

**PROXY AUTHORIZATION**

Extraordinary General Meeting of Wolford Aktiengesellschaft  
(FN 68605s / ISIN AT0000834007 / ISIN AT0000A20C54)

The issuer(s) of this proxy authorization

**Sender / Issuer** (Complete in CAPITAL LETTERS)

**Name(s) / Company**

**Financial institution maintaining deposit account**

**Date of birth** (natural persons) /  
**Registry number** (legal entities)

**Bank code or BIC**

**Phone number / E-mail address for inquiries**

**Deposit account number**

**Complete address**

as shareholder(s) of Wolford Aktiengesellschaft **hereby grant(s) a power of proxy to**

(Name of the authorized person/company, address, date of birth)

to represent me/us at the Extraordinary General Meeting of Wolford Aktiengesellschaft on May 4, 2018 at 09:30 a.m. CET at the headquarters of Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz, Austria.

The proxy is **entitled to** attend the Annual General Meeting, to vote and to exercise shareholder rights for

zero par value shares

(if missing, the proxy authorization is valid for all shares registered)

**INSTRUCTIONS (Please complete in full)**

	<b>In favor</b>	<b>Against</b>	<b>Abstention</b>
1. Resolution on a. the ordinary increase in the share capital of the Company pursuant to Sections 149 ff. Austrian Stock Corporation Act (AktG) by EUR 12.498.227,77, from EUR 36,350,000 to EUR 48.848.227,77 through the issuing of 1.719.151 new no par value bearer shares with the same entitlement to dividends in return for a cash contribution; b. the issuing of new ordinary shares representing a proportional amount of the share capital made out to each no par value bearer share totaling EUR 7.27 plus a premium of EUR 5.53 per no par value bearer share, comprising a total amount of EUR 12.80 per no par value bearer share; c. the granting of dividend rights to the new shares as of May 1, 2017; d. the issuing of new shares safeguarding the legally stipulated subscription rights of all shareholders in a ratio of 20 : 7 i.e. 20 old shares entitle the shareholder to subscribe to 7 new shares; e. authorization granted to the Management Board (1) to stipulate that the 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. authorization granted to the Management Board to carry out the capital increase by August 31, 2018 and define further details concerning its implementation; g. all fees, charges and costs relating to the capital increase to be borne by the Company; and h. the corresponding amendments to Section 4 Para. 1 and 2 (Share Capital) of the Articles of Association.			
2. Elections to the Supervisory Board.			

If **no instructions** were issued, the proxy shall vote in accordance with the resolution proposal of the Management Board and/or the Supervisory Board of Wolford Aktiengesellschaft. If instructions were issued for a **proposed resolution** and this resolution **is amended** during the Annual General Meeting, the proxy shall abstain from voting. Please note that all conditions for participating in the Annual General Meeting must also be met when a proxy is issued.

Send this proxy in advance until **Thursday, May 3, 2017, 12:00** noon CET (received by the company)

by telefax: +49 (0) 89 30903 74675

or by mail: Wolford AG, c/o Computershare Deutschland GmbH  
Elsenheimerstrasse 61  
80687 München

or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

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**(Place, date)**

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**(Signature / Company signature)**