



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

INVITATION

We hereby invite our shareholders to the

26th Annual General Meeting of Wolford Aktiengesellschaft
on Tuesday, 17 September 2013 at 14:00 CET,
at the premises of Wolford Aktiengesellschaft, Wolfordstraße 1, 6900 Bregenz, Austria

Agenda

1. Presentation of the approved annual financial statements according to the Austrian Commercial Code ("**Austrian GAAP**") as of 30 April 2013 including the notes and the management report thereto, the corporate governance report, the consolidated financial statements according to IFRS as of 30 April 2013 including the consolidated notes and the consolidated management report thereto as well as the report of the Supervisory Board for the financial year 2012/13 according to section 96 of the Austrian Stock Corporation Act ("**AktG**") as well as the report about the balance sheet result set-out in the annual financial statements according to Austrian GAAP as of 30 April 2013
2. Resolution on the discharge of the members of the Management Board for the financial year 2012/13
3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2012/13
4. Election of members of the Supervisory Board
5. Resolution on determining the remuneration of the members of the Supervisory Board for the financial year 2012/13
6. Election of the statutory auditor for the annual financial statements according to Austrian GAAP and the consolidated financial statements according to IFRS for the financial year 2013/2014

Documents for the General Meeting

The following documents will be available to the shareholders for inspection from **Tuesday, 27 August 2013**, at the premises of the Company, 6900 Bregenz, Wolfordstraße 1, Austria, during office hours of the Company, Monday until Thursday from 9:00 until 17:00 CET, and Friday from 9:00 until 15:00 CET. Additionally, the documents shall be accessible on the Company's website www.wolford.com/en/AGM and during the General Meeting:

- annual financial statements according to Austrian GAAP as of 30 April 2013 including the notes and the management report thereto
- corporate governance report for the financial year 2012/13
- consolidated financial statements according to IFRS as of 30 April 2013 including the consolidated notes and the consolidated management report thereto
- report of the Supervisory Board according to section 96 AktG for the financial year 2012/13
- joint proposals of the Management Board and the Supervisory Board for the resolutions for items 2, 3 and 5 of the Agenda
- proposals of the Supervisory Board for the resolutions for items 4 and 6 of the Agenda
- annual report 2012/13 for Wolford Aktiengesellschaft
- declarations according to section 87 para 2 AktG including curriculum vitae to item 4 of the Agenda
- form for granting a proxy
- form for revocation of a proxy

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 www.wolford.com/en/AGM immediately.

Record date and right to participate in the General Meeting

The right to participate in the General Meeting and to exercise the voting rights and all other shareholder rights, which may be exercised in the General Meeting, are subject to the shareholdings held on the **Record Date**, i.e., **Saturday, 7 September 2013, 24:00 CET**.

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Only such shareholders have the right to participate in the General Meeting, who provides proof to the Company of the qualification as a shareholder on the Record Date.

To evidence the shareholding on the Record Date, shareholders have to submit a **deposit certificate** pursuant to Section 10a AktG (see also "Deposit certificate pursuant to Section 10a AktG" below) in text form, which must be received by the Company no later than **Thursday, 12 September 2013, 24:00 CET**, solely at one of the following addresses:

by telefax: +43 (0)1 928 90 60

by e-mail: hv.anmeldung-1@oekb.at

by mail: Oesterreichische Kontrollbank AG
Abt. KMS/HV Operation Center 1
Strauchgasse 1-3, 6. Stock
1010 Wien

by SWIFT: OEKOATWWHVS

Deposit certificate pursuant to Section 10a AktG

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area (EEA) or in a full member state of the OECD in text form and shall include the following data:

1. Information regarding the issuer: name/company and address or a code common between banks (SWIFT-Code)
2. Information regarding the shareholder: name/company, address, date of birth in case of natural persons, or registry and registration number in case of legal persons
3. Information regarding the shares: number of shares (ISIN AT0000834007) of the shareholder
4. Deposit account number or other identification
5. Date, to which the deposit certificate refers to

In case the deposit certificate is provided as proof for the shareholding held, it has to refer to the Record Date (Saturday, 7 September 2013, 24:00 CET) and shall not be older than seven (7) days at the time presented to the Company.

The deposit certificate shall be submitted in German or English.

The submission of the deposit certificate shall be considered simultaneously as the registration for the General Meeting. The shares are not blocked by the registration to the General Meeting or by the submission of the deposit certificate; thus, shareholders may freely dispose of their shares also after registration or submission of a deposit certificate.

The shareholder rights linked to the share ownership during a certain period and/or a certain date may only be exercised, if proof of the position as a shareholder during the certain period and/or certain date is effected by a deposit certificate pursuant to Section 10a AktG.

Representation by a proxy holder

Every shareholder, who has the right to participate in the General Meeting, has the right to nominate a proxy holder (natural or legal person), who will attend the General Meeting in the name of the shareholder and has the same rights as the shareholder who the proxy holder represents.

The proxy must be granted to a specific person (either a natural or a legal person) in text form; several persons may be nominated.

The proxy must be received by the Company at latest until **Monday, 16 September 2013, 13:00 CET**, solely at one of the following addresses:

by telefax: +43 (0)1 928 90 60

by e-mail: hv.anmeldung-1@oekb.at

by mail: Oesterreichische Kontrollbank AG
Abt. KMS/HV Operation Center 1
Strauchgasse 1-3, 6. Stock
1010 Wien

On the day of the General Meeting exclusively:

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in person: at the registration desk for the General Meeting at the place of the General Meeting

In case a shareholder has granted a proxy to the depositary bank, it is sufficient that the bank provides, in addition to the deposit certificate, a statement informing the Company that a proxy was granted to the bank.

A form for granting a proxy and a form for the revocation of a proxy will be sent on request and are available on the website of the Company on www.wolford.com/en/AGM. However, the use of this proxy forms for granting a proxy and revocation of a proxy shall not be compulsory.

The above-mentioned provisions for granting proxies are applicable accordingly to the revocation of proxies.

Please note that the Company, the members of the Management Board and the members of the Supervisory Board will not exercise any proxies granted to them for the exercise of any shareholders' rights in the General Meeting.

As a special service, the shareholders may grant a proxy to a representative of Interessensverband für Anleger (the Austrian Shareholder Association – "IVA"), Feldmühlgasse 22/4, 1130 Wien, Austria, as an independent voting proxy for the non-discretionary exercise of voting rights in the General Meeting. It is currently contemplated by IVA, that Dr. Michael Knap will be representing the shareholders in the General Meeting on behalf IVA. For granting proxy to Dr. Michael Knap, a special proxy form is available on the website of the Company www.wolford.com/en/AGM, which shall be submitted to the Company exclusively to the addresses (telefax, e-mail, mail) mentioned above for submission of proxies. Additionally, shareholders have the possibility to contact Dr. Michael Knap from IVA personally via telephone +43 (0) 1 8763343 - 30, telefax +43 (0) 1 8763343 - 39 or e-mail michael.knap@iva.or.at.

The shareholder must provide Dr. Michael Knap with instructions as to how he (or a sub-proxy authorized by Dr. Michael Knap) shall exercise the voting right. Dr. Michael Knap exercises the voting right exclusively on the basis of the instructions given by the shareholder. Without express instructions, the proxy granted to Dr Michael Knap shall be invalid. Please note that Dr. Michael Knap does not accept any instructions to make statements at the General Meeting, to object to resolutions passed by the General Meeting, to ask questions or to propose resolutions.

Please note that in case of a grant of proxy, the provisions to participate in the General Meeting as described above in "Record date and participation in the General Meeting" have to be fulfilled. Due to the amendment of the AktG an anonymous participation as a nominee shareholder (*Legitimationsaktionär*) (shares held by „third party“ – *Aktien im Fremdbesitz*) is no longer permitted.

Notice concerning the rights of shareholders pursuant to sections 109, 110, 118 und 119 AktG

Shareholders, whose shares total, individually or in aggregate, not less than **5% of the registered capital** and who have held their shares for at least three months before the request, may request **additional items be included into the agenda** of this General Meeting and their publication. Such request must be made in written form ("in written form" shall mean personal signature or company signature by every requesting shareholder or by e-mail with qualified electronic signature in the meaning of section 4 para 1 Signature Act [*Signaturengesetz*]) and must be received by the Company at latest on **Tuesday, 27 August 2013, 24:00 CET**, per mail to Wolford Aktiengesellschaft, Investor Relations, Wolfordstraße 1, 6900 Bregenz, or per e-mail: hv.anmeldung-1@oekb.at. Every such requested agenda item must be accompanied by a proposal for the resolution to be adopted together with a justification. Pursuant to section 128 para 5 AktG, such a proposal for a resolution has to be submitted in the German language, which shall prevail. In order to prove the shareholding, it is necessary to submit a deposit certificate according to Section 10a AktG, which certifies that the applying shareholder/s (5% of the registered capital) have been holders of these shares for at least three months before the request and which, at the date of submission to the Company must not be older than seven (7) days. In case such a request for additional agenda items will be submitted by more than one shareholder, who only reach 5% of the registered capital on a consolidated basis, the deposit certificates must refer to the same date (day, time). Regarding all other requirements of the deposit certificate, please refer to the information regarding the right to participate in the General Meeting.

Shareholders, whose shares total, individually or in aggregate, not less than **1% of the registered capital** may submit to every agenda item **resolution proposals** together with a justification and may request that these resolution proposals together with the justification and an optional statement by the Management Board or the Supervisory Board are published on the website of the Company, provided such request is received in text form by the Company no later than on **Friday, 6 September 2013, 24:00 CET**, either by telefax to Wolford Aktiengesellschaft, z. H. Investor Relations, telefax +43 (0) 5574 690-1219 or per mail to Wolford Aktiengesellschaft, z. H. Investor Relations, Wolfordstraße 1, 6900 Bregenz, Austria. Shareholders, whose shares total, individually or in aggregate, not less than **1% of the registered capital** may propose candidates for the election of members of the Supervisory Board, whereas the resolution proposal has to include the information pursuant to section 108 para 2 first sentence AktG (to the extent applicable, including a proposal to increase the actual number of members of the Supervisory Board). With regard to proposals concerning the election to the Supervisory Board, the justification is replaced by the declaration of the proposed person pursuant to section 87 para 2 AktG. In such a declaration the proposed person has to disclose its professional qualification, its professional and comparable functions as well as all circumstances, which could give rise to cause concerns regarding partiality. Pursuant to section 128 para 5 AktG, such a proposal for a resolution has to be submitted in the German language, which shall prevail; this also applies to declarations according to section 87 para 2 AktG. For the proof of the shareholding for the exercise of this shareholder right it is necessary to submit a deposit certificate pursuant to Section 10a AktG, which, at the date of submission to the Company, must not be older than seven (7) days. Several deposit certificates concerning shares, which only together constitute a shareholding of 1%, must refer to the same date (day, time). Regarding all other requirements for the deposit certificate, please refer to the information regarding the right to

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participate in the General Meeting.

Every shareholder has the right to propose resolutions concerning all agenda items; these resolutions do not require formal announcement. This does not apply to elections to the Supervisory Board.

Every shareholder will be granted disclosure upon request about all affairs of the Company in the General Meeting, as far as it is necessary for the appropriate evaluation of an agenda item.

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.

Questions, whose response need longer preparation, may, for the sake of an efficient meeting, be submitted in written form to the Management Board timely before the General Meeting.

Total number of shares and voting rights

On the date of convening the General Meeting the registered capital of the Company is divided into 5,000,000 non-par value bearer shares. Each non-par value bearer share is entitled to one vote at the annual general meeting. No non-voting preferred shares have been issued. The Company currently has 100,000 own treasury shares in its possession for which the voting right may not be exercised pursuant to Section 114 Para 6 AktG. Accordingly, there are 4,900,000 shares with voting rights.

Please consider the large number of expected participants and the usual security measures when planning the timing of your arrival and present your official valid photo identification (driving licence, passport, identity card) at the reception desk. Admission for the collection of voting cards starts at 13.00 CET.

Bregenz, August 2013

The Management Board