



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

**Proposed Resolutions**  
by the 32th Annual General Meeting of  
Wolford Aktiengesellschaft  
on September 25, 2019, 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, 2019 including the notes and the Management Report, the Sustainability Report, the Corporate Governance 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 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, 2019 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 <http://company.wolford.com/agm/>. No balance sheet profit is reported in the consolidated financial statements for the 2018/19 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 2018/19 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 and*
- *Mrs. Brigitte KURZ, born May 8, 1974*

*are to be granted a discharge for their activities in the 2018/19 financial year."*

**Item 3 on the agenda: Resolution on the discharge of the members of the Supervisory Board for the 2018/19 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. Dr. Junyang SHAO, born January 19, 1981,*
- *Mr. Thomas DRESSENDÖRFER, born February 20, 1958,*
- *Ms. Birgit WILHELM, born November 30, 1975,*
- *Ms. Yun CHENG, born March 26, 1976,*
- *Ms. Claudia BEERMANN, born October 24, 1966,*
- *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 2018/19 financial year."*

**Item 4 on the agenda: Election of the auditor of the annual financial statements and the consolidated financial statements for the 2019/20 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:

"Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Wagramer Straße 19, 1220 Vienna, is hereby appointed to audit the annual financial statements of the Company for the 2019/20 financial year in accordance with the Austrian Commercial Code and the IFRS consolidated financial statements of the Company for the 2019/20 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. Birgit Wilhelm will leave her position as a Member of the Supervisory Board effective at the end of this Annual General Meeting. Accordingly a new Supervisory Board member 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 Prof. Dr. Matthias Freise to the Supervisory Board for a term of office lasting until the end of the 37th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2023/2024 financial year.

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

The proposed candidate for election to the Supervisory Board has made a declaration pursuant to Article 87 Para. 2 AktG which can be downloaded on the Internet at <http://company.wolford.com/agm/>.

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 100 AktG.

Resolution 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:

"Prof. Dr. Matthias Freise, born on February 1, 1965, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 37th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2023/2024 financial year."

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