



Wolford Aktiengesellschaft
Bregenz, FN 68605 s
ISIN AT0000834007
ISIN AT0000A21A48
ISIN AT0000A20EF4
(hereinafter referred to as the „Company”)

Proposed Resolutions
by the 31th Annual General Meeting of
Wolford Aktiengesellschaft
on September 13, 2018, 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, 2018 including the notes and the Management Report, the Sustainability Report, the Corporate Governance Report, the consolidated IFRS financial statements as at April 30, 2018 including the notes and the Group Management Report as well as the Report of the Supervisory Board for the 2017/18 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, 2018 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 at www.wolford.com/en/agm. No balance sheet profit is reported in the consolidated financial statements for the 2017/18 financial year. Accordingly, a resolution with respect to the appropriation of the balance sheet profit is not required.

Item 2 on the agenda: Resolution on the discharge of the members of the Management Board for the 2017/18 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. Axel DREHER, born January 5, 1965,*
- *Mrs. Brigitte KURZ, born May 8, 1974 and*
- *Mr. Ashish SENSARMA, born September 7, 1959*

are to be granted a discharge for their activities in the 2017/18 financial year."

Item 3 on the agenda: Resolution on the discharge of the members of the Supervisory Board for the 2017/18 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. Thomas TSCHOL, born September 14, 1970,*
- *Mr. Christian MEDWED, born October 26, 1979 and*
- *Mr. Anton MATHIS, born December 28, 1960*

are to be granted a discharge for their activities in the 2017/18 financial year."

Item 4 on the agenda: Election of the auditor of the annual financial statements and the consolidated financial statements for the 2018/19 financial year prepared in accordance with IFRS and the Austrian Commercial Code.

Proposal by the Supervisory Board:

The Supervisory Board of Wolford Aktiengesellschaft 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 2018/19 financial year in accordance with the Austrian Commercial Code and the IFRS consolidated financial statements of the Company for the 2018/19 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.

Ms. Claudia Beermann will leave her position as a Member of the Supervisory Board effective at the end of this Annual General Meeting. The term of office of Supervisory Board member Thomas Dressendörfer will expire at the end of this Annual General Meeting. Accordingly, two Supervisory Board members will have to be elected at this upcoming Annual General Meeting in order to once again reach the current level of four members elected by the Annual General Meeting. In light of 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 Article 86 Para. 7 AktG and Para. 9 AktG (as well as related information pursuant to the AktG, for example Article 108 Para. 2 AktG) do not apply to the Company.

The Supervisory Board proposes to elect Ms. Yun Cheng to the Supervisory Board for a term of office lasting until the end of the 36th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2022/2023 financial year. Furthermore, the Supervisory Board proposes to extend the Supervisory Board mandate of Mr. Thomas Dressendörfer until the end of the 36th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2022/2023 financial year.

Accordingly, following the elections, the Supervisory Board will once again consist of four members elected by the Annual General Meeting.

The proposed candidates for election to the Supervisory Board have made a declaration pursuant to Article 87 Para. 2 AktG which can be downloaded on the Internet at www.wolford.com/de/hauptversammlung.

In electing Supervisory Board members, the Annual General Meeting is obliged to choose among the nominated candidates. Nominations for election to the Supervisory Board together with the declarations prescribed by Article 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 Annual General Meeting, failing which the person concerned is not permitted to be considered for election. This also applies to election nominations made by shareholders pursuant to Article 110 AktG.

Proposal of the Supervisory Board:

The Supervisory Board of Wolford Aktiengesellschaft proposes that the Annual General Meeting approve the following resolutions on this item of the agenda:

1. *"Yun Cheng, born on March 26, 1976, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 36th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2022/2023 financial year."*
2. *"Thomas Dressendörfer, born on February 20, 1958, is reappointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 36th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2022/2023 financial year."*

Item 6 on the agenda: Resolution on granting authorisation to the Management Board to carry out a capital increase pursuant to Art. 169 AktG (authorised capital) against cash or a contribution in kind and related amendments to the Articles of Association.

Joint resolution of the Management Board and Supervisory Board:

New authorised capital is to be created in order to provide the Company with a flexible possibility to raise equity capital (Authorised Capital 2018). On the basis of Authorised Capital 2018, the Management Board of the Company is to give the possibility to quickly and flexibly react to future changes in the economic or financial situation.

The Management Board and Supervisory Board propose the following resolution:

"The Annual General Meeting resolves upon the creation of Authorised Capital 2018 as follows:

1. *The Management Board is authorised, pursuant to Article 169 AktG, to increase the share capital of the Company by up to EUR 19,539,288.20, if need be in several tranches, by issuing up to 2,687,660 new non-par*

value bearer shares in one or several tranches against cash or a contribution in kind, also by means of indirect subscription rights pursuant to Article 153 Para. 6 AktG, within a period of five years after the corresponding amendment to the Articles of Association has been entered into the Commercial Register, and to set the issue price and conditions of issuance, contingent upon approval of the Supervisory Board. The Supervisory Board is authorised to resolve up amendments to the Articles of Association arising from the issuance of shares from the Authorised Capital (Authorised Capital 2018)."

2. A new paragraph (Para. 8) is to be added to Section 4 (Share Capital) of the Articles of Association of Wolford Aktiengesellschaft, which will read as follows:

"The Management Board is authorised, pursuant to Article 169 AktG, to increase the share capital of the Company by up to EUR 19,539,288.20, if need be in several tranches, by issuing up to 2,687,660 new non-par value bearer shares in one or several tranches against cash or a contribution in kind, also by means of indirect subscription rights pursuant to Article 153 Para. 6 AktG, within a period of five years after the corresponding amendment to the Articles of Association has been entered into the Commercial Register, and to set the issue price and conditions of issuance, contingent upon approval of the Supervisory Board. The Supervisory Board is authorised to resolve up amendments to the Articles of Association arising from the issuance of shares from the Authorised Capital (Authorised Capital 2018)."

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