

SEMPERIT AKTIENGESELLSCHAFT HOLDING

with its headquarters in Vienna

FN (Commercial Register Number) 112544 g

Invitation to the 124th Annual General Meeting

We cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding, to be held on **Tuesday, April 30, 2013**, at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna.

AGENDA

1. Presentation of the approved Annual Financial Statements, the Management Report and Corporate Governance Report, along with the Consolidated Financial Statements and the Consolidated Management Report, the proposal for the appropriation of the net profit and the Report of the Supervisory Board for the 2012 financial year.
2. Resolution on the appropriation of the net profit.
3. Resolution on the discharge of the members of the Management Board for the 2012 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2012 financial year.
5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2013 financial year.
6. Elections of two Supervisory Board members.
7. Resolution on the remuneration of the Supervisory Board.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

As of April 9, 2013, the following documents will be available for inspection by shareholders at the business premises of the company's headquarters located at Modecenterstrasse 22, 1031 Vienna, Department of Investor Relations:

- Financial Statements including Management Report,
- Corporate Governance Report,
- Consolidated Financial Statements including Consolidated Management Report,
- Proposal for the appropriation of the net profit,
- Report of the Supervisory Board,
each relating to the 2012 financial year;
- Draft resolutions on items 2 – 7 of the agenda,
- Statements by the candidates for the elections to the Supervisory Board under TOP 6 pursuant to Section 87 (2) of the Austrian Stock Corporation Act (hereinafter "AktG")

Upon request, a copy of these documents shall immediately be sent free of charge to each shareholder.

These documents, as well as the complete text of this convocation and the form for granting and revoking a proxy, are furthermore accessible as of April 9, 2013 in the internet at www.semperitgroup.com/ir and will also be available at the Annual General Meeting.

INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109, 110 AND 118 AKTG

Shareholders whose aggregate shareholding equals 5% or more of the Company's share capital may request in writing that additional items be placed on the agenda of this Annual General Meeting and that these be made public, provided that these shareholders have held the shares for at least three months prior to making the request. Such a request shall only be considered if it is received by the Company in writing no later than April 9, 2013 at the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department. Each requested addition to the agenda must include a draft resolution and an explanation of the reasons for the proposal. A safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status. This confirmation, which may not be more than seven days old at the time it is submitted to the Company, must confirm that the shareholders have held the shares for at least three months prior to submitting such a request. Refer to the statements about the right to participate in the meeting for information about further requirements regarding the safe custody receipt.

Shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may propose draft resolutions in writing in respect of each item on the agenda of this Annual General Meeting, accompanied by a statement explaining the reasons for their proposal, and request that this proposal and statement along with any response by the Management Board or Supervisory Board be made available on the Company's website.

Shareholder requests of this kind shall only be considered if they are submitted in writing and received by the Company no later than April 18, 2013, either by fax to +43-1-79777-601, by mail to the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department, or by e-mail to Hauptversammlung@semperitgroup.com, in which case the text of the proposal must be enclosed with the e-mail, for example as a PDF file. With regard to a proposal relating to the election of a Supervisory Board member, a statement made by the proposed candidate pursuant to Section 87 (2) AktG is required in place of an explanation of reasons. A safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status to exercise this shareholder right, provided that the confirmation is not more than seven days old at the time it is submitted to the Company. Refer to the statements about the right to participate in the meeting for information about further requirements regarding the safe custody receipt.

In the case of bearer shares that are not held in a securities account, a confirmation in writing issued by a notary which meets the conditions set out for the safe custody receipt (with the exception of the securities account number) shall suffice.

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information concerning the Company's affairs, to the extent that this information is necessary to enable the shareholder to properly evaluate an agenda item.

Further information on the rights of shareholders pursuant to Sections 109, 110 and 118 AktG are available effective immediately on the website of the Company.

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights in the course of the Annual General Meeting depend on the shares owned at the end of April 20, 2013 (hereinafter the "Record Date").

Only persons who are shareholders on this Record Date are entitled to attend the Annual General Meeting.

Bearer shares held in a securities account:

A safe custody receipt pursuant to Article 10a AktG shall suffice as proof of shareholding for bearer shares kept in custody, provided that this receipt is received by the Company no later than **April 25, 2013** and exclusively at one of the following addresses.

By mail: Semperit Aktiengesellschaft Holding
 Attn: Legal Department
 Modecenterstrasse 22, 1031 Vienna

By fax: +43 (1) 79 777 601

The safe custody receipt may not be transmitted by SWIFT (Section 262 (20) AktG).

Bearer shares not held in a securities account:

In the case of bearer shares that are not held in a securities account, a written confirmation by an Austrian notary public shall suffice as proof of shareholding, provided that this confirmation is received by the Company no later than the above-mentioned date and exclusively at the aforementioned mailing address. The requirements stated below shall apply analogously to the confirmation by an Austrian notary public (with the exception of the securities account number).

Safe custody receipt pursuant to Section 10a 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 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, address, date of birth for natural persons, commercial register and registration number for legal entities where applicable,
- Information on the shares: number of shares held by the shareholder, and, in the case of par value shares, the nominal amount; for several classes of share, a description of the share class or the standard international security identification number;
- Securities account number or other designation,
- Date to which the safe custody receipt relates.

The safe custody receipt as proof of shareholding for the right to participate in the Annual General Meeting must relate to the aforementioned record date April 20, 2013.

The safe custody receipt will be accepted in either German or English.

Registering to attend the Annual General Meeting or submitting a safe deposit receipt does not in any way block shareholders with regard to their shares; they may therefore continue to freely dispose of their shares after registering or submitting a safe deposit receipt.

PARTICIPATION BY PROXY

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative, who will attend the meeting on behalf of the shareholder and who is vested with the same rights as the shareholder whom he/she represents.

The proxy must be conferred on a specific person (natural or legal) in writing. Several persons may also receive proxies.

The proxy must be received by the Company exclusively at one of the following addresses:

By mail: Semperit Aktiengesellschaft Holding
Attn: Legal Department
Modecenterstrasse 22, 1031 Vienna

By fax: +43 (1) 79 777 601

Per e-mail: hauptversammlung@semperitgroup.com, in which case the proxy must be enclosed with the e-mail in written form, for example as a PDF file.

Personally: when registering at the Annual General Meeting

If the proxy will not be personally submitted when registering at the Annual General Meeting, the proxy must arrive at the Company no later than April 25, 2013 by 3:00 p.m.

Upon request, a proxy form and a form for the revocation of the proxy shall be sent to the shareholder. These forms are also available on the Company's website at <http://www.semperitgroup.com/ir>.

If a shareholder has appointed the credit institution maintaining his or her deposit account as the proxy holder, the credit institution only needs to submit notification of its appointment as the proxy holder in addition to the safe deposit receipt. The above-mentioned requirements applying to the submission of the safe deposit receipt shall apply analogously to the submission of this notification.

The above-stated requirements for the appointment of a proxy holder shall apply analogously to the revocation of the proxy.

As a special service, shareholders are provided the option of having their voting right exercised at the Annual General Meeting in accordance with their instructions by a representative of the Interessenverband für Anleger (Association for Investors), IVA, Feldmühlgasse 22/4, 1130 Vienna. It is current planned that Dr. Michael Knap from IVA will represent these shareholders at the Annual General Meeting. In order to grant a proxy to Dr. Michael Knap, 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) for the submission of proxies. In addition, it is also possible to contact Dr. Michael Knap from IVA directly at tel. +43 1 8763343 - 30, +43 664 2138740, fax +43 1 8763343 - 39 or via e-mail at michael.knap@iva.or.at.

The shareholder shall instruct Dr. Michael Knap how he (or perhaps a representative authorised by Dr. Michael Knap) is to exercise the voting right. Dr. Michael Knap 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 no par value bearer shares, of which 20,573,434 shares are entitled to one vote each. The Company does not own any treasury stock.

Vienna, March 28, 2013

The Management Board