



Wolford Aktiengesellschaft
Bregenz, FN 68605 s
ISIN AT0000834007

**Proposals for Resolutions
of the Management Board and the Supervisory Board pursuant to §108 AktG**

Extraordinary General Meeting of
Wolford Aktiengesellschaft
on Thursday, 1 December 2022, 9.00 am CET

Agenda Item 1: Resolution on the simplified capital decrease to cover an accumulated loss

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

"a. The company's share capital of EUR 48,848,227.77, divided into 6,719,151 ordinary shares, is reduced by EUR 16,596,302.97 to EUR 32,251,924.80 by way of a simplified capital decrease pursuant to §§ 182 ff AktG. The reduction in share capital is to cover an accumulated loss that would otherwise be reported. At the same time, the proportional amount of the share capital attributable to the individual ordinary share (no-par share) is reduced from EUR 7.27 to EUR 4.80. The number of shares therefore remains unchanged.

b. The Management Board is authorized to decide on the further details of the capital reduction.

c. Article 4 (1) of the Articles of Association of the Company shall be amended as follows: The share capital of the company amounts to EUR 32,251,924.80 (in words: Euro thirty-two million two hundred and fifty-one thousand nine hundred and twenty-four point eighty)."

Agenda Item 2: Resolution on the capital increase

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

"a. The company's share capital will be increased from EUR 32,251,924.80 by up to EUR 32,251,924.80 to up to EUR 64,503,849.60 by issuing up to 6,719,151 new ordinary bearer shares (no-par shares) against cash contributions.

b. The new no-par shares will be issued at a proportionate amount of the share capital of EUR 4.80 plus a premium of EUR 1.20 per no-par share, i.e. at an amount of EUR 6.00 per no-par share. The total issue amount (issue amount of all new no-par shares) is up to EUR 40,314,906.00 and must be paid in full in cash into an account with the company.

c. The new shares will carry dividend rights from 1 January 2022.

d. The new shares are issued to shareholders in compliance with the statutory subscription rights of all shareholders at a ratio of 1:1, i.e. 1 old share entitles the holder to subscribe for 1 new share.

e. The Management Board is authorized to carry out the capital increase by 30 April 2023 and to set the subscription period and other details of the implementation.

f. The Management Board is authorized, with the consent of the Supervisory Board, to determine the final volume of the capital increase.

g. All duties, fees and costs of increasing the share capital are borne by the company.

h. The Supervisory Board is authorized to make these and any other necessary amendments to the Articles of Association with regard to the capital increase carried out in accordance with Agenda Item 2.”

A prospectus will be prepared in accordance with the EU Prospectus Regulation in connection with the rights offering of the new shares.

Agenda Item 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

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 1 December 2027

(a) to increase the share capital once or several times with the approval of the Supervisory Board by not more than EUR 16,125,960.00 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 1 December 2027

(a) to increase the share capital once or several times with the approval of the Supervisory Board by not more than EUR 16,125,960.00 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."

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