

Draft resolutions

125th Annual General Meeting of Semperit Aktiengesellschaft Holding
Tuesday, 29 April 2014, 10:00 a.m., in Tech Gate Vienna,
Donau City Str. 1, 1220 Vienna.

Draft resolutions

I. Regarding item 2 on the agenda:

Adoption of a resolution on the appropriation of net profit

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

Resolution

*“The utilisation of the net profit for the year reported in the company’s annual financial statements dated 31 December 2013 in the amount of EUR **24,754,048.18** is hereby adopted in accordance with the profit distribution proposal of the Management Board and the Supervisory Board as follows:*

- *a dividend of EUR 0.90 and additionally an anniversary bonus of EUR 0.30 are to be paid per eligible share;*
- *the dividend is to be paid on 8 May 2014;*
- *the remaining net profit for the year of EUR 65,927.38 shall be carried forward to new account.”*

II. Regarding item 3 on the agenda:

Adoption of a resolution formally approving the actions of the members of the Management Board for the 2013 financial year

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

Resolution

“The members of the Management Board of Semperit Aktiengesellschaft Holding are hereby discharged for the 2013 financial year.”

III. Regarding item 4 on the agenda:**Adoption of a resolution formally approving the actions of the members of the Supervisory Board for the 2013 financial year**

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

Resolution

“The members of the Supervisory Board of Semperit Aktiengesellschaft Holding are hereby discharged for the 2013 financial year.”

IV. Regarding item 5 on the agenda:**Appointment of an auditor to audit the annual financial statements and the consolidated financial statements for 2014**

In line with the Audit Committee's recommendation, the Supervisory Board proposes that the Annual General Meeting adopt the following

Resolution

“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be appointed to audit the company's annual financial statements as well as the consolidated annual financial statements for the 2014 financial year.”

V. Regarding item 6 on the agenda:**Resolution in accordance with Section 87 (2) of the Austrian Stock Corporation Act (AktG) on the increase in the actual number of Supervisory Board members as set out in the limit defined in the company's Articles of Association from currently 6 (six) to 8 (eight) in the future**

The Management and Supervisory Boards propose that in accordance with Section 87 (2) of the Austrian Stock Corporation Act (AktG), the Annual General Meeting adopt the following

Resolution

“The actual number of Supervisory Board members pursuant to the limits defined in the Articles of Association shall be increased from 6 (six) currently to 8 (eight) in the future.”

VI. Regarding item 7 on the agenda:**Election of three members to the Supervisory Board**

The Supervisory Board proposes that the Annual General Meeting adopt the following

Resolution

“Mr. Patrick Prügger, Dr. Astrid Skala-Kumann and Dr. Stefan Fida are hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2016 financial year.”

Explanatory statement

Article 10 of the Articles of Association states that the Supervisory Board must consist of a minimum of three and a maximum of ten members, who are elected by the Annual General Meeting for a three-year term.

In order to adapt to the larger volume and higher complexity of the group's business activities, the actual number of Supervisory Board members elected by the Annual General Meeting should be increased from 6 (six) to 8 (eight).

The conclusion of the Annual General Meeting on 29 April 2014 marks the end of the term of the Supervisory Board member Patrick F. Prügger.

The Supervisory Board proposes that the Annual General Meeting re-elect

Mr. Patrick F. Prügger

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2016 financial year. Mr. Patrick F. Prügger has given a declaration in accordance with Section 87 (2) of the AktG. This is available on the web site of the company at: www.semperitgroup.com/ir.

The Supervisory Board additionally proposes that the Annual General Meeting elect

Dr. Stefan Fida

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2016 financial year.

Dr. Stefan Fida has given a declaration in accordance with Section 87 (2) of the AktG. This is available on the web site of the company at: www.semperitgroup.com/ir.

The Supervisory Board additionally proposes that the Annual General Meeting elect

Dr. Astrid Skala-Kuhmann

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2016 financial year.

Dr. Astrid Skala-Kuhmann has given a declaration in accordance with Section 87 (2) of the AktG. This is available on the web site of the company at: www.semperitgroup.com/ir.

This document has been made up in German which is the official version.

In case of discrepancies with the English translation, the German version shall prevail.

VII. Regarding item 8 on the agenda:**Resolution on the remuneration of the Supervisory Board**

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

Resolution

“The remuneration for the members of the Supervisory Board elected by the Annual General Meeting for their services in the 2013 financial year shall be as follows:

1.
 - a. *For the Chairman of the Supervisory Board: EUR 40,000.00*
 - b. *For the Deputy Chairman of the Supervisory Board: EUR 30,000.00*
 - c. *For each further member of the Supervisory Board: EUR 20,000.00*
2.
 - a. *For the function of Chairman of the Audit Committee and the Strategy Committee as well as for the financial expert additionally: EUR 10,000.00*
 - b. *For the function of Chairman of the Nominating Committee and the Remuneration Committee in each case additionally: EUR 7,500.00*
 - c. *For members of the Supervisory Board, who additionally were members of a committee on the Supervisory Board: EUR 5,000.00*
3. *Each member of the Supervisory Board shall receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board in 2013*
4. *Each committee member shall receive an attendance fee of EUR 500.00 for each committee meeting in 2013, provided such meeting did not take place on the same day as a Supervisory Board meeting.”*

In addition, an appropriate D & O manager liability insurance is provided for the members of the governing bodies and executive managers of Semperit Aktiengesellschaft Holding and all of its subsidiaries. The cost of this insurance is borne by the company.

VIII. Regarding item 9 on the agenda:

- 9a) **Adoption of a resolution authorising the Management Board, with the consent of the Supervisory Board, to repurchase and, if applicable, retire own shares up to the legally permitted maximum of 10% of the share capital for a period of 30 months from the adoption of the resolution in the Annual General Meeting in accordance with Section 65 (1) no. 8 of the AktG.**
- 9b) **Adoption of a resolution authorising the Management Board, pursuant to Section 65 (1b) of the AktG and with the consent of the Supervisory Board, to decide on a different method of selling shares than via the stock exchange or through a public offer and on a possible exclusion of the pre-emption rights of shareholders.**

The Management and Supervisory Boards propose that regarding this agenda item, the Annual General Meeting adopt the following

Resolutions

“9a) *The Management Board is authorised for a period of 30 (thirty) months from the date of adoption of this resolution, in accordance with Section 65 (section sixty-five) paragraph 1 (one) number 8 (eight) and paragraph 1a (one letter a) and 1b (one letter b) of the Austrian Stock Corporation Act and with the consent of the Supervisory Board, to acquire own shares of the company, whereby the lowest permitted consideration for the repurchase is EUR 21 (twenty-one euros) and the highest permitted consideration for the repurchase is EUR 54 (fifty-four euros), as well as to establish repurchase conditions, whereby the Management Board shall publish the corresponding Management Board resolution and the respective repurchase programme including its duration in accordance with the applicable statutory provisions. The Management Board may exercise this authorisation within the legal requirements regarding the maximum permitted number of treasury shares either once or on several occasions up to a maximum of 10% (ten per cent) of the share capital. The authorisation may be exercised in whole or in part, or also in several partial amounts and for one or several purposes by the company, by a subsidiary (Section 228 (section two hundred twenty-eight) paragraph 3 (three) of the Austrian Company Code (UGB)) or by third parties acting on behalf of the company. The acquisition may take place either on- or off-exchange in compliance with statutory requirements. Trading with own shares for the purpose of acquisition is excluded.*

The Management Board is authorised to retire the acquired treasury shares without an additional resolution by the Annual General Meeting with the consent of the Supervisory Board or to resell them and to define the terms and conditions for the resale. The authorisation may be exercised in whole or in several partial amounts and for one or several purposes by the company, by a subsidiary (Section 228 (section two hundred twenty-eight) paragraph 3 (three) of the Austrian Company Code (UGB)) or by third parties acting on behalf of the company.

The Supervisory Board is authorised to adopt the changes to the Articles of Association of the company that result from the retirement of the treasury shares.”

“9b) *The Management Board is authorised for the period of 5 (five) years as of the date of the adoption of the resolution, in accordance with Section 65 (section sixty-five) paragraph 1b (one letter b) of the Austrian Stock Corporation Act, to adopt a resolution for the sale of treasury shares with the consent of the Supervisory Board using a different legally permitted method of sale than through the stock exchange or via a public tender and with a possible exclusion of pre-emption rights (subscription rights) of shareholders, and to define the terms and conditions of sale.”*

Explanatory statement

Regarding the proposed possible exclusion of pre-emption rights (subscription rights) of shareholders in the cases made in the proposed resolution under agenda item 9 b), reference is made to the related report by the company's Management Board, which is available for inspection by shareholders as of 8 April 2014 at the offices of the company's headquarters at Modecenterstrasse 22, 1031 Vienna, Investor Relations department and also on the Internet at www.semperitgroup.com/ir.

It should be noted that a separate vote must be held regarding the proposed resolutions under agenda items 9 a) and 9 b). If the agenda item 9 a) is adopted in line with the corresponding proposed resolution, it remains unaffected in the event the proposed resolution under agenda item 9 b) is not adopted.