



Wolford Aktiengesellschaft

Bregenz, FN 68605 s

ISIN AT0000834007

(the "Company")

CONVOCAATION

We hereby invite our shareholders

to attend the Extraordinary General Meeting of **Wolford Aktiengesellschaft** to be held on Thursday, 1 December 2022 at 9:00 am (CET) at the premises of Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz, Austria.

Agenda

1. Resolution on the simplified capital decrease to cover an accumulated loss
2. Resolution on the capital increase
3. Resolution on the authorisation of the Management Board, subject to approval by the Supervisory Board, to increase the share capital up to and including 1 December 2027 by a maximum of EUR 16,125,960.00 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

Documents for the Extraordinary General Meeting

The following documents will be available no later than **Thursday, 10 November 2022**, at the following link in the Internet: <https://company.wolford.com/investor-relations/annual-general-meeting/extraordinary-general-meeting-2022>

- Joint resolution proposals of the Management Board and Supervisory Board on agenda items 1 and 2
- Forms for the granting of a proxy
- Forms for the revocation of a proxy
- This convocation

The full text of this convocation as well as further information on the rights of shareholders under §§ 109, 110, 118 and 119 AktG will be available on the Company's website at <https://company.wolford.com/investor-relations/annual-general-meeting/extraordinary-general-meeting-2022> no later than **Thursday, 10 November 2022**, and will be available in physical form at the Extraordinary General Meeting. The guidelines and measures may be adapted, if necessary, depending on further developments of the COVID-19 pandemic; this may even be done at short notice. Should there be any changes to the guidelines and measures, the Company will furnish information to the persons in attendance on the Company's website at <https://company.wolford.com/investor-relations/annual-general-meeting/extraordinary-general-meeting-2022> and also post it in physical form at the Extraordinary General Meeting.

Record date and attendance at the Extraordinary General Meeting pursuant to § 111 AktG

The right to attend the Extraordinary General Meeting and to exercise voting rights and other shareholder rights to be exercised at the Extraordinary General Meeting is based on the shares held **as of midnight CET on Monday, 21 November 2022** (record date).

Only persons who are shareholders on the record date and are able to furnish evidence thereof to the Company will be entitled to attend the Extraordinary General Meeting.

For proof of shareholding on the record date, a **deposit certificate** pursuant to § 10a AktG (see "Deposit certificate pursuant to § 10a AktG", below) in text form will suffice, which must be received by the Company no later than **midnight CET on Monday, 28 November 2022**, exclusively at one of the following addresses:

By e-mail: The deposit certificate must be attached (i) as an electronic document in PDF format with a qualified electronic signature, or (ii) in text form, for example as a PDF, to the e-mail address anmeldestelle@computershare.de

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

By SWIFT: COMRGB2L
(Message Type 598)
quoting ISIN AT0000834007

Deposit certificate pursuant to § 10a AktG

The deposit certificate must be issued in text form by the depositary bank having its registered office in a Member State of the European Economic Area (EEA) or in a full Member State of the OECD, and must contain the following information:

1. Particulars of the issuer: name/company and address or a code commonly used in dealing between banks (SWIFT code)
2. Particulars of the shareholder: name/company and address, and date of birth for natural persons or, for legal entities, commercial register and (register) number under which the legal entity is registered in its country of origin, if applicable
3. Information on the shares: number of shares (ISIN AT0000834007) held by the shareholder
4. Depository number or other designation
5. The date or period to which the deposit certificate relates

The deposit certificate, as evidence of share ownership, must refer to the record date of **Monday, 21 November 2022, midnight CET**.

The deposit certificate must be submitted in German or English.

Transmission of the deposit certificate shall be simultaneously deemed to constitute registration for the Extraordinary General Meeting. The shares will not be blocked upon registration for the Extraordinary General Meeting or upon submission of a deposit certificate. Shareholders may thus continue to freely dispose of their shares even after registration. In the event of a transfer of shares, only the person who held the status of shareholder on the record date will be entitled to participate in the meeting.

Shareholder rights that are linked to share ownership during a certain period and/or at a certain point in time may only be exercised if proof of shareholder status during the relevant period and/or at the relevant point in time is furnished by means of a deposit certificate pursuant to § 10a AktG.

Representation by proxy pursuant to § 114 AktG

Every shareholder entitled to attend the Extraordinary General Meeting shall have the right to appoint a proxy (natural person or legal entity) to attend the Extraordinary General Meeting on his or her behalf, who shall have the same rights as the shareholder such proxy represents.

The proxy must be granted to a specific natural person or legal entity in text form; it is also possible to authorize multiple persons. If the shareholder has granted proxy to his or her depositary bank, it is sufficient if the latter, in addition to the deposit certificate, submits a declaration that it has been granted proxy; in such case, the proxy itself does not have to be transmitted to the Company.

The proxy granted may be revoked by the shareholder. Revocation shall only take effect upon receipt by the Company. If the proxy is not delivered in person at the registration desk for the Extraordinary General Meeting on the day thereof, such proxy must be received by the Company no later than **12 noon CET on Wednesday, 30 November 2022**, exclusively at one of the following addresses:

By fax: +49 (0) 89 30903 74675

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

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

By SWIFT: COMRGB2L
(Message Type 598)
quoting ISIN AT0000834007

A proxy form and a form for revocation of a proxy holder will be sent upon request; these forms are also available on the Company's website at <https://company.wolford.com/investor-relations/annual-general-meeting/extraordinary-general-meeting-2022>. However, use of these forms is not mandatory either for granting a proxy or for revoking it.

The above provisions on the grant of a proxy also apply *mutatis mutandis* to the revocation of a proxy.

As a special service, a representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22/4, 1130 Vienna, is available to shareholders as an independent proxy to exercise voting rights at the Extraordinary General Meeting in accordance with shareholder instructions. The IVA currently intends that Dr. Michael Knap will represent the shareholders at the Extraordinary General Meeting. For authorization of Dr. Michael Knap, a special proxy form is available on the Company's website at <https://company.wolford.com/investor-relations/annual-general-meeting/extraordinary-general-meeting-2022>, which must be received by the Company exclusively at one of the above-referenced addresses (fax, e-mail, post). In addition, shareholders can contact Dr. Michael Knap of the IVA directly at +43 (0) 1 8763343 - 30, fax +43 (0) 1 8763343 - 39 or by e-mail at michael.knap@iva.or.at

The shareholder shall give instructions to Dr. Michael Knap regarding how he (or, if applicable, a sub-proxy authorized by Dr. Michael Knap) is to exercise the voting right. Dr. Michael Knap will exercise the voting right exclusively on the basis of instructions given by the shareholder. Absent express instructions, the proxy will be deemed invalid. Please note that the proxy will not accept any instructions to speak at the meeting, to raise objections to resolutions of Extraordinary General Meeting or to ask questions or propose motions.

Shareholders are advised that they must satisfy the attendance requirements (see "Record date and attendance at the Extraordinary General Meeting") even if they grant a proxy.

Advice on shareholders rights pursuant to §§ 109, 110, 118 and 119 AktG

Shareholders whose shares individually or collectively total **5% of the Company's share capital** and who have been holders of such shares for at least three months prior to the date of the request may request that **additional items be placed on the agenda** of the Extraordinary General Meeting and be announced as such, provided that such request is received by the Company no later than **midnight CET on Saturday, 12 November 2022**, addressed in writing to Wolford Aktiengesellschaft, Attn: Investor Relations, Wolfordstraße 1, 6900 Bregenz, or by e-mail to investor@wolford.com. Each agenda item so requested must be accompanied by a proposal for a resolution, together with the reasons for this, in a German-language version, which shall be deemed the authoritative version.

Shareholder status is evidenced by the submission of a deposit certificate pursuant to § 10a AktG, confirming that the shareholder or shareholders making the request (5% of share capital) have been holders of these shares for at least three months prior to submission of the request, which must not be dated more than seven (7) days before the date of receipt by the Company. If the request for inclusion of additional agenda items is submitted by several shareholders whose shareholdings only total at least 5% of the share capital in the aggregate, then the deposit certificates for all such shareholders must refer to the same date (day, time of day). With regard to the other requirements in respect of the deposit certificate, reference is made to the explanations provided on the right of attendance (See "Record date and attendance at the Extraordinary General Meeting").

Shareholders whose shares individually or collectively total **1% of the Company's share capital** may submit proposals for resolutions on agenda item in text form, together with the **reasons for such proposals**, and may request that such proposals, together with the reasons for them and any comments of the Management Board or Supervisory Board, be published on the website of the Company, provided that such request is made in text form by no later than **midnight CET on Tuesday, 22 November 2022**, to Wolford Aktiengesellschaft, Attn: Investor Relations by e-mail to investor@wolford.com or by post to Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz.

Pursuant to § 128 (5) AktG, any proposal for a resolution must be submitted in a German version, which shall be deemed the authoritative version.

Shareholders shall prove shareholder status for exercise of this shareholder right by submission of a deposit certificate pursuant to § 10a AktG, which shall not be dated earlier than seven days prior to the date of submission to the Company. Multiple deposit certificates for shares which only total a shareholding level of 1% in the aggregate must refer to the same date (day, time of day). With regard to the other requirements for the deposit certificate, reference is made to the explanations provided on the right to attendance (see "Record date and attendance at the Extraordinary General Meeting").

Each shareholder may also submit proposals on any agenda item during the meeting, which shall not require prior announcement. It is pointed out that a proposal for a resolution pursuant to § 110a (1) AktG may only be voted on in the Extraordinary General Meeting if it is repeated as a motion during the meeting.

Every shareholder shall, upon request, be provided with information at the Extraordinary General Meeting regarding the affairs of the Company to the extent that such information is necessary in order to properly evaluate an item on the agenda. This right of information shall also extend to the Company's legal and business relations with an affiliate enterprise, the situation of the corporate group and of the companies included in the consolidated financial statements. The information may be refused to the extent that, in the Company's reasonable business judgement, it is likely to cause significant disadvantage to the Company or an affiliate, or if the provision of such information would be punishable by law. To ensure procedural economy of the meeting, questions requiring lengthy preparation should be submitted in good time before the Extraordinary General Meeting in writing to the Management Board, by fax to Wolford Aktiengesellschaft, Attn: Investor Relations, fax number +43 (0) 5574 690-1410, by e-mail to investor@wolford.com or by post to Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz.

Further information on these shareholder rights pursuant to §§ 109,110, 118 and 119 AktG is available, effective immediately, on the Company's website at <https://company.wolford.com/investor-relations/annual-general-meeting/extraordinary-general-meeting-2022>

Total number of shares and voting rights

At the time of convening this Extraordinary General Meeting, 6,719,151 ordinary shares had been issued, with each ordinary share carrying one vote. No non-voting preference shares have been issued. The share capital of the Company at the time of convening the Extraordinary General Meeting is EUR 48,848,227.77. The Company currently holds 88,140 treasury shares, under which the Company has no rights (treasury shares are prohibited from exercising voting rights). As a result, there are a total of 6,631,011 shares with participation and voting rights.

Information for shareholders on data processing

Purpose and legal basis for processing your data

Wolford Aktiengesellschaft processes personal data of shareholders in connection with its preparation and holding of the Company's Extraordinary General Meeting (the data contained in the deposit certificate pursuant to § 10a AktG and otherwise disclosed by the shareholder, name, address and date of birth of the shareholder; depository account number or other designation of the depository account; number and, if applicable, nominal value of the shareholder's shares as well as the designation of the class of shares or ISIN/WKN; time or period to which the deposit certificate relates; name and date of birth of any proxy appointed by the shareholder; number of the ballot, if applicable).

The processing of personal data of shareholders is mandatory for the participation of shareholders and their proxies at the Extraordinary General Meeting pursuant to the Austrian Stock Corporation Act (AktG), in particular pursuant to §§ 111, 113, 114, 117 and 120 AktG. The personal data of shareholders will be processed in the course of the Extraordinary General Meeting for the following purposes: organization of the Extraordinary General Meeting, participation of shareholders and their proxies at the Extraordinary General Meeting, the exercise of shareholder rights in the course of the Extraordinary General Meeting, identification of voting actions, creation of a registration list, creation of an attendance list, creation of a proxy list, creation of minutes of the Extraordinary General Meeting, fulfilment of compliance obligations including recording, information and reporting obligations. Accordingly, Article 6 (1) (c) GDPR and Article 6 (1) (f) GDPR constitute the legal basis for such data processing.

The company responsible for data processing is Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz, Austria. For purposes of organising its Extraordinary General Meeting, the Company uses external service providers, such as, in particular, vote tallying services, notaries, legal advisors, special proxies and IT service providers. These companies only receive such personal data from the Company as is necessary to perform the services for which they are engaged, and they process such data exclusively in accordance with the Company's instructions. To the extent required by law, the Company has concluded a data protection agreement with these service providers.

If a shareholder attends the Extraordinary General Meeting, all shareholders present or their proxies, all members of the Management Board and Supervisory Board, the notary public and all other persons with a legal right to attend the meeting may inspect the legally mandated list of participants (§ 117 AktG) and may, in so doing, also inspect the personal data contained therein (including name, place of residence, shareholding). Wolford Aktiengesellschaft is also legally obliged to submit personal shareholder data (in particular: the list of participants) as part of the notarial record to the Commercial Register (§ 120 (4) AktG).

Retention period for retention of your data

Shareholder data is anonymized or deleted as soon as it is no longer needed for the purposes for which it was collected or processed and unless other legal obligations require further storage. Evidentiary and storage obligations arise, in particular, out of corporate law, the law governing company shares and corporate takeovers, the law governing taxes and duties as well as from anti-money laundering regulations. If legal claims are brought by shareholders against the Company or vice versa by the Company against shareholders, the storage of personal data serves to establish and enforce claims in individual cases. In connection with legal proceedings before the civil courts, this may result in the

storage of data for the duration of the statute of limitations plus the duration of any legal proceedings until they are concluded by *res judicata* decision. The duration of the statute of limitations is governed, in particular, by the provisions of the Austrian Civil Code.

Your rights

You have the right to request information as to whether we are processing personal data about you. If this is the case, you may request information about the data itself, the purpose of the data processing, the categories of the data, and about the recipients, origin and storage period of the data we process regarding you.

If we process data relating to you that is incorrect or incomplete, you may request that your data be corrected or completed. You may also request the erasure of unlawfully processed data. However, please note that this only applies to incorrect, incomplete or unlawfully processed data. If it is unclear whether the data processed about you is inaccurate, incomplete or unlawfully processed, you may request the restriction of the processing of your data until this question is ultimately resolved. You may also withdraw your previously given consent at any time and without any justification in order to prevent the further use of your personal data which is collected and used on the basis of a declaration of consent. The withdrawal of your consent does not affect the lawfulness of the processing that was carried out on the basis of your consent prior to its withdrawal. In the event of withdrawal of consent, you also have the right to request the erasure of your data.

Upon your request, we will provide you with a copy of the personal data we have processed about you in a machine-readable format determined by us. Alternatively, you may also instruct us to transfer this data directly to a third party of your choice, provided that the recipient enables us to do so from a technical point of view and provided that the transfer of data is not prevented by unjustifiable expense or by legal obligations or other obligations of secrecy or confidentiality on our part or on the part of third parties.

If we process your data to protect the legitimate interests of the data controller or a third party, you also have the right to object.

We request that you send all of your requests to the contact details shown below. In order to ensure that your personal data do not fall into the wrong hands, we request that you enclose proof of identity, e.g., a copy of your official identity card, when submitting your request.

Contact for data protection requests

Wolford Aktiengesellschaft
Attn: Data Protection Officer
Wolfordstraße 1
6900 Bregenz
datenschutz@wolford.com

You also have the right to lodge a complaint with the Austrian Data Protection Authority, Barichgasse 40-42, 1030 Vienna, (dsb@gv.at).

Admission for collection of ballots is from 8:00 am onwards.

Bregenz, November 2022

The Management Board