

**Semperit Aktiengesellschaft Holding
with its headquarters in Vienna
FN (Commercial Register Number) 112544 g
ISIN: AT0000785555**

Invitation to the 130th Annual General Meeting

We hereby cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding to be held on **Wednesday, 8 May 2019**, at 10:00 a.m. CEST, at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna.

In order that admission proceeds smoothly, shareholders are requested to bring a photo identification and arrive in a timely manner prior to the General Meeting. Admittance for the issuance of voting cards begins at 9:00 a.m. CEST.

AGENDA

- 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 separate non-financial report each up until 31 December 2018 and of the report of the Supervisory Board on the business year 2018**
- 2. Adopting a resolution on the discharge of the Members of the Management Board for the business year 2018**
- 3. Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2018**
- 4. Appointment of an auditor to audit the annual financial statements and the consolidated financial statements for the financial year 2019.**
- 5. Elections to the Supervisory Board**
- 6. Adopting a resolution on the remuneration of Members of the Supervisory Board for the business year 2018**
- 7. Adopting a resolution on the remuneration of Members of the Supervisory Board for the business year 2019 in advance**

Opportunity for shareholders to inspect records pursuant to section 108 para 3 and 4 of the Stock Corporations Act (“AktG”) (section 106 pt. 4 of the Stock Corporations Act)

In addition to the complete text of this convocation and the forms for appointing and revoking the appointment of a proxy holder according to section 114 Stock Corporations Act, the following documents and records will be available at the latest from the 21st day preceding the General Meeting (17 April 2019), but prospectively already from **5 April 2019**, for inspection on the Company website www.semperitgroup.com/ir under the menu item “General Meeting 2019”.

- Financial statements including management report,
 - Corporate governance report,
 - Consolidated financial statements including group management report,
 - Separate non-financial report
 - Report of the Supervisory Board,
- each for the 2018 financial year;**

- Proposed resolutions on items 2. – 7. of the agenda,
- With respect to agenda item 5.: Curriculum vitae of the candidates for the elections to the Supervisory Board together with statements pursuant to section 87 sub-section 2 of the Stock Corporations Act,

These documents will additionally be available at the General Meeting. Upon request each shareholder will be provided with a copy of the aforementioned documents immediately and free of charge.

INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE STOCK CORPORATIONS ACT

Pursuant to section 109 of the Stock Corporations Act, shareholders whose aggregate shareholding equals five percent or more of the nominal capital may request in text form that additional items be put on the agenda of the General Meeting and published. Each motion for an item to be put on the agenda must be accompanied by a proposal for a resolution with a statement of reasons. Shareholders filing such a motion must have held the shares continuously for at least three months prior to filing the motion. Any such request by shareholders must be received by the Company no later than on the 21st day before the General Meeting, i.e. by **17 April 2019**. In case of an additional item requested to be put on the agenda, the supplemented agenda will be announced publicly in electronic form on the company website www.semperitgroup.com/ir under the menu item “General Meeting 2019” no later than **19 April 2019** as well as in the same way as the original agenda (in the official gazette to the “Wiener Zeitung”) no later than **24 April 2019**.

Pursuant to section 110 of the Stock Corporations Act, shareholders whose aggregate shareholding equals one percent or more of the nominal capital may submit proposed resolutions in text form concerning any item on the agenda, and request that these be made available on the Company website registered with the commercial register, together with the names of the respective shareholders, a statement of reasons to be submitted together with the proposal, and any comments of the Management Board or Supervisory Board. A proposal for a resolution must (also) be submitted in German. Requests of this kind will only be considered when received by the Company no later than on the 7th working day before the General Meeting, i.e. by **26 April 2019**. In case of a proposal for the election of a Supervisory Board member the statement of the proposed person pursuant to section 87 sub-section 2 of the Stock Corporations Act replaces the statement of reasons. Such proposed resolutions will be made available on the company website www.semperitgroup.com/ir under the menu item “General Meeting 2019” no more than two working days from receipt and no later than **30 April 2019**.

Pursuant to section 119 para 2 of the Stock Corporations Act, a resolution proposal that has been published on the Company's website pursuant to section 110 of the Stock Corporations Act is only to be voted on if it is repeated in the General Meeting as a motion.

Pursuant to section 118 of the Stock Corporations Act, shareholders shall be provided with information on the company's affairs upon request at the General Meeting to the extent that such information is required for proper assessment of an item on the agenda. This obligation to provide information shall also extend to the legal and business relationships of the Company with affiliated companies, the state of affairs of the group, and the companies included in the consolidated financial statements.

The Company may deny providing information to the extent that according to sound business judgment it might cause material damage to the Company or any affiliated company or if providing such information would constitute a punishable offense. Providing information may also be denied if such information has been continuously available on the Company website registered with the commercial register in the form of question and answer for at least seven days prior to the beginning of the General Meeting.

Pursuant to Section 119 of the Stock Corporations Act every shareholder, the Management Board and the Supervisory Board are entitled to submit motions on any agenda item during the Annual General Meeting. A resolution may not be adopted regarding a topic of discussion that was not properly announced as an agenda item.

Pursuant to 87 para 6 of the Stock Corporations Act, Semperit Aktiengesellschaft Holding as listed company must announce on its websites the proposed candidates for election to the Supervisory Board together with statements in accordance with section 87 para 2 of the Stock Corporations Act for each proposed person by no later than five working days prior to the General Meeting, i.e. on **30 April 2019**. Failure to do so means the person concerned may not be included in the vote. The submission of a corresponding motion at the General Meeting is therefore not possible.

We kindly ask the shareholders to submit any questions requiring extensive preparation to answer to the Company in text form (for example as PDF) exclusively to the E-mail address HV2019@semperitgroup.com in due time prior to the General Meeting.

For the purpose of providing proof of shareholder status in order to exercise the above mentioned shareholders' rights it is sufficient if holders of deposited bearer shares submit a deposit certificate (Depotbestätigung) within the meaning of section 10a Stock Corporations Act. A deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company.

Any motions for putting additional items on the agenda pursuant to section 109 of the Stock Corporations Act, and resolution proposals pursuant to section 110 of the Stock Corporations Act including enclosures, shall be submitted to the Company in text form (for example as PDF) exclusively to the E-mail address HV2019@semperitgroup.com.

Record date and conditions of attendance of the General Meeting pursuant to section 111 of the Stock Corporations Act (section 106 points 6 and 7 of the Stock Corporations Act)

Pursuant to section 111 sub-section 1 of the Stock Corporations Act, the right to attend the General Meeting and to exercise the shareholders' rights that are exercised during the General Meeting is determined by the shares held at the end of the tenth day before the date of the General Meeting (Record Date), therefore by the shares held on **Sunday, 28 April 2019, 12:00 midnight (CEST)**.

Participation in the General Meeting is limited to persons who are shareholders on the Record Date and supply proof thereof to the Company.

In case of deposited bearer shares proof of shareholding at the Record Date is provided by submitting a deposit certificate pursuant to section 10a of the Stock Corporations Act. The deposit certificate shall be issued by the depositary bank based in a member state of the

European Economic Area or in a full member state of the OECD. The deposit certificate must contain at least the information required according to section 10a sub-section 2 of the Stock Corporations Act. Deposit certificates will be accepted in German and English.

Proof of shareholder status at the Record Date in the form of a deposit certificate must be received no later than on the third working day before the General Meeting, i.e. by 3 May 2019 exclusively through one of the following addresses:

- (i) E-mail address HV2019@semperitgroup.com
- (ii) per SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text).

Deposit certificate pursuant to section 10a of the Stock Corporations Act

The deposit certificate is to be issued by a depositary bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain at least the following:

- Information on the issuer: name/company name and address or code commonly used for interbank transactions (SWIFT CODE),
- Information on the shareholder: name/company name and address, in the case of natural persons additionally the date of birth, in the case of legal entities, if applicable, additionally the commercial register and registration number under which the entity is registered in its country of origin,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000785555,
- Securities account number or other designation,
- Date and, if appropriate, the time period to which the deposit certificate refers.

If the deposit certificate is intended as proof of shareholder status, it may be no older than seven days at the time of submission to the Company.

The deposit certificate as proof of shareholding for the right to participate in the Annual General Meeting must relate to the aforementioned Record Date, **28 April 2019**, 12 midnight CEST.

The deposit certificate will be accepted in either German or English.

Registering to attend the General Meeting or submitting a deposit certificate does not in any way block shareholders with regard to their shares; they may continue to freely dispose of their shares after registering or submitting a deposit certificate.

Possibility to appoint a proxy holder pursuant to sections 113 et seq Stock Corporations Act (section 106 pt. 8 of the Stock Corporations Act)

Any shareholder entitled to attend the General Meeting shall be entitled to appoint a natural or legal person as proxy holder. The proxy holder may attend the General Meeting on behalf of the shareholder and will have the same rights as the shareholder represented. The Company itself or a member of the Management Board or Supervisory Board may exercise voting rights as a proxy holder only insofar as the shareholder has explicitly provided detailed voting instructions regarding the individual items of the agenda.

The proxy must be granted to a specific person. A proxy in text form shall be sufficient in any case. If a shareholder has granted power of proxy to the depositary bank (section 10a of the

Stock Corporations Act) it shall be sufficient if in addition to submitting the deposit certificate the bank makes a statement that it has been granted power of proxy. It is also possible to grant power of proxy to multiple persons. Forms for granting power of proxy which may also be used to grant limited power of proxy are available on the Company website www.semperitgroup.com/ir under the menu item "General Meeting 2019". A form for the revocation of the power of proxy is also available on the Company website www.semperitgroup.com/ir under the menu item "General Meeting 2019".

The proxy must be received no later than on 7 May 2019, 1.00 p.m. (CEST) exclusively to the E-mail address HV2019@semperitgroup.com; the proxy must be attached to the E-mail in text form, e.g. as PDF-file, and will be kept by the Company.

If a shareholder has granted power of proxy to the depositary bank (section 10a of the Stock Corporations Act) it shall be sufficient if in addition to submitting the deposit certificate the bank makes a statement that it has been granted power of proxy. The aforementioned requirements applying to the submission of the deposit certificate shall apply analogously to the submission of this notification.

On the day of the General Meeting the proxy may only be submitted upon registration for the General Meeting at the venue of the meeting. The aforementioned provisions on granting power of proxy apply analogously to the revocation of power of proxy. Any revocation shall be valid only when received at one of the aforementioned addresses respectively by the Company.

As a special, free of charge service, shareholders who are not able or do not wish to attend the General Meeting in person may have their voting rights in the General Meeting exercised by a representative of the "Interessenverband für Anleger" (IVA, Austrian Association of Investors), 1130 Vienna, Feldmühlgasse 22. Mr. Michael Knap has been appointed by IVA as representative for these shareholders for the General Meeting. Shareholders intending to grant power of proxy are not obliged to appoint Mr Michael Knap as their proxy holder. A special form for granting power of proxy or revocation of proxy to Mr Michael Knap may be downloaded at the Company website www.semperitgroup.com/ir under the menu item "General Meeting 2019". The proxy granted to Mr Michael Knap must be received no later than on 7 May 2019, 1.00 p.m. (CEST) exclusively through one of the following addresses:

- (i) E-mail address HV2019@semperitgroup.com
- (ii) per SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text),

whereby the proxy must be attached to the E-mail in text form, e.g. as PDF-file, and will be kept by the Company.

In addition, it is also possible to directly contact Mr. Michael Knap from IVA at tel. +43 664 – 2138740, fax +43 1 8763343 - 39 or via e-mail at michael.knap@iva.or.at.

The shareholder shall instruct Mr. Michael Knap how he (or perhaps a representative authorised by Mr. Michael Knap) has to exercise the voting right. Mr. Michael Knap shall exercise the voting right solely on the basis of the instructions issued by the shareholder. Without an explicit voting instruction on a specific agenda item the proxy is invalid with regards to this agenda item.

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

Information to shareholders regarding data processing

1. Which personal data of shareholders is processed and for what purposes?

Semperit AG Holding processes personal data of shareholders (in particular those pursuant to Sec 10a sub-section 2 Stock Corporations Act, i.e. name, address, date of birth, number of the securities deposit, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy holder) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation (“GDPR”) and the Austrian Data Protection Act (“DSG”), in order to enable shareholders to exercise their rights at the General Meeting.

In this connection the shareholders’ personal data is processed for the following purposes:

- Organization and holding of General Meetings, including verification of the right to attend/power of proxy and determination of the voting ratio
- Participation of shareholders in the General Meeting and exercise of shareholder rights
- Preparation of registration, power of proxy and attendance lists
- Preparation of the minutes of the General Meeting
- Fulfillment of compliance obligations, including recording, disclosure and reporting obligations.

The processing of the shareholders’ personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Stock Corporations Act. The legal basis for the processing therefore is Article 6 sub-section 1 lit c GDPR (compliance with a legal obligation). For the processing Semperit AG Holding is controller as defined in Art 4 pt. 7 GDPR.

2. To whom is the shareholders' personal data transferred?

Semperit AG Holding uses external service providers, such as notaries, lawyers, banks and IT service providers, for the purpose of organizing the General Meeting. These service providers receive only such personal data from Semperit AG Holding as is necessary for the performance of the commissioned service, and, where they are processors as defined in Art 4 pt. 8 GDPR, process the data solely on instructions of Semperit AG Holding. Where legally required, Semperit AG Holding has concluded a data protection agreement with these service providers.

If a shareholder participates in the General Meeting, all present shareholders or their representatives respectively, the members of the Management Board and Supervisory Board, the notary and any other person with a legal right to attend may view the list of participants stipulated by statute (section 117 Stock Corporations Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding relationship). Semperit AG Holding also has the statutory obligation to submit the shareholders’ personal data (in particular the list of participants) to the commercial register at the competent commercial register court (section 120 Stock Corporations Act) as part of the notarial protocol.

In addition, the shareholders’ personal data may also be transferred to the competent authorities or bodies if necessary.

3. How long is the shareholders' personal data stored?

Shareholders' data will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and no other legal obligations require further storage. Obligations to provide evidence and to retain records arise in particular from corporate, stock corporation and takeover law, from tax and duties law as well as from anti money laundering regulations. If legal claims are made by shareholders against Semperit AG Holding or vice versa by Semperit AG Holding against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with proceedings before civil courts, this can lead to storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding conclusion.

4. What rights do shareholders have with regard to their personal data?

Every shareholder has a right to access, rectification, restriction, objection and deletion at any time with regard to the processing of personal data as well as a right to data portability in accordance with Chapter III GDPR. Shareholders can assert these rights against Semperit AG Holding free of charge at the following point of contact: Semperit AG Holding attn. of Rechtsabteilung, Modecenterstrasse 22, 1031 Vienna E-Mail: data.privacy@semperitgroup.com.

In addition, shareholders have the right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 GDPR.

5. Further information

Further information on data protection can be found in the data protection declaration on the website of Semperit AG Holding www.semperitgroup.com.

Total number of shares and voting rights at the date of convocation (section 106 rec. 9 of the Stock Corporations Act)

The share capital of the Company amounts to EUR 21,358,996.53 at the date of the convocation of the Annual General Meeting, and is divided into 20,573,434 bearer shares, of which 20,573,434 shares are entitled to vote in the Annual General Meeting. Each share entitles the holder to one vote. The Company does not own any treasury stock.

Vienna, April 2019

The Management Board