

12.04.2018 – 08:30 Uhr

## EANS-General Meeting: Wolford Aktiengesellschaft / Invitation to the General Meeting according to art. 107 para. 3 Companies Act

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12.04.2018

Wolford Aktiengesellschaft  
Bregenz, FN 68605 s  
ISIN AT0000834007  
ISIN AT0000A20C54  
(hereinafter referred to as the "Company")

### INVITATION

We hereby invite our shareholders to the  
Extraordinary General Meeting of Wolford Aktiengesellschaft  
to be held on Friday, May 4, 2018 at 9:30 a.m. (CET)  
on the premises of Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz,  
Austria.

### Agenda

1. Resolution on
  - a. the ordinary increase in the share capital of the Company pursuant to Sections 149 ff. Austrian Stock Corporation Act (AktG) by EUR 12.498.227,77, from EUR 36,350,000 to EUR 48.848.227,77 EUR through the issuing of 1.719.151 new no par value bearer shares with the same entitlement to dividends in return for a cash contribution;
  - b. the issuing of new ordinary shares representing a proportional amount of the share capital made out to each no par value bearer share totaling EUR 7.27 plus a premium of EUR 5.53 per no par value bearer share, comprising a total amount of EUR 12.80 per no par value bearer share;
  - c. the granting of dividend rights to the new shares as of May 1, 2017;
  - d. the issuing of new shares safeguarding the legally stipulated subscription rights of all shareholders in a ratio of 20 : 7 i.e. 20 old shares entitle the shareholder to subscribe to 7 new shares;
  - e. authorization granted to the Management Board (1) to stipulate that the new shares are to be acquired by a bank pursuant to Section 153 Para. 6 AktG with the obligation to offer them to the Company's shareholders for purchase at the original terms and conditions within the context of the legally stipulated subscription rights and (ii) to specify the subscription period;
  - f. authorization granted to the Management Board to carry out the capital increase by August 31, 2018 and define further details concerning its implementation;
  - g. all fees, charges and costs relating to the capital increase to be borne by the Company; and
  - h. the corresponding amendments to Section 4 Para. 1 and 2 (Share Capital) of the Articles of Association.

2. Elections to the Supervisory Board.

The following documents will be available to the shareholders for inspection starting no later than Friday, April 13, 2018, on the premises of the Company, Wolfordstraße 1, 6900 Bregenz, Austria, during regular office hours, Monday to Thursday from 9 a.m. to 5 p.m. and Friday from 9 a.m. to 3 p.m. Moreover, the documents will be accessible on the Company's Website at [www.wolford.com/en/agm](http://www.wolford.com/en/agm) no later than Friday, April 13, 2018 and during the Extraordinary General Meeting:

- \* Joint resolution proposed by the Management Board and Supervisory Board (item 1 of the agenda)
- \* Comparison of the Articles of Association (old and new version) relating to item 1 on the agenda in accordance with the proposed changes
- \* Proposed resolutions of the Supervisory Board on item 2 of the agenda
- \* Declarations pursuant to Section 87 Para. 2 AktG on item 2 of the agenda
- \* Proxy authorization form
- \* Revocation of proxy form
- \* This invitation

This invitation as well as further information on shareholder rights pursuant to sections 109, 110, 118 and 119 AktG will be available on the Company's Website at [www.wolford.com/en/agm](http://www.wolford.com/en/agm) no later than Friday, April 13, 2018.

Record date and right to participate in the Extraordinary General Meeting

The right to participate in the Extraordinary General Meeting and to exercise voting rights and all other shareholder rights which may be exercised at the Extraordinary General Meeting depend on the shares held on the record date, i.e. Tuesday, April 24, 2018 at 12:00 midnight CET.

Participation in the Extraordinary General Meeting is limited to people who are in possession of shares on the record date and supply proof of such to the Company.

The deposit certificate in text form pursuant to Section 10 AktG (also refer below to "Deposit certificate pursuant to Section 10a AktG") shall suffice as proof of shareholding on the record date. It must be received by the Company no later than Monday, April 30, 2018 at 12:00 midnight CET exclusively via one of the following addresses:

(i) for transmitting the deposit certificate in written form

By e-mail:

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) [[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)]

The deposit certificate must be attached as an electronic document as a PDF file with a qualified electronic signature.

By mail:

Wolford AG, c/o Computershare Deutschland GmbH  
Elsenheimerstrasse 61  
80687 Munich

By SWIFT: COMRGB2L

(Message Type 598)

The text must include the following: ISIN AT0000834007 / ISIN AT0000A20C54

(ii) for transmitting the deposit certificate in text form, which is sufficient pursuant to Section 24 Para. 3 of the Articles of Association

By fax: +49 (0) 89 30903 74675

By e-mail:

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) [[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)]

The deposit certificate must be attached to the e-mail in text form, for example

as a PDF file.

#### Deposit certificate pursuant to Section 10a AktG

The deposit certificate is to be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

1. Information on the issuer: name/company and address or a code commonly used between banks (SWIFT code)
2. Information on the shareholder: name/company, address, date of birth in case of natural persons, or registry and registration number for legal persons in the legal person's country of origin
3. Information on the shares: number of shares held by the shareholder (ISIN AT0000834007 / ISIN AT0000A20C54)
4. Depositary number or another designation
5. Date or period of time to which the deposit certificate refers

The deposit certificate as evidence of shareholding must refer to the above-mentioned record date (Tuesday, April 24, 2018, 12:00 midnight CET) and must not be older than seven (7) days at the time it is presented to the Company.

The deposit certificate must be submitted in German or English.

The submission of the deposit certificate shall simultaneously suffice as registration for the Extraordinary General Meeting. The shares are not subsequently blocked, and shareholders may continue to freely dispose of their shares, also after registration (with the exception of shares available for share with the ISIN AT0000A20C54). Even if ownership of the shares is transferred, only the person in possession of the shares on the record date is eligible to participate in the Extraordinary General Meeting.

Shareholder rights linked to share ownership during a specified period and/or at a specified date may only be exercised if proof of shareholding during the relevant period of time and/or for the relevant date is evidenced by a deposit confirmation pursuant to Section 10a AktG.

#### Representation by a proxy holder

Every shareholder entitled to participate in the Extraordinary General Meeting has the right to appoint a representative (natural or legal person) who will attend the General Meeting on behalf of the shareholder and who is vested with the same rights as the shareholder whom he/she represents.

The proxy must be granted to a specific person (natural or legal) in text form. It is also possible to appoint several proxy holders. If the shareholder has appointed the depositary bank as her or his proxy, it will suffice if the bank shareholder submits a declaration, via the communication channels stipulated for this purpose, stating that the depositary bank was appointed to serve as the proxy. In this the proxy authorization does not have to be transmitted to the Company.

The authorization of proxy can be revoked by the shareholder. The revocation of proxy only takes effect if it has been received by the Company.

If the proxy authorization is not submitted on the day of the Extraordinary General Meeting or when registering to attend the Extraordinary General Meeting, the proxy authorization must be received by the Company no later than on Thursday May 3, 2018 12:00 noon CET, exclusively at one of the following addresses:

By fax: +49 (0) 89 30903 74675

By e-mail:

[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) [[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)]

The proxy authorization in text form must be attached to the e-mail, for example

as a PDF file.

By mail:

Wolford AG, c/o Computershare Deutschland GmbH  
Elsenheimerstrasse 61  
80687 Munich

By SWIFT: COMRGB2L

(Message Type 598, including ISIN AT0000834007 / ISIN AT0000A20C54)

Only on the day of the Extraordinary General Meeting:

In person: At the registration desk for the Extraordinary General Meeting at the designated venue.

A form designating the appointment or revocation of a proxy holder will be sent upon request. These forms are available for downloading on the Website of the Company at [www.wolford.com/en/agm](http://www.wolford.com/en/agm). However, shareholders are not required to make use of these proxy forms for the appointment or revocation of a proxy holder.

The aforementioned instructions on granting proxy authorization apply analogously to the revocation of proxies.

As a special service, the shareholders may grant a proxy to a representative of the Austrian Shareholder Association (IVA), Feldmühlgasse 22/4, 1130 Vienna, Austria, to serve as an independent proxy bound to comply with shareholder instructions in exercising voting rights at the Extraordinary General Meeting. On the part of IVA, Mr. Michael Knap has been named to represent these shareholders at the Extraordinary General Meeting. In order to authorize Mr. Michael Knap to serve as a proxy, a special proxy form is available on the Website of the Company at [www.wolford.com/en/agm](http://www.wolford.com/en/agm), which has to be submitted to the Company exclusively at one of the aforementioned addresses (by fax, e-mail or mail). In addition, shareholders have the possibility to contact Mr. Michael Knap of IVA personally by telephone at +43 (0) 1 8763343 - 30, by fax at +43 (0) 1 8763343 - 39 or by e-mail at [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at) [[michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)].

The shareholder must provide Mr. Michael Knap with precise instructions as to how she/he (or a designated sub-proxy authorized by Mr. Michael Knap) is to exercise the shareholder's voting rights. Mr. Michael Knap exercises the voting right exclusively on the basis of the instructions provided by the shareholder. The proxy is considered to be invalid if no explicit instructions are contained in it. Please note that the proxy does not accept any instructions to make statements at the Extraordinary General Meeting, to object to resolutions passed by the Extraordinary General Meeting, to ask questions or to propose resolutions.

Please note that even in case of granting proxy authorization, the prerequisites for participating in the Extraordinary General Meeting as described above in "Record date and right to participate in the Extraordinary General Meeting" have to be fulfilled. Anonymous participation as a nominee shareholder (third party owners) is not permitted (any longer).

Notes on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG

Shareholders whose total shareholding equals 5% or more of the Company's share capital may request that additional items on the agenda be put on the agenda of this Extraordinary General Meeting and request that these be made public provided that the shareholders held the shares for at least three months prior to submitting the request. Such requests must be made in written form i.e. (i) the original document including the personal or company signature from every petitioner or (ii) an electronic document/e-mail with a qualified electronic signature pursuant to Section 4 Para. 1 Signature and Trust Services Act or (iii) an explanation in text form sent via the SWIFT communications network. The

request must be received by the Company no later than Sunday, April 15, 2018 at 12:00 midnight CET either by mail to Wolford Aktiengesellschaft, Attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz or by e-mail to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) [[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)]. Each request for an additional item to be put on the agenda must include the proposed resolution and a statement explaining the reasons for such a proposal. Note: due to the fact that the deadline falls on a Sunday, a written request by the shareholder (pursuant to Section 886 Austrian Civil Code (ABGB) transmitted by mail must be received by the Company on the previous working day i.e. on Friday, April 13, 2018 12:00 midnight CET. In the case of electronic submission, it is possible to transmit the request on the deadline of no later than Sunday, April 15, 2018 at 12:00 midnight CET.

Every proposed resolution has to be submitted in German.

The deposit certificate pursuant to Section 10a AktG shall suffice as proof of shareholding as the basis for exercising this shareholder right. This deposit certificate must confirm that the shareholder or shareholders owning 5% of more of the share capital and requesting an addition to the agenda have held these shares for at least three months prior to submitting the request. Moreover, the deposit certificate must not be more than seven (7) days old at the time it is submitted to the Company. If several shareholders whose aggregate shareholding totals at least 5% of the share capital request additional items on the agenda of the Extraordinary General Meeting, the deposit certificate for all these shareholders must refer to the same date (day, time of day). With respect to any other requirements relating to the deposit certificate, reference is made to the information specified in "Record date and right to participate in the Extraordinary General Meeting".

Shareholders whose total shareholding equals 1% or more of the share capital may propose draft resolutions in writing on every item on the agenda of the Extraordinary General Meeting, accompanied by a statement explaining the reasons for such a proposal, and may request that these draft resolutions are made available on the Company's Website along with any comments on the proposed resolutions submitted by the Management Board or the Supervisory Board. The request must be received by the Company no later than Tuesday, April 24, 12:00 midnight CET, either by fax to Wolford Aktiengesellschaft Attn. Investor Relations at +43 (0) 5574 690-1410 or by mail to Wolford Aktiengesellschaft, Attn. Investor Relations, Wolfordstraße 1, 6900 Bregenz, Austria.

With respect to proposals for the election of a Supervisory Board member, a declaration made by the nominated person is to be submitted pursuant to Section 87 Para. 2 AktG instead of the statement explaining the reasons for the draft resolution. Pursuant to Section 128 Para. 5 AktG, such a draft resolution has to be submitted in German, which represents the authoritative text. This also applies to declarations pursuant to Section 87 Para. 2 AktG. The deposit certificate pursuant to Section 10a AktG shall suffice as proof of shareholding as the basis for exercising this shareholder right. This deposit certificate must not be more than seven (7) days old at the time it is submitted to the Company. Several deposit certificates on the part of shareholders whose aggregate shareholding totals at least 1% of the share capital must refer to the same date (day, time of day). With respect to any other requirements relating to the deposit certificate, reference is made to the information specified in "Record date and right to participate in the Extraordinary General Meeting".

Every shareholder has the right to propose draft resolutions on any item on the agenda in the course of the Extraordinary General Meeting. These resolutions do not have to be announced in advance. It should be noted a draft resolution pursuant to Section 110 AktG will only be voted on at the Extraordinary General Meeting if it is proposed as a motion at the Extraordinary General Meeting.

Every shareholder attending the Extraordinary General Meeting is entitled, upon request, to be provided with information on matters concerning the affairs of the Company, to the extent that this information is required as a means enabling the shareholder to properly evaluate the relevant item on the agenda. This obligation to provide information also covers the Company's legal and business relations with an associated company, the situation of the Group as well as companies included in the consolidated financial statements. The company may

refuse to supply such information if, according to its sound business judgment, it could potentially cause material damage to the Company or any of its subsidiaries, or if providing such information would comprise a criminal offence.

Further information regarding the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG are available on the Website of the Company [www.wolford.com/en/agm](http://www.wolford.com/en/agm) effective immediately.

Questions whose response requires longer preparation should, in the interest of holding an efficient meeting, be submitted to the Management Board in a timely manner in written form before the Extraordinary General Meeting.

#### Total number of shares and voting rights

At the time of the convocation of the Extraordinary General Meeting, the Company had issued a total of 5,000,000 ordinary shares. Each share is entitled to one vote. No non-voting preferred shares were issued. At the time of the convocation of the Extraordinary General Meeting, the share capital of the Company amounts to EUR 36,350,000. The Company currently holds 88,140 treasury shares which do not entitle the Company to any rights (own shares are prohibited from exercising voting rights). As a result, there are a total of 4,911,860 shares with voting rights.

To ensure smooth access control, shareholders are asked to arrive on time before the Extraordinary General Meeting begins and to provide appropriate identification at the registration desk, showing the relevant deposit certificate and a valid official photo identification (driving license, passport, identity card).

Admission to collect voting cards starts at 9 a.m. CET.

#### Disclaimer

This shareholder notification does not constitute an offer of securities for sale or a solicitation of an offer to purchase securities (the "Securities") of Wolford AG (the "Company") in the United States. The Securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. The Securities of the Company have not been, and will not be, registered under the Securities Act.

Bregenz, April 2018  
The Management Board

Further inquiry note:  
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