



DO & CO Aktiengesellschaft
Vienna, FN 156765 m
ISIN AT0000818802
("the Company")

**Invitation to the 24th Ordinary General Meeting of Shareholders of
DO & CO Aktiengesellschaft
on Thursday, 14 July 2022, to be held at noon
at 1010 Vienna, Mahlerstraße 9**

**I. HOLDING THE GENERAL MEETING OF SHAREHOLDERS AS A
VIRTUAL MEETING**

**1. Austrian COVID-19 Act regarding Company Law Matters (COVID-19-GesG)
and Austrian COVID-19 Ordinance regarding Company Law Matters
(COVID-19-GesV)**

For the protection of shareholders and other participants, the Management Board decided to make use of the legal provisions for holding a virtual general meeting of shareholders.

The General Meeting of Shareholders of **DO & CO Aktiengesellschaft** on **14 July 2022** will be held as "virtual general meeting of shareholders" based on Section 1 (2) COVID-19-GesG, Austrian Federal Legal Gazette (BGBl.) I No. 16/2020 as amended and the COVID-19-GesV (BGBl. II No. 140/2020 as amended), taking into account the interests of both the Company and the participants.

This means that, according to the resolution of the Management Board, shareholders and their representatives (with the exception of the special proxy holders pursuant to Section 3 (4) COVID-19-GesV) may not be physically present at the General Meeting of Shareholders of **DO & CO Aktiengesellschaft** on **14 July 2022**.

The virtual General Meeting of Shareholders will be held exclusively in the physical presence of the Chairman of the Supervisory Board, the Chairman of the Management Board as well as the other member of the Management Board, the attesting notary public and the four special proxy holders nominated by the Company at 1010 Vienna, Mahlerstraße 9.

Holding the Ordinary General Meeting of Shareholders as virtual general meeting in accordance with the COVID-19-GesV results in modifications in the procedure of the General Meeting of Shareholders as well as in the shareholders exercising their rights.

The voting right, the right to bring forward a motion for a resolution and the right to raise an objection may only be exercised by one of the special proxy holders nominated by the Company pursuant to Section 3 (4) COVID-19-GesV.

The right to information may be exercised by the shareholders themselves in the virtual General Meeting of Shareholders by way of electronic communication, namely by submitting questions in writing exclusively via e-mail directly to the e-mail address **fragen.doco@hauptversammlung.at** of the Company, provided that the shareholders have submitted in a timely manner a deposit confirmation within the meaning of Section 10a Austrian Stock Corporation Act (AktG) pursuant to Item IV. and have authorised a special proxy holder pursuant to Item V.

2. Transmission of the General Meeting of Shareholders via the internet

Pursuant to Section 3 (1), (2) and (4) COVID-19-GesV in conjunction with Section 102 (4) AktG, the General Meeting of Shareholders will be transmitted audio-visually in real time via the internet.

This is permissible in terms of data protection regulations with regard to the legal basis of Section 3 (1), (2) and (4) COVID-19-GesV.

All shareholders of the Company may participate in the General Meeting of Shareholders on **14 July 2022** starting around noon, Vienna time, using suitable technical equipment (e.g. computer, laptop, tablet or smartphone as well as internet connection with sufficient bandwidth for streaming videos) on the internet at **www.doco.com** in the form of a virtual general meeting of shareholders. Registration or login are not required in order to be able to follow the General Meeting of Shareholders.

Thanks to transmitting the Company's virtual General Meeting of Shareholders via the internet, all shareholders have the chance to watch the course of the General Meeting of Shareholders by way of unidirectional audio-visual transmission in real time and, in particular, to follow the presentation of the Management Board, the answering of the shareholders' questions and the voting procedure.

Please note that the live transmission as virtual general meeting of shareholders does not provide for a remote attendance (Section 102 (3) No. 2 AktG) nor for exercising the voting right remotely (Section 102 (3) No. 3 AktG and Section 126 AktG) and that transmission via the internet is no two-way connection. Individual shareholders may therefore only follow the course of the General Meeting of Shareholders. Shareholders may therefore not make any request to speak via this connection.

It should also be noted that the Company is only responsible for the use of technological means of communication to the extent that responsibility for the latter lies within its sphere (Section 2 (6) COVID-19-GesV). (Section 2 (6) COVID-19-GesV).

Moreover, reference is made to the information on the organisational and technical requirements for attendance pursuant to Section 3 (3) in connection with Section 2 (4) COVID-19-GesV (**“Information regarding attendance”**).

II. AGENDA

1. Presentation of the annual financial statements, including the management report and corporate governance report, the consolidated financial statements, the group management report and the report on the 2021/2022 business year submitted by the Supervisory Board
2. Resolution on granting discharge to the members of the Management Board for the business year 2021/2022
3. Resolution on granting discharge to the members of the Supervisory Board for the business year 2021/2022
4. Resolution on the remuneration for the members of the Supervisory Board for the business year 2021/2022
5. Election of the auditor and group auditor for the business year 2022/2023
6. Resolution on the remuneration report
7. Appointments to the Supervisory Board

III. DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following documents will be available on the Company's website pursuant to Section 108 (3) and (4) AktG as of **23 June 2022**, under **www.doco.com**:

- Invitation,
- **Information regarding attendance:** information on the organisational and technical requirements for attendance pursuant to Section 3 (3) in connection with Section 2 (4) COVID-19-GesV,
- Authorisation form for proxy holders,
- Revocation of the proxy,
- Financial statements of DO & CO Aktiengesellschaft,
- Consolidated financial statements,
- Corporate governance report,
- Report of the Supervisory Board,
- Sustainability report,
- Remuneration report,
- Question form,
- Proposals for resolutions by the Management Board and the Supervisory Board,
- Declaration pursuant to Section 87 AktG.

IV. RECORD DATE AND REQUIREMENTS FOR PARTICIPATING IN THE GENERAL MEETING OF SHAREHOLDERS

The entitlement to participate in the virtual General Meeting of Shareholders and to exercise the voting right and other shareholders' rights which may be exercised in the course of this virtual General Meeting of Shareholders in accordance with the COVID-19-GesG and the COVID-19-GesV depends on the shareholding as at the end of **4 July 2022** (Midnight, Vienna time) (record date).

Only those persons being shareholders as at the record date and proving this to the Company are entitled to participate and exercise their shareholders' rights in the virtual General Meeting of Shareholders in accordance with the COVID-19-GesG and the COVID-19-GesV.

A deposit confirmation pursuant to Section 10a AktG is to be submitted as proof of the shareholding as at the record date no later than **11 July 2022** (Midnight, Vienna time), exclusively using one of the following means of communications and addresses:

- (i) For transmitting the deposit confirmation in written form which meets the criteria of Section 17 (3) of the Articles of Association
- Via e-mail **anmeldung.doco@hauptversammlung.at**
(Please send deposit confirmations in PDF format)
- Via telefax: +43 (1) 8900 500 - 50
- (ii) For transmitting the deposit confirmation in writing
- Via mail or messenger DO & CO Aktiengesellschaft
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60
- Via SWIFT GIBAATWGGMS
(Message type MT598 or MT599,
absolutely required to state ISIN AT0000818802 in the text)

If the deposit confirmation does not reach the Company in time, a special proxy holder cannot be effectively appointed nor can the shareholders' right to information be effectively exercised.

The shareholders are asked to refer to the custodian bank for having a deposit confirmation issued and transmitted.

The record date has no effect on the right to sell shares and is of no significance for the entitlement to dividends.

Deposit confirmation pursuant to Section 10a AktG

The deposit confirmation must be issued by the custodian bank and domiciled in a member state of the European Economic Area or in a full member state of OECD or by MKK Merkezi Kayit Kurulusu A.S., Reşitpaşa Mahallesi Borsa İstanbul Caddesi No:4, 34467 Sarıyer, Istanbul, Turkey, and it must include the following information:

- Information on the issuer: name/company name and address or code customarily used for transactions between credit institutions (SWIFT code),
- Information on the shareholder: name/company name and address, date of birth if the shareholder is a natural person, register and register number if the shareholder is a legal entity,

- Information on the shares: number of shares held by the shareholder, ISIN AT0000818802 (internationally used security identification number),
- Deposit number, securities account number or other designation,
- Point in time or period of time covered by the deposit confirmation,

In order to serve as proof of the shareholding for attendance in the General Meeting of Shareholders, the deposit confirmation must refer to the end of the record date, **4 July 2022** (Midnight, Vienna time).

Deposit confirmations are accepted in German or English.

V. APPOINTMENT OF A SPECIAL PROXY HOLDER AND THE PROCEEDINGS TO BE COMPLIED WITH

Each shareholder entitled to attend the virtual General Meeting of Shareholders in accordance with COVID-19-GesG and the COVID-19-GesV and having proved this to the Company as stipulated in Item IV. of this invitation has the right to appoint a special proxy holder.

The filing of a motion for a resolution, the exercising of the voting right and the raising of an objection in this virtual General Meeting of Shareholders of **DO & CO Aktiengesellschaft** on **14 July 2022** may only be performed by a special proxy holder, whose costs are to be borne by the Company pursuant to Section 3 (4) COVID-19-GesV.

The following persons who are qualified and independent from the Company are nominated as special proxy holders:

- (i) Florian Beckermann
c/o IVA - Interessenverband für Anleger,
1130 Vienna, Feldmühlgasse 22
beckermann.doco@hauptversammlung.at
- (ii) Martin Abram (solicitor practicing in Austria)
c/o Schindler Rechtsanwälte GmbH
1010 Vienna, Kohlmarkt 8-10
abram.doco@hauptversammlung.at
- (iii) Lawyer, Daniel Reiter (solicitor practicing in Austria)
c/o bpv Hügel Rechtsanwälte GmbH
2340 Mödling, Enzersdorferstraße 4
reiter.doco@hauptversammlung.at
- (iv) Lawyer, Christian Temmel (solicitor practicing in Austria)
c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH
1010 Vienna, Schottenring 14
temmel.doco@hauptversammlung.at

Each shareholder may choose one of the four persons stated above as their special proxy holder and may grant this person a proxy.

Pursuant to Section 3 (4) COVID-19-GesV, it is not permissible to grant a proxy to any other person.

For granting a proxy to the special proxy holders, an **authorisation form for proxy holders** will be available on the **website** of the Company under **www.doco.com** no later than **23 June 2022**. We kindly ask to use this authorisation form for proxy holders.

The provisions set forth in the **Information regarding attendance** have to be complied with regarding the granting of a proxy, the possibilities for transmission of such and regarding the deadlines.

It is explicitly excluded to personally hand over the proxy at the location of the General Meeting of Shareholders.

VI. INFORMATION REGARDING SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

1. Shareholders adding items to the agenda pursuant to Section 109 AktG

Shareholders whose shares individually or in the aggregate make up 5% of the share capital and who have owned the shares for a minimum of three months prior to filing the request may request in writing that **additional items** will be added to the agenda and announced, provided that such request in writing has reached the Company by mail, messenger or SWIFT GIBAATWGGMS (message type MT598 or MT599, absolutely required to state ISIN AT0000818802) exclusively at its location in **1010 Vienna, Stephansplatz 12, Attn. Ms. Bettina Höfinger**, or, if via e-mail to **investor.relations@doco.com** using a qualified electronic signature, or via SWIFT to the address GIBAATWGGMS no later than on **23 June 2022** (Midnight, Vienna time). "In writing" means signed personally or duly signed by the requesting shareholder or, if sent by e-mail, with qualified electronic signature or if transmitted via SWIFT using message type MT598 or type MT599, in which case it is absolutely required to state ISIN AT0000818802 in the text.

Each agenda item requested in such way must be accompanied by a draft resolution including justification. The agenda item and draft resolution, but not its justification, must – in any case – also be drawn up in German. In order to prove ownership of shares, a deposit confirmation pursuant to Section 10a AktG must be submitted, confirming that the requesting shareholder has been the owner of the shares for a minimum of three months prior to filing the request, and at the time of its submission to the Company, said certificate must not be older than seven days. Multiple deposit confirmation s regarding

shares that only in the aggregate convey a share of investment of 5% must refer to the same point in time (date and time).

Regarding other requirements for the deposit confirmation, reference is made to the comments on the eligibility for attending the meeting (Item IV. of this invitation.

2. Draft resolutions by shareholders for agenda items pursuant to Section 110 AktG

For each item on the agenda, shareholders whose shares in the aggregate make up 1% of the share capital may submit in writing **proposals regarding the resolution** including a justification, and request that these proposals, together with the names of the respective shareholders, their justification to be enclosed, and, possibly, a comment by the Management Board or Supervisory Board, be published on the Company's website as noted in the Austrian Company Register, provided that such request in writing is received by the Company no later than **5 July 2022** (Midnight, Vienna time) at the Company address **1010 Vienna, Stephansplatz 12, Attn. Ms. Bettina Höfinger**, or by e-mail to **investor.relations@doco.com**, with the request to be enclosed to the e-mail in written form, e.g. as PDF.

When **proposing the appointment of a member of the Supervisory Board**, the justification is to be replaced by the declaration of the nominated person pursuant to Section 87 (2) AktG.

Since the Company's Supervisory Board consists of only four capital representatives, DO & CO Aktiengesellschaft is not within the scope of Section 86 (7) AktG (gender quota) and is thus not required to make any disclosures pursuant to Section 110 (2) 2nd sentence in conjunction with Section 86 (7) and (9).

If declarations are required to be made in written form within the meaning of Section 13 (2) AktG, the declaration must be made in form of an official document or in another manner suitable for permanent reproduction in writing, the person making the declaration must be named and the conclusion of the declaration must be clearly demonstrated by reproduction of the signature or otherwise. The draft resolution, but not its justification, must – in any case – also be drawn up in German.

In order to prove ownership of shares, a deposit confirmation pursuant to Section 10a AktG must be submitted, which, at the time of its submission to the Company, must not be older than seven days. Multiple deposit confirmations regarding shares that only in the aggregate convey a share of investment of 1% must refer to the same point in time (date and time).

Regarding other requirements for the deposit confirmation, reference is made to the comments on the eligibility for attending the meeting (Item IV. of this invitation.

3. Shareholders' right to information pursuant to Section 118 AktG

Upon their request, shareholders are entitled to be informed at the General Meeting of Shareholders about Company affairs to the extent necessary for their proper assessment of an item on the agenda. The obligation to give information also extends to the Company's legal relationship with affiliated companies and the business situation of the Group and the companies included in the consolidated financial statements.

The information may be refused if, according to reasonable entrepreneurial judgment, it is suitable to significantly harm the Company or an affiliated company, or if provision of such information would be subject to penalty.

A proof of entitlement to attend the meeting (Item IV. of the invitation) and the granting of a corresponding proxy to the special proxy holder (Item V. of the invitation) are prerequisite for exercising the shareholders' right to information.

Explicit reference is made to the fact that the **right to information and the right to speak during the virtual General Meeting of Shareholders** may be exercised by the shareholders themselves by means of electronic mail exclusively by sending the questions or speeches by e-mail directly to the Company exclusively to the e-mail address **fragen.doco@hauptversammlung.at**.

The shareholders are asked to submit all **questions already prior to the General Meeting of Shareholders in written form** by e-mail to the address **fragen.doco@hauptversammlung.at** in such timely manner that they **reach the Company** no later than on the third working day prior to the General Meeting of Shareholders, i.e. **11 July 2022**. This serves to maintain the meeting's efficiency for the benefit of all attendants in the General Meeting of Shareholders, in particular with regard to questions requiring more time for preparation.

In doing so, you provide the Management Board with the opportunity to prepare for your questions as precisely as possible and answer them in the quickest possible way.

Please use the **question form** available at the Company's website under **www.doco.com**. In case this question form is not used, the person (name/company, date of birth/Austrian Company Register number of the shareholder) must be stated in the corresponding e-mail. In order to enable the Company to establish the identity of the shareholder and that it matches the deposit confirmation, we kindly ask you to include your deposit confirmation number in the e-mail.

Please note that during the General Meeting of Shareholders, **the Chairman may determine adequate timely restrictions**.

More detailed information and modalities on exercising the shareholders' right to information pursuant to Section 118 AktG are determined in the **Information regarding attendance**.

4. Shareholders' requests in the General Meeting of Shareholders pursuant to Section 119 AktG

In the virtual General Meeting of Shareholders, each shareholder is entitled to file requests with regard to any item on the agenda through their special proxy holder in accordance with COVID-19-GesG and the COVID-19-GesV, no matter the amount of shareholding.

Requests may, however, only be transmitted to the proxy holder who has been authorised by the respective shareholder, and filed by this proxy holder in the General Meeting of Shareholders.

The moment until which instructions for requests to the special proxy holder will be possible is determined by the Chairman in the course of the virtual General Meeting of Shareholders.

This requires proof of entitlement to attend the meeting pursuant to Item IV. of this invitation **and** the granting of a corresponding proxy **to the special proxy holder** pursuant to Item V. of this invitation.

For filing a **shareholder's request regarding the agenda item 7. "Appointments to the Supervisory Board"**, it is, however, absolutely necessary to transmit in a timely manner a draft resolution pursuant to Section 110 AktG: Persons to be appointed to the Supervisory Board may only be nominated by those shareholders whose shares in the aggregate make up 1% of the share capital. Such nominations must reach the Company in the manner specified above (Item VI. (2)) no later than **5 July 2022**. Each nomination must be accompanied by a declaration pursuant to Section 87 (2) AktG by the person nominated regarding their professional qualification, job responsibilities and similar functions as well as all conditions that might justify the concern for any bias.

Otherwise, the shareholder's request for appointment of a member to the Supervisory Board may not be taken into account in the voting process.

The provisions of the minimum share requirement pursuant to Section 86 (7) AktG are not applicable to DO & CO Aktiengesellschaft.

Further information and modalities on exercising the shareholders' right to filing a request pursuant to Section 119 AktG are determined in the **Information regarding attendance**.

5. Information on data protection for the shareholders

DO & CO Aktiengesellschaft processes personal data (in particular data pursuant to Section 10a (2) AktG, that is name, address, date of birth, number of the deposit of securities, number of shares of a shareholder, class of shares (if required), number of the voting card as well as, if applicable, name and date of birth of the authorised person) on the basis of the applicable data protection laws and the AktG in order to enable the shareholders to exercise their rights in the General Meeting of Shareholders.

The processing of personal data of the shareholders is absolutely necessary for the attendance of the shareholders and their representatives in the General Meeting of Shareholders. **DO & CO Aktiengesellschaft** is responsible for such processing of data. Article 6 (1) c) General Data Protection Regulation serves as basis for the processing of data.

The service providers of **DO & CO Aktiengesellschaft**, which are commissioned for the purpose of organising the General Meeting of Shareholders, only receive such personal data from **DO & CO Aktiengesellschaft** which they require for providing the commissioned service and they only process the data in line with **DO & CO Aktiengesellschaft's** instructions.

Each shareholder, at any time, has the right to access, the right to rectification, the right to restriction, the right to object and the right to erasure with regard to the processing of personal data, as well as the right to data transmission according to Chapter III of the General Data Protection Regulation. All data of shareholders will be erased when the statutory retention period is over. The shareholders may claim these rights vis-à-vis **DO & CO Aktiengesellschaft** free of charge via the e-mail address **investor.relations@doco.com** or using the following contact details:

DO & CO Aktiengesellschaft

1010 Vienna, Stephansplatz 12

In addition, the shareholders have the right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 of the General Data Protection Regulation.

You may reach **DO & CO Aktiengesellschaft's** data protection officer under:

DO & CO Aktiengesellschaft

Date Protection Officer

1010 Vienna, Stephansplatz 12

E-mail: **datenschutz@doco.com**

Further information on data protection is available on the website of **DO & CO Aktiengesellschaft** under **www.doco.com**.

VII. FURTHER DISCLOSURES AND INFORMATION

Total number of shares and voting rights

At the time the General Meeting of Shareholders is convened, the Company's share capital totals € 19,488,000.00, divided into 9,744,000 non-par value bearer shares. Each share grants the holder one vote. The total number of voting rights consequently totals 9,744,000 at the time the General Meeting of Shareholders is convened. At the time the

General Meeting Shareholders is convened, the Company does not hold any own shares, whether directly or indirectly.

There are not several classes of shares.

No physical presence

We again expressly draw your attention to the fact that neither shareholders nor guests may participate in person at the location of the General Meeting of Shareholders in the upcoming General Meeting of Shareholders conducted as a virtual General Meeting of Shareholders pursuant to the COVID-19-GesV.

Vienna, June 2022

The Management Board