



Wolford Aktiengesellschaft
Bregenz, FN 68605 s
ISIN AT0000834007
(hereinafter referred to as the "**Company**")

INVITATION

We hereby invite our shareholders to the

Annual General Meeting of **Wolford Aktiengesellschaft**
to be held on Wednesday, September 25, 2019 at 01:00 p.m. (CET)
on the premises of **Wolford Aktiengesellschaft**, Wolfordstraße 1, 6900 Bregenz, Austria.

Agenda

1. Presentation of the approved annual financial statements according to the Austrian Commercial Code (UGB) as at April 30, 2019 including the notes and the Management Report, the Corporate Governance Report, the Non-Financial Report (Sustainability Report) the consolidated IFRS financial statements as at April 30, 2019 including the notes and the Group Management Report as well as the Report of the Supervisory Board for the 2018/19 financial year pursuant to Article 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, 2019 pursuant to the Austrian Commercial Code.
2. Resolution on the discharge of the members of the Management Board for the 2018/19 financial year
3. Resolution on the discharge of the members of the Supervisory Board for the 2018/19 financial year
4. Election of the auditor of the annual financial statements and the consolidated financial statements for the 2019/20 financial year
5. Elections to the Supervisory Board

Documents for the Annual General Meeting

The following documents will be available to the shareholders for inspection starting no later than **Wednesday, September 04, 2019**, on the premises of the Company, Wolfordstraße 1, 6900 Bregenz, Austria, during regular office hours, Monday to Thursday from 9 a.m. to 5 p.m. and Friday from 9 a.m. to 2 p.m. Moreover, the documents will be accessible on the Company's Website at <http://company.wolford.com/agm/> no later than **Wednesday, September 04, 2019** and during the Annual General Meeting:

- Annual financial statements pursuant to the Austrian Commercial Code as at April 30, 2019, including the notes and the Management Report
- Corporate Governance Report for the 2018/19 financial year
- Consolidated IFRS financial statements as at April 30, 2019 including the notes, the Group Management Report and Non-financial Report
- Report of the Supervisory Board pursuant to Art. 96 AktG for the 2018/19 financial year
- Resolutions submitted jointly by the Management Board and Supervisory Board on items 2 and 3 of the agenda
- Resolutions submitted by the Supervisory Board on items 4 and 5 of the agenda
- Declarations pursuant to Art. 87 Para. 2 AktG
- Proxy authorization form
- Revocation of proxy form
- This invitation

This complete text of this invitation as well as further information on shareholder rights pursuant to articles 109, 110, 118 and 119 AktG will be available on the Company's Website at <http://company.wolford.com/agm/> no later than **Wednesday, September 04, 2019** and will be accessible during the Annual General Meeting.

Record date and right to participate in the Annual General Meeting

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights which may be exercised at the Annual General Meeting depend on the shares held on the **record date**, i.e. **Sunday, September 15, 2019 at 12:00 midnight CET**.

Participation in the Annual General Meeting is limited to people who are in possession of shares on the record date and supply proof of such to the Company.

The **deposit certificate** in text form pursuant to Art. 10 AktG (also refer below to "Deposit certificate pursuant to Art. 10a AktG) shall suffice as proof of shareholding on the record date. It must be received by the Company no later than **Friday, September 20, 2019 at 12:00 midnight CET** exclusively via one of the following addresses:

(i) for transmitting the deposit certificate in written form

By e-mail: anmeldestelle@computershare.de

The deposit certificate must be attached as an electronic document as a PDF file with a qualified electronic signature.

By mail: Wolford AG, c/o Computershare Deutschland GmbH
Elsenheimerstrasse 61
80687 Munich

By SWIFT: COMRGB2L
(Message Type 598)
The text must include the following: ISIN AT0000834007

(ii) for transmitting the deposit certificate in text form, which is sufficient pursuant to Art. 24 Para. 3 of the Articles of Association

By fax: +49 (0) 89 30903 74675

By e-mail: anmeldestelle@computershare.de
The deposit certificate must be attached to the e-mail in text form, for example as a PDF file.

Deposit certificate pursuant to Article 10a AktG

The deposit certificate is to be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

1. Information on the issuer: name/company and address or a code commonly used between banks (SWIFT code)
2. Information on the shareholder: name/company, address, date of birth in case of natural persons, or registry and registration number for legal persons in the legal person's country of origin
3. Information on the shares: number of shares held by the shareholder (ISIN AT0000834007)
4. Depository number or another designation
5. Date or period of time to which the deposit certificate refers

The deposit certificate as evidence of shareholding must refer to the above-mentioned record date (**Sunday, September 15, 2019, 12:00 midnight CET**) and must not be older than seven (7) days at the time it is presented to the Company.

The deposit certificate must be submitted in German or English.

The submission of the deposit certificate shall simultaneously suffice as registration for the Annual General Meeting. The shares are not subsequently blocked, and shareholders may continue to freely dispose of their

shares, also after registration. Even if ownership of the shares is transferred, only the person in possession of the shares on the record date is eligible to participate in the Annual General Meeting.

Shareholder rights linked to share ownership during a specified period and/or at a specified date may only be exercised if proof of shareholding during the relevant period of time and/or for the relevant date is evidenced by a deposit confirmation pursuant to Art. 10a AktG.

Representation by a proxy holder

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative (natural or legal person) who will attend the General Meeting on behalf of the shareholder and who is vested with the same rights as the shareholder whom he/she represents.

The proxy must be granted to a specific person (natural or legal) in text form. It is also possible to appoint several proxy holders. If the shareholder has appointed the depositary bank as her or his proxy, it will suffice if the bank shareholder submits a declaration, via the communication channels stipulated for this purpose, stating that the depositary bank was appointed to serve as the proxy. In this the proxy authorization does not have to be transmitted to the Company.

The authorization of proxy can be revoked by the shareholder. The revocation of proxy only takes effect if it has been received by the Company.

If the proxy authorization is not submitted on the day of the Annual General Meeting or when registering to attend the Annual General Meeting, the proxy authorization must be received by the Company no later than on **Tuesday, September 24, 2019 12:00 noon CET**, exclusively at one of the following addresses:

By fax: +49 (0) 89 30903 74675

By e-mail: anmeldestelle@computershare.de
The proxy authorization in text form must be attached to the e-mail, for example as a PDF file.

By mail: Wolford AG, c/o Computershare Deutschland GmbH
Elsenheimerstrasse 61
80687 Munich

By SWIFT: COMRGB2L
(Message Type 598, including ISIN AT0000834007)

Only on the day of the Annual General Meeting:

In person: At the registration desk for the Annual General Meeting at the designated venue.

A form designating the appointment or revocation of a proxy holder will be sent upon request. These forms are available for downloading on the Website of the Company at <http://company.wolford.com/agm/>. However, shareholders are not required to make use of these proxy forms for the appointment or revocation of a proxy holder.

The aforementioned instructions on granting proxy authorization apply analogously to the revocation of proxies.

As a special service, the shareholders may grant a proxy to a representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22/4, 1130 Vienna, Austria, to serve as an independent proxy bound to comply with shareholder instructions in exercising voting rights at the Annual General Meeting. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders at the Annual General Meeting. In order to authorize Mr. Michael Knap to serve as a proxy, a special proxy form is available on the Website of the Company at <http://company.wolford.com/agm/>, which has to be submitted to the Company exclusively at one of the aforementioned addresses (by fax, e-mail or mail). In addition, shareholders have the possibility to contact Mr. Michael Knap of IVA personally by telephone at +43 (0) 1 8763343 - 30, by fax at +43 (0) 1 8763343 - 39 or by e-mail at michael.knap@iva.or.at.

The shareholder must provide Mr. Michael Knap with precise instructions as to how she/he (or a designated sub-proxy authorized by Mr. Michael Knap) is to exercise the shareholder's voting rights. Mr. Michael Knap exercises the voting right exclusively on the basis of the instructions provided by the shareholder. The proxy is considered to be invalid if no explicit instructions are contained in it. Please note that the proxy does not accept any instructions to make statements at the Annual General Meeting, to object to resolutions passed by the Annual General Meeting, to ask questions or to propose resolutions.

Please note that even in case of granting proxy authorization, the prerequisites for participating in the Annual General Meeting as described above in "Record date and right to participate in the Annual General Meeting" have to be fulfilled. Anonymous participation as a nominee shareholder (third party owners) is not permitted (any longer).

Notes on the rights of shareholders pursuant to Articles 109, 110, 118 and 119 AktG

Shareholders whose total shareholding equals **5% or more of the Company's share capital** may request the inclusion and public announcement of **additional items to the agenda** for this Annual General Meeting, provided that the shareholders held the shares for at least three months prior to submitting the request. Such requests must be made in written form i.e. (i) the original document including the personal or company signature from every petitioner or (ii) an electronic document/e-mail with a qualified electronic signature pursuant to Art. 4 Para. 1 Signature and Trust Services Act or (iii) an explanation in text form sent via the SWIFT communications network. The request must be received by the Company no later than **Wednesday, September 04, 2019 at 12:00 midnight CET** either by mail to Wolford Aktiengesellschaft, Attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz or by e-mail to anmeldestelle@computershare.de. Each request for an additional item to be put on the agenda must include the proposed resolution and a statement explaining the reasons for such a proposal.

Every proposed resolution has to be submitted in German.

The deposit certificate pursuant to Art. 10a AktG shall suffice as proof of shareholding as the basis for exercising this shareholder right. This deposit certificate must confirm that the shareholder or shareholders owning 5% of more of the share capital and requesting an addition to the agenda have held these shares for at least three months prior to submitting the request. Moreover, the deposit certificate must not be more than seven (7) days old at the time it is submitted to the Company. If several shareholders whose aggregate shareholding totals at least 5% of the share capital request additional items on the agenda of the Annual General Meeting, the deposit certificate for all these shareholders must refer to the same date (day, time of day). With respect to any other requirements relating to the deposit certificate, reference is made to the information specified in "Record date and right to participate in the Annual General Meeting".

Shareholders whose total shareholding equals **1% or more of the share capital** may propose **draft resolutions** in writing on every item on the agenda of the Annual General Meeting, accompanied by a statement explaining the reasons for such a proposal, and may request that these draft resolutions are made available on the Company's Website along with any comments on the proposed resolutions submitted by the Management Board or the Supervisory Board. The request must be received by the Company no later than **Monday, September 16, 2019 at 12:00 midnight CET**, either by fax to Wolford Aktiengesellschaft, Attn. Investor Relations at +43 (0) 5574 690-1410 or by mail to Wolford Aktiengesellschaft, Attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz, Austria.

With respect to proposals for the election of a Supervisory Board member, a declaration made by the nominated person is to be submitted pursuant to Art. 87 Para. 2 AktG instead of the statement explaining the reasons for the draft resolution. Pursuant to Art. 128 Para. 5 AktG, such a draft resolution has to be submitted in German, which represents the authoritative text. This also applies to declarations pursuant to Art. 87 Para. 2 AktG. The deposit certificate pursuant to Art. 10a AktG shall suffice as proof of shareholding as the basis for exercising this shareholder right. This deposit certificate must not be more than seven (7) days old at the time it is submitted to the Company. Several deposit certificates on the part of shareholders whose aggregate shareholding totals at least 1% of the share capital must refer to the same date (day, time of day). With respect to any other requirements relating to the deposit certificate, reference is made to the information specified in "Record date and right to participate in the Annual General Meeting".

Every shareholder has the right to propose draft resolutions on any item on the agenda in the course of the Annual General Meeting. These resolutions do not have to be announced in advance. It should be noted a draft resolution pursuant to Art. 110 AktG will only be voted on at the Annual General Meeting if it is proposed as a motion at the Annual General Meeting.

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information on matters concerning the affairs of the Company, to the extent that this information is required as a means enabling the shareholder to properly evaluate the relevant item on the agenda. This obligation to provide information also covers the Company's legal and business relations with an associated company, the situation of the Group as well as companies included in the consolidated financial statements. The company may refuse to supply such information if, according to its sound business judgment, it could potentially cause material damage to the Company or any of its subsidiaries, or if providing such information would comprise a criminal offence.

Further information regarding the rights of shareholders pursuant to Articles 109, 110, 118 and 119 AktG are available on the Website of the Company <http://company.wolford.com/agm/> effective immediately.

Questions whose response requires longer preparation should, in the interest of holding an efficient meeting, be submitted to the Management Board in a timely manner in written form before the Annual General Meeting.

Total number of shares and voting rights

At the time of the convocation of the Annual General Meeting, the Company had issued a total of 6,719,151 ordinary shares. Each share is entitled to one vote. No non-voting preferred shares were issued. At the time of the convocation of the Annual General Meeting, the share capital of the Company amounts to EUR 48,848,227.77. The Company currently holds 88,140 treasury shares which do not entitle the Company to any rights (own shares are prohibited from exercising voting rights). As a result, there are a total of 6,631,011 shares eligible for participation and voting.

Data protection information

Personal data of shareholders is processed in connection with preparing and holding the Annual General Meeting of the Company. In particular, this data is contained in the deposit certificate pursuant to Art. 10a AktG and other data made known by the shareholder (name/company, address and code of the issuer of the deposit certificate; name, address and date of birth of the shareholder; depository account number or other designation of the depository account; number and if applicable, the nominal value of the shares held by the shareholder as well as a description of the share class or ISIN/WKN; date or period of time to which the deposit certificate refers; if applicable, the number of the voting card). With respect to this personal data, the Company is the responsible body pursuant to Art. 4 Para. 7 DSGVO. Contact details of the responsible body are as follows: Wolford AG, Wolfordstraße 1, 6900 Bregenz, Austria. The Data Protection Officer of the Company can be reached at dataprotection@wolford.com.

The processing of personal data is for the purpose of checking the entitlement of shareholders to participate in the Annual General Meeting and to implement the Annual General Meeting of the Company, including preparation of a list of participants, and is absolutely necessary for these purposes. The legal foundation for processing the personal data of shareholders in accordance with data protection regulations are the stipulations contained in AktG, in particular Articles 111, 113, 114, 117 and 120 AktG which lay out the legal obligations of the Company in line with Art. 6 Para. 1 (c) DSGVO. The storage of personal shareholder data takes place until the expiration of the legally required data retention period. Personal data of the shareholder which has to be included in the list of participants pursuant to Article 117 AktG must be conveyed to the responsible Commercial Register Court as part of the notarial protocol pursuant to Art. 120 Para. 4 AktG. The Company uses the services of Computershare Deutschland GmbH, Elsenheimerstrasse 61, 80687 Munich, Germany, which works as the data processor on behalf of the Company in processing personal data in line with Art 28 DSGVO.

With respect to the personal data processed by the Company, the shareholders have the right to obtain information (Art. 15 DSGVO) and to have the information corrected (Art. 16 DSGVO) or deleted (Art. 17 DSGVO), or to impose restrictions on the processing of data (Art. 18 DSGVO) and data portability (Art. 20 DSGVO). Furthermore, shareholders have the right to file a complaint with one of the supervisory authorities (Art. 77 DSGVO). In Austria, the responsible supervisory authority is the Austrian Data Protection Authority (Datenschutzbehörde), Wickenburggasse 8, 1080 Vienna. The affected person also has the right of objection (Art. 21 DSGVO) inasmuch as the processing of personal data takes place as a means of protecting the legitimate interests of the responsible body or a third party (Art. 6 Para. 1 (f) DSGVO).

To ensure smooth access control, shareholders are asked to arrive on time before the Annual General Meeting begins and to provide appropriate identification at the registration desk, showing the relevant deposit certificate and a valid official photo identification (driving license, passport, identity card).

Admission to collect voting cards starts at 12:00 noon CET.