



**Wolford Aktiengesellschaft**  
Bregenz, FN 68605 s  
ISIN AT0000834007  
(the "**Company**")

## **INVITATION**

We hereby invite our shareholders

to the 33rd ordinary General Meeting that will take place on Wednesday, 30 September 2020, at 10.00am (CET)  
in the premises of Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz,  
of  
**Wolford Aktiengesellschaft .**

Dear Shareholders!

The last few months were completely overshadowed by the COVID-19 pandemic and posed numerous challenges for all of us. One of these challenges, which Wolford AG is facing, is the execution of the ordinary General Meeting.

The applicable regulation currently permits a General Meeting with personal attendance, as a physical meeting of bodies of legal entities.

Therefore, and in view of the comparably positive development of the pandemic in Austria, the Management Board has decided that this year's ordinary General meeting will be held as General Meeting with personal attendance.

Wolford AG shall hereby ensure that all requirements and recommendations for the safe execution of the General Meeting will be complied with, respectively implemented. The health of the shareholders has prime importance for Wolford AG. For the protection of the participants the Company has drawn up stipulations and measures for preventing the spreading of COVID-19, which shall be explained below under "Precautionary measures owing to COVID-19" and are to be complied with by the shareholders.

The shareholders are recommended for their own safety to refrain from attending the General Meeting and to use the services of the independent voting right representative Dr. Knap (with regard to the granting of a power of attorney please see below under "Representation by authorised agent").

Owing to the current COVID-19 crisis Wolford AG reserves the right to cancel the 33rd ordinary General Meeting and to postpone it to a later time (or to convene a virtual General Meeting) or to cancel holding the meeting. This shall in particular apply in the event that the basic conditions in connection with the spreading of COVID-19 change and a reliable execution would not be assured or an execution in line with the statutory and official stipulations could not be carried out.

The Management Board

## Agenda:

1. Submission of the adopted UGB annual financial statements as of 30 April 2020 together with notes and management report, the Corporate-Governance-report, the IFRS consolidated financial statements as well as the non-financial report (sustainability report) as of 30 April 2020 together with consolidated notes and consolidated management report and the report submitted by the Supervisory Board pursuant to Section 96 Stock Corporation Act [*Aktiengesetz - AktG*] for the fiscal year 2019/20 as well as report on the balance sheet results disclosed in the UGB annual financial statements as of 30 April 2020
2. Passing of a resolution on the discharge of the members of the Management Board for the fiscal year 2019/20
3. Passing of a resolution on the discharge of the members of the Supervisory Board for the fiscal year 2019/20
4. Passing of a resolution on the remuneration policies
5. Passing of a resolution on the change to the fiscal year and the corresponding amendment to the statutes in § 30
6. Election of the auditor of the financial statements and the auditor of the consolidated financial statements for the fiscal year 2021

## Documents for the General Meeting

The following documents can be called no later than from **Wednesday, 9 September 2020**, in the internet under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>:

- UGB annual financial statements as of 30 April 2020 together with the notes and management report
- Corporate-Governance report for the fiscal year 2019/20
- IFRS consolidated financial statements as of 30 April 2020 together with consolidated notes and consolidated management report as well as the non-financial declaration (sustainability report)
- Report of the Supervisory Board pursuant to Section 96 AktG for the fiscal year 2019/20
- Remuneration policies for the members of the Management Board and the Supervisory Board
- Joint proposed resolutions of the Management Board and of the Supervisory Board regarding the agenda items 2, 3 and 5
- Proposed resolutions of the Supervisory Board regarding the agenda items 4 and 6
- Comparison of statutes to the amendment proposed under agenda item 5
- Forms for the granting of a power of attorney
- Forms for the revocation of a power of attorney
- This invitation

The full text of this invitation as well as further information regarding the rights of the shareholders according to Sections 109, 110, 118 and 119 AktG can be called by no later than from **Wednesday, 9 September 2020**, on the website of the Company under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/> and will be laid out at the General Meeting. The stipulations and measures may be adapted, depending on the further development of the COVID-19 pandemic, possibly also at short notice. Should changes be made to the stipulations and measures, the Company will make information available to the participants on the website of the Company under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/> and lay this out in the General Meeting.

## Key date for proof and participation in the General Meeting

The authorisation to participate in the General Meeting and to exercise the voting right and the other shareholder rights, which are to be asserted within the scope of the General Meeting, shall be oriented to the shareholdings on the **key date for proof**, which is **Sunday, 20 September 2020, 12.00pm CET (midnight)**.

Only a person is entitled to participate in the General Meeting, who is a shareholder as of the key date for proof and proves this to the Company.

A **securities account confirmation** pursuant to Section 10a AktG (see in this respect also below "Securities account confirmation pursuant to Section 10a AktG") in a text form, which must be received by the Company on **Friday, 25 September 2020, 12.00pm CET (midnight)** at the latest exclusively at one of the addresses stated below, shall be sufficient as proof of the shareholdings on the key date for proof:

(i) for the transmission of the securities account confirmation in a written form

By email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

whereby the securities account confirmation is to be attached as an electronic document in the PDF format with a qualified electronic signature

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

**By SWIFT:** COMRGB2L  
(Message Type 598)  
by stating the ISIN AT0000834007

(ii) for the transmission of the securities account confirmation in a text form, which satisfies the statutes of the Company pursuant to § 24 Par. 3

**By fax:** +49 (0) 89 30903 74675

**By email:** anmeldestelle@computershare.de  
whereby the securities account confirmation in a text form, for example as a PDF, is to be attached to the email

### **Securities account confirmation pursuant to Section 10a AktG**

The securities account confirmation is to be issued in a text form by the credit institution that keeps the securities account with the registered seat in a member state of the European Economic Area (EEA) or in a full member state of the OECD and has to contain the following details:

1. Details about the issuer: Name/corporate name and address or a customary code in the transactions between credit institutions (SWIFT-Code)
2. Details of the shareholder: Name/corporate name and address, as well as with natural persons date of birth, with legal entities if applicable register and (register) number, under which the legal entity is kept in their country of origin
3. Details regarding the shares: Number of shares (ISIN AT0000834007) of the shareholder
4. Securities account number, respectively another designation
5. Time or period of time, to which the securities account confirmation refers

The securities account confirmation as proof of the shareholdings must refer to the aforementioned key date for proof (**Sunday, 20 September 2020, 12.00pm CET (midnight)**).

The securities account confirmation must be sent in the German or English language.

The sending of the securities account confirmation shall at the same time apply as registration to the General Meeting. The shareholders will not be blocked with the disposal over the shares hereby; shareholders can therefore also continue to dispose freely over their shares after a registration. In the event of a transfer of the shares only the person is also entitled to participation, who held the position as shareholder as of the key date for proof.

The rights of the shareholders, which are linked to shareholdings during a certain period of time and/or at a certain time, can only be exercised if the proof of the shareholder's capacity is provided in the respectively relevant period of time and/or for the relevant time by a securities account confirmation pursuant to Section 10a AktG.

### **Representation by authorised agents**

Each shareholder, who is entitled to participate in the General Meeting, has the right to appoint a representative (natural person or legal entity), who will participate in the General Meeting in the name of the shareholder and has the same rights as the shareholder, whom he represents.

The power of attorney must be granted to a certain (natural person or legal entity) in a text form, whereby several persons can also be authorised. If the shareholder has granted his credit institution that keeps the securities account power of attorney, it is sufficient that it submits the declaration, in addition to the securities account confirmation, that a power of attorney was granted to it; the power of attorney itself must in this case not be sent to the Company.

The granted power of attorney can be revoked by the shareholder. The revocation will only become effective when it has been received by the Company.

Insofar as the power of attorney is not handed over on the day of the General Meeting personally with the registration to the General Meeting, the power of attorney has to be received by the Company exclusively at one of the addresses stated below on **Tuesday, 29 September 2020, 12:00am CET (noon)**, at the latest:

By fax +49 (0) 89 30903 74675

By email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
whereby the power of attorney is to be attached to the email in a text form, for example as a PDF.

By post: Wolford AG, c/o Computershare Deutschland GmbH  
Eisenheimerstrasse 61  
80687 Munich

By SWIFT: COMRGB2L  
(Message Type 598)  
by stating the ISIN AT0000834007

On the day of the General Meeting exclusively:

Personally: with the registration to the General Meeting at the venue of the meeting

A power of attorney form and a form for the revocation will be sent upon request and can be called on the website of the Company under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>. The use of these forms is however not obligatory for the granting of the power of attorney and its revocation.

The aforementioned regulations regarding the granting of the power of attorney shall also apply accordingly to the revocation of the power of attorney.

A representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22/4, 1130 Vienna, shall be available to the shareholders as a special service, as an independent voting right representative for the instruction-bound exercising of the voting rights in the General Meeting. It is currently envisaged by the IVA that Dr. Michael Knap will represent these shareholders in the General Meeting. A special power of attorney form for the authorisation of Dr. Michael Knap can be called on the website of the Company under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>, which must be received by the Company exclusively at one of the aforementioned addresses (fax, email, post) for the sending of powers of attorney. In addition, there is the possibility to contact Dr. Michael Knap of the IVA directly under the Tel. +43 (0) 1 8763343 - 30, Fax +43 (0) 1 8763343 - 39 or Email to [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at).

The shareholder has to issue instructions to Dr. Michael Knap, how he (or possibly a sub-representative authorised by Dr. Michael Knap) has to exercise the voting right. Dr. Michael Knap shall exclusively exercise the voting right on the basis of the instructions issued by the shareholder. The power of attorney is invalid without explicit instructions. Please note that the voting right representative will not accept any orders to ask for permission to speak, to file objections against General Meeting resolutions or to ask questions or file motions.

The shareholders are informed that even when granting a power of attorney, they have to fulfil the prerequisites for participation, as described above under "key date for proof and participation in the General Meeting".

#### **Reference to the rights of the shareholders pursuant to Sections 109, 110, 118 and 119 AktG**

Shareholders, whose shares individually or together account for **5% of the share capital** and who have been the holders of these shares for at least three months before filing the motion, can request that **additional items are placed on the agenda** of this General Meeting and are announced. The request is to be made in writing ("in writing" means (i) original document together with personal signature or signing by the Company by each applicant, (ii) electronic document with qualified electronic signature within the meaning of Section 4 Para. 1 Signature and Trust Services Act [*Signatur- und Vertrauensdienstgesetz - SVG*] or (iii) a declaration sent via the SWIFT communication network in a text form) and must have been received by the Company by **Wednesday, 9 September 2020, 12.00pm CET (midnight)** at the latest by post to Wolford Aktiengesellschaft, attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz, or by email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de). A proposal for a resolution together with substantiation must be enclosed with each agenda item thus applied for. Each proposal for a resolution must also be submitted in a German language version.

The capacity as shareholder is to be proven by submission of a securities account confirmation pursuant to Section 10a AktG, in which it is confirmed that the shareholder(s) filing the motion (5% of the share capital) has(have) been holder(s) of the shares for at least three months before filing the motion and which may not be older than seven (7) days at the time of receipt by the Company. If the request for admission of additional agenda items is made by several shareholders, who only account for at least 5% of the share capital together, then the securities account confirmations must for all shareholders refer to the same time (day, time). With regard to the other requirements laid down for the securities account confirmation reference is made to the statements relating to the participation authorisation, as described above under "key date for proof and participation in the General Meeting".

Shareholders, whose shares individually or together account for **1% of the share capital**, can send **proposals for the passing of a resolution** for each item of the agenda in a text form together with substantiation and request that these proposals together with substantiation and a possible statement of the Management Board or the Supervisory Board are made accessible on the website of the Company, if this request is received in a text form by the Company by **Monday, 21 September 2020, 12.00pm CET (midnight)** at the latest either by fax to Wolford Aktiengesellschaft, attn. Investor Relations, fax number +43 (0) 5574 690-1410 or by post to Wolford Aktiengesellschaft, attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz.

In case of a proposal for the election of a Supervisory Board member the substantiation will be replaced by the declaration of the proposed person pursuant to Section 87 Para. 2 AktG. Pursuant to Section 128 Para. 5 AktG each proposal for a resolution must in any case also be submitted in a German language version, which is the decisive version; this shall apply accordingly to declarations pursuant to Section 87 Para. 2 AktG. The capacity as shareholder for the exercising of this shareholder right is to be proven by submission of a securities account confirmation pursuant to Section 10a AktG, which may not be older than seven days at the time of submission to the Company. Several securities account confirmations regarding shares, which only convey the participation scope of 1% together, must refer to the same time (day, time). With regard to the other requirements laid down for the securities account confirmation reference is made to the statements relating to the participation authorisation, as described above under "key date for proof and participation in the General Meeting".

Each shareholder can also file motions in the meeting relating to each agenda item, which do not require any prior announcement. It is pointed out that voting is only to be carried out on a proposal for a resolution pursuant to Section 110 Para. 1 AktG in the General Meeting if it is repeated as a motion in the meeting.

Each shareholder is to be given information regarding matters of the Company upon request in the General Meeting, insofar as it is necessary for the proper assessment of an agenda item. This right to information shall also cover the legal and business relationships of the Company to an affiliated company, the position of the group as well as the companies included in the consolidated financial statements. The information may be refused insofar as it is suitable, according to a reasonable entrepreneurial assessment, for causing a substantial disadvantage for the Company or an affiliated company or the provision of such information would be liable to criminal prosecution.

Further information regarding these rights of the shareholders according to Sections 109, 110, 118 and 119 AktG will be immediately accessible on the website of the Company under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>.

Questions, the answer to which requires longer preparation, may be sent to the Management Board in writing in time before the General Meeting in order to safeguard the reasonable time required for the meeting.

### **Total number of shares and voting rights**

At the time when the General Meeting is convened 6,719,151 units of ordinary shares have been issued, whereby one vote is granted for each ordinary share. No preference shares without voting rights were issued. The share capital of the Company at the time when the General Meeting is convened amounts to EUR 48,848,227.77. The Company currently holds 88,140 units of own shares, from which the Company is not entitled to any rights (own shares are subject to a ban on voting). There are thus in total 6,631,011 units of shares that are entitled to participation and voting.

### **Data protection information**

In connection with the preparation and execution of the General Meeting of the Company personal data of the shareholders are processed by the Company. These are in particular the data contained in the securities account confirmation pursuant to Section 10a AktG and data otherwise announced by the shareholder (name or corporate name, address and code of the issuer of the securities account confirmation; name, address and date of birth of the shareholder; securities account number or other designation of the securities account; number and, if applicable, nominal amount of the shares of the shareholder as well as designation of the class or ISIN/WKN;

time or period of time to which the securities account confirmation refers; details of a possible authorised agent named by the shareholder; if applicable number of the voting card). With regard to these personal data the Company is the data controller pursuant to Art 4 Z 7 GDPR. The contact data of the data controller are as follows: Wolford AG, Wolfordstraße 1, 6900 Bregenz, Austria. The data protection officer of the Company can be contacted at [datenschutz@wolford.com](mailto:datenschutz@wolford.com).

The processing of the personal data is carried out for the purpose of examining the participation authorisation of the shareholders and the processing of the General Meeting of the Company, including creation of the list of participants, and is absolutely essential for these purposes.

The legal basis for the processing of the personal data of the shareholders under data protection law are the provisions of the Stock Corporation Act, in particular Sections 111, 113, 114, 117 and 120 AktG, which envisage legal obligations of the Company within the meaning of Art 6 Para. 1 lit c GDPR. The personal data of the shareholders will be stored until the expiry of the statutory storage obligations.

The personal data of the shareholder, which must be included in the list of participants pursuant to Section 117 AktG, are to be sent to the responsible company register court as part of the notarial minutes pursuant to Section 120 Para. 4 AktG.

Computershare Deutschland GmbH, Elsenheimerstrasse 61, 80687 Munich, Germany, is used by the Company as a service provider, which will operate with regard to the personal data as a data processor within the meaning of Art 28 GDPR.

With regard to the personal data processed by the Company, the shareholders are entitled to the right to information (Art 15 GDPR) as well as to rectification (Art 16 GDPR) or erasure (Art 17 GDPR) or to limitation of the processing (Art 18 GDPR), respectively to data portability (Art 20 GDPR). Furthermore, the shareholders have a right to lodge a complaint at a supervisory authority (Art 77 GDPR). In Austria the responsible supervisory authority is the data protection authority, Wickenburggasse 8, 1080 Vienna.

Insofar as a processing of personal data is carried out in order to safeguard the legitimate interests of the data controller or of a third party (Art 6 Para. 1 lit f GDPR) the data subjects are also entitled to a right to object (Art 21 GDPR).

#### **Precautionary measures owing to COVID-19**

In order to prevent the spreading of COVID-19, the Company will in particular take the following precautionary measures for the protection of the participants:

- when entering the venue of the meeting the participants have to provide their contact data for a possible Contact Tracing;
- only every 2nd seat is to be occupied insofar as the participants do not live in the same household or do not belong to a joint group of visitors;
- during the General Meeting the participants have to wear mouth and nose protection;
- catering for the participants during or following the General Meeting will be refrained from;
- general distancing rules are to be complied with (in particular a distance of at least one metre is principally to be adhered to other persons, who do not live in the same household or do not belong to a joint group of visitors);
- general hygiene rules are to be complied with (in particular the hands are to be thoroughly cleaned regularly and high contact intensities with other participants, who do not live in the same household or do not belong to a joint group of visitors, are to be avoided);
- during the General Meeting the Company will ensure sufficient room ventilation.

Should changes be made to the stipulations and measures, the Company will make information available to the participants on the website of the Company under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/> and lay this out in the General Meeting.

We request the shareholders for understanding for these precautionary measures and would like to thank you in advance for using the services of the voting right representative Dr. Knap (with regard to the granting of power of attorney please see above under "representation by authorised agent").

In order to enable the smooth flow with the incoming security check, the shareholders, who do not use the services of the voting right representative, are requested to arrive in time before commencement of the General Meeting and to prove their identity at the registration counter by presenting the securities account confirmation or a valid identity document with a photograph (driving licence, passport, personal identity card).

Entry for the collection of the voting cards is from 9.00am.

Bregenz, in September 2020

The Management Board