

Draft resolutions

for the 131st Annual General Meeting of Semperit Aktiengesellschaft Holding on Wednesday, 22 July 2020 at 10:00 a.m., at the registered office Modecenterstraße 22, 1031 Vienna.

I. Proposed resolution regarding agenda item 2:

Adopting a resolution on discharge of the Members of the Management Board for the business year 2019

The Management Board and the Supervisory Board propose that the General Meeting adopts the following **Resolution**:

„The members of the Management Board of Semperit Aktiengesellschaft Holding, Dr. Martin Füllenbach and Dr. Felix Fremerey as well as the former Member of the Management Board Dipl.-Kfm. Frank Gumbinger are hereby discharged for the business year 2019.“

II. Proposed resolution regarding agenda item 3:

Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2019

The Management Board and the Supervisory Board propose that the General Meeting adopts the following **Resolution**:

„The members of the Supervisory Board of Semperit Aktiengesellschaft Holding having been appointed in the business year 2019 are hereby discharged for the business year 2019.“

III. Proposed resolution regarding agenda item 4:

Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2020

According to the recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting adopts the following **Resolution**:

„Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (FN 267030 t) is hereby appointed to audit the Company's annual financial statements and consolidated financial statements for the business year 2020.“

IV. Proposed resolution regarding agenda item 5:

Elections to the Supervisory Board

The Nomination Committee of the Supervisory Board proposes that the General Meeting adopts the following **Resolutions**:

1. *Mag. Petra Preining, born [REDACTED] 1973, is hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 22 July 2020 until the conclusion of the General Meeting resolving upon the discharge for the business year 2023.*
2. *Dipl.-Ing. Herbert Ortner, born 7.11.1968 is hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 22 July 2020 until the conclusion of the General Meeting resolving upon the discharge for the business year 2021.*
3. *Claus Möhlenkamp, born 15.10.1965 is hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 22 July 2020 until the conclusion of the General Meeting resolving upon the discharge for the business year 2022.*

Reasoning

Pursuant to Article 9 para 2 of the company's Articles of Incorporation, at least two members of the Supervisory Board shall yearly retire from office upon completion of the company's ordinary General Meeting provided that members who have resigned between the last General Assembly and the end of the coming General Assembly are calculated into this number. The Supervisory Board members to retire are determined as follows: firstly, those members of the Supervisory Board whose term expires shall retire. If this is not the case for at least two members of the Supervisory Board, then such members of the Supervisory Board shall retire whose term of office has been the longest. If this is the case for more than two members of the Supervisory Board, then the lot has to decide on it. The lot also has to decide in such cases if pursuant to the foregoing the members of the Supervisory Board to be retiring from office have not been determined yet. Retired members of the Supervisory Board can be re-elected immediately.

1. Upon completion of the General Meeting dated 22 July 2020 Mag. Petra Preining retires because of the expiry of the term of office.
2. Upon completion of the General Meeting dated 22 July 2020 Mag. Patrick Prügger retires at his own request.
3. On 24 April 2020, Dipl.-Bw. Peter Edelmann retired at his own request.

In order to maintain the status of eight elected members of the Supervisory Board, three members must be elected to the Supervisory Board on the upcoming shareholders' meeting.

The Nomination Committee of the Supervisory Board therefore nominates,

1. Mag. Petra Preining to be elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. Her term of office shall run from the end of this General Meeting until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2023. For the duration of their appointment to the Management Board of the Company her mandate is suspended.
2. Dipl.-Ing. Herbert Ortner to be elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. His term of office shall run from the end of this General

Meeting until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2021.

3. Claus Möhlenkamp to be elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. His term of office shall run from the end of this General Meeting until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2022.

Each of the suggested candidates for the election has already presented statements within the meaning of section 87 para 2 Stock Corporations Act. Such statements are available on the Company's website as well.

Pursuant to section 87 para 3 Stock Corporations Act, it is intended to resolve separately on each vacant mandate in the upcoming General Meeting.

Pursuant to section 86 para 7 Stock Corporations Act, at least 4 seats on the Supervisory Board must each be occupied by women and men. No objection was raised pursuant to section 86 para 9 Stock Corporations Act.

V. Proposed resolutions regarding agenda item 6:

Adopting a resolution on the remuneration policy

The Supervisory Board of a listed company must prepare the principles for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Stock Corporations Act (remuneration policy).

The remuneration policy shall be submitted to the general meeting of shareholders for voting at least every fourth financial year (as well as on any significant change). For Semperit Aktiengesellschaft Holding, this will be required for the first time at the General Meeting on 22 July 2020.

The voting on the remuneration policy at the General Meeting is considered a recommendation. The resolution cannot be appealed (Section 78b para 1 of the Stock Corporations Act).

The Supervisory Board is required to prepare a proposal for a resolution on the remuneration policy in accordance with Section 108 para 1 of the Stock Corporations Act.

Pursuant to Section 108 para 4 no. 4 of the Stock Corporations Act, this proposed resolution of the Supervisory Board and the remuneration policy are to be made available on the website listed in the commercial register as of the 21st day before the General Meeting.

The Supervisory Board of Semperit Aktiengesellschaft Holding at its meeting on 19 March 2020 prepared the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with Section 78a in connection with Section 98a of the Stock Corporations Act and defined the remuneration policy (remuneration policy).

The remuneration policy will be made available on the company website of Semperit Aktiengesellschaft Holding www.semperit.com no later than 1 July 2020 (21st day before the General Meeting), but probably on 19 June 2020.

The Supervisory Board proposes that the remuneration policy be adopted, as made available on the website entered in the Company Register.

The remuneration policy is attached to this proposed resolution as Annex ./1.

VI. Proposed resolution regarding agenda item 7:

Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2020 in advance

The Management Board and the Supervisory Board propose that the General Meeting in accordance with Article 13 of the company's Articles of Incorporation and section 98 of the Stock Corporations Act (AktG) adopts the following **Resolution**:

„The compensation of members of the Supervisory Board for the business year 2020 is determined as follows:

1. *Basic remuneration for the members of the Supervisory Board:*
 - a. *For the Chairman of the Supervisory Board EUR 50,000.00*
 - b. *For the Deputy Chairman of the Supervisory Board EUR 35,000.00*
 - c. *For each further member of the Supervisory Board EUR 20,000.00*
2. *Committee remuneration:*
 - a. *For the Chairman of the Audit Committee and the financial expert, provided said expert is not the Chairman of the Audit Committee, additionally EUR 25,000.00*
 - b. *For the Chairman of the Strategy Committee, additionally EUR 20,000.00*
 - c. *For the Chairman of the Nomination Committee, the Remuneration Committee, and the Segment Sempermed Committee additionally EUR 10,000.00*
 - d. *For each member of a committee, additionally EUR 5,000.00*
3. *Attendance fee:*

Each member of the Supervisory Board is to receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board.

Each committee member is to receive an attendance fee of EUR 1,000.00 for each committee meeting. The attendance fee is limited to EUR 1,000.00 per meeting day.
4. *Half of the attendance fee is charged for attending Supervisory Board meetings or committee meetings via electronic means of communication.*
5. *The compensation is due for payment as follows:*
 - a. *50 per cent at the end of July 2020*
 - b. *25 per cent at the end of the third quarter (at the end of September 2020)*
 - c. *25 per cent at the end of the fourth quarter (at the end of December 2020)*

The attendance fee incurred up to this point in time shall fall due together with compensation.

A member of Supervisory board or a committee Member who has served for less than a full business year will receive the compensation aliquot (on a monthly basis). Similarly, such

monthly factoring shall apply to the change of the chairman of the Supervisory Board respectively of the committee, the vice-chairman and the financial expert.

The members of the Supervisory Board are included in a directors' and officers' liability insurance policy maintained by the Company in the interest of the Company. The coverage shall be proportionate in amount, scope and time limit for subsequent notification."

VII. Proposed resolution regarding agenda item 8:

- 8a. Adopting a resolution on the further authorization (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 Stock Corporations 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 25 April 2018 on item 9a of the agenda.**
- 8b. Adopting a resolution on the renewed authorization of the Management Board pursuant to section 65 para 1b of the Stock Corporations 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 25 April 2018 on item 9b of the agenda.**

The Management Board and the Supervisory Board propose that the shareholders' meeting adopts the following **Resolutions**:

Item 8a of the agenda:

„For a period of 30 (thirty) months from the day on which the resolution is passed, the Management Board shall be authorized in accordance with section 65 (sixty five) para 1 (paragraph one) rec.8 (recital eight) and para 1a (paragraph one letter a) and 1b (one letter b) of the Stock Corporations Act (AktG) - subject to the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on 25 April 2018 -, with the consent by the Supervisory Board, to acquire own shares of the Company, whereby the lowest consideration to be paid at the time of repurchase is 25 % below the weighted average closing price of the last 20 trading days prior to the start of the respective repurchase program and the highest consideration to be paid at the time of repurchase is 25 % above the weighted average closing price of the last 20 trading days prior to the start of the corresponding repurchase program, and to determine the terms and conditions of the repurchase, whereby the Management Board shall publish the Management Board's resolution and the respective repurchase program based on it, including its duration, in accordance with the statutory provisions (each). The Management Board may exercise this authorization once or several times within the limits of the legal requirements regarding the maximum number of own shares permitted, up to a total limit of 10% (ten percent) of the nominal capital. The authorization may be exercised in whole or in part or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (section 189a (one hundred eighty nine letter a) rec. 7 (recital seven) of the Austrian Commercial Code) or by third parties for the account of the Company. The acquisition can be carried out on or off-exchange in compliance with the legal requirements. Trading in own shares is excluded as the purpose of acquisition.

The Management Board is authorized, with the consent by the Supervisory Board, to redeem or resell the acquired own shares without a further resolution of the General Meeting and to determine the terms and conditions of sale. The authorization may be exercised in whole or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (section 189a (one hundred eighty nine letter a) rec. 7 (recital seven) of the Austrian Commercial Code) or by third parties for the account of the Company. The Supervisory Board is authorized to adopt any amendments to the Articles of Incorporation resulting from the redemption of shares.”

Item 8b of the agenda:

"For a period of 5 (five) years from the date of the resolution - subject to the simultaneous revocation of the respective resolutions by the General Meeting of 25 April 2018 - the Management Board is authorized, with the consent by the Supervisory Board, to determine, in accordance with section 65 (sixty five) para 1b (paragraph one letter b) of the Stock Corporations Act (AktG), for the sale of own shares a legally permissible method of disposal other than via the stock exchange or a public offer and to resolve on any exclusion of the shareholders' right to repurchase (subscription right) and to determine the conditions of sale.”

Reasoning:

Section 65 para 1 rec. 8 of the Stock Corporations Act (AktG) enables listed stock companies, such as Semperit Aktiengesellschaft Holding, to repurchase their own shares for a neutral purpose. The resolution is intended to authorize the Management Board of Semperit Aktiengesellschaft Holding to carry out a share repurchase program with the consent of the Supervisory Board – of course, taking into account the extensive statutory disclosure requirements. With the option to implement a share repurchase program, the Company shall be enabled to react quickly and flexibly to market opportunities and, in the event of declining prices, to implement share repurchases to stabilize the share price.

The Company will also be given the opportunity to invest liquid funds in its own shares at attractive conditions.

The option provided for in the resolution to reduce the share capital by redeeming the shares is intended to increase the Company’s flexibility in dealing with the shares, which may be repurchased. Redemption of the shares would lead to a reduction in the number of issued shares and thus to a higher share value of the remaining shares in Semperit Aktiengesellschaft Holding.

With regard to the proposed possible exclusion of shareholders’ repurchase rights (subscription rights) in the cases mentioned in the proposed resolution, reference is made to the corresponding report of the Company’s Management Board, which is expected to be available on the Company’s website at www.semperitgroup.com/ir from 19 June 2020. This report will also be available at the Annual General Meeting.

It is pointed out that the proposed resolutions on agenda items 8a and 8b are to be voted on separately. If the resolution in accordance with the corresponding resolution proposal is passed on agenda item 8a, this resolution shall remain unaffected by any negative outcome of the resolution on agenda item 8b.