



Wolford Aktiengesellschaft

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

Proposals for resolutions
for the 37th Annual General Meeting of
Wolford Aktiengesellschaft
on 17 December 2024, 9.00 am (CET)

AGENDA ITEM 1: Presentation of the approved annual financial statements pursuant to the Austrian Commercial Code (UGB) as of 31 December 2023, 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 2023, 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 2023, 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 2023

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 financial year 2023. 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: Resolution on the discharge of the members of the Management Board for the financial year 2023

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 in office in the financial year 2023 are granted discharge for this period."

AGENDA ITEM 3: Resolution on the discharge of the members of the Supervisory Board for the financial year 2023

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 in office in the financial year 2023 are granted discharge for this period."

AGENDA ITEM 4: Resolution on the remuneration report for the financial year 2023

Introductory explanation:

Pursuant to Section 78c AktG the remuneration report was issued for the financial year 2023. The remuneration report 2023 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 policies, 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 2023 of Wolford Aktiengesellschaft in the available version is adopted."

AGENDA ITEM 5: Resolution on the remuneration policies

Introductory explanation:

Pursuant to Section 78b AktG the remuneration policies for the members of the Management Board and the Supervisory Board will be submitted to this ordinary General Meeting for the passing of a resolution.

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 called in the internet under <https://company.wolford.com/de/investor-relations-2/ordentliche-hauptversammlung/>.

Proposal for a resolution of the Supervisory Board:

"The remuneration policies (principles for the remuneration of the members of the Management Board and the Supervisory Board) of Wolford Aktiengesellschaft in the available version are passed."

AGENDA ITEM 6: Amendment to the Articles of Association

Introductory explanation:

Section 22 of the Articles of Association of Wolford AG in its current version reads:

"§ 22

General

The Annual General Meeting of the company's shareholders is to be held at its registered offices, at one of its domestic branches or at another location where an Austrian notary public practices."

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

The company has an office location in 6971 Hard and plans to hold the annual general meetings there. As no notary public currently has his office in 6971 Hard, the Executive Board and Supervisory Board of Wolford Aktiengesellschaft propose that the Annual General Meeting adopt the following resolution on this agenda item:

"Section 22 of the Articles of Association is amended to read as follows:

§ 22

General

The Annual General Meeting of the company's shareholders is to be held at its registered offices, at one of its domestic branches or at another location in Austria."

AGENDA ITEM 7: Election of the auditor and the group auditor for the financial year 2024

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:

"RSM Austria Wirtschaftsprüfung GmbH, Tegetthoffstraße 7, 1010 Wien, shall be appointed as auditor for the UGB annual financial statements of the Company for the financial year 2024 and as auditor for the IFRS consolidated financial statements for the financial year 2024."