

## **Agenda item 2**

### **Proposal of the Executive Board and Supervisory Board**

The Executive Board and the Supervisory Board propose to distribute a dividend of €0.29 per share to 347,415,686 no-par shares from the distributable profit of financial year 2016, i.e. a total of €100,750,548.94.

Trading ex dividend at the Vienna Stock Exchange will be possible as from 12 April 2017. The Record date “dividends” is 13 April 2017. Payment of the dividend will be made as from 25 April 2017 through crediting by the custodian bank.

## **Agenda item 3**

### **Proposal of the Executive Board and Supervisory Board**

The members of the Executive Board acting in fiscal year 2016 shall be discharged from liability for this period of time.

## **Agenda item 4**

### **Proposal of the Executive Board and Supervisory Board**

The members of the Supervisory Board acting in fiscal year 2016 shall be discharged from liability for this period of time.

## **Agenda item 5**

### **Proposal of the Supervisory Board**

In December 2016, the Audit Committee of the Supervisory Board obtained offers for the 2017 audit during a tender process and evaluated them on the basis of transparent price and quality criteria. In the process, Deloitte Audit Wirtschaftsprüfungs GmbH, Wien, was determined to be the best suited vendor.

On the basis of the Audit Committee's recommendation, the Supervisory Board decided to propose to the Annual General Meeting to appoint Deloitte Audit Wirtschaftsprüfungs GmbH, Wien, as auditor of the annual financial statements and the consolidated financial statements for financial year 2017.

## **Agenda item 6**

### **Proposal of the Supervisory Board**

Following the election of the members of the Supervisory Board by the 68 Annual General Meeting on 22 April 2015, the Supervisory Board consisted of 15 members, ten of which were members elected by the General Meeting. On principle, the term of office of all elected members of the Supervisory Board will end at the 73<sup>rd</sup> Annual General Meeting in 2020.

As Dr. Gilbert FRIZBERG has resigned as member with the end of the 70<sup>th</sup> Annual Meeting, it has become necessary to elect one new member to the Supervisory Board to maintain the previous number of members.

The Supervisory Board proposes to elect one new member at the 70<sup>th</sup> Annual General Meeting, so that, following the election, the Supervisory Board will once again be composed of ten members elected by the General Meeting. This member of the Supervisory Board are to be elected until the end of the regular supervisory board office term, in other words, until the Annual General Meeting during which approval for financial year 2019 would be resolved.

The Supervisory Board proposes that the following candidate be elected:

- 1) Dr. Gerhard ROISS

For the candidate proposed for election, a statement is available pursuant to sec. 87 subs. 2 AktG, outlining the person's professional qualifications, professional or comparable functions and a statement confirming that there are no circumstances that could give reason for concern in respect to any potential bias, and that there are no final judgements due to a criminal offense, which would call into question the candidate's professional reliability as member of the Supervisory Board.