

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

Invitation to the 127th Annual General Meeting

We hereby cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding to be held on **Tuesday, 26 April 2016**, at 10:00 a.m. CEST, at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna, Austria.

In order that admission proceeds smoothly, shareholders are requested to bring a photo identification and arrive in a timely manner prior to the Annual General Meeting. Admittance for the issuance of voting cards begins at 9:00 a.m. CEST.

AGENDA

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
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge of the members of the Management Board for the 2015 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2015 financial year
5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2016 financial year
6. Election of members to the Supervisory Board
7. Resolution on the remuneration of the Supervisory Board
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
- 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
- 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
- 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

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

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available as of **5 April 2016** 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 group management report,
- Proposal for the appropriation of the net profit,
- Report of the Supervisory Board, each for the 2015 financial year;
- Draft resolutions on items 2 – 11 of the agenda;
- Report from the Management Board in accordance with Section 171 (1) in conjunction with Section 153 (4) of the AktG on ITEM 8;
- Report from the Management Board in accordance with Section 174 (4) in conjunction with Section 153 (4) of the AktG on ITEM 9;
- Report from the Management Board in accordance with Section 65 (1b) in conjunction with Section 171 (1) in conjunction with Section 153 (4) of the AktG on ITEM 10;
- Statements by the candidates for the elections to the Supervisory Board on ITEM 6 pursuant to Section 87 (2) of the AktG together with their curriculum vitae.

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 **5 April 2016** on the Company's website 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 OF THE AKTG

Additions to the agenda (Section 109 of the AktG)

Section 109 of the AktG stipulates that 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 Annual General Meeting and be made known. Each requested addition to the agenda must include a draft resolution and an explanation of the reasons for the proposal. If a proposal is made to elect a member of the Supervisory Board, then instead of a statement of reasons a statement is to be made regarding the person proposed in accordance with Section 87 (2) of the AktG.

The wording of the agenda item and the draft resolution must (also) be presented in a German version.

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. Said safe custody receipt may be no older than seven days on the date of submission 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.

Such a request shall be considered only if it arrives at the Company in writing by no later than **5 April 2016** at one of the following addresses:

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

By e-mail: investor@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

Draft resolutions on agenda items (Section 110 of the AktG)

Section 110 of the AktG stipulates that shareholders whose aggregate shareholdings equal 1% or more of the Company's share capital may propose draft resolutions in writing in respect to each item on the agenda of this Annual General Meeting accompanied by a statement explaining the reasons for such a proposal. They may additionally request that these proposals and statements along with any response by the Management Board or Supervisory Board be made available on the Company's website together with the names of the relevant shareholders.

If a proposal is made to elect a member of the Supervisory Board, then instead of a statement of reasons a statement is to be made regarding the person proposed in accordance with Section 87 (2) of the AktG.

The draft resolution must (also) be presented in a German version.

A safe custody receipt in accordance with Section 10a of the AktG shall suffice as proof of shareholder status to exercise shareholder's rights, provided that the safe custody receipt 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.

Such a request shall be considered only if it arrives at the Company in writing by no later than **15 April 2016** at one of the following addresses:

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

By fax: +43 (0)1 / 79777 - 601

By e-mail: investor@semperitgroup.com, in which case the request must be attached to the e-mail in writing, for example as a PDF file

Section 119 (2) of the AktG stipulates that a vote is to be held on a draft resolution, which has been made known on the Company's website in accordance with Section 110 of the AktG, only if it has been repeated as a motion in the Annual General Meeting.

Right of information (Section 118 of the AktG)

Section 118 of the AktG stipulates that 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 required to enable the shareholder to properly evaluate an item on the agenda. The right of information also includes the legal and business relations of the Company to an affiliated business.

If the consolidated financial statements and the management report are presented at the Annual General Meeting of a parent company (Section 189a (6) of the Austrian Corporate Code (UGB)), the right of information also includes the position of the group and the companies included in the consolidated financial statements.

The information does not have to be provided if such information could, based on sound business judgement, be used to significantly prejudice the position of the Company or an affiliated business, or if communicating said information would constitute a criminal offence. Information also does not have to be provided if it was continuously available on the web site of the Company in the form of questions and answers at least seven days before the start of 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)

Section 119 of the AktG stipulates that every shareholder, the Management Board and the Supervisory Board are entitled to submit a motion 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.

Section 87 (6) of the AktG stipulates that the Company must announce on its website the proposed candidates for election to the Supervisory Board together with statements in accordance with section 87 (2) of the AktG for each proposed person by no later than five working days prior to the Annual General Meeting, i.e. on **19 April 2016**. Failing to do so means the person concerned may not be included in the vote. The submission of a corresponding motion at the Annual General Meeting is therefore not possible.

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 the tenth day prior to the date of the Annual General Meeting, i.e. **16 April 2016**, 12:00 midnight (Record Date of the Annual General Meeting). Only persons who are shareholders on this Record Date and have demonstrated this to the Company are entitled to attend the Annual 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 receipt is received by the Company no later than **21 April 2016** 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: semperit2016hv@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,
- Securities account number or other designation,
- Date and, if appropriate, the time period to which the safe custody receipt refers.

If the safe custody receipt is intended as proof of shareholder status, it may be no older than seven days at the time of submission to the Company.

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, **16 April 2016**, 12:00 midnight.

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

Registering to attend the Annual General Meeting or submitting a safe custody receipt does not in any way block shareholders with regard to their shares; they may continue to freely dispose of their shares after registering or submitting a safe custody 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 Company itself or a member of the Management Board or Supervisory Board may exercise the voting right as a proxy holder only if the shareholder has issued an explicit instruction on the individual agenda items.

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 or courier: | Notary Huppmann, Poindl & Partner
Brandstätte 6
1010 Vienna |
| By fax: | +43(0)1 512 28 65-21 |
| By e-mail: | semperit2016hv@nhp.at, in which case the proxy must be attached to the email in writing, for example as a PDF file |
| Personally: | by 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 **21 April 2016** at one of the aforementioned addresses.

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

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

The requirements listed above 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 currently 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/courier, in person when registering) 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 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 2016

The Management Board