



Wolford Aktiengesellschaft
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Proposed resolution at the
Extraordinary General Meeting
of Wolford Aktiengesellschaft
to be held on Friday, May 4 at 9:30 a.m. CET

Proposed resolution of the Supervisory Board pursuant to Sect. 108 Austrian Stock Corporation Act (AktG)

Item 2 on the agenda: Elections to the Supervisory Board

Introductory notes:

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. It is hereby declared pursuant to Section 108 Para. 2 AktG that the Supervisory Board of Wolford Aktiengesellschaft currently consists of four members elected by the Annual General Meeting.

The Supervisory Board members Mr. Lothar Reiff and Mr. Thomas Tschol will both leave the Supervisory Board (due to their resignations) at the end of this Extraordinary General Meeting. Accordingly, two members of the Supervisory Board are to be elected at this Extraordinary General Meeting, in order to equal the previous number of Supervisory Board members once again.

Due to the fact that the Supervisory Board of Wolford Aktiengesellschaft consists of less than six members elected by the Annual General Meeting, the stipulations contained in Section 86 Para. 7 and 9 AktG (as well as related regulations contained in this law such as Section 108 Para. 2 AktG) do not apply to Wolford Aktiengesellschaft.

The Supervisory Board proposes that the Extraordinary General Meeting elect Mr. Thomas Dressendörfer to serve as a Supervisory Board member for a term of office lasting until the end of the 31st Annual General Meeting resolving on the discharge of the Supervisory Board members for the 2017/18 financial year. Moreover, the Supervisory Board proposes that the Extraordinary General Meeting elect Ms. Junyang (Jenny) Shao to serve as a Supervisory Board member for a term of office lasting until the end of the 35th Annual General Meeting resolving on the discharge of the Supervisory Board members for the 2021/22 financial year.

As a result, after the resolution has been approved, the Supervisory Board of Wolford Aktiengesellschaft will once again consist of four members elected by the Annual General Meeting.

Each of the proposed candidates has made a declaration pursuant to Section 87 Para. 2 AktG which is also available on the Website of the Company at www.wolford.com/en/agm.

In the election, this Extraordinary General Meeting is bound to choose among the nominated candidates.

Nominations for election to the Supervisory Board, together with the declarations prescribed by Section 87 Para. 2 AktG for each person so nominated, must be published on the Company's Website no later than five working days

before the meeting is to be held, failing which the person concerned is not permitted to be considered for election. This also applies to election nominations made by shareholders pursuant to Section 110 AktG.

Proposed resolution of the Supervisory Board:

The Supervisory Board proposes that the Extraordinary General Meeting approve the following resolution on this item of the agenda:

“Mr. Thomas Dressendörfer, born on February 20, 1958, will be appointed to serve as a Member of the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 31st Annual General Meeting resolving on the discharge of the Supervisory Board members for the 2017/18 financial year.

Ms. Junyang (Jenny) Shao, born on January 19, 1981, will be appointed to serve as a Member of the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 35th Annual General Meeting resolving on the discharge of the Supervisory Board members for the 2021/22 financial year.”

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