

**QUESTIONNAIRE FOR THE VOLUNTARY EXTERNAL EVALUATION OF COMPLIANCE WITH THE AUSTRIAN CODE OF CORPORATE GOVERNANCE**

This questionnaire has been prepared by the Austrian Working Group for Corporate Governance and is designed to ensure the highest level of uniformity in the voluntary, external evaluation as a means to guarantee the highest degree of comparability of the evaluation results. The objective of the evaluation is to make available to the public an overview of the status of compliance of those companies, which have publicly declared their adherence to corporate governance principles. We would like to point out that this external evaluation is merely a recommendation in the sense mentioned in the Preamble to the Code of Corporate Governance and does not constitute a Code Rule in the narrower sense of the word (L-C-R Rules). Therefore, the use of the questionnaire is also voluntary. This questionnaire has been designed to give investors an easy-to-understood and quick overview of a company's corporate governance practices. Therefore, the completed questionnaires may be published by the companies to meet this end.

The questionnaire is divided into one part with the questions organized to follow the comply-or-explain principle of the C Rules of the Code, and into a second part containing the R Rules of the Code. The L Rules of the Code have not been included, because law mandates compliance with these rules. The field with the heading "Notes of the reviewing organization" is for the use of the reviewer, especially for explanations as to whether a company has satisfactorily explained in an understandable manner its non-compliance with a C Rule. When selecting a reviewing organization, please ensure that it meets at least the following requirements: It must be independent of the company being reviewed; it may not pursue any own interests; it must have the necessary expert knowledge and must observe the obligation to maintain secrecy.

Company reviewed:

Period reviewed:

Reviewing organization:

Principles and procedure of the evaluation:

Part I C Rules

Chapter II Shareholders and the General Meeting

Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
2	1	Does the principle of “one share, one vote” apply to your company, i.e., has the company issued only shares with one voting right per share, but with no special rights?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	1	Was the general meeting convened at least three weeks prior to the date of the general meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	2	Did the company publish the invitation on its website at least one week before the general meeting (date, place, agenda)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	3	Were the motions and documents that must be presented to the shareholders by law published at least one week in advance of the general meeting on the website with the possibility of downloading? Such motions and documents may refer e.g. to changes to the articles of incorporation, to the content of the stock option plans and to the report of the management board explaining the reasons for the exclusion of subscription rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	4	Were any other motions such as dividend distribution proposals, remuneration of members of the supervisory board, election of an auditor and any countermotions – insofar as notified to the company in time – published on the website at least one week in advance of the general meeting with the possibility of downloading?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	1	Have the detailed voting results as well as any changes to the articles of incorporation been published on the website immediately after the close of the general meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

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**Chapter III Cooperation between the Supervisory Board and the Management Board**

Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
10	1	Does a joint statement by the supervisory board and the management board exist declaring that open discussions are conducted between supervisory board members and management board members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10	2	Does a statement of the management board exist declaring that open discussions are conducted among the members of the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12	1	Are the documents for supervisory board meetings made available as a rule at least one week before the respective meeting?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Chapter IV Management Board**

Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
16	1	Does the management board consist of several persons?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16	2	Is there a chairperson of the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16	3	Do the internal rules of procedure contain a clear distribution of responsibilities and rules for the mode of cooperation within the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
17	1	Are communication tasks relating to major issues the direct responsibility of the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
18	1	Has a separate staff unit to the management board been created for internal auditing or has this task been delegated to a competent external institution?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
18	2	Are the report on the internal auditing plan and any material findings presented to the accounting committee at least once a year?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
25	1	Has the supervisory board refrained from repealing non-competition clauses?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
26	1	Does the acceptance by a management board member of a position in a body of a company outside the group such as on the management board, supervisory board or as a managing director require the approval of the supervisory board or a committee?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
26	2	Do the internal rules of procedure contain provisions that require the approval of the management board for a member of senior management to accept similar positions in bodies of a company outside the group?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
27	1	Is the remuneration of a member of the management board governed by the area and scope of responsibility of such member?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
27	2	Does the remuneration of the management board members contain fixed and performance-linked components?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
27	3	Do the performance-linked components have criteria that take account of the attainment of corporate targets and the economic situation of the company?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
27	4	Do the same principles apply to members of senior management?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
28	1	Have comparison parameters been defined for stock option plans? <sup>1</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
28	2	Does the stock option plan contain criteria for achieving sustainable value creation?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
28	3	Has re-pricing in the review period been avoided, excluded or restricted to exceptional cases for which objective, well-founded reasons can be given?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
28	4	Are changes to stock option plans explained and disclosed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>1</sup> Questions 1 to 6 to Rule 28 should only be answered if a stock option plan exists.

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
28	5	Does the stock option plan define blocking periods and exercise periods as well as the timeframe for exercising stock options?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
28	6	Does the general meeting decide on stock option plans for the management board and on any changes to such plans?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
30	1	Are the fixed and performance-linked components of the total remuneration of the management board members disclosed in the annual report?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Chapter V Supervisory Board**

Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
34	1	Has the supervisory board adopted internal rules of procedure for its work?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
34	2	Do these rules of procedure contain the information and reporting obligations of the management board insofar as they are not already defined in the internal rules of procedure of the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
34	3	Does the reporting obligation apply to subsidiaries as well?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
36	1	Have additional supervisory board meetings been held in addition to the statutory number of meetings (4 per year)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
37	1	Does the chairperson of the supervisory board regularly communicate with the chairperson of the management board and discuss the strategy, the course of business and the risk management of the company?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
38	1	Does a pre-defined (structured) appointment procedure exist for the appointment of management board members? <sup>2</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>2</sup> Only complete if a management board was appointed during the reporting period.

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
38	2	Has a job specification been defined for the management board that takes into account the company's business focus and situation? <sup>3</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
38	3	Does the supervisory board or a committee pay due attention to the issue of successor planning in their deliberations?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
38	4	Has an age limit been defined in the articles of incorporation for management board members or has such a limit been defined in the internal rules of procedure for an interim period <sup>4</sup> ?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
39	1	Do committee chairpersons report regularly to the supervisory board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
39	2	Does a committee exist that has the authorisation to take decisions in urgent cases?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
40	1	Has an accounting committee been set up if the supervisory board has more than six members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
42	1	Has a strategy committee been set up if the supervisory board has more than six members?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
43	1	If the supervisory board has more than six members, has a human resources committee been set up or have these matters been delegated to the strategy committee?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
45	1	Do supervisory board members refrain from assuming functions on boards of other companies, which are competitors?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>3</sup> Only complete if a management board was appointed during the reporting period.

<sup>4</sup> See the Working Group's interpretation of Rule 54 at [www.corporate-governance.at](http://www.corporate-governance.at)

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
46	1	Were any conflicts of interest immediately disclosed to the chairperson of the supervisory board or do other relevant provisions for such cases exist?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
47	1	Has the company, which has no banking license, not granted any loans (goods or cash) that are beyond the scope of routine daily business transactions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
48	1	Have all members of the supervisory board acknowledged the rules of the Compliance Decree for Issuers in writing?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
49	1	Do contracts <sup>5</sup> – especially consulting contracts entered into by the company with members of the supervisory board or with companies closely related to such members – (except for those that are part of routine daily business transactions) require the consent of the entire supervisory board, and if applicable, has such consent been obtained?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
49	2	Are such contracts and the respective fees disclosed in the annual report?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
51	1	Is documentation provided at the general meeting to enable participants to assess the adequate personal qualification of the supervisory board candidates <sup>6</sup> ?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
51	2	If a company has a free float of more than 25%, is there at least one member on the supervisory board to represent the interests of the group of shareholders owning such free float?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
51	3	Is the number of members on the supervisory board (exclusive of employees' representatives) at the maximum ten?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>5</sup> Regarding the contracts subject to these provisions, also refer to the Working Group's interpretations of Rule 49 at [www.corporate-governance.at](http://www.corporate-governance.at)

<sup>6</sup> Only complete if a supervisory board was appointed during the reporting period.

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
52	1	Are there none or not more than three former members of the management board or senior management on the supervisory board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
54	1	Do the supervisory board members hold no more than eight positions on supervisory boards of Austrian and foreign listed companies (position of chairperson counts twice)?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
54	2	Do supervisory board members holding a position on the management board of a listed company hold no more than four supervisory board mandates (position of chairperson counts twice) in companies not belonging to the group?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
54	3	Has an age limit been defined in the articles of incorporation for supervisory board members or such a limit defined for an interim period in the internal rules of procedure <sup>7</sup> ?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
56	1	When a supervisory board member fails to personally attend more than half of the meetings, is this fact stated in the report of the supervisory board? <sup>8</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Chapter VI Transparency and Auditing**

Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
58	1	Does the annual report contain a declaration of commitment to comply with the Austrian Code of Corporate Governance?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
58	2	Has such declaration been disclosed on the website of the company?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
58	3	Has the annual compliance declaration including deviations therefrom been published?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

<sup>7</sup> See the Working Group's interpretation of Rule 54 at [www.corporate-governance.at](http://www.corporate-governance.at)

<sup>8</sup> Only complete if such absences occurred.

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Rule	Question No.	Question	COMPLY			EXPLAIN			Notes of the reviewing organization
			Yes	Yes	No	Yes	No		
61	1	Has the company disclosed on its website and in the annual report – if it has knowledge thereof – the current shareholder structure broken down by geographical origin and type of investor, any cross-holdings, the existence of syndicate agreements, restrictions to voting rights, registered shares and their related rights and restrictions?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
61	2	Were the latest changes to voting rights disclosed on the website?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
63	1	Were the quarterly reports prepared in accordance with internationally recognized accounting standards?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
63	2	Have material deviations in the course of the year from previously published targets been explained in the company's regular disclosures and reports? <sup>9</sup>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
64	1	Has capital market relevant information from presentations and analysts conferences been made available to all shareholders at the same time?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
65	1	Has the period of four months for publishing consolidated financial statements been observed?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
65	2	Has the period of two months for publishing quarterly reports been observed?							
65	3	Have the reports been made available in English as well?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
65	4	Have the reports been made available on the company's website?							
65	5	Have the individual financial statements required by the Austrian Commercial Code been made available at the same time as the consolidated financial statements?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

<sup>9</sup> Only complete if deviations of this type occurred during the reporting period.

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
			Yes	Yes	No	
66	1	Do the consolidated financial statements contain pertinent information on the significant risks and the principle risk management instruments applied?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
68	1	Has a contact person for investor relations been appointed and such person's contact details published on the company's website?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
69	1	Are any reported director's dealing immediately disclosed on the company's website and is such information kept on the website for at least three months, or has a reference (link) been made to the corresponding website of the Financial Market Authority?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
70	1	Has a calendar of corporate financial events for the coming business year that includes the content stipulated in the Code been prepared at the latest by the end of the business year and published immediately on the company's website?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
70	2	Has this calendar of corporate financial events also been included in the annual report?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
73	1	Does the auditor's report on the consolidated financial statements state the application of internationally recognised auditing principles?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
76	1	Before presenting a proposal for the appointment of an auditor, has the accounting committee requested the relevant declaration regarding the independence of the auditor?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
76	2	Does the declaration explain which other services- especially consulting services - were provided in the preceding business year and state the services contractually agreed on for the following year?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
77	1	Has the auditor submitted a management letter to the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
77	2	Has the management letter been brought to the notice of the chairperson of the supervisory board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

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Rule	Question No.	Question	COMPLY	EXPLAIN		Notes of the reviewing organization
77	3	Was the management letter dealt with by the supervisory board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
78	1	Has the auditor reported on the effectiveness of the company's risk management to the management board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
78	2	Has this report been brought to the notice of the chairperson of the supervisory board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
78	3	Was the report dealt with by the supervisory board?	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

**Part II: R – Rules**

Rule	Question No.	Question	Compliance Yes	Notes of the reviewing organization
3	1	Has the company included a clause in the articles of incorporation that excludes the applicability of the maximum permissible reduction of 15% on the purchase price in the case of a mandatory bid as allowed under the Takeover Act as a means to ensure the equal treatment of all shareholders?	<input type="checkbox"/>	
5	1	Have the candidates for the election of the supervisory board been announced and presented (name, age, professional experience) one week prior to the general meeting on the condition that the company has received this information officially and in a timely manner?	<input type="checkbox"/>	
7	1	Does the company give shareholders the best possible support for participating in general meetings and exercising their rights?	<input type="checkbox"/>	
21	1	Has the company also defined confidentiality areas – as far as economically reasonable – also throughout the company group?	<input type="checkbox"/>	
31	1	Is the remuneration of management board members reported for each member separately?	<input type="checkbox"/>	
41	1	Is it the case that the chairperson of the accounting committee is not a former member of the management board?	<input type="checkbox"/>	

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Rule	Question No.	Question	Compliance Yes	Notes of the reviewing organization
53	1	Is it the case that not more than one-quarter of the shareholders' representatives on the supervisory board are related by family (direct offspring, spouses, parents) or have a similar close relationship with other members of the boards?	<input type="checkbox"/>	
55	1	Is it the case that the members of the management boards of different companies are not members of the supervisory boards of each other's companies?	<input type="checkbox"/>	
71	1	Does the company regularly organise information events, and if demand is high every quarter, for analysts and investors and does it make the documents used at these events available on its website?	<input type="checkbox"/>	
72	1	Does the company simultaneously make available on its website all financial information on the company that has been published through other media?	<input type="checkbox"/>	
72	2	Does the company follow the applicable rules for publication on the website?	<input type="checkbox"/>	
79	1	When making a proposal for the appointment of an auditor, has the supervisory board also taken into account whether the auditor submits to a peer review on a regular basis or any other equivalent quality assurance procedure?	<input type="checkbox"/>	