



**Wolford Aktiengesellschaft**

Bregenz, FN 68605 s  
ISIN AT0000834007

**Proposals for Resolutions**

by the 26th Annual General Meeting of  
Wolford Aktiengesellschaft  
on September 17, 2013 at 2:00 pm CET

**Point 1 of the Agenda: Presentation of the following documents: the approved annual financial statements as of April 30, 2013 which were prepared in accordance with the Austrian Commercial Code, including the notes and the management report; the corporate governance report; the IFRS consolidated financial statements as of April 30, 2013, including the notes and the Group management report; the Supervisory Board report on the 2012/13 financial year in accordance with § 96 of the Austrian Stock Corporation Act; and the report on total profit as shown in the Austrian Commercial Code annual financial statements as of April 30, 2013.**

*The Management Board and Supervisory Board of Wolford Aktiengesellschaft hereby note that a resolution by the annual general meeting and, therefore, a proposed resolution are not required for this point of the agenda. The documents relevant for this point of the agenda are available in the Internet under [www.wolford.com/en/AGM](http://www.wolford.com/en/AGM).*

**Point 2 of the Agenda: Resolution on the release of the members of the Management Board from liability for the 2012/13 financial year**

Joint proposal:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft recommend that the annual general meeting approve the following proposal for this point of the agenda:

*"The members of the Management Board of the company, i.e.*

- *Holger DAHMEN, born on February 29, 1960*
- *Axel DREHER, born on January 5, 1965*
- *Thomas MELZER, born on November 8, 1970 and*
- *Peter SIMMA, born on September 5, 1960,\*)*

*are hereby released from liability for their activities during the 2012/13 financial year."*

\*) Peter Simma is no longer a member of the Management Board, but he served on this corporate body during the 2012/13 financial year and is therefore included in the above proposal.

**Point 3 of the Agenda: Resolution on the release of the members of the Supervisory Board from liability for the 2012/13 financial year**

Joint proposal:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft recommend that the annual general meeting approve the following proposal for this point of the agenda:

*"The members of the Supervisory Board of the company, i.e.*

- *Werner BALDESSARINI, born on January 23, 1945*
- *Emil FLÜCKIGER, born on October 25, 1939*
- *Peter GLANZER, born on December 12, 1954*
- *Theresa JORDIS, born on September 4, 1949*
- *Anton MATHIS, born on December 28, 1960*
- *Birgit WILHELM, born on November 30, 1975 and*

*are hereby released from liability for their activities during the 2012/13 financial year."*

#### **Point 4 of the Agenda: Elections to the Supervisory Board**

Introductory remarks:

In accordance with § 10 of the articles of association of Wolford Aktiengesellschaft, the Supervisory Board must have a minimum of three and a maximum of six members elected by the annual general meeting. In accordance with § 108 (2) of the Austrian Stock Corporation Act, it is hereby stated that the Supervisory Board of Wolford Aktiengesellschaft currently has four members elected by the annual general meeting.

The terms of office for Emil FLÜCKIGER, member of the Supervisory Board since December 14, 1992, and Werner BALDESSARINI, member of the Supervisory Board since September 14, 2010, will end with the close of the 26th annual general meeting on September 17, 2013. The Supervisory Board plans to recommend the re-election of der Emil FLÜCKIGER for one further year, after which Mr. FLÜCKIGER is scheduled to resign from the Supervisory Board because he will have reached the age limit. Furthermore, Werner BALDESSARINI has asked that his term of office on the Supervisory Board not be extended.

Plans call for the election of Lothar REIFF and Claudia BEERMANN to the Supervisory Board. This would increase the number of members on the Supervisory Board who were elected by the annual general meeting of Wolford Aktiengesellschaft from four to five. In accordance with § 87 (1) 2nd sentence of the Austrian Stock Corporation Act, a resolution of the annual general meeting is required for this change.

#### Proposal by the Supervisory Board:

The Supervisory Board of Wolford Aktiengesellschaft recommends that the annual general meeting approve the following proposal for this point of the agenda:

- *"The number of members on the Supervisory Board is hereby increased from four to five within the limit defined by the articles of association of Wolford Aktiengesellschaft."*

The Supervisory Board of Wolford Aktiengesellschaft also recommends that the annual general meeting approve the following proposal for this point of the agenda (in the following order):

- *"Emil FLÜCKIGER, born on October 25, 1939, is hereby elected to the Supervisory Board of Wolford Aktiengesellschaft for one further year beginning with the end of this annual general meeting, i.e. up to the end of the 27<sup>th</sup> annual general meeting which will vote on the release from liability for the 2013/14 financial year."*

*"Lothar REIFF, born on April 12, 1954, is hereby elected to the Supervisory Board of Wolford Aktiengesellschaft beginning with the end of this annual general meeting for a term of office extending to the end of the 31<sup>st</sup> annual general meeting which will vote on the release from liability for the 2017/18 financial year."*

- *"Claudia BEERMANN, born on October 24, 1966, is hereby elected to the Supervisory Board of Wolford Aktiengesellschaft beginning with the end of this annual general meeting for a term of office extending to the end of the 31<sup>st</sup> annual general meeting which will vote on the release from liability for the 2017/18 financial year."*

#### **Point 5 of the Agenda: Resolution on the remuneration of the Supervisory Board members for the 2012/13 financial year**

##### Joint proposal:

The Management Board and Supervisory Board of Wolford Aktiengesellschaft recommend that the annual general meeting approve the following proposal for this point of the agenda:

*"The Supervisory Board members shall be granted remuneration totaling EUR 80,000 for the 2012/13 financial year (as in the previous year); the Supervisory Board shall be responsible for allocating this remuneration among its members".*

#### **Point 6 of the Agenda:**

#### **Election of the auditor of the Austrian Commercial Code annual financial statements and the IFRS consolidated financial statements for the 2013/14 financial year**

##### Proposal by the Supervisory Board:

The Supervisory Board recommends that the annual general meeting approve the following proposal for this point of the agenda:

*"Deloitte Audit Wirtschaftsprüfungs GmbH, Renngasse 1/Freyung, 1010 Vienna, is hereby appointed to audit the Austrian Commercial Code annual financial statements of the company for the 2013/14 financial year and the IFRS consolidated financial statements for the 2013/14 financial year."*

#### **Contact:**

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