



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

**Proposals for resolutions**  
for the 36<sup>th</sup> Annual General Meeting of  
Wolford Aktiengesellschaft  
on Thursday, 15 June 2023, 9.00 am (CET)

**AGENDA ITEM 1: (a) Presentation of the approved annual financial statements pursuant to the Austrian Commercial Code (UGB) as of 31 December 2022, 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 2022, 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 2022, 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 2022;(b) notification pursuant to § 83 AktG**

The Management Board and the Supervisory Board of Wolford Aktiengesellschaft determine that the passing of 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 fiscal year 2022. The passing of a resolution on the appropriation of the balance sheet profit and a corresponding agenda item will therefore cease to apply.

**AGENDA ITEM 2: Passing of a resolution on the discharge of the members of the Management Board for the financial year 2022**

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 are granted discharge for the financial year 2022."*

**AGENDA ITEM 3: Passing of a resolution on the discharge of the members of the Supervisory Board for the financial year 2022**

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 are granted discharge for the financial year 2022."*

**AGENDA ITEM 4: Passing of a resolution on the remuneration report for the financial year 2022**

Introductory explanation:

Pursuant to Section 78c AktG the remuneration report was issued for the financial year 2022. The remuneration report 2022 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 2022 of Wolford Aktiengesellschaft in the available version is adopted."*

**AGENDA ITEM 5: Passing of a resolution on the authorization of the Management Board, with the consent of the Supervisory Board, to increase the share capital by issuing new no-par value shares, excluding subscription rights if necessary (authorized capital), and resolution on the amendment of Article 4 of the Articles of Association of the Company in accordance with the resolution on the authorized 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 15 June 2028 to increase the share capital once or several times with the approval of the Supervisory Board by not more than EUR 23,168,798.40 by issuing up to 4,826,833 bearer shares or registered shares with voting rights against payment in cash while maintaining the subscription rights, and 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 15 June 2028 to increase the share capital once or several times with the approval of the Supervisory Board by not more than EUR 23,168,798.40 by issuing up to 4,826,833 bearer shares or registered shares with voting rights against payment in cash while maintaining the subscription rights, and 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 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.

Mr. Shang Hsiu Koo has left his position as a Member of the Supervisory Board effective at 31 January 2023. The term of office of Supervisory Board member Mr. Thomas Dressendörfer will expire at the end of this Annual General Meeting. Accordingly, two 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 Section 86 Para. 7 AktG and Para. 9 AktG (as well as related information pursuant to the AktG, for example Section 108 Para. 2 AktG) do not apply to the Company.

The Supervisory Board in coordination with the shareholder Fosun Fashion Group Wisdom (Luxembourg) S.à r.l. proposes to elect Mr. Paul Kotrba to the Supervisory Board for a term of office lasting until the end of the 40 Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year.

Mr. Paul Kotrba has declared in accordance with C-Rule 53 of the Austrian Code of Corporate Governance that he is not considered independent within the meaning of the guidelines for independence set out by the Austrian Code of Corporate Governance (Appendix 1), as he has been a member of the Management Board of Wolford Aktiengesellschaft within the last five years.

Furthermore, the Supervisory Board proposes to elect Mr. Thomas Dressendörfer to the Supervisory Board lasting until the end of the 40 Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year.

Mr. Paul Kotrba and Mr. Thomas Dressendörfer have declared their acceptance of this function in the event of their election to the Supervisory Board.

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 Article 87 Para. 2 AktG which can be downloaded on the Internet at [www.wolford.com/de/hauptversammlung](http://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 Section 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 Section 110 AktG.

Proposal for a resolution of the Supervisory Board:

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

1. "Mr. Paul Kotrba, born on 8 February 1973, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 40<sup>th</sup> Annual General Meeting resolving upon the discharge of the Supervisory Board members for the 2026 financial year."
2. "Mr. Thomas Dressendörfer born on 20 February 1958, is appointed to serve on the Supervisory Board of Wolford Aktiengesellschaft for a term of office lasting until the end of the 40<sup>th</sup> 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 2023**

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 2023 and as auditor for the IFRS consolidated financial statements for the fiscal year 2023."*

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