



Proposed resolutions of the Supervisory Board and Executive Board of Wolford Aktiengesellschaft for the 24th Annual General Meeting of Shareholders on September 15, 2011

- 1. Presentation of Wolford's approved individual financial statements and consolidated financial statements for the fiscal year ending April 30, 2011, including the management report, Group management report and the report of the Supervisory Board for the 2010/11 fiscal year.**

It is not required to pass a resolution concerning this item on the agenda.

- 2. Resolution on the appropriation of earnings for the year ending April 30, 2011.**

The Executive Board and Supervisory Board propose to the Annual General Meeting of Shareholders to distribute a dividend of EUR 0.40 per no par value bearer share, or a total dividend payout of EUR 1,960,000.00 from the balance sheet profit amounting to EUR 13,579,202.69 and to carry forward the retained profit of EUR 11,619,202.69 to the new account. Treasury shares are not entitled to a dividend. The dividend payment date is scheduled for September 29, 2011.

- 3. a) Resolution on the discharge of the members of the Executive Board for the 2010/11 fiscal year.**

The proposal is made that the Annual General Meeting of Shareholders pass the following resolution:

The members of the Executive Board shall be granted a discharge en bloc for their respective work during the 2010/11 fiscal year.

b) Resolution on the discharge of the members of the Supervisory Board for the 2010/11 fiscal year.

The proposal is made that the Annual General Meeting of Shareholders pass the following resolution:

The members of the Supervisory Board shall be granted a discharge en bloc for their respective work during the 2010/11 fiscal year.

4. Resolution on the extension of the time limit for the realization of 100,000 own stocks in accordance with the resolution passed at the Annual General Meeting on September 6, 1999 to March 6, 2015.

The proposal is made that the Annual General Meeting of Shareholders pass the following resolution:

The deadline to dispose of 100,000 shares of treasury stock acquired in accordance with the resolution approved by the Annual General Meeting held on September 6, 1999 will be extended to March 6, 2015.

5. Election of the independent auditor for the 2010/12 fiscal year.

The Supervisory Board proposes that the Annual General Meeting of Shareholders pass the following resolution:

Deloitte Audit Wirtschaftsprüfungs GmbH, Rengasse 1/Freyung, 1010 Vienna, shall be appointed once again to serve as the independent auditor of the financial statements of Wolford AG and the Company's consolidated financial statements for the 2011/12 fiscal year.

6. Resolution on determining the remuneration to be paid to Supervisory Board members for the 2010/11 fiscal year.

The proposal is made that the Annual General Meeting of Shareholders pass the following resolution:

The Supervisory Board members shall be granted the same remuneration for the 2010/11 fiscal year as in the previous year, to the aggregate amount of EUR 80,000, whereby the allocation of this amount shall be the responsibility of the Supervisory Board.

Bregenz, August 2011

The Executive Board

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