

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

Invitation to the 129th Annual General Meeting

We hereby cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding to be held on **Wednesday, 25 April 2018**, 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 presentation of the proposal for the use of profit and of the report of the Supervisory Board (sec 96 of the Austrian Stock Corporation Act) on the business year 2017**
- 2. Adopting a resolution on the use of the net profit shown in the 2017 annual financial statements**
- 3. Adopting a resolution on the discharge of the Members of the Management Board for the business year 2017**
- 4. Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2017**
- 5. Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2018**
- 6. Elections to the Supervisory Board**
- 7. Adopting a resolution on the compensation of Members of the Supervisory Board for the business year 2017**
- 8. Adopting a resolution on the comprehensive amendment and revision of the Articles of Incorporation with the exception of the corporate objective, which will not be amended**
- 9a. Adopting a resolution on the further authorisation (valid up to not more than 30 months of the resolution date) of the Management 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 Corporation 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 26 April 2016 on item 10a of the agenda.**

- 9b. Adopting a resolution on the renewed authorization of the Management Board pursuant to section 65 para 1b of the Austrian Stock Corporation 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 26 April 2016 on item 10b of the agenda.**
- 10. Adopting a resolution on the creation of a new "authorized capital" while safeguarding the statutory subscription right, also within the meaning of the indirect subscription right pursuant to section 153 para 6 of the Austrian Stock Corporation Act (AktG), but also with the authorization of the Management Board to exclude subscription rights of shareholders in whole or in part with the consent by the Supervisory Board, including the possibility of issuing new shares against contributions in kind, with the cancellation of the "authorized capital" in accordance with the resolution of the Annual General Meeting of 26 April 2016 on the 8th agenda item and resolution on the corresponding amendment to article 5a of the Articles of Incorporation.**
- 11a. Adopting a resolution on the authorization of the Management board to issue convertible bonds with the approval by the Supervisory Board and on the authorization of the Management board with the approval of the Supervisory Board to exclude shareholders' subscription rights in full or in part, with the cancellation of the corresponding authorization of the Management Board with approval by the Supervisory Board to issue convertible bonds pursuant to the Annual General Meeting Resolution of 26 April 2016 on agenda item 9a.**
- 11b. Adopting a resolution on the conditional increase of the Company's share capital in accordance with section 159 para 2 rec. 1 Austrian Stock Corporation Act (AktG) for the issue to creditors of financial instruments (convertible bonds), with cancellation of the "conditional capital" in accordance with the Annual General Meeting resolution of 26 April 2016 on agenda item 9b and corresponding amendment to article 5b of the Articles of Incorporation.**

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 (4 April 2018), but prospectively already from **23 March 2018**, for inspection on the Company website www.semperitgroup.com/ir."

- Financial statements including management report,
- Corporate governance report,
- Consolidated financial statements including group management report,
- Proposal for the appropriation of the net profit,
- Separate non-financial report
- Report of the Supervisory Board,

each for the 2017 financial year;

- Proposed resolutions on items 2. – 11. of the agenda,
- With respect to agenda item 6.: 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,
- Report by the Management Board on the exclusion of subscription rights in connection with the sale of repurchased shares pursuant to section 65 para 1b in conjunction with section 171 para 1 in conjunction with section 153 para 4 Stock Corporation Act – 9. of the agenda,
- Report by the Management Board on the exclusion of subscription rights in the “authorized capital” pursuant to section 170 para 2 in conjunction with section 153 para 4 sentence 2 Stock Corporation Act – 10. of the agenda,
- Report by the Management Board on the exclusion of subscription rights in connection with convertible bonds pursuant to section 174 para 4 in conjunction with section 153 para 4 Stock Corporation Act – 11. of the agenda.

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 AND 118 OF THE AKTG

Additions to the agenda (Section 109 of the AktG)

Pursuant to Section 109 of the AktG shareholders who together hold shares amounting to at least 5% of the share capital and who have owned these shares for at least three months before making their request may request in writing that additional items be included in the agenda of this General Meeting and be published. Each requested addition to the agenda must include a draft resolution and an explanation of the reasons for the proposal. The text of the agenda item and the proposed resolution must (also) be presented in German.

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 no later than **6 April 2018** as well as in the same way as the original agenda no later than **11 April 2018**.

Such a request shall be considered only if it is received by the Company in writing by no later than **4 April 2018** at one of the following addresses:

By mail or courier: Semperit AG Holding
Attn: Legal Department
Modcenterstrasse 22
1031 Vienna

By e-mail: stefan.marin@semperitgroup.com, in which case a qualified electronic signature pursuant to Section 4 of the Austrian Digital Signature Act (SigG) is necessary when making submissions by e-mail

In order to demonstrate status as a shareholder in order to exercise this shareholder right it is sufficient to present a safe custody receipt in accordance with Section 10a of the AktG which confirms that the shareholders making the request have been owners of the shares for at least three months before so doing and which may be no older than seven days on the date of submission to the Company. With respect to the other requirements for the safe custody receipt reference is made to the information on the right to participate.

the Annual General Meeting. The reason for any refusal to provide the information must be stated.

Motions during the Annual General Meeting (Section 119 of the AktG)

Pursuant to Section 119 of the AktG 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 AktG 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 AktG for each proposed person by no later than five working days prior to the General Meeting, i.e. on **18 April 2018**. 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.

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the General Meeting and to exercise voting rights and all other shareholder rights in the course of the General Meeting is determined by the shares owned at the end of the tenth day prior to the date of the General Meeting, i.e. **15 April 2018**, 12 midnight CEST (Record Date of the General Meeting). Only persons who are shareholders on this Record Date and have demonstrated this to the Company are entitled to attend the General Meeting.

Bearer shares held in a securities account

A safe custody receipt pursuant to section 10a of the AktG shall suffice as proof of shareholding for bearer shares kept in custody as of the Record Date, provided that this custody receipt is received by the Company no later than **20 April 2018** and exclusively at one of the following addresses.

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

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

By e-mail: semperit2018hv@nhp.at, in which case the safe custody receipt must be attached to the e-mail in writing, for example as a PDF file

By SWIFT: GIBAATWGGMS (message type MT598, must include ISIN AT0000785555 in the text)

Safe custody receipt pursuant to Section 10a of the AktG

The safe custody receipt 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,

The requirements listed above for the appointment of proxy shall apply analogously to the revocation of the proxy.

As a special service, shareholders are provided the option of having their voting rights exercised at the General Meeting in accordance with their instructions by an independent representative of the Interessenverband für Anleger (Association for Investors), IVA, Feldmühlgasse 22/4, 1130 Vienna. It is currently planned that Dr Wilhelm Rasinger from IVA will represent these shareholders at the General Meeting. In order to grant proxy to Dr Wilhelm Rasinger a special proxy form is available on the Company's website at www.semperitgroup.com/ir. This special form must be received by the Company exclusively at one of the aforementioned addresses (fax, e-mail, mail/courier, in person when registering) for the submission of proxies.

In addition, it is also possible to contact Dr Wilhelm Rasinger from IVA directly at tel. +43 1 8763343 - 30, fax +43 1 8763343 - 39 or via e-mail at wilhelm.rasinger@iva.or.at.

The shareholder shall instruct Dr Wilhelm Rasinger how he (or perhaps a representative authorised by Dr Wilhelm Rasinger) has to exercise the voting right. Dr Wilhelm Rasinger shall exercise the voting right solely on the basis of the instructions issued by the shareholder. Without explicit instructions the proxy is invalid.

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.

Total number of shares and voting rights

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, March 2018

The Management Board