

To
Semperit AG Holding
For the attention of the Legal Department
Modecenterstrasse 22
1031 Vienna

By e-mail (stefan.marin@semperitgroup.com)

Vienna, 12 May 2017

Annual General Meeting of Semperit Aktiengesellschaft Holding on 23 May 2017

Dear Mr Marin

B & C Semperit Holding GmbH holds more than 50% of the ordinary shares of Semperit Aktiengesellschaft Holding. In order to demonstrate the status of B & C Semperit Holding GmbH as a shareholder, we enclose a current safe custody receipt (Enclosure 1).

With regard to the Annual General Meeting on 23 May 2017, B & C Semperit Holding GmbH proposes, in accordance with Section 110 AktG (Austrian Stock Corporation Act), the following resolutions under agenda item "Election of Supervisory Board members":

- Ms Petra Preining, born on [REDACTED] 1973, to be elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the 128th Annual General Meeting to be held on 23 May 2017 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2019 financial year
- Dr Klaus Friedrich Erkes, born on 9 June 1958, to be elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the 128th Annual General Meeting to be held on 23 May 2017 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2019 financial year.

Both of the individuals proposed have issued a declaration in accordance with Section 87 (2) AktG and submitted a curriculum vitae. We enclose these documents in accordance with Section 110 AktG (Enclosures 2 to 5).

In accordance with Section 110 (1) AktG, we request that our proposed resolutions be made publicly accessible together with the enclosed declarations in accordance with Section 87 (2) AktG and curriculum vitae on the website of Semperit Aktiengesellschaft Holding as registered in the commercial register.

Yours sincerely

Dr Felix Strohbichler

Patrick Prügger



Member of UniCredit

Weisungsbestätigung
515965-02.05.2017
Depotnummer: 50660 103 700
B & C Industrieholding GmbH
8072/1
Multinat. Corp. 1

B & C Industrieholding GmbH
B & C - Gruppe
SCHALTERLAGERND - 06400
Z222

Anmeldung zur Haupt-/Generalversammlungsteilnahme

Ich/Wir ersuche/n Sie, mich/uns zur Teilnahme an der
O. Haupt-/Generalversammlung der

Semperit AG Holding
am 23.05.2017 um 10.00 Uhr in den Räumlichkeiten
im Tech Gate Vienna
Donau City Straße 1
1220 Wien

für die Anzahl/den Nennbetrag von STK 859.199,00

SEMPERIT AG HOLDING

AKTIEN O.N.

ISIN: AT0000785555

welche sich am Nachweisstichtag 13.05.2017, 24:00 Uhr, in meinem/unserem oben
angeführten Depot befinden werden bzw. befanden, anzumelden.

Meine/Unsere Daten für die Anmeldung bei der Gesellschaft:

B & C Industrieholding GmbH

Universitätsring 14

1010 Wien

Identifikation: Firmenbuch: 215332S

Ich/Wir weise/n Sie als meine/unsere depotführende Bank hiermit ausdrücklich an
und ermächtige/n Sie, obige Daten ausschließlich für den Zweck der Anmeldung
zur Teilnahme an der Haupt-/Generalversammlung der angeführten Gesellschaft zu
verarbeiten und an diese zu übermitteln.

Ich/Wir entbinde/n Sie als meine/unsere depotführende Bank zum Zweck der
Übermittlung dieser Daten an die obige Gesellschaft ausdrücklich vom
Bankgeheimnis.

In dem Fall, dass dieser Auftrag zu einem früheren Zeitpunkt als dem
Nachweisstichtag erteilt worden ist, werden die oben angeführten Wertpapiere
bis zum Nachweisstichtag, 24:00 Uhr, gesperrt gehalten.

Diese Auftragsbestätigung gilt nicht als Berechtigungsschein für den Zutritt
zur Haupt-/Generalversammlung. Der Zutritt ist nur gegen Vorlage eines
amtlichen Lichtbildausweises möglich.

Dieser Auftrag wurde in den Geschäftsräumen der UniCredit Bank Austria AG
erteilt.

Kontomäßige Unterschrift

Wien, 2.5.2017

Weisungsbestätigung
306316-02.05.2017
Depotnummer: 50662 675 001
B & C Semperit Holding GmbH
8072/1
Multinat. Corp. 1

B & C Semperit Holding GmbH
B & C - Gruppe
SCHALTERLAGERND - 06400
Z222

Anmeldung zur Haupt-/Generalversammlungsteilnahme

Ich/Wir ersuche/n Sie, mich/uns zur Teilnahme an der
0. Haupt-/Generalversammlung der

Semperit AG Holding
am 23.05.2017 um 10.00 Uhr in den Räumlichkeiten
im Tech Gate Vienna
Donau City Straße 1
1220 Wien

für die Anzahl/den Nennbetrag von STK 10.286.718,00
SEMPERIT AG HOLDING
AKTIEN O.N.

ISIN: AT0000785555

welche sich am Nachweisstichtag 13.05.2017, 24:00 Uhr, in meinem/unserem oben
angeführten Depot befinden werden bzw. befanden, anzumelden.

Meine/Unsere Daten für die Anmeldung bei der Gesellschaft:

B & C Semperit Holding GmbH
Universitätsring 14
1010 Wien

Identifikation: Firmenbuch: 2566678

Ich/Wir weise/n Sie als meine/unsere depotführende Bank hiermit ausdrücklich an
und ermächtige/n Sie, obige Daten ausschließlich für den Zweck der Anmeldung
zur Teilnahme an der Haupt-/Generalversammlung der angeführten Gesellschaft zu
verarbeiten und an diese zu übermitteln.

Ich/Wir entbinde/n Sie als meine/unsere depotführende Bank zum Zweck der
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Dieser Auftrag wurde in den Geschäftsräumen der UniCredit Bank Austria AG
erteilt.

Kontomäßige Unterschrift

CURRICULUM VITAE

Mag. Petra Preining



PERSONAL DATA:

Date of Birth: [REDACTED] 1973

Place of Birth: Vienna, Austria

Nationality: Austrian

Status: Married

EDUCATION:

Degree in Business Administration (Mag. rer. soc. oec.)

WU / Vienna University of Economics and Business, Austria

PROFESSIONAL EXPERIENCE:

02/2017 – present **B&C Innovation Investments GmbH, Austria**
Managing Director

09/2016 – present **B&C Industrie Holding GmbH, Austria**
Risk Management / Internal Audit

03/2017 – present **Lotto-Toto Holding GmbH, Austria**
Managing Director

01/2017 – present **CLS Beteiligungs GmbH, Austria**
Managing Director

11/2016 – present **LTB Beteiligungs GmbH, Austria**
Managing Director

10/2016 – present	BAIH Beteiligungsverwaltungs GmbH, Austria Managing Director
10/2016 – present	RSV Beteiligungs GmbH, Austria Managing Director
2016	Deloitte Tax Wirtschaftsprüfungs GmbH, Austria Referat Univ.- Prof. MMag. Dr. Schuch
2013 – 2015	Austrian Kurdish Oilfield Services LLC, Iraq Partner / CFO
2010 – 2013	TRC Ltd / Tiller JLT, Iraq Finance Director
2001 – 2009	WYETH (Wyeth OOO), Russia WYETH (Wyeth Lederle Pharma GmbH), Austria CFO Russia (2006 – 2009) Finance Manager CEE, Russia, CIS, MEA (2004 – 2006) Controller CEE, Russia, CIS, MEA (2001 – 2004)
2000	KRAFT FOODS (KRAFT JACOBS SUCHARD GmbH), Austria Overhead Controller
1998 – 1999	UNILEVER (AUSTRIA FROST GmbH), Austria Various Finance Positions

Mag. Petra Preining, born [REDACTED] 1973
c/o B&C Industrieholding GmbH
Universitätsring 14
1010 Vienna
Austria

To the attention of the
Shareholders' Meeting of
Semperit AG Holding

Declaration pursuant to Section 87 para 2 Austrian Stock Corporation Act ("AktG")

On the occasion of my nomination for the election as member to the Supervisory Board of Semperit AG Holding by resolution of the Shareholders' Meeting to be held on 23 May 2017, I declare pursuant to Section 87 para 2 AktG as follows:

I am not aware about any circumstances which might give rise to concerns that I may be biased. With regard to point 53 Austrian Code of Corporate Governance and the guidelines for independence adopted by the Supervisory Board of the Company (see also Annex 1) I further declare that I do not have any business or personal relation to the Company or its Management Board which constitutes a material conflict of interests.

For the purpose of certification of my professional qualification I draw attention to my curriculum vitae also stating my professional and relevant similar functions at the time of election.

Furthermore, I declare that I have not been convicted by law for a criminal act that would compromise my professional reliability as a Supervisory Board member.

With regard to Section 86 AktG I confirm as follows:

1. I am not a member of the Supervisory or Administrative Board in ten other corporations (*Kapitalgesellschaften*) or eight corporations the shares of which are listed on a regulated market (whereby activities as Chairman count twice);
2. I am not the legal representative (member of the Management Board, managing director, liquidator) of any subsidiary of Semperit AG Holding;
3. I am not the legal representative (member of the Management Board, managing director, liquidator) of any other corporation which has a member of the Management Board of Semperit AG Holding on its Supervisory or Administrative Board (except for group companies or affiliated companies).

I will be glad to answer any questions before and/or at the Shareholders' Meeting on 23 May 2017.

In case I am elected I will gladly accept such election.

Vienna, 12.5.2017

Place, Date

P. Preining

Signature

KLAUS F. ERKES



CURRICULUM VITAE

Personal data:

Name: Klaus Friedrich Erkes
Nationality: German

Education:

1965-1968 Catholic Primary School at Fleher Straße, Düsseldorf
1968-1977 Geschwister Scholl Secondary School, Düsseldorf
June 1, 1977 Graduation

Studies:

Oct. 1977-Feb. 1983 Studies in Mechanical Engineering at the RWTH Aachen, specialisation in Plastics Technology
May 12, 1980 Intermediate diploma exam (Diplomvorprüfung)
Feb. 25, 1983 Diploma exam for graduate engineer (Dipl.-Ing.)
Oct. 1983-May 1985 Postgraduate studies in Economics at the RWTH Aachen
May 4, 1985 Diploma exam for graduate economic engineer (Dipl.-Wirtsch. Ing.)
March 1988 Doctorate in Mechanical Engineering Dr. Ing. (PhD)

Extracurricular training:

26 weeks of practical training in various industrial companies during the studies
Mar.1980-Sept 1982 Student Assistant at the Institute for Plastics Processing in Industry and Crafts (IKV) at the RWTH Aachen
Nov. 1982-Feb. 1983 Student Assistant at the Chair for Applied Work Science at the RWTH Aachen

Doctorate with Prof. Dr.-Ing., Dr. h.c. mult., Dipl.-Wirtsch. Ing. W. Eversheim

- Mar.1983-April 1984 Student Assistant at the Laboratory of Machine Tools and Production Engineering (WZL) at the RWTH Aachen, Chair of Production Engineering
- May 1984-Mar. 1986 Scientific employee at the Fraunhofer Institute for Production Technology (IPT) Aachen, Department "Planning and Organisation"
- Mar.1986-June 1988 Research Assistant at the Laboratory of Machine Tools and Production Engineering (WZL) at the RWTH Aachen, Chair of Production Engineering

Employment with IWKA AG

- July 1988-Feb. 1991 Head of "Technical Planning" at Industrie-Werke Karlsruhe-Augsburg AG (IWKA AG) in Karlsruhe, reporting to the Management Board/Technology and Marketing
- Feb. 1991-Nov. 1991 Authorised officer order logistics/projects at Boehringer Werkzeugmaschinen GmbH, Göppingen, a wholly-owned subsidiary of IWKA AG
- Nov. 1991-June 1995 Head of production and order logistics as a member of the extended executive board (authorised officer) at Boehringer Werkzeugmaschinen GmbH, Göppingen

Employment with Babcock Borsig AG

- July 1995-Mar.1996 Deputy member of the Management Board of Schumag AG, Aachen
- April 1996-Sept. 1998 Member of the Management Board of Schumag AG, Aachen
- Sept. 1998-Oct. 2005 Chairman of the Management Board of Schumag AG, Aachen

At the same time:

- Jan. 1999-June 2002 Member of Division Management "Technological Special Services" of the Babcock Borsig AG, including 78% of Schumag AG and 65% of BSH AG
- June 2001-June 2002 Chairman of the Management Board of BSH AG, Krefeld and Bad Hersfeld. Following the insolvency of Babcock Borsig AG, the company was fully transferred to its new owner without loss of jobs.

Employment with Demag Plastics Group

Nov. 2005-Mar.2008 Chairman of Management of Demag Plastics Group as well as Chairman of Management of Demag Ergotech GmbH, Schwaig

Employment with Zollern GmbH & Co. KG

As of March 16, 2008 Sole director of Zollern GmbH & Co. KG, Sigmaringen

At the same time:

As of May 2011 Member of the Advisory Board of Karl Mayer GmbH & Co. KG, Obertshausen

As of March 2017 Member of the Supervisory Board of Semperit AG, Vienna

As of April 2015 President of the UVS (business association of the district of Sigmaringen)

Dr. Klaus Friedrich Erkes, born 9th June 1958

ZOLLERN GmbH & Co. KG
Hitzkofer Str. 1
72517 Sigmaringendorf-Laucherthal
Germany

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Shareholders' Meeting of
Semperit AG Holding

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In case I am elected I will gladly accept such election.

Laucherthal, 12.05.17

Place, Date



Signature