. His mandate will expire at the end of the 35th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2021/22 financial year."

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