

## Draft resolutions

for the 132<sup>nd</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding on Tuesday, 27 April 2021 at 10:00 a.m., at the registered office Modecenterstraße 22, 1031 Vienna.

### I. Proposed resolution regarding agenda item 2:

#### **Adopting a resolution on the use of the net profit shown in the 2020 annual financial statements**

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

*“The appropriation of the net profit of EUR 31,000,000 reported in the annual financial statements of the Company as of 31 December 2020 will be made as follows in accordance with the profit distribution proposal of the Management 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 03 May 2021;
- the remaining net profit of EUR 139,849.00 will be carried forward to new account.”

### II. Proposed resolution regarding agenda item 3:

#### **Adopting a resolution on discharge of the Members of the Management Board for the business year 2020**

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

*„The members of the Management Board of Semperit Aktiengesellschaft Holding acting in the business year 2020 are hereby discharged for the business year 2020.”*

### III. Proposed resolution regarding agenda item 4:

#### **Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2020**

The Management 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 2020 are hereby discharged for the business year 2020.”*

**IV. Proposed resolution regarding agenda item 5:****Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2021**

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

*„Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (FN 267030 t) is hereby appointed to audit the Company's annual financial statements and consolidated financial statements for the business year 2021.“*

**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. Mag. Birgit Nogglner, born 10. September 1974, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 27 April 2021 until the conclusion of the General Meeting resolving upon the discharge for the business year 2024.*
- 2. Dr. Stefan Fida, born 05. Oktober 1979, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 27 April 2021 until the conclusion of the General Meeting resolving upon the discharge for the business year 2024.*
- 3. Dr. Astrid Skala-Kuhmann, born 07. September 1953, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 27 April 2024 until the conclusion of the General Meeting resolving upon the discharge for the business year 2023.*

**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. Upon completion of the General Meeting dated 27 April 2021 Mag. Birgit Nogglner retires because of the expiry of the term of office.
2. Upon completion of the General Meeting dated 27 April 2021 Dr. Stefan Fida retires because of the expiry of the term of office.

3. Upon completion of the General Meeting dated 27 April 2021 Dr. Astrid Skala-Kuhmann retires because of the expiry of the term of office.

In order to maintain the status of eight elected members of the Supervisory Board (capital representatives), three members must be elected to the Supervisory Board on the upcoming shareholders' meeting. The Nomination and Remuneration Committee of the Supervisory Board therefore nominates,

1. Mag. Birgit Noggler to be elected as member of the Supervisory Board. Her 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 2024.
2. Dr. Stefan Fida 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 2024.
3. Dr. Astrid Skala-Kuhmann to be elected as member of the Supervisory Board. Her 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 2023.

Each of the suggested candidates for the election 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 87 para 3 Austrian Stock Corporations Act, it is intended to resolve separately on each vacant mandate in the upcoming General Meeting.

Pursuant to section 86 para 7 Austrian Stock Corporations Act, at least 4 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 Management 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 Management 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 Management 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 Management 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 Management 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 Management 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 17 March 2021 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/ir](http://www.semperitgroup.com/ir) registered in the commercial register as of 06 April 2021 (21st day before the General Meeting).

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2020, 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 compensation of the members of the Supervisory Board for the business year 2021 in advance**

The Management 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 2021 is determined as follows:*

1. *Basic remuneration for the members of the Supervisory Board:*
  - a. *For the Chairman of the Supervisory Board EUR 65,000.00*
  - b. *For the Deputy Chairman of the Supervisory Board EUR 40,000.00*
  - c. *For each further member of the Supervisory Board EUR 30,000.00*
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 30,000.00*
  - b. *For the Chairman of the Strategy Committee, the Nomination and Remuneration Committee, additionally EUR 20,000.00*
  - c. *For the Chairman of the Transformation Committee, additionally EUR 10,000.00*
  - d. *For each member of the Audit Committee, the Nomination and Remuneration Committee, additionally EUR 10,000.00*
  - e. *For each member of the Strategy Committee and the Transformation Committee, additionally EUR 5,000.00*

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 2021)*

*b. 25 per cent at the end of the third quarter (at the end of September 2021)*

*c. 25 per cent at the end of the fourth quarter (at the end of December 2021)*

*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."*