



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

Proposals for resolutions
for the 35th Annual General Meeting of
Wolford Aktiengesellschaft
on Wednesday, 20 July 2022, 10.00am CET

AGENDA ITEM 1: Presentation of the approved annual financial statements pursuant to the Austrian Commercial Code (UGB) as of 31 December 2021, including the notes and management report, the corporate governance report, the non-financial report (sustainability report), the IFRS consolidated financial statements as of 31 December 2021, including the notes to the consolidated financial statements and the consolidated management report and the report of the Supervisory Board pursuant to § 96 of the Austrian Stock Corporation Act (AktG) for the financial year 2021, as well as report on the balance sheet results shown in the annual financial statements pursuant to the Austrian Commercial Code (UGB) as of 31 December 2021.

The Management Board and the Supervisory Board of Wolford Aktiengesellschaft determine that a resolution by the General Meeting and therefore also a proposal for a resolution regarding this agenda item are not necessary. The documents relating to this agenda item can be called in the internet under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>. No balance sheet profit is disclosed in the annual financial statements for the financial year 2021. The passing of a resolution on the appropriation of the balance sheet profit and a corresponding agenda item is therefore not necessary.

AGENDA ITEM 2: Resolution on the discharge of the members of the Management Board for the financial year 2021

Joint proposal for a resolution of the Management Board and the Supervisory Board:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft propose that the General Meeting should pass the following resolution regarding this agenda item:

"The members of the Management Board of the Company,

- Mr Andrew THORNDIKE, born 5 July 1966 and
- Ms Silvia AZZALI, born 28 May 1971

are granted discharge for their activity in the financial year 2021."

AGENDA ITEM 3: Resolution on the discharge of the members of the Supervisory Board for the financial year 2021

Joint proposal for a resolution of the Management Board and the Supervisory Board:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft propose that the General Meeting should pass the following resolution regarding this agenda item:

"The members of the Supervisory Board of the Company,

- Dr. Junyang SHAO, born 19 January 1981,
- Mr Thomas DRESSENDÖRFER, born 20 February 1958,
- Ms Yun CHENG, born 26 March 1976,
- Prof. Dr. Matthias FREISE, born 1 February 1965,
- Mr. Alexander GREUBING, born 26 January 1965 and
- Mr Anton MATHIS, born 28 December 1960

are granted discharge for their activity in the financial year 2021."

AGENDA ITEM 4: Resolution on the remuneration report for the financial year 2021

Introductory explanation:

Pursuant to Section 78c AktG the remuneration report was issued for the financial year 2021. The remuneration report 2021 provides a comprehensive overview of the remuneration granted or owed to the Management Board and Supervisory Board in the course of the previous financial year under the remuneration policy, including other benefits.

The remuneration report for the previous financial year is to be submitted to the Annual General Meeting for approval. The voting on the remuneration policies has the character of a recommendation.

The remuneration policies for the members of the Management Board and for the members of the Supervisory Board can be downloaded on the company's website under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>.

Joint proposal for a resolution of the Management Board and the Supervisory Board:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft propose that the General Meeting should pass the following resolution regarding this agenda item:

"The remuneration report 2021 of Wolford Aktiengesellschaft in the available version is passed."

AGENDA ITEM 5: Resolution on the authorisation of the Management Board, subject to approval by the Supervisory Board, to increase the share capital up to and including 20 July 2027 by a maximum of EUR 24,424,113.88 by issuing up to 3,359.575 no-par value shares against cash contributions or against contributions in kind once or several times, and in doing so, subject to approval by the Supervisory Board, to exclude the subscription right of the shareholders, if applicable, if the share capital is increased against contributions in kind, in particular of companies, businesses, parts of businesses or shares in one or more companies in Austria or abroad, or for the purpose of servicing an over-allotment option (greenshoe) or for the adjustment of fractional amounts, as well as to determine, subject to approval by the Supervisory Board, the type of new shares to be issued (bearer or registered), the issue amount and the other conditions of issue (authorised capital) as well as to pass a resolution on the amendment of the Articles of Association of the Company in § 4 in accordance with the resolution on the authorised capital

Joint proposal for a resolution of the Management Board and the Supervisory Board:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft propose that the General Meeting should pass the following resolution regarding this agenda item:

"The Management Board shall be authorized up to and including 20 July 2027

- (a) to increase the share capital once or several times with the approval of the Supervisory Board by not more than EUR 24,424,113.88 by issuing up to 3,359.575 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,*
- (b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital is increased (i) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or (ii) for an over-allotment option (greenshoe option), or (iii) to round up fractional amounts, and*
- (c) with the approval of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).*

The Articles of Association of the Company shall be amended in § 4 to add the following paragraph 8:

(8) The Management Board is authorized up to and including 20 July 2027

- (a) to increase the share capital once or several times with the approval of the Supervisory Board by not more than EUR 24,424,113.88 by issuing up to 3,359.575 bearer shares or registered shares with voting rights against payment in cash or contributions in kind,*
- (b) to exclude the shareholders' subscription rights with the approval of the Supervisory Board, if the share capital is increased (i) against contributions in kind, in particular by undertakings, businesses, parts of businesses or shares in one or several companies in Austria or abroad, or (ii) for an over-allotment option (greenshoe option), or (iii) to round up fractional amounts, and*
- (c) with the approval of the Supervisory Board, to determine the type of newly issued shares (bearer shares or registered shares), the issue price and the other terms of issue (authorized capital).*

The Supervisory Board shall have the right to adopt any amendments to the Company's Articles of Association resulting from the resolution on authorized capital."

AGENDA ITEM 6: Elections to the Supervisory Board

Introductory explanation:

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 § 108 (2) AktG, it is declared that the Supervisory Board of Wolford Aktiengesellschaft currently consists of four members elected by the Annual General Meeting.

Mr. Matthias Freise will leave his position as a Member of the Supervisory Board effective at the end of this Annual General Meeting. Ms. Joann Cheng has resigned as a member of the Supervisory Board effective at the end of this Annual General Meeting. The term of office of Supervisory Board member Ms. Dr. Junyang Shao will expire at the end of this Annual General Meeting. Accordingly, three 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 § 86 (7) AktG and (9) AktG (as well as related information pursuant to the AktG, for example § 108 (2) AktG) do not apply to the Company.

The Supervisory Board proposes to elect Mr. David Chan to the Supervisory Board for a term of office lasting until the end of the 40th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year.

Furthermore, the Supervisory Board proposes to elect Mr. Shang Hsiu Koo to the Supervisory Board for a term of office lasting until the end of the 40th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year.

Furthermore, the Supervisory Board proposes to elect Mr. Christopher Zanadi-Landi to the Supervisory Board for a term of office lasting until the end of the 40th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 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 § 87 (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 § 87 (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. Otherwise, the person concerned may not be included in the election. This also applies to election nominations made by shareholders pursuant to § 110 AktG.

Proposal for a 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:

1. "Mr. David Chan, born on July 21, 1982, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 40th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year.
2. Mr. Shang Hsiu Koo, born on May 14, 1980, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 40th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year
3. Mr. Christopher Zanadi-Landi, born on July 22, 1964, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 40th Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year."

AGENDA ITEM 7: Election of the auditor and the group auditor for the financial year 2022

Proposal for resolution of the Supervisory Board:

The Supervisory Board of Wolford Aktiengesellschaft proposes that the General Meeting should pass the following resolution regarding this agenda item:

"Grant Thornton Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Gertrude-Fröhlich-Sandner-Straße 1/Top 13, 1100 Wien, is appointed as auditor for the UGB annual financial statements of the Company for the fiscal year 2022 and as auditor for the IFRS consolidated financial statements for the fiscal year 2022."

Contact:

Wolford Aktiengesellschaft
c/o Investor Relations
Wolfordstraße 1
6900 Bregenz
Austria
Tel. +43 (0) 5574 690 1940
Fax: +43 (0) 5574 690 1410
Email: investor@wolford.com