

**PROXY**

As a shareholder of Semperit Aktiengesellschaft Holding, I hereby authorise

**Dr Michael Knap,  
Vice President of the Interessenverband für Anleger (Association for Investors or “IVA”)**

to represent me at the Annual General Meeting of Semperit Aktiengesellschaft Holding, 1031 Vienna, (FN 112544g, ISIN AT0000785555) on **Tuesday, 26 April 2016** at 10:00 a.m. CEST at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna, and to exercise the voting right in my/our name.

This proxy relates to ..... units of my shares in my safe custody account with account number ..... at ..... (name of the credit institution). (If you leave these fields blank, the proxy automatically relates to all shares for which a safe deposit receipt was issued on the record date by one or several credit institutions maintaining the safe custody account.) The proxy holder is permitted to grant a sub-proxy. In particular, I authorise the aforementioned proxy to exercise the voting right and adopt resolutions on the following agenda:

- ITEM 1. Presentation of the approved annual financial statements, the management report and corporate governance report, along with the consolidated financial statements and the group management report, the proposal for the appropriation of the net profit and the report of the Supervisory Board (Section 96 of the Austrian Stock Corporation Act (AktG)) for the 2015 financial year
- ITEM 2. Resolution on the appropriation of the net profit
- ITEM 3. Resolution on the discharge of the members of the Management Board for the 2015 financial year
- ITEM 4. Resolution on the discharge of the members of the Supervisory Board for the 2015 financial year
- ITEM 5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2016 financial year
- ITEM 6. Election of members to the Supervisory Board
- ITEM 7. Resolution on the remuneration of the Supervisory Board
- ITEM 8. Resolution on the revocation of the existing authorisation of the Management Board to increase the capital in accordance with Section 169 of the AktG (authorised capital) with a simultaneous authorisation of the Management Board to increase the capital pursuant to Section 169 of the AktG (authorised capital) against cash and/or contributions in kind together with the authorisation of the Management Board to partially exclude subscription rights, and on the corresponding amendment to the Articles of Association
- ITEM 9a. Resolution on the revocation of the existing authorisation of the Management Board to increase the capital in accordance with Section 174 of the AktG with a simultaneous authorisation of the Management Board to issue convertible bonds pursuant to Section 174 of the AktG together with the authorisation to partially exclude subscription rights
- ITEM 9b. Resolution on the revocation of the existing conditional capital increase in accordance with Section 159 (2) (1) of the AktG with a simultaneous conditional capital increase pursuant to Section 159 (2) (1) of the AktG in order to service the convertible bonds in accordance with agenda item 9a, and on the corresponding amendment to the Articles of Association

ITEM 10a. Resolution on the revocation of the existing authorisation to repurchase own shares in accordance with Section 65 (1) (8) of the AktG from 29 April 2014 with a simultaneous authorisation of the Management Board to repurchase and, if applicable, retire own shares up to the legally permitted maximum of 10% of the share capital for a period of 30 months from the adoption of the resolution in the Annual General Meeting in accordance with Section 65 (1) (8) of the AktG

ITEM 10b. Resolution on the revocation of the existing authorisation in accordance with Section 65 (1b) of the AktG from 29 April 2014 with a simultaneous authorisation of the Management Board pursuant to Section 65 (1b) of the AktG to decide with the consent of the Supervisory Board on a different method of selling shares than via the stock exchange or through a public offer, and on a possible exclusion of the pre-emption rights (subscription rights) of shareholders

ITEM 11. Additional amendments to the Articles of Association in sections 2, 7, 15, 18 and 24

I hereby instruct the aforementioned proxy to vote regarding the agenda items 2 to 11 as follows: (check as appropriate; the proxy is invalid without an explicit instruction).

<b>ITEM 2</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 3</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 4</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 5</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 6a</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 6b</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 7</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 8</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
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<b>ITEM 9a</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
<b>ITEM 9b</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
<b>ITEM 10a</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
<b>ITEM 10b</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>
<b>ITEM 11</b>	YES vote <input type="radio"/>	NO vote <input type="radio"/>	Abstention <input type="radio"/>

I acknowledge 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.

I acknowledge that a requirement for exercising the voting right in the Annual General Meeting by proxy is proof of shareholding on the record date (**16 April 2016**), i.e., the company receives a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act by no later than **21 April 2016** in accordance with the provisions of the invitation at one of the addresses mentioned therein.

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(name/company and address/domicile of shareholder in block letters)

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(date, place) (signature of the shareholder/authorised company signature)

**NOTE:**

**We request that you provide the proxy by no later than 21 April 2016 at 3:00 p.m. CEST:**

By mail or by courier: Notary Huppmann, Poindl & Partner  
 Brandstätte 6  
 1010 Vienna  
 Austria

By fax: +43(0)1 512 28 65-21

By e-mail: [semperit2016hv@nhp.at](mailto:semperit2016hv@nhp.at), in which case the safe custody receipt must be attached to this e-mail, for example as a PDF file.

Personally: by registering at the Annual General Meeting