



Annex./B Rules under company law

Issuers whose registered office is outside Austria have to publish and keep up-to-date the company law provisions applicable to them on their websites, at least with respect to the following rules.

No subscription for own shares

The shares of a company may not be subscribed for by the company itself.

A subsidiary may not subscribe for shares of a company as founder or subscriber or in the exercise of a subscription right. The validity of such subscription is not affected by an infringement of this rule.

Any founder or subscriber or person exercising a subscription right who has subscribed for shares on behalf of a company or subsidiary, may not claim that he has not subscribed for the shares on his own account. He is liable for the full capital contribution, without regard to any agreements entered into with the company or the subsidiary. Before subscribing for the share on his own account, he cannot derive any rights from the share.

No repayment of capital

Capital contributed by shareholders may not be repaid to them; they are entitled, as long as the company exists, only to the net income following from the annual balance sheet, unless it is excluded from distribution under any law or the articles of association. The payment of the cost of acquisition in the case of admissible acquisition of own shares is not considered as repayment of capital.

Profit participation of shareholders

The shareholders' shares in the company's profit are determined on the basis of their shares in the company's subscribed capital.

If the capital contributed to the company's share capital is not paid in the same proportion with respect to all shares, the shareholders will receive an amount of four per cent from the profit available for distribution; if the profit is not sufficient, the amount will be based on a lower rate. Capital contributed during the business year will be accounted for in proportion to the time that has elapsed since the contribution.

The articles of association may provide for another type of profit participation.

Amendment to the articles of association

Any amendment to the articles of association requires a resolution by the general meeting. The general meeting may delegate to the supervisory board the power to make amendments of a mere editorial nature.



A resolution on any amendment to the articles of association may only be adopted if the intended amendment has been announced in terms of substance in an express and timely manner.

The valid decisions on special rights, formation expenses, contributions in kind and the acquisition of assets may only be changed upon expiry of the period of limitation.

The resolution of the general meeting requires a majority of at least three quarters of the share capital represented when the resolution is passed. The articles of association may provide for another capital majority, in respect of any amendment of the objects of the company however only for a larger capital majority. It may also provide for additional requirements.

If the existing proportion of several classes of shares is to be changed to the detriment of a particular class, a valid decision by the general meeting will require that a decision be taken in a separate vote by the affected shareholders, such decision being subject to sentences 1 and 2 of the preceding paragraph. The disadvantaged shareholders may adopt a resolution only if the separate vote has been announced in an express and timely manner.

Withdrawal of right of pre-emption

In the event of a capital increase, any shareholder who so requests must be allocated some of the new shares in proportion to the capital represented by his share.

That right of pre-emption may be withdrawn, as a whole or in part, only by the resolution on the increase in share capital. In this case, the resolution requires, in addition to the requirements provided by law or the articles of association, a majority comprising at least three quarters of the share capital represented when the resolution is passed. The articles of association may provide for a larger capital majority and provide for additional requirements.

Acquisition of own shares

The issuer shall disclose the rules under national law applying to the acquisition of own shares. He shall disclose, in particular:

- the purposes for which own shares may be acquired
- in the event of acquisition of own shares, the maximum amount of the share in the share capital permitted under national law
- rules concerning the duration of the repurchase program
- the required resolutions, including the responsible bodies and the majority requirements for adopting resolutions
- the requirements for information to be published in connection with the acquisition of own shares

The same applies accordingly to the sale of own shares.