

SEMPERIT AKTIENGESELLSCHAFT HOLDING

Vienna

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Invitation to the 123rd Annual General Meeting

We hereby cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding, which takes place on **Monday, April 23, 2012**, at 10:00 a.m. in the Kulturzentrum Wimpassing, Bundesstraße 28, 2632 Wimpassing, Lower Austria.

AGENDA

1. Presentation of the approved Annual Financial Statement, the Management Report and Corporate Governance Report along with the Consolidated Financial Statement and the Consolidated Management Report, the proposal for the appropriation of the net profit and the Report of the Supervisory Board for the 2011 fiscal year.
2. Resolution of the appropriation of the net profit
3. Resolution of the discharge of the members of the Management Board for the 2011 fiscal year.
4. Resolution of the discharge of the members of the Supervisory Board for the 2011 fiscal year.
5. Appointment of the auditor of the annual financial statement and the consolidated financial statement for the 2012 fiscal year.
6. Elections to the Supervisory Board
7. Resolution of the authorization of the Management Board with the approval of the Supervisory Board to increase the share capital of the company within five years from recording in the commercial register the change in the articles of association; if needed, in several tranches against cash contribution and / or contribution in kind of up to EUR 10,679,498.27 nominal by issuing of up to 10,286,717 new bearer shares and to determine the issuing price and the additional issuing terms and conditions, and resolution of the authorization of the Management Board with approval of the Supervisory Board to exclude subscription rights of shareholders partially but only to exempt fractional amounts from the subscription right (approved capital). The shareholders may be granted the legal subscription right if a financial institution or a consortium of financial institutions assumes to handle the capital increase with the obligation to offer it to the shareholders according to their subscription rights (indirect subscription right).

Resolution of the appropriate amendment of the articles of association by a new § 5a:

"§ 5a

- (1) The Management Board is authorized with the approval of the Supervisory Board to increase the share capital of the company within five years from recording in the commercial register the change in the articles of association; if needed, in several tranches against cash contribution and / or contribution in kind of up to

EUR 10,679,498.27 (ten million six hundred and seventy-nine thousand and four hundred and ninety-eight Euros and twenty-seven cents) by issuing of up to 10,286,717 (ten million two hundred and eighty-six thousand and seven hundred and seventeen) of new bearer shares and to determine the issuing price and the additional issuing terms and conditions in agreement with the Supervisory Board.

- (2) The shareholders may be granted the legal subscription right if a financial institution or a consortium of financial institutions assumes to handle the capital increase with the obligation to offer it to the shareholders according to their subscription rights (indirect subscription right). However, with the approval of the Supervisory Board the Management Board is authorized to exclude the subscription rights partially but only to exempt fractional amounts from the subscription rights.
 - (3) The Supervisory Board is authorized to adopt a resolution to change the articles of association as a result of issuing shares from the approved capital."
- 8a. Resolution of the authorization of the Management Board pursuant to §174 paragraph 2 Austrian Stock Corporation Act (AktG) to issue within 5 years from the date of the adopted resolution with the approval of the Supervisory Board convertible bonds, which are connected to a conversion or subscription right or a conversion or subscription obligation of up to 10,286, 717 bearer shares of the company with a proportionate amount on the share capital of up to EUR 10,679,498.27, even in several tranches and to determine all additional terms and conditions, the issue price, the issuance and the conversion procedure of the convertible bonds with the approval of the supervisory board. The issue price and the conversion ratio must be determined in accordance with recognized financial valuation methods and the market price of the company must be determined by a recognized pricing procedure. It can be satisfied by the conditional capital to be adopted and / or by own shares. The legal subscription right may be granted to shareholders if a financial institutions or a consortium of financial institutions accepts the convertible bonds under the obligation to offer them to shareholders in accordance with their subscription right (indirect subscription right). However, with the approval of the Supervisory Board the Management Board is authorized to exclude the subscription rights of the shareholders to the convertible bonds partially but only to exempt fractional amounts from the subscription rights.
- 8b. Resolution of a contingent increase of the share capital in accordance with § 159 paragraph 2 Z 1 AktG by up to EUR 10,679,498.27 by issuing up to 10,286,717 bearer shares to be issued to creditors of convertible bonds -- to which the Management Board will be authorized during this Annual General Meeting. The issue price and the conversion ratio must be determined in accordance with recognized financial valuation methods and the market price of the company must be determined by a recognized pricing procedure. The issue price may not fall below the proportionate amount of the share capital. Resolution of the authorization of the Management Board to determine further particulars of the necessary capital increase and its execution and of the authorization of the Supervisory Board to approve amendments to the articles of association as a result of issuing shares from the conditional capital.

Resolution of the appropriate amendment of the articles of association by a new § 5b:

"§ 5b

- (1) In accordance with § 159 paragraph 2 Z 1 AktG, the share capital is conditionally increased by up to EUR 10,679,498.27 (ten million six hundred and seventy-nine thousand and four hundred and ninety-eight Euros and twenty-seven cents) by issuing of up to 10,286,717 (ten million two hundred and eighty-six thousand and seven hundred and seventeen) of new bearer shares (conditional capital). The conditional capital increase will only be realized to the extent that owners of convertible bonds, the issuance of which the Management Board was authorized in the Annual General Meeting on April 23, 2012, utilize their conversion right to shares of the corporation. The issue price and the conversion ratio must be determined in accordance with recognized financial valuation methods and the market price of the company must be determined by a recognized pricing procedure (basis for the calculation of the issue price): the issue price may not be lower than the proportionate amount of the share capital. The newly issued shares of the necessary capital increase are fully entitled to dividends for the current fiscal year during which they were issued. The Management Board is authorized to determine additional particulars to execute the contingent capital increase with the approval of the Supervisory Board.
- (2) In accordance with the conditions of convertible bonds, the total number of actually or potentially issued shares and the shares issued from the approved capital may not exceed 20,573,434 (twenty million five hundred and seventy-three thousand four hundred and thirty-four) shares, whereby the compliance with the conversion right of the bearers of convertible bonds must be maintained.
- (3) The Supervisory Board is authorized to amend the version of the articles of association according to the respective issuance. The same applies in the event the authorization to issue convertible bonds was not realized after the authorization term has expired and in the event the authorization of the contingent capital was not realized after the expiration date of the term of the convertible bond terms and conditions."

9. Other modifications of the articles of associations

- in § 4 (3) share certification in global certificates and their deposit in accordance with GesRÄG 2011
- in § 6 Editorial modification of the share certification in accordance with GesRÄG 2011
- in § 15 paragraphs 1, 2 modification to the Supervisory Board compensation by adding a regulation for the reimbursement of cash expenditures, whereby the amount of the attendance fee and the annual compensation must be determined by a resolution of the Annual General Meeting and a subsequent new numbering of paragraphs
- in § 18 paragraph 2 editorial modification
- Amendment to § 24 (2) by authorizing the Annual General Meeting to exclude appropriation of the net profits in whole or in part.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

As of April 2, 2012, the following documents can be reviewed by shareholders in the offices at the corporate headquarters located on Modecenterstrasse 22, 1031 Wien, Department of Investor Relations:

- Annual Financial Statement including Management Report,
- Corporate Governance Report,
- Consolidated Statement with Consolidated Management Report,
- Proposal for the appropriation of the net profit,
- Report of the Supervisory Board
- each relating to the 2011 fiscal year.
- Draft resolutions on Items 2 - 9 of the agenda
- Statements by the candidates for the elections to the Supervisory Board under TOP 6 in accordance with § 87 paragraph 2 Austrian Stock Corporation Act (AktG).

Upon request, each shareholder will receive promptly and free of charge a copy of these documents.

These documents and the complete text of this invitation and the form for appointing or revoking a proxy holder will also be available on the Internet at www.semperit.at/investor-relations as of April 2, 2012 and they 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 put 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 2, 2012 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. For the other requirements relating to the safe custody receipt, please refer to the detailed information on participation rights.

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 will only be considered if they are submitted in writing and received by the Company no later than April 12, 2012, either by fax to +43-1-79777-601, by mail to the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department, or by email to Hauptversammlung2012@semperit.at, in which case the text of the proposal must be enclosed with the email, 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 these shareholder rights, provided that the confirmation is not more than seven days old at the time it is submitted to the Company. For the other requirements relating to the safe custody receipt, please refer to the detailed information on participation rights.

In the case of bearer shares that are not held in a securities deposit account a written confirmation issued by a notary which meets the conditions set out above for the safe custody receipt (with the exception of the deposit account number) will 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 required to enable the shareholder to properly evaluate the relevant items on the agenda.

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 held at the end of April 13, 2012 (record date).

Participation is limited to persons who are in possession of shares on the record date.

Deposited bearer shares

For no par value bearer shares held in a securities deposit account, the safe custody receipt in accordance with section 10a AktG shall suffice as proof of shareholder status on the record date. This confirmation must be received by the Company **no later than April 18, 2012**, 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 (§ 262 (20) AktG).

Non-deposited bearer shares

In the case of bearer shares which are not held in a securities deposit account, written confirmation by an Austrian public notary shall suffice as proof of shareholding, provided that this confirmation is received by the Company no later than the above-mentioned date of April 18, 2012, and exclusively at the aforementioned addresses. The requirements stated below with regard to the contents of the safe custody receipt shall apply analogously to the confirmation by an Austrian public notary (with the exception of the deposit account number).

Safe custody receipt pursuant to Section 10a AktG

The safe custody receipts are to be issued by the depositary bank, which must be 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:

- Information on the issuer: company name and address or code commonly used for interbank transactions (SWIFT code),
- Information on the shareholder: name or company name, 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 deposit account number or other designation,
- Date to which the safe custody receipt relates.

The safe custody receipt as proof of share ownership as the basis for participating in the Annual General Meeting must refer to the above-mentioned record date of April 13, 2012.

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

Notice of the intention to attend the Annual General Meeting or submission of a safe custody receipt does not in any way block shareholder actions with regard to their shares. Accordingly, shareholders may dispose freely of their shares after having given notice of their intention to participate in the Annual General Meeting or having submitted 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 proxy authorization must be conferred on a specific person (natural or legal) in writing. It is also possible to appoint several proxy holders.

The authorization of a proxy holder 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

By email: Hauptversammlung2012@semperit.at, in which case the authorization must be enclosed with the email, for example as a PDF file

In person when registering at the Annual General Meeting

If the proxy authorization is not submitted in person when registering on the day of the Annual General Meeting, it must be received by the Company no later than by 3:00 p.m. on April 20, 2012.

The forms for the appointment (or revocation) of a proxy holder will be sent to shareholders upon request, or can be downloaded from the Company's website at www.semperit.at/investor-relations.

If a shareholder has appointed the credit institution holding 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 custody receipt. The abovementioned requirements applying to safe custody receipts shall apply analogously to this notification.

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

Total number of shares and voting rights

The share capital of the Company amounts to EUR 21,358,996.53 at the date of convening 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.

How to get there and works tour

If you are travelling by car please use the car parking spaces outside the works site beside the Kulturzentrum. We have also arranged a bus transfer for those attending the AGM.

The bus will depart at 8:30 am from the night bus stop at Schwedenplatz (station between Rotenturmstrasse and Laurenzberggasse).

To register for the bus transfer please email Hauptversammlung2012@semperit.at.

After the AGM we will invite all participants to a tour of the works.

The bus transfer from Wimpassing back to Vienna will then be at 2.30pm.

Vienna, March 24, 2012

The Management Board