



**INVITATION to the
25th Annual General Meeting of Shareholders of Wolford Aktiengesellschaft
("company") with its registered seat in Bregenz**

AGENDA

Date: September 11, 2012
Time: 2:00 p.m.
Place: Wolford AG, Wolfordstr. 1, 6901 Bregenz, Austria
FN: 68605 s
ISIN: AT0000834007

- 1. Presentation of Wolford Aktiengesellschaft's approved individual financial statements and consolidated financial statements for the fiscal year ending April 30, 2012, including the Management Report, Group Management Report and the Report of the Supervisory Board for the 2011/12 fiscal year.**
- 2. Resolution on the appropriation of earnings for the year ending April 30, 2012.**
- 3. a) Resolution on the discharge of the members of the Executive Board for the 2011/12 fiscal year.
b) Resolution on the discharge of the members of the Supervisory Board for the 2011/12 fiscal year.**
- 4. Elections to the Supervisory Board**
- 5. Election of the independent auditor for the 2012/13 fiscal year.**
- 6. Resolution on determining the remuneration to be paid to Supervisory Board members for the 2011/12 fiscal year.**
- 7. Resolution on a new version of the Articles of Association in line with the Austrian Company Law Amendment Act 2011.**

Further information is available at: www.wolford.com/shareholdermeeting.

In particular, the following documents will be available for viewing on the company's Website starting on August 7, 2012 and will also be available at the Annual General Meeting of Shareholders:

- Individual financial statements
- Corporate Governance Report
- Consolidated financial statements
- Management Report
- Proposal for the appropriation of earnings
- Report of the Supervisory Board
- Information on the rights of shareholders pursuant to Section 106 (5) Austrian Stock Corporation Act (AktG)

- Forms for proxy authorization and revocation of proxy
- Documents relating to the qualifications of the Supervisory Board candidates
- Resolutions for items 2-7 on the agenda of the Annual General Meeting of Shareholders
- Comparison of the former and new version of the Articles of Association

Record date, participation in the Annual General Meeting of Shareholders and participation by proxy

Shareholders are entitled to participate in the Annual General Meeting of Shareholders and to exercise their voting rights if they provide evidence of their shareholding no later than the end of the tenth day prior to the shareholders' meeting (record date). For bearer shares in the company deposited with a depository credit institution, it is sufficient to have a confirmation on the record date (end of day on September 1, 2012) pursuant to Section 10a Para. 2 Austrian Stock Corporation Act (AktG) in German or in English issued by a depository credit institution whose registered office is in a member state of the European Economic Area or in a full member state of the OECD (certificate of deposit). This certificate of deposit must be received by the company no later than on **September 6, 2012** in text form (please send by mail to: Oesterreichische Kontrollbank AG, Dept. KMS/HV Operation Center 1, Strauchgasse 1-3, 1st floor, A-1010 Vienna; or by facsimile to: +43 (0) 1 928 90 60; or by e-mail to: hv.anmeldung-1@oekb.at), and shall not be more than seven days old at the time it is presented to the company. In the case of bearer shares which have not been deposited in a securities deposit account with a depository institution, a written confirmation provided by the company or by a notary public with a registered office in Austria, for which the above-mentioned requirements for the deposit confirmation shall apply mutatis mutandis, shall suffice, in accordance with Section 10a Para. 2 Stock Corporation Act.

Every shareholder entitled to participate in the Annual General Meeting of Shareholders has the right to appoint a representative who will attend the meeting on behalf of the shareholder, and who is vested with the same rights as the shareholder whom he/she represents. The proxy authorization or revocation must be conferred on a specific person (natural or legal) in text form, and must be sent to the above-mentioned contact data of Oesterreichische Kontrollbank. It is sufficient to convey this in text form. The shareholders are asked to use the forms available on the Website of the company (www.wolford.com/shareholdermeeting) which can also be sent to them upon request. The shareholders are hereby notified that the appointment of a proxy holder does not preclude fulfilling the pre-requisites for taking part in the Annual General Meeting of Shareholders, as described in paragraph 1.

The documents which must be made available to shareholders pursuant to Section 108 Para. 3-5 AktG shall be available to shareholders for inspection starting on August 07, 2012 at the company headquarters, Wolfordstrasse 1, A-6901 Bregenz, during normal business hours and on the company Website at www.wolford.com/shareholdersmeeting. The company

Website also includes further information on the legal rights of shareholders to request that items be put on the agenda up to the 21st day prior to the Annual General Meeting of Shareholders (Section 109 AktG), to propose resolutions up to the seventh day prior to the Annual General Meeting of Shareholders (Section 110 AktG) as well as to request information at the Annual General Meeting of Shareholders (Section 118 AktG).

Copies of the resolutions on the agenda proposed to the Executive Board may be requested by shareholders and obtained free of charge from the Executive Board of the company. Questions whose answers require longer preparation should be submitted in writing to the Management Board well before the shareholder meeting in order to avoid that the meeting be unnecessarily prolonged.

Note pursuant to Section 83 Para. 2 (1) Stock Exchange Act: As of the date of this invitation to the Annual General Meeting of Shareholders, the company has issued a total of 5,000,000 non-par value bearer shares, each of which is entitled to one vote. 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 (6) Stock Exchange Act. Accordingly, there are 4,900,000 shares with voting rights.

Bregenz, August 2012

The Executive Board

Disclaimer: The English translation of the agenda for the 25th Annual General Meeting of Shareholders of Wölford AG is non-binding. Only the German version of the agenda is definitive.