

**Information on the organizational and technical requirements for  
participation in the 133<sup>rd</sup> Annual General Meeting  
on Wednesday, 27 April 2022 at 10:00 a.m., CEST as “virtual General Meeting”**

By publication in the official gazette "Amtsblatt zur Wiener Zeitung" of 25 March 2022 as well as by publication via EQS and by S&P Global and on the company's website on the same day, the 133<sup>rd</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding on Wednesday, 27 April 2022, at 10:00 a.m., CEST was convened.

### **Holding as a virtual General Meeting**

Due to the current pandemic situation and the unclear forecasts for its development in the coming weeks, the Executive Board decided to make use of the legal regulation of a virtual General Meeting in order to protect shareholders and other participants.

The 133<sup>rd</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2022 will be held as a "virtual General Meeting" in accordance with the COVID-19-GesG as amended and the COVID-19-GesV as amended based thereon.

This means that shareholders and their representatives (with the exception of the four independent proxies) cannot be physically present at the 133<sup>rd</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2022 for health protection reasons.

The virtual General Meeting is held at Novotel Wien Hauptbahnhof, 1100 Vienna, Canettistraße 6, exclusively in the physical presence of the Chairman of the Supervisory Board, the members of the Executive Board, the certifying official notary public and the four independent proxies appointed by the Company.

By holding the virtual General Meeting, the Executive Board considers that both the interests of the Company and the interests of the shareholders have been taken into account to the best possible extent.

We would like to point out explicitly that it is **not possible for shareholders to come to the place of the General Meeting in person. Participation is only possible virtually.**

### **Broadcast of the Annual General Meeting on the internet**

The virtual 133<sup>rd</sup> Annual General Meeting will be broadcast in its entirety on the internet, so that all shareholders of the Company will be able to follow it on 27 April 2022 from 10:00 a.m. on the internet at [www.semperitgroup.com](http://www.semperitgroup.com).

The broadcast of the Annual General Meeting **on the internet** will enable all shareholders to follow **the course of the Annual General Meeting** in real time via this one-way acoustic and optical connection, and in particular to follow the presentation by the Executive Board, the answers to shareholders' questions and the voting process. No registration or login is required.

The **technical requirements** on the part of the shareholders are a correspondingly powerful Internet access or a powerful Internet connection as well as an internet-capable device that has an HTML5-enabled Internet browser with activated Javascript and is capable of playing back the transmission in sound and video (e.g. computer, notebook, tablet, smartphone, etc.).

Communication with the Company is not possible either via the Internet or by telephone, but only as described under "**Shareholders' right to information and speech contributions**" below.

**Exercise of the right to vote as well as the right to submit a motion and objection only by independent proxies**

**A motion, the casting of votes and the raising of an objection** at this virtual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2022 can **only be made**, in accordance with Section 3 para 4 COVID-19-GesV, **by one** of the following **independent proxies** who is independent of the Company and whose costs are borne by the Company.

Every shareholder who is entitled to attend the Annual General Meeting and has provided the Company with evidence of this in accordance with the provisions of the invitation (see item IV of the Invitation) is entitled to appoint one of the independent proxies listed below **to exercise the right to vote, to make proposals and to object**.

- (i) Florian Beckermann, Dipl. VW, Dipl. Jur., LL.M., IVA  
1130 Vienna, Feldmühlgasse 22  
Tel: +43 1 8763343-30  
E-Mail-Adresse: vollmacht.semperit.beckermann@computershare.de
- (ii) Attorney at law Dr. Verena Brauner, IVA  
1120 Vienna, Hetzendorfer Straße 71  
Tel +43 1 3050291  
E-Mail-Address: vollmacht.semperit.brauner@computershare.de
- (iii) Attorney at law Dr. Paul Fussenegger  
1010 Vienna, Rotenturmstraße 12/6  
Tel: + 43 1 2351001  
E-Mail-Address: vollmacht.semperit.fussenegger@computershare.de
- (iv) Attorney at law Dr. Ulla Reisch  
c/o Urbanek, Lind, Schmied, Reisch Rechtsanwälte OG  
1030 Vienna, Landstraßer Hauptstraße 1a, Ebene 7/Top 09  
Tel +43 1 212 55 00  
E-Mail-Address: vollmacht.semperit.reisch@computershare.de

The granting of a power of attorney to another person is not permissible pursuant to Section 3 para 4 COVID-19-GesV.

To facilitate the proceedings of the General Meeting, shareholders are requested to limit communication with the independent proxies authorized by them in each case with respect to instructions on submitting motions for resolutions, voting behaviour and objecting to a resolution. The right to information may be exercised by the shareholders individually by means of electronic communication.

It is recommended to contact the independent proxy authorized by the shareholder in good time if the independent proxy authorized by the shareholder is instructed to submit motions for resolutions, to vote and to raise an objection in the virtual Annual General Meeting on one or more item(s) on the agenda.

For the appointment of these independent proxies, a **mandatory proxy form** as well as a form for the revocation of proxy are available on the Company's **website** at [www.semperitgroup.com](http://www.semperitgroup.com).

For the **verification of your identity as a shareholder**, especially during the General Meeting, we request that you indicate in the designated field of the proxy form **the E-mail address** you will **use to send instructions, motions or objections** to the independent proxy **or to ask questions and make speech contributions** to the Company. Questions, speeches and instructions from this E-mail address will be attributed to you as a shareholder.

In your interest, **proxies** should be received no later than **22 April 2022, 04:00 p.m. CEST**, using one of the communication channels below:

Powers of proxies to the independent proxies can be sent **by E-mail to the above address of the person you have chosen**. This method of transmission gives the independent proxy you have chosen direct access to the power of proxy.

In addition, the following communication channels and addresses are available for the transmission of proxies:

**By mail or courier:** Semperit AG Holding  
Att. Judit Helenyi  
1100 Vienna, Am Belvedere 10

By credit institutions according to Section 114 para 1 sentence 4 of the Austrian Stock Corporations Act (AktG) also possible **via SWIFT**:  
BIC COMRGB2L  
(Message Type 598, stating ISIN AT0000785555 in the text).

A personal transmission of the power of proxy at the place of the Annual General Meeting is expressly excluded for purposes of preserving the special measures due to COVID-19.

When **authorizing another person**, please note that an effective **chain of proxy** (sub-proxy) must ensure that one of the four independent proxies is authorized to exercise the right to vote, the right to make proposals and the right to object at the Annual General Meeting itself. The authorization of a person other than one of the four independent proxies to exercise these rights in the Annual General Meeting is not possible within the meaning of Section 3 para 4 COVID-19-GesV. However, it is permissible to **authorize other persons to exercise** other rights, in particular **the right to information and the right to speak**.

The above provisions on the granting of the proxy shall apply mutatis mutandis to the revocation of the proxy. If the proxy is revoked after **22 April 2022, 4:00 p.m. CEST**, we recommend sending the revocation by E-mail to the independent proxy concerned, as otherwise a timely receipt cannot be guaranteed.

### **Instructions to the independent proxies**

The independent proxies will only exercise the right to vote, the right to make motions and the right to object by giving instructions. If there are no instructions for a resolution proposal, the independent proxy will abstain from voting. The independent proxy will also abstain from voting on motions for resolutions for which unclear instructions have been issued (e.g. simultaneously YES or NO regarding the same motion for resolution).

Shareholders are requested to give their instructions to the elected independent proxy in the section of the proxy form provided for this purpose, which will be available on the Company's website at **www.semperitgroup.com** from **06 April 2022** at the latest, but probably already from **25 March 2022**. A form for issuing instructions together with the proxy form is available on the Company's website at **www.semperitgroup.com**. We kindly ask you to send the voting instructions **by E-mail** to the above address of the independent proxy you have chosen. This method of transmission gives the independent proxy you have chosen direct access to the voting instructions.

The **instructions may be issued together with the proxy or at a later date**. Instructions for exercising the right to vote, the right to make motions and the right to object can be issued before or **during the Annual General Meeting up to the time determined by the Chairman** in each case. Until such time, the shareholders have the opportunity to amend instructions already issued or to issue new instructions.

Since the independent proxies cannot be reached by telephone **during the Annual General Meeting** in view of the possible large number of simultaneous contact attempts, **exclusively** the communication medium **E-mail to the E-mail address of your independent proxy specified above** should be **used** for communication.

In each E-mail, the person of the shareholder (name/company, date of birth/company register number of the shareholder) must be named and the conclusion of the declaration must be made recognizable by reproducing the signature or otherwise, e.g. by stating the name/company (Section 13 para 2 Austrian Stock Corporations Act).

In order to enable the independent proxy to determine the identity of and correspondence with the deposit confirmation, we would kindly ask you in this case to also indicate your deposit number in the E-mail.

Please note that it may be necessary to **interrupt the virtual Annual General Meeting for a short time** in order to securely process the shareholders' instructions to the independent proxies received during the Annual General Meeting.

### **Shareholders' right to information and speech contributions**

Each shareholder is to be provided with information on the company's affairs at the Annual General Meeting on request, insofar as this is necessary for the proper assessment of an agenda item.

The **right of information and the right to speak** can **only** be exercised **by electronic mail by sending an E-mail exclusively** to the E-mail address provided for this purpose **Fragen.HV2022@semperitgroup.com**, provided that the shareholders have submitted a deposit certificate within the meaning of Section 10a of the Austrian Stock Corporations Act (AktG) and have authorized an independent proxy. Please use the **question form**, which will be available on the Company's website at **www.semperitgroup.com** from **06 April 2022** at the latest, but probably already from **25 March 2022** and attach the completed and signed form to the E-mail as an attachment.

If you send your questions or speech contributions **without using the question form**, the **person of the shareholder** (name/company name, date of birth/company register number of the shareholder) **must** be stated and the conclusion of the declaration must be made recognizable by **reproducing the signature** or otherwise, e.g. by stating the name/company name (Section 13 para 2 of the Austrian Stock Corporations Act). In order to enable the company to **establish the identity of** and correspondence with the deposit confirmation, we kindly **ask** you to also **indicate your deposit number** in the E-mail in this case.

If the right to information and/or the right to speak is exercised by an authorized representative, proof of authorization must also be provided in text form. Please note that the **independent proxies cannot be authorized to exercise the right to information and/or the right to speak.**

Shareholders are **requested to submit their questions in text form in advance of the Annual General Meeting by E-mail to** [Fragen.HV2022@semperitgroup.com](mailto:Fragen.HV2022@semperitgroup.com) in good time so that they reach the Company by 22 April 2022 at the latest. This will enable the Company to prepare as accurately as possible and to answer the questions you ask as quickly as possible. In this way, the time efficiency is maintained in the interest of all participants who wish to follow the Annual General Meeting from the beginning to the voting process.

**During the Annual General Meeting**, shareholders also have the opportunity to submit their questions and speech contributions electronically to the Company, **exclusively in text form by E-mail directly to the Company's E-mail address** [Fragen.HV2022@semperitgroup.com](mailto:Fragen.HV2022@semperitgroup.com). Please note that **the Chairman may set time limits for this during the Annual General Meeting.**

With this in mind, the Chairman may, if necessary, order and expressly point out that the shareholders' written statements, if their reading out is requested, may not exceed a certain volume. If this scope is exceeded, the Chairman or the Executive Board member who reads out the shareholder's request to speak at the Annual General Meeting may shorten it, provided the shareholder doesn't shorten it himself.

Questions received by the Company are principally read out in consideration of the foregoing and to be answered at the Annual General Meeting in accordance with Section 118 of the Austrian Stock Corporations Act.

### **Invitation**

Reference is made to the provisions of the invitation of **25 March 2022**, in particular the requirement of timely submission of the deposit confirmation for the exercise of shareholder rights in the virtual General Meeting on **27 April 2022**.