

Draft resolutions

for the 133rd Annual General Meeting of Semperit Aktiengesellschaft Holding on Wednesday, 27 April 2022 at 10:00 a.m., at Novotel Wien Hauptbahnhof, 1100 Vienna, Canettistraße 6.

I. Proposed resolution regarding agenda item 2:

Adopting a resolution on the use of the net profit shown in the 2021 annual financial statements

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

“The appropriation of the net profit of EUR 30,860,200 reported in the annual financial statements of the Company as of 31 December 2021 will be made as follows in accordance with the profit distribution proposal of the Executive Board, which was approved by the Supervisory Board:

- a dividend of EUR 1.50 will be paid for each share entitled to dividend;
- the dividend will be paid on 04 May 2022;
- the remaining net profit of EUR 49 will be carried forward to new account.”

II. Proposed resolution regarding agenda item 3:

Adopting a resolution on discharge of the Members of the Executive Board for the business year 2021

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

„The members of the Executive Board of Semperit Aktiengesellschaft Holding acting in the business year 2021 are hereby discharged for the business year 2021.”

III. Proposed resolution regarding agenda item 4:

Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2021

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

„The members of the Supervisory Board of Semperit Aktiengesellschaft Holding acting in the business year 2021 are hereby discharged for the business year 2021.”

IV. Proposed resolution regarding agenda item 5:**Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2022**

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

„Ernst & Young Wirtschaftsprüfungs GmbH, with its registered office in Vienna, is hereby appointed to audit the Company's annual financial statements and consolidated financial statements for the business year 2022.

This resolution is based on the recommendation made by the Audit Committee of the Supervisory Board on the basis of a tender procedure pursuant to Regulation (EU) No. 537/2014, according to which either Ernst & Young Wirtschaftsprüfungs GmbH, Vienna, or Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, shall be appointed as auditors for the annual financial statements and consolidated financial statements of the Company for the financial year 2022, with the Audit Committee expressing a reasoned preference for the appointment of Ernst & Young Wirtschaftsprüfungs GmbH, Vienna.“

V. Proposed resolution regarding agenda item 6:**Elections to the Supervisory Board**

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

- 1. The number of the Supervisory Board members shall be reduced within the limits set out in the Articles of Association from currently eight to a total of six members elected by the General Meeting.*
- 2. Dipl. Ing. Herbert Ortner, born 07 November 1968, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 27 April 2022 until the conclusion of the General Meeting resolving upon the discharge for the business year 2025.*

Reasoning

Pursuant to Article 9 para 2 of the company's Articles of Association, at least two members of the Supervisory Board shall retire each year from office upon the completion of the company's General Meeting, whereby members of the Supervisory Board who have retired from the Supervisory Board since the last General Meeting or who resign from office with effect from the end of the respective General Meeting shall be counted towards this number. In the first instance, those members whose term of office expires leave the Supervisory Board. Retired members of the Supervisory Board can be re-elected immediately.

1. With effect of 29 September 2021 Mag. Petra Preining retired at her own request.
2. With effect of 12 May 2021 Dr. Walter Koppensteiner retired at his own request.
3. Upon completion of the General Meeting dated 27 April 2022 Dipl. Ing. Herbert Ortner retires because of the expiry of the term of office.

Pursuant to Article 9 para 1 of the Company's Articles of Association, the Supervisory Board consist of at least three and no more than ten members elected by the General Meeting and the members delegated in accordance with Section 110 para 1 ArbVG.

The Supervisory Board has so far comprised eight members elected by the General Meeting since its last election by the General Meeting (In addition, there are the members delegated according to ArbVG).

Mag. Petra Preining, born [REDACTED] 1973, retired from the Supervisory Board with effect of 29 September 2021. Dr. Walter Koppensteiner, born on 15 February 1959, also retired from the Supervisory Board with effect of 12 May 2021. The Supervisory Board shall therefore be reduced from eight to a total of six members elected by the Annual General Meeting.

In the upcoming Annual General Meeting, one member will have to be elected to the Supervisory Board in order to reach the number of six elected members.

The Nomination Committee and the Remuneration Committee of the Supervisory Board nominates that one mandate is filled, so that after the election at the General Meeting on 27 April 2022, the Supervisory Board will be comprised of six elected members by the General Meeting.

The Nomination and Remuneration Committee of the Supervisory Board therefore nominates,

1. Dipl. Ing. Herbert Ortner to be elected as member of the Supervisory Board. 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 2025.

The suggested candidate for the elections to the Supervisory Board has already presented statements within the meaning of section 87 para 2 Austrian Stock Corporations Act. Such statements are available on the Company's website as well.

Pursuant to section 86 para 7 Austrian Stock Corporations Act, at least 3 seats on the Supervisory Board must each be occupied by women and men. No objection was raised pursuant to section 86 para 9 Austrian Stock Corporations Act.

VI. Proposed resolutions regarding agenda item 7:

Adopting a resolution on the remuneration report

The Executive Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible remuneration report for the compensation of the members of the Executive Board and the Supervisory Board pursuant to section 78c in conjunction with Section 98a of the Austrian Stock Corporations Act.

This remuneration report shall provide a comprehensive overview of the compensation granted or owed to the current and former members of the Executive Board and the Supervisory Board in the course of the last financial year within the framework of the remuneration policy (section 78a in conjunction with section 98a of the Austrian Stock Corporations Act), including all benefits in any form.

The remuneration report for the last financial year shall be submitted to the General Meeting for voting. The vote shall be of a recommendatory nature. The resolution cannot be appealed (section 78d para 1 Austrian Stock Corporations Act).

The Executive Board and the Supervisory Board are required to prepare a proposal for a resolution on the remuneration report in accordance with section 108 para 1 of the Austrian Stock Corporations Act.

This resolution proposal of the Executive Board and the Supervisory Board on the resolution on the remuneration report and the remuneration report shall be made available on the website registered in the commercial register in accordance with section 108 para 4 no. 4 of the Austrian Stock Corporations Act as of the 21st day prior to the General Meeting.

The Executive Board and the Supervisory Board of Semperit Aktiengesellschaft Holding approved a remuneration report in accordance with section 78c in conjunction with section 98a of the Austrian Stock Corporations Act at their meeting on 22 March 2022 and proposed a resolution in accordance with section 108 para 1 of the Austrian Stock Corporation Act

The remuneration report will be made available on the company website of Semperit Aktiengesellschaft Holding www.semperitgroup.com registered in the commercial register as of 06 April 2022 (21st day before the General Meeting).

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2021, as made available on the website registered in the commercial register, be adopted.

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

VII. Proposed resolution regarding agenda item 8:

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 Executive Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Austrian 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 was resolved for the first time at the Annual General Meeting on 22 July 2020 and has to be resolved again at the Annual General Meeting on 27 April 2022 due to significant changes.

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 Austrian 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 Austrian Stock Corporations Act.

Pursuant to Section 108 para 4 no. 4 of the Austrian 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 Annual General Meeting.

The Supervisory Board of Semperit Aktiengesellschaft Holding prepared the principles for the remuneration of the Executive Board members and the Supervisory Board members pursuant to Section 78a in conjunction with Section 98a of the Austrian Stock Corporations Act and resolved the remuneration policy (Remuneration Policy) at its meeting on 22 March 2022.

The remuneration policy will be made available on the company website of Semperit Aktiengesellschaft Holding www.semperitgroup.com no later than 6 April 2022 (21st day before the Annual General Meeting), but probably as of 25 March 2022.

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

The remuneration policy is attached to this proposed resolution as *Annex ./2*.

VIII. Proposed resolution regarding agenda item 9:

Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2022 in advance

The Executive Board and the Supervisory Board propose that the General Meeting in accordance with Article 13 of the Company's Articles of Association and section 98 of the Austrian Stock Corporations Act adopts the following **Resolution**:

„The compensation of members of the Supervisory Board for the business year 2022 is determined as follows:

1. Basic remuneration for the members of the Supervisory Board:

- a. For the Chairman of the Supervisory Board EUR 70,000.00*
- b. For the Deputy Chairman of the Supervisory Board EUR 45,000.00*
- c. For each further member of the Supervisory Board EUR 35,000.00*

2. Committee remuneration:

- a. For the Chairman of the Audit Committee and the financial expert, provided that the expert is not the Chairman of the Audit Committee, additionally EUR 35,000.00*
- b. For the Chairman of the Nomination and Remuneration Committee, additionally EUR 25,000.00*
- c. For each member of the Audit Committee, the Nomination and Remuneration Committee, additionally EUR 15,000.00*

3. Attendance fee:

*Each member of the Supervisory Board is to receive an attendance fee of EUR 1,500.00 for each meeting of the Supervisory Board.
Each committee member is to receive an attendance fee of EUR 1,500.00 for each committee meeting.
The attendance fee is limited to EUR 1,500.00 per meeting day.*

4. Half of the attendance fee is due 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 the second quarter (at the end of June 2022)*
- b. *25 per cent at the end of the third quarter (at the end of September 2022)*
- c. *25 per cent at the end of the fourth quarter (at the end of December 2022)*

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. Similarly, such aliquot compensation shall apply to the change of the chairman of the Supervisory Board respectively of the committee, each 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."

IX. Proposed resolution regarding agenda item 10:

10a. Adopting a resolution on the further authorization (valid up to not more than 30 months of the resolution date) of the Executive 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 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 27 July 2020 on item 8a of the agenda.

10b. Adopting a resolution on the renewed authorization of the Executive 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 22 July 2020 on item 8b of the agenda.

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

Item 10a of the agenda:

„For a period of 30 (thirty) months from the day on which the resolution is passed, the Executive 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 22 July 2020 -, 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 Executive Board shall publish the Executive Board's resolution and the respective repurchase program based on it, including its

duration, in accordance with the statutory provisions (each). The Executive 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 Executive 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 10b 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 27 July 2020 - the Executive 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 Executive 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 Executive Board, which is expected to be available on the Company's website at www.semperitgroup.com from 25 March 2022. This report will also be available at the Annual General Meeting.

It is pointed out that the proposed resolutions on agenda items 10a and 10b are to be voted on separately. If the resolution in accordance with the corresponding resolution proposal is passed on agenda item 10a, this resolution shall remain unaffected by any negative outcome of the resolution on agenda item 10b.