

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

**Invitation to 132nd Annual General Meeting of
Semperit Aktiengesellschaft Holding
for Tuesday, 27 April 2021, at 10:00 a.m. (Vienna Time)**

In accordance with Section 106 no 1 of the Austrian Stock Corporations Act ("**AktG**"), the Annual General Meeting is held at the registered office of the Company, Modecenterstraße 22, 1031 Vienna.

I. Holding a virtual General Meeting

1. Corporate COVID-19 Act (COVID-19-GesG) and Corporate COVID-19 Regulation (COVID-19-GesV)

The Management Board decided to make use of the legal regulation of a virtual General Meeting in order to protect shareholders and other participants.

The Annual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2021 will be held as a "virtual General Meeting" on the basis of Section 1 para 2 COVID-19-GesG, Federal Law Gazette I no. 16/2020 as amended by Federal Law Gazette I no. 156/2020 and COVID-19-GesV (Federal Law Gazette II no. 140/2020 as amended by Federal Law Gazette II no 616/2020), taking into account the interests of both the Company and the participants.

Pursuant to the decision of the Management Board, this means that shareholders and their representatives (with the exception of the four independent proxies pursuant to Section 3 para 4 COVID-19-GesV) cannot be physically present at the Annual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2021.

The virtual General Meeting is held at 1031 Vienna, Modecenterstraße 22, exclusively in the physical presence of the Chairman of the Supervisory Board, members of the Management Board, the certifying official notary public and the four independent proxies proposed by the Company.

The holding of the Annual General Meeting as a virtual General Meeting in accordance with COVID-19-GesV leads to modifications in the course of the General Meeting and in the exercise of shareholders' rights as compared to a physical meeting.

The exercise of voting rights, the right to submit motions for resolutions and the right to object are exclusively carried out by one of the independent proxies proposed by the Company in accordance with Section 3 para 4 COVID-19-GesV.

The right to information may be exercised at the virtual General Meeting by the shareholders themselves by means of electronic communication, and exclusively by sending questions in text form exclusively by E-mail directly to the E-mail address Fragen.HV2021@semperitgroup.com of the Company, provided that the shareholders have submitted a deposit certificate within the meaning of Section 10a of the Austrian Stock

Corporations Act (AktG) within the prescribed period in accordance with item IV. and have authorized an independent proxy in accordance with item V.

2. Broadcast of the Annual General Meeting on the internet

Pursuant to Section 3 para 1, 2 and 4 COVID-19-GesV in conjunction with Section 102 para 4 of the Austrian Stock Corporations Act (AktG), the Annual General Meeting will be broadcast in full acoustically and visually in real time on the Internet.

This is permissible under data protection law with regard to the legal basis provided under Section 3 para 1, 2 and 4 COVID-19-GesV.

All shareholders of the Company will be able to follow the Annual General Meeting on 27 April 2021 from about 10:00 a.m. (Vienna Time) using appropriate technical equipment (e.g. computer, notebook, tablet or smartphone as well as an internet connection with sufficient bandwidth for streaming videos) over the Internet at www.semperitgroup.com as a virtual Annual General Meeting. No registration or login is required to follow the Annual General Meeting.

The broadcast of the Annual General Meeting on the Internet will enable all shareholders to follow the course of the Annual General Meeting in real time via this one-way acoustic and optical connection, and, in particular to follow the presentation by the Management Board, the answers to shareholders' questions and the voting process.

Please note that this live broadcast as a virtual General Meeting does not enable remote participation (Section 102 para 3 no. 2 of the Austrian Stock Corporations Act - AktG) and remote voting (Section 102 para 3 no. 3 and Section 126 of the Austrian Stock Corporations Act - AktG) and that the internet broadcast is not a two-way connection. Therefore, the individual shareholder will only be able to follow the course of the Annual General Meeting.

It is also to be noted that the Company is only insofar responsible for the use of technical means of communication as lies in its sphere of influence (Section 2 para 6 COVID-19-GesV).

Furthermore, reference is made to the information on the organizational and technical requirements for participation pursuant to Section 3 para 3 in conjunction with Section 2 para 4 COVID-19-GesV ("**Participation Information**").

II. 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 non-financial report as of 31 December 2020, of the presentation of the proposal for the use of profit and of the report of the Supervisory Board on the business year 2020**
- 2. Adopting a resolution on the use of the net profit shown in the 2020 annual financial statements**
- 3. Adopting a resolution on the discharge of the Members of the Management Board for the business year 2020**

4. **Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2020**
5. **Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2021**
6. **Elections to the Supervisory Board**
7. **Adopting a resolution on the remuneration report**
8. **Adopting a resolution on the compensation of Members of the Supervisory Board for the business year 2021 in advance**

III. Documents for the Annual General Meeting; Information made available on the website

In particular, the following documents and records will be available for inspection at the latest from the 21st day preceding the General Meeting (**6 April 2021**), but prospectively already from **25 March 2021** on the Company website www.semperitgroup.com/ir under the menu item "General Meeting 2021":

- Information on the organizational and technical requirements for participation according to Section 3 para 3 in connection with Section 2 para 4 COVID-19-GesV ("**Participation Information**"),
 - Annual financial statements including the management report,
 - Corporate governance report,
 - Consolidated financial statements including the group management report,
 - Separate non-financial report (sustainability report),
 - Proposal for the use of net profit,
 - Report of the Supervisory Board,
- each relating to the business year 2020;**
- Proposed resolutions on items 2. – 8. of the agenda,
 - Statements by candidates for the elections to the Supervisory Board together with Curriculum vitae pursuant to Section 87 para 2 of the Austrian Stock Corporations Act – 6. of the agenda,
 - Remuneration report,
 - Form for granting a proxy for the independent proxy according to Sec 3 para 4 COVID-19-GesV,
 - Form for questions,
 - Form for the revocation of a proxy,
 - Full text of this invitation;

IV. Record date and requirements for participation in the General Meeting pursuant to Section 111 of the Austrian Stock Corporations Act (Sec 106 no 6 and 7 of the Austrian Stock Corporations Act)

The right to attend the virtual General Meeting and to exercise the voting right and the other shareholders' rights that are exercised during this virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is determined by the shares held at the end of 17 April 2021 (12:00 a.m., Vienna Time) **(Record Date)**.

Participation and exercise of their shareholders' rights in the virtual General Meeting according to COVID-19-GesG and COVID-19-GesV is limited to persons who are shareholders on the Record Date and provide proof thereof to the Company.

Proof of shareholder status on the Record Date is to be provided by a deposit certificate (*Depotbestätigung*) pursuant to Section 10a of the Austrian Stock Corporations Act which must refer to the Record Date and be received no later than on 22 April 2021 (12:00 a.m., Vienna Time) exclusively through one of the following communication channels and addresses:

- (i) per E-mail: HV2021@semperitgroup.com
(deposit certificate in pdf-format please)
- (ii) per SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text).

The appointment of an independent proxy and the exercise of the shareholders' right to information cannot be effected without a deposit confirmation received by the Company in due time.

Shareholders are requested to contact their depository bank and to arrange for a deposit certificate to be issued and transmitted.

The Record Date has no effect on the disposal of the shares and has no significance for dividend rights.

Deposit Certificate pursuant to Section 10a Austrian Stock Corporations Act:

The deposit certificate shall be issued by the depository 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 (Section 10a para 2 Austrian Stock Corporations Act):

- Information about the issuer: name/company name and address or a code commonly used in transactions between credit institutions (SWIFT-Code),
- Information about the shareholder: name/company name, address, date of birth in case of individuals, register and register number in case of legal entities, if applicable,
- Information about the shares: number of shares held by the shareholder, ISIN AT0000785555 (internationally used security identification number),
- Depot number, securities account number or other identification,
- Date or period referred to in the deposit certificate.

For the purpose of providing proof of shareholder status in order to attend the General Meeting, the deposit certificate must refer to the end of the Record Date on **17 April 2021** (12:00 a.m., Vienna time).

Deposit certificates will be accepted in German and English.

A deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company.

V. Possibility to appoint an independent proxy and the procedure to be followed

Any shareholder entitled to attend the virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV and who has provided proof of this to the Company in accordance with the provisions of item IV of this invitation, shall be entitled to appoint an independent proxy.

In the virtual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2021, only one of the independent proxies is permitted to submit a motion for resolution, to vote and to raise an objection in accordance with Section 3 para 4 of COVID-19-GesV.

The following persons, who are suitable and independent of the company, are proposed as independent proxy:

- (i) Florian Beckermann, Dipl. VW, Dipl. Jur., LL.M., IVA
1130 Vienna, Feldmühlgasse 22
Tel +43 1 876 33 43-30
E-Mail-Address: vollmacht.semperit.beckermann@computershare.de
- (ii) Attorney at law Dr. Verena Brauner, IVA
1120 Vienna, Hetzendorfer Straße 71
Tel +43 1 3050291
E-Mail-Address: vollmacht.semperit.brauner@computershare.de
- (iii) Attorney at law Dr. Paul Fussenegger
1010 Vienna, Rotenturmstraße 12/6
Tel: + 43 1 2351001
E-Mail-Address: vollmacht.semperit.fussenegger@computershare.de
- (iv) Attorney at law Dr. Ulla Reisch
c/o Urbanek, Lind, Schmied, Reisch Rechtsanwälte OG
1030 Vienna, Landstraßer Hauptstraße 1a, Ebene 7/Top 09
Tel +43 1 212 55 00
E-Mail-Address: vollmacht.semperit.reisch@computershare.de

Each shareholder may select one of the four persons named above as his or her independent proxy and grant this person power of attorney.

A separate **proxy form** for granting power of attorney to the independent proxy is available on the Company's **website** at www.semperitgroup.com, which is **mandatory to use**.

The specifications provided for in the **Participation Information** must be observed for the granting of power of attorney, its delivery options and deadlines.

A personal delivery of the power of attorney at the place of the meeting is expressly excluded.

VI. Information on shareholders' rights pursuant to Sections 109, 110, 118 and 119 of the Austrian Stock Corporations Act**1. Addendum to the agenda by shareholders in accordance with Section 109 of the Austrian Stock Corporations Act**

Shareholders whose aggregate shareholding equals five percent or more of the nominal capital and who have owned these shares for at least three months before making their request, may request in text form that additional items be put on the agenda of the General Meeting and published. Any such request by shareholders must be received in text form due to Section 13 para 2 of the Austrian Stock Corporations Act by mail or courier no later than on **6 April 2021** (12:00 a.m., Vienna time) by the Company exclusively at the address Semperit Aktiengesellschaft Holding, Attn.: Ms. Judit Helenyi, Modecenterstr. 22, 1031 Wien, bzw. by SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text), or by e-mail HV2021@semperitgroup.com. If text form within the meaning of Section 13 para 2 of the Austrian Stock Corporations Act is prescribed for statements, statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. Each motion for an item to be put on the agenda must be accompanied by a proposal for a resolution with a statement of reasons. The agenda item and the proposed resolution, but not its justification, must in any case also be written in German. Proof of shareholder capacity shall be furnished by submitting a deposit certificate in accordance with Section 10a of the Austrian Stock Corporations Act confirming that the applicant shareholder has been the continuous holder of the shares for at least three months prior to the application and that the deposit certificate must not be older than seven days at the time it is submitted to the Company. Several deposit certificates for shares, which only together convey the shareholding of 5%, must refer to the same time (day, time).

With regard to the other requirements for the deposit certificate, see the information on the right to participate (Item IV of this invitation).

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 and under the menu item "General Meeting 2021" and no later than **08 April 2021** as well as in the same way as the original agenda (in the official gazette to the "Wiener Zeitung") no later than **13 April 2021**.

2. Proposals for resolutions by shareholders on the agenda in accordance with Section 110 of the Austrian Stock Corporations Act

Shareholders whose aggregate shareholding equals one percent or more of the nominal capital may submit proposed resolutions in text form due to Section 13 para 2 of the Austrian Stock Corporations Act concerning any item on the agenda, and request that these be made available on the Company website registered with the commercial register, together with the names of the respective shareholders, a statement of reasons to be submitted together with the proposal, and any comments of the Management Board or Supervisory Board. Requests of this kind will only be considered when received by the Company no later than on **16 April 2021** (12:00 a.m., Vienna time) by post Semperit Aktiengesellschaft Holding, Attn. Ms. Judit Helenyi, Modecenterstr. 22, 1031 Wien, or by e-mail HV2021@semperitgroup.com, whereby the request must be attached to the e-mail in text form within the meaning of Section 13 para 2 of the Austrian Stock Corporations Act, for example as a PDF. If text form within the meaning of Section 13 para 2 of the Austrian Stock Corporations Act is prescribed for statements, the statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not its justification, must in any case also be written in German.

In case of a proposal for the election of a Supervisory Board member the statement of the proposed person pursuant to section 87 para 2 and 2a of the Austrian Stock Corporations Act replaces the statement of reasons and Section 86 para 7 and 9 Austrian Stock Corporations

Act must be taken into consideration. In case a proposal for a resolution is then received, it will be published on the Company's website at www.semperitgroup.com/ir and under the menu item "General Meeting 2021" no later than two working days after receipt, at the latest on **20 April 2021**. A proposed resolution that has been published on the Company's website shall only be voted on if it is repeated as a motion at the Annual General Meeting.

For the purpose of providing proof of shareholder status it is sufficient if holders of deposited bearer shares submit a deposit certificate pursuant to Section 10a of the Austrian Stock Corporations Act. The deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company. Several deposit certificates for shares, which only together convey the shareholding of 1%, must refer to the same time (day, time). With regard to the other requirements for the deposit certificate, see the information on the right to participate (Item IV of this invitation).

3. Shareholders' information rights in accordance with Section 118 of Austrian Stock Corporations Act

Any shareholder shall be provided with information on the Company's affairs upon request at the Annual General Meeting to the extent that such information is required for proper assessment of an item on the agenda. This obligation to provide information shall also extend to the legal and business relationships of the Company with affiliated companies, the state of affairs of the group, and the companies included in the consolidated financial statements.

The Company may deny providing information to the extent that according to sound business judgment it might cause material damage to the Company or any affiliated company or if providing such information would constitute a punishable offense.

The requirement for exercising the shareholders' right to information is the proof of right to attend (item IV. of the invitation) and the granting of a corresponding power of attorney to the independent proxy (item V. of the invitation).

It is expressly pointed out that the **right to information pursuant to Section 118 of the Austrian Stock Corporations Act and the right to speak during this virtual Annual General Meeting** can be exercised by the shareholders themselves by way of electronic mail exclusively by sending questions or the speech contribution by E-mail directly to the Company at the E-mail address Fragen.HV2021@semperitgroup.com.

The shareholders are requested to submit all **questions in advance in text form** by E-mail to the address Fragen.HV2021@semperitgroup.com. This serves to maintain the time efficiency in the interest of all participants in the Annual General Meeting, in particular for issues that require a longer preparation time.

This will enable the Management Board to prepare as accurately as possible and to provide answers to your questions at the Annual General Meeting as quickly as possible.

Please use the **question form**, which is available on the Company's website at www.semperitgroup.com. If this question form is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the corresponding E-mail. In order to enable the Company to establish the identity and correspondence with the deposit certificate, we request that in this case you please also state your deposit number in the E-mail.

Please note that **reasonable time limits will be set by the Chairman** during the Annual General Meeting.

Further information and modalities for exercising the shareholders' right to information pursuant to Section 118 of the Austrian Stock Corporations Act will be specified in the **Participation Information**.

4. Motions by shareholders at the General Meeting in accordance with Section 119 of the Austrian Stock Corporations Act

Any shareholder - irrespective of a specific shareholding - is entitled to submit motions on any item on the agenda at the virtual General Meeting pursuant to COVID-19-GesG and COVID-19-GesV by means of instructions to its independent proxy.

The point in time up to which instructions for submitting motions to the independent proxy are possible shall be determined by the Chairman in the course of the virtual General Meeting.

The requirement for this is the proof of entitlement to participate in accordance with item IV. of this invitation and the granting of a corresponding power of attorney to the independent proxy in accordance with item V. of this invitation.

A shareholder proposal for the election of a Supervisory Board member requires the timely submission of a resolution proposal in accordance with Section 110 Austrian Stock Corporations Act: Persons for election to the Supervisory Board (item 6 of the agenda) may only be proposed by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the Company no later than 16 April 2021 in the manner specified above (item VI para. 2). Each nomination must be accompanied by a declaration pursuant to Section 87 para 2 of the Austrian Stock Corporations Act of the nominee's professional qualifications, professional or comparable functions, and any circumstances that could give rise to concern about bias.

Otherwise, the shareholder proposal for the election of a Supervisory Board member may not be considered in the vote.

Further information and modalities for the exercise of the shareholders' right to submit motions in accordance with Section 119 Austrian Stock Corporations Act are set out in the **Participation Information**.

5. Information to shareholders regarding data processing

5.1. Which personal data of shareholders is processed and for what purposes?

Semperit AG Holding processes **personal data** of shareholders (in particular those pursuant to Section 10a para 2 Austrian Stock Corporations Act, i.e. name, address, date of birth, number of the securities deposit, number of shares of the shareholder, number of the voting card and, name and date of birth of the proxy holder) on the basis of the applicable data protection regulations, in particular the **European General Data Protection Regulation** ("GDPR") and the Austrian **Data Protection Act** ("DSG"), in order to enable shareholders to exercise their rights at the General Meeting.

In this connection the shareholders' personal data is processed for the following purposes:

- Organization and holding of General Meetings, including verification of the right to attend/power of proxy and determination of the voting ratio
- Participation and the exercise of shareholder rights in the General meeting
- Preparation of registration, power of proxy and attendance lists
- Preparation of the minutes of the General Meeting
- Fulfillment of compliance obligations, including recording, disclosure and reporting obligations.

The processing of the shareholders' personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Austrian Stock Corporations Act. The legal basis for the processing therefore is **Art 6 sub-section 1 lit c GDPR** (compliance with a legal obligation). For the processing Semperit AG Holding is **controller as defined in Art 4 pt. 7 GDPR**.

5.2. To whom is the shareholders' personal data transferred?

Semperit AG Holding uses external **service providers**, such as notaries, lawyers, banks and IT service providers, for the purpose of organizing the General Meeting. These service providers receive only such personal data from Semperit AG Holding as is necessary for the performance of the commissioned service, and, where they are processors as defined in Art 4 pt. 8 GDPR, process the data solely on instructions of Semperit AG Holding. Where legally required, Semperit AG Holding has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the General Meeting, all present independent proxies pursuant to Section 3 para 4 COVID-19 GesV, the members of the Management Board and Supervisory Board, the notary and any other person with a legal right to attend may view the **list of participants** stipulated by statute (Section 117 Austrian Stock Corporations Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding relationship). Semperit AG Holding also has the statutory obligation to submit the shareholders' personal data (in particular the list of participants) to the **commercial register at the competent commercial register court** (Section 120 Austrian Stock Corporations Act) as part of the notarial protocol.

In addition, the shareholders' personal data may also be transferred to the competent authorities or bodies if necessary.

5.3. How long is the shareholders' personal data stored?

Shareholders' data will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and no other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate, stock corporation and takeover law, from tax and duties law as well as from anti money laundering regulations. If legal claims are made by shareholders against Semperit AG Holding or vice versa by Semperit AG Holding against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with proceedings before civil courts, this can lead to storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding conclusion.

5.4. What rights do shareholders have with regard to their personal data?

Every shareholder has a **right to access, rectification, restriction, objection and deletion** at any time with regard to the processing of personal data as well as a right to **data portability** in accordance with Chapter III GDPR. Shareholders can assert these rights against Semperit AG Holding free of charge by contacting the E-mail address data.privacy@semperitgroup.com or by using the following **contact details**:

Semperit AG Holding z. Hd. Rechtsabteilung, Modecenterstrasse 22, 1031 Vienna

In addition, shareholders have the **right to lodge a complaint** with the **data protection supervisory authority** pursuant to Article 77 GDPR.

5.5. Further information

Further information on data protection can be found in the data protection declaration on the website of Semperit AG Holding www.semperitgroup.com.

VII. Further information and references

1. Total number of shares and voting rights at the date of convocation (Section 106 no 9 of the Austrian Stock Corporations Act)

At the date of convocation of the virtual General Meeting, the nominal capital of Semperit AG Holding amounts to EUR 21,358,996.53 and is divided into 20,573,434 no-par value bearer shares. Each no-par value share grants one vote at the virtual General Meeting.

At the date of the convocation of the virtual General Meeting, the Semperit AG Holding does not own any treasury stock.

Thus, the total number of shares entitled to participate and vote amounts to 20,573,434 at the date of the convocation.

2. No physical access

We would like to expressly point out once more that neither shareholders nor guests will be personally admitted to the upcoming General Meeting held as a virtual General Meeting in accordance with COVID-19-GesV at the location of the Annual General Meeting.

This document is published in German and in a non-binding English convenience translation.

Vienna, March 2021

The Management Board