

**PROXY**

As a shareholder of Semperit Aktiengesellschaft Holding, I hereby authorise

**Mag. Dr. Wilhelm Rasinger,  
President of the Interessenverband für Anleger (Association for Investors - "IVA")**

to represent me at the Annual General Meeting of Semperit Aktiengesellschaft Holding, 1031 Vienna, (FN 112544g, ISIN AT0000785555) on Wednesday, 25 April 2018 at 10:00 a.m. CEST at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna, and to exercise the voting right in my name.

This proxy relates to ..... units of my shares in my safe custody account with account number ..... at ..... (name of the credit institution). (If you leave these fields blank, the proxy automatically relates to all shares for which a safe deposit receipt was issued on the record date by one or several credit institutions maintaining the safe custody account.) The proxy is permitted to grant a sub-proxy. In particular, I authorise the aforementioned proxy to exercise the voting right and adopt resolutions on the following agenda:

- ITEM 1 Presentation of the adopted annual financial statements including the management report and the corporate governance report, of the consolidated financial statements including the group management report, of the presentation of the proposal for the use of profit and of the report of the Supervisory Board (sec 96 of the Austrian Stock Corporation Act) on the business year 2017
- ITEM 2 Adopting a resolution on the use of the net profit shown in the 2017 annual financial statements
- ITEM 3 Adopting a resolution on the discharge of the Members of the Management Board for the business year 2017
- ITEM 4 Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2017
- ITEM 5 Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2018
- ITEM 6 Elections to the Supervisory Board
- ITEM 7 Adopting a resolution on the compensation of Members of the Supervisory Board for the business year 2017
- ITEM 8 Adopting a resolution on the comprehensive amendment and revision of the Articles of Incorporation with the exception of the corporate objective, which will not be amended
- ITEM 9a Adopting a resolution on the further authorisation (valid up to not more than 30 months of the resolution date) of the Management Board to purchase, with the consent by the Supervisory Board, own shares of up to 10 % of the share capital pursuant to section 65 para 1 rec. 8 of the Austrian Stock Corporation Act (AktG), if necessary for the redemption of own shares, and on the determination of the repurchase terms and

conditions by revocation of the corresponding authorization to purchase own shares granted by the Annual General Meeting resolution of 26 April 2016 on item 10a of the agenda.

**ITEM 9b** Adopting a resolution on the renewed authorization of the Management Board pursuant to section 65 para 1b of the Austrian Stock Corporation Act (AktG), with the consent by the Supervisory Board, to sell the shares in a manner other than via the stock exchange or by means of a public offer and to decide on any exclusion of shareholders' right to repurchase (subscription rights) by revocation of the corresponding authorization to sell own shares granted by the Annual General Meeting resolution of 26 April 2016 on item 10b of the agenda.

**ITEM 10** Adopting a resolution on the creation of a new "authorized capital" while safeguarding the statutory subscription right, also within the meaning of the indirect subscription right pursuant to section 153 para 6 of the Austrian Stock Corporation Act (AktG), but also with the authorization of the Management Board to exclude subscription rights of shareholders in whole or in part with the consent by the Supervisory Board, including the possibility of issuing new shares against contributions in kind, with the cancellation of the "authorized capital" in accordance with the resolution of the Annual General Meeting of 26 April 2016 on the 8<sup>th</sup> agenda item and resolution on the corresponding amendment to article 5a of the Articles of Incorporation.

**ITEM 11a** Adopting a resolution on the authorization of the Management board to issue convertible bonds with the approval by the Supervisory Board and on the authorization of the Management board with the approval of the Supervisory Board to exclude shareholders' subscription rights in full or in part, with the cancellation of the corresponding authorization of the Management Board with approval by the Supervisory Board to issue convertible bonds pursuant to the Annual General Meeting Resolution of 26 April 2016 on agenda item 9a.

**ITEM 11b** Adopting a resolution on the conditional increase of the Company's share capital in accordance with section 159 para 2 rec. 1 Austrian Stock Corporation Act (AktG) for the issue to creditors of financial instruments (convertible bonds), with cancellation of the "conditional capital" in accordance with the Annual General Meeting resolution of 26 April 2016 on agenda item 9b and corresponding amendment to article 5b of the Articles of Incorporation.

I hereby instruct the aforementioned proxy to vote regarding the agenda items 2 to 11b as follows (check as appropriate; the proxy is invalid without explicit instructions):

|               |                                   |                                  |                                     |
|---------------|-----------------------------------|----------------------------------|-------------------------------------|
| <b>ITEM 2</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
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|                               |          |         |            |
|-------------------------------|----------|---------|------------|
| <b>ITEM 3a</b>                |          |         |            |
| Dr. Martin Füllenbach, Dipl.- | YES vote | NO vote | Abstention |

|   |                                   |                                  |                                     |
|---|-----------------------------------|----------------------------------|-------------------------------------|
| Kfm. Frank Gumbinger and Dipl.-Ing. Dipl.-Kfm. Michele Melchiorre as well as DI Richard Ehrenfeldner are discharged | <input type="radio"/>             | <input type="radio"/>            | <input type="radio"/>               |
| <b>ITEM 3b</b>  |                                   |                                  |                                     |
| Dipl.-Kfm. Thomas Fahnemann is not discharged   | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |

|               |                                   |                                  |                                     |
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| <b>ITEM 4</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
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| <b>ITEM 5</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
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| <b>ITEM 6</b>                           |                                   |                                  |                                     |
| Election of Dr. Christoph Kollatz       | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| Election of Dr. Felix Fremerey          | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| Election of Mag. Christoph Trentini     | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| Re-election of Dr. Walter Koppensteiner | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| Re-election of Dr. Klaus Erkes          | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |

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| <b>ITEM 7</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
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| <b>ITEM 8</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
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|-----------------|-----------------------------------|----------------------------------|-------------------------------------|
| <b>ITEM 9a</b>  | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| <b>ITEM 9b</b>  | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| <b>ITEM 10</b>  | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| <b>ITEM 11a</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |
| <b>ITEM 11b</b> | YES vote<br><input type="radio"/> | NO vote<br><input type="radio"/> | Abstention<br><input type="radio"/> |

I acknowledge that the proxy does not accept instructions for requests to speak, for filing notices of opposition against shareholder resolutions or for raising questions or motions.

I acknowledge that a requirement for exercising the voting right in the General Meeting by proxy is proof of shareholding on the record date (15 April 2018), i.e., the company receives a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act by no later than 20 April 2018 in accordance with the provisions of the invitation at one of the addresses mentioned therein.

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(name/company and address/domicile of shareholder in capital letters)

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(date, place) (signature of the shareholder/authorised company signature)

**NOTE:**

**We request that you provide the proxy by no later than 20 April 2018 at 3:00 p.m. CEST:**

By mail or by courier: Notary Huppmann, Poindl & Partner  
Brandstätte 6  
1010 Vienna  
Austria

By fax: +43(0)1 512 28 65-21

By e-mail: [semperit2018hv@nhp.at](mailto:semperit2018hv@nhp.at), in which case the safe custody receipt must be attached to this e-mail, for example as a PDF file.

Personally: by registering at the General Meeting