

# Corporate Governance Report

## Commitment to the Austrian Corporate Governance Code

The Semperit Group pursues responsible corporate activities geared towards long-term and sustainable value creation and thus strives to achieve a high degree of transparency for all stakeholders.

The Austrian Corporate Governance Code is a regulatory framework for the management and monitoring of Austrian joint-stock companies. This code contains common international standards and significant related regulations in this context, stipulated in the Austrian Stock Corporation, Stock Exchange and Capital Market Acts. The Austrian Corporate Governance Code is based on the EU recommendations on the tasks of supervisory board members and on the remuneration of executive board members and supervisory board members as well as on the principles set out in the OECD Guidelines for Corporate Governance. The code is aimed at ensuring responsible management and supervision of individual companies and groups, with the goal of creating sustainable and long-lasting value. The code seeks to create a high level of transparency for all company stakeholders.

Companies voluntarily commit to compliance with the guidelines set out in the current version of the Austrian Corporate Governance Code as amended. The version of the Corporate Governance Code that is applicable to the 2023 financial year was published in January 2023 and can be found online at [www.corporate-governance.at](http://www.corporate-governance.at).

### Statement on corporate governance

The Semperit Group, as a publicly listed company that operates globally, hereby declares that it will voluntarily observe the Austrian Corporate Governance Code in its current version and that it also intends to observe the code in the future and justify any behavior to the contrary. Semperit AG Holding complies with all legally binding L-Rules (legal requirements). Unless otherwise declared, the C-Rules (comply or explain) will be observed by the relevant bodies and the company.

### Dual management structure

The dual management structure of Semperit AG Holding as a publicly listed stock corporation consists of an Executive Board and a Supervisory Board. Both bodies are strictly separated from each other in terms of personnel and functions and can therefore perform their different tasks independently. The Executive Board is responsible for independently managing the company, while the Supervisory Board is responsible for monitoring it.

### Cooperation between the Executive Board and Supervisory Board

The Executive Board and Supervisory Board are committed to managing the company in accordance with the principles of good corporate governance. This management takes place in an open dialogue between the Executive Board and the Supervisory Board as well as within these corporate bodies to ensure its continuous development. Among other things, the Executive Board's internal rules of procedure govern the Executive Board's ongoing reporting to the Supervisory Board. They also specify a catalogue of transactions and measures that, in addition to legal provisions, require the Supervisory Board's explicit authorization. The Supervisory Board monitors the Executive Board and supports it in managing the company, particularly when decisions of fundamental importance are to be made.

The strategic direction of the company is determined in close cooperation between the Executive Board and the Supervisory Board and is discussed in Supervisory Board meetings held at regular intervals.

## Executive Board

### Composition and function of the Executive Board

At the end of the 2023 financial year, the Executive Board consisted of three members: CEO Karl Haider, CFO Helmut Sorger and CIO Gerfried Eder. Gerfried Eder took over the position on the Executive Board as of 1 July 2023, following Kristian Brok's early departure from the Executive Board. Kristian Brok's term of office lasted from 1 January 2020, to 30 June 2023. The Board has full responsibility for managing the company for the benefit of the business while considering the interests of shareholders and employees as well as the public interest.

The Executive Board's internal rules of procedure regulate the allocation of business responsibilities and the principles of cooperation between members of the Executive Board. Decisions of primary importance are taken by the Board as a whole. The Executive Board is solely responsible for all communications that have a significant impact on how the company is perceived by its stakeholders. Legally binding regulations, the Articles of Association, and the internal rules of procedure for the Executive Board and Supervisory Board laid down by the Supervisory Board form the basis for corporate management.

### Karl Haider

Chief Executive Officer (CEO) since 11 January 2022; term of office ends on 31 March 2025.

Karl Haider, born in 1965, started his career as a chemical lab technician. He went on to study Technical Chemistry and Economics, eventually going on to complete his doctorate in Technical Chemistry at the Johannes Kepler University Linz in Austria. Following his studies, he worked in sales and project management at the voestalpine group before being promoted to Board Member within the Stainless Steel Division. Most recently, Karl Haider held the position of Chief Commercial Officer at Tata Steel Europe, one of the world's largest steelmaking companies. His previous roles at Tata Steel included managing major M&A transactions and acting as Director Operations Downstream. A highly regarded industry expert and highly qualified manager, he has gained extensive experience at major international industrial corporations throughout his career. In his previous functions, Karl Haider has also held a number of seats on Supervisory Boards at the respective group subsidiaries.

Currently, he does not hold Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C-Rule 16 of the Austrian Corporate Governance Code.

### Helmut Sorger

Member of the Executive Board since 1 October 2022, Chief Financial Officer (CFO); term of office ends on 30 September 2025.

Helmut Sorger was born in 1978 and holds a doctorate in social sciences and economics. He started his career as a research assistant and university lecturer at the Department for Quantitative Management at the Vienna University of Economics and Business. In 2007, he joined Wienerberger AG in the Corporate Controlling Department. In the same year, Helmut Sorger took over as head of external reporting. In summer 2010, he moved to the USA and served as Director Finance and IT of General Shale Brick Inc. In 2013, he returned to Vienna taking on responsibility as Head of Corporate Reporting of Wienerberger AG. At the beginning of 2015, Helmut Sorger assumed responsibility as CFO of the North America region for the American financial area of Wienerberger AG for the following seven years and supported the division's strategic reorientation and growth course through acquisitions and their rapid integration into the existing organization.

He does not hold Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C Rule 16 of the Austrian Corporate Governance Code.

### **Gerfried Eder**

Member of the Executive Board since 1 July 2023; CIO (Chief Industrial Officer); term of office ends on 30 June 2026.

Gerfried Eder, born in 1972, is responsible in his function for the Industrial Applications Division, which includes production, marketing and sales of hydraulic and industrial hoses as well as profiles.

Gerfried Eder studied business administration at the Vienna University of Economics and Business Administration and has held various management positions at Semperit since 2000. Prior to his appointment to the Executive Board, he was Managing Director of the Hydraulic and Industrial Hose Production Division with plants in the Czech Republic, Thailand, China, Austria, the USA, India and Singapore.

He does not hold Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C Rule 16 of the Austrian Corporate Governance Code.

### **End of term in 2023:**

#### **Kristian Brok**

Member of the Executive Board since 1 January 2020, until 30 June 2023; Chief Operating Officer (COO).

Kristian Brok left Semperit AG Holding prematurely on 30 June 2023, to take on a new professional challenge.

## Organizational Structure Semperit Group 2023<sup>1</sup>

<b>Karl Haider</b> Chief Executive Officer	<b>Helmut Sorger</b> Chief Financial Officer		<b>Gerfried Eder</b> Chief Industrial Officer
Division Engineered Applications	Finance	Accounting & Tax	Division Industrial Applications
Surgical Operations	Business Performance Management	Business Process Automation	Commercial Excellence
Corporate Development & ESG	CISO	Compliance	HSEQ
Group Communications, Brand Management & Investor Relations	Controlling	Information Technology	Research & Development
Human Resources	Internal Audit, Risk Management & Assurance	Legal	Supply Chain Management & Procurement
Manufacturing & Engineering	Treasury		
Mixing Operations			

<sup>1</sup> As of 31 December 2023; Gerfried Eder was appointed CIO from 1 July 2023. Kristian Brok held the position of COO (Chief Operational Officer) until 30 June 2023, and left the Executive Board prematurely. In the course of this change and the implementation of the new organizational structure of the Semperit Group, the division of responsibilities was adjusted accordingly.

## Supervisory Board

At the end of 2023, the Supervisory Board consisted of seven shareholder representatives and four employee representatives and has resolved to establish the following committees consisting of its own members to carry out specific functions: Audit Committee, Nominating and Remuneration Committee, Strategy, Growth and Innovation Committee, ESG Committee and Committee for Urgent Issues. The authority to make decisions and pass resolutions rests primarily in the hands of the entire Supervisory Board.

### Composition of the Supervisory Board<sup>1</sup>

	Year of birth	First appointed to the Supervisory Board	Current term of office <sup>2</sup>	Supervisory board positions in other listed companies
<b>Shareholder representative</b>				
Thomas Cord Prinzhorn, Chairman since 25.04.2023 <sup>3, 4</sup>	1972	25.04.2023	Until the Annual General Meeting, resolving upon the 2025 financial year	Lenzing AG (Chairman)
Stefan Fida Chairman until 25.04.2023 Deputy Chairman since 25.04.2023 <sup>3, 4</sup>	1979	29.04.2014	Until the Annual General Meeting, resolving upon the 2024 financial year	Lenzing AG
Birgit Noggler Deputy Chairwoman until 25.04.2023 Member since 25.04.2023 <sup>3, 4</sup>	1974	08.05.2019	Until the Annual General Meeting, resolving upon the 2024 financial year	Raiffeisen Bank International AG
Stephan Büttner, Member <sup>3, 5, 6</sup>	1973	27.04.2022	Until the Annual General Meeting, resolving upon the 2023 financial year	–
Klaus Friedrich Erkes Member <sup>3</sup>	1958	23.05.2017	Until the Annual General Meeting, resolving upon the 2026 financial year	Chairman of the Supervisory Board of Simona AG (based in Kirn, Germany); Member of the Supervisory Board of PRÄZI-Flachstahl AG (based in Everswinkel, Germany)
Claus Möhlenkamp Member <sup>3, 5</sup>	1965	22.07.2020	Until the Annual General Meeting, resolving upon the 2026 financial year	–
Marion Weissenberger-Eibl, Member since 25.04.2023 <sup>3, 4, 5</sup>	1966	25.04.2023	Until the Annual General Meeting, resolving upon the 2025 financial year	Heidelberg Materials AG, MTU Aero Engines AG, ExxonMobil Central Europe Holding GmbH
<b>Employee representatives</b>				<b>Works council function</b>
Herbert Ofner	1966	27.04.2021	–	Deputy Chairman of the Works Council for white-collar workers, Wimpassing
Monika Müller	1964	27.04.2021	–	Chairwoman of the Works Council for white-collar workers, Vienna
Michael Schwegelhofer	1975	08.03.2017	–	Deputy Chairman of the Central Works Council of Semperit AG Holding, Chairman of the Works Council for blue-collar workers, Wimpassing, Chairman of the European Works Council
Markus Stocker	1979	01.01.2017	–	Chairman of the Central Works Council of Semperit AG Holding, Chairman of the Works Council for white-collar workers, Wimpassing, Deputy Chairman of the European Works Council

<sup>1</sup> As of 31 December 2023.

<sup>2</sup> According to regulations, each year at least two members resign from the Supervisory Board at the end of the Annual General Meeting.

<sup>3</sup> Have declared their independence to the Supervisory Board in accordance with C-Rule 53 of the Austrian Corporate Governance Code.

<sup>4</sup> Stefan Fida, previously Deputy Chairman of the Supervisory Board, exercised the role of Chairman of the Supervisory Board from 27 December 2022, to 25 April 2023, following the premature departure from the Supervisory Board of Herbert Ortner at his own request. Birgit Noggler acted as Deputy Chairwoman of the Supervisory Board during the same period. On 25 April 2023, Thomas Cord Prinzhorn was elected to the Supervisory Board and as its Chairman, and Marion Weissenberger-Eibl was elected as a member of the Supervisory Board. On 25 April 2023, Astrid Skala-Kuhmann left the Supervisory Board at her own request.

<sup>5</sup> No representation by a shareholder over 10% (C-Rule 54 of the Austrian Corporate Governance Code).

<sup>6</sup> Stephan Büttner is a member of the Executive Board of AGRANA Beteiligungs-AG.

### Resigned members of the Supervisory Board

	Year of birth	First appointed to the Supervisory Board	Current term of office
<b>Shareholder representative</b>			
<b>Astrid Skala-Kuhmann</b> Member	1953	29.04.2014	Resigned from office as of 25.04.2023

### Meetings of the Supervisory Board and its committees in 2023

The **Supervisory Board** convened for seven meetings and a total of 15 committee meetings in 2023. Overall attendance was 99%; only one member was absent from one meeting. Stefan Fida served as Chairman of the Supervisory Board and Birgit Noggler as Deputy Chairwoman of the Supervisory Board until the Annual General Meeting on 25 April 2023. Thomas Cord Prinzhorn was elected to the Supervisory Board at the Annual General Meeting; he was elected as Chairman and Stefan Fida as Deputy Chairman at the constituent meeting of the Supervisory Board. The individual Supervisory Board meetings focused on the further development of the industrial strategy and the associated implementation of the new organizational structure, the acquisition of the RICO Group, the sale of the medical business and measures to reduce costs and increase efficiency.

The **Audit Committee** led by finance expert Birgit Noggler performs its duties in accordance with Article 92 Section 4a of the Austrian Stock Corporation Act and Rule 40 of the Austrian Corporate Governance Code. In 2023, the Audit Committee held four meetings, focusing particularly on the preparation of the adoption of the annual and consolidated financial statements for 2022, on the acquisition of the RICO Group as well as the sale of the medical business, on risk management, the internal control system, internal auditing, the compliance organization, IT security (cybersecurity), and the preparation of the annual and consolidated financial statements for 2023.

The **Nominating and Remuneration Committee** was chaired by Stefan Fida until 25 April 2023, and Thomas Cord Prinzhorn was appointed Chairman at the constituent Supervisory Board meeting following the Annual General Meeting. In eight meetings, the Committee focused on the performance assessment and agreement of targets for the members of the Executive Board. Other focal points were the early departure of Kristian Brok as well as the succession to the Executive Board and the appointment of Gerfried Eder. In addition, the potential and succession issues of the second management level and initiatives for talent management within the company were discussed with the Executive Board.

The **Strategy, Growth and Innovation Committee**, which was established in April 2023, held two meetings under the chairmanship of Thomas Cord Prinzhorn. The committee focused on supporting the strategy process, including the realignment of the organizational structure, as well as discussing strategic initiatives and growth potential. The committee also dealt intensively with the innovation portfolio and the KPIs of the innovation process.

The **ESG Committee**, which was also founded in April 2023, monitors the establishment and effectiveness of sustainability reporting, deals with defining ESG targets in Executive Board remuneration and supports the Supervisory Board with other ESG issues, particularly if these are relevant to the Strategy, Growth and Innovation Committee. Under the chairmanship of Thomas Cord Prinzhorn, the committee held one meeting to discuss the updating of the ESG strategy and targets as a result of the restructuring of the Group and the implementation of new ESG regulations and standards (e.g., CSRD).

The **Committee for Urgent Issues**, headed by Thomas Cord Prinzhorn since 25 April 2023, did not hold any meetings.

In the first half of 2023, the Supervisory Board completed a comprehensive **self-evaluation** based on both qualitative and quantitative assessment in accordance with C Rule 36 of the Austrian Code of Corporate Governance. In addition to a generally very positive evaluation result for the Supervisory Board's activities, specific measures to increase efficiency were also derived from this. These measures related, for example, to the areas of organization and working methods, information and communication or committee work and further training. An update of the quantitative evaluation is planned for the second half of 2024 in order to review the successful implementation of the measures developed and to identify further areas for increasing the effectiveness and efficiency of the Supervisory Board's work.

### Composition of the Supervisory Board Committees<sup>1</sup>

Committee	Members
Committee for Urgent Issues	Thomas Cord Prinzhorn (member and Chairman since 25.04.2023) <sup>2</sup> Stefan Fida (Chairman until 25.04.2023) Markus Stocker
Nominating and Remuneration Committee	Thomas Cord Prinzhorn (member and Chairman since 25.04.2023) <sup>2</sup> Stefan Fida (Chairman until 25.04.2023) Markus Stocker
Audit Committee	Birgit Noggler (Chairwoman, financial expert) Thomas Cord Prinzhorn (Member since 25.04.2023) <sup>2</sup> Stephan Büttner Michael Schwiegelhofer Markus Stocker
Strategy, Growth and Innovation Committee (as of 25.04.2023)	Thomas Cord Prinzhorn (Chairman) Klaus Friedrich Erkes Claus Möhlenkamp Marion Weissenberger-Eibl Birgit Noggler Monika Müller Michael Schwiegelhofer Markus Stocker
ESG Committee (as of 25.04.2023)	Thomas Cord Prinzhorn (Chairman) Stefan Fida Birgit Noggler Marion Weissenberger-Eibl Michael Schwiegelhofer Markus Stocker

<sup>1</sup> As of 31 December 2023.

<sup>2</sup> On 25 April 2023, Thomas Cord Prinzhorn was elected to the Supervisory Board at the Annual General Meeting and elected Chairman of the Supervisory Board at its constituent meeting. At the same time, he took over from Stefan Fida as Chairman of the Committees for Urgent Issues and the Nominating and Remuneration Committee; Birgit Noggler stepped down from these committees on the same date.

### Attendance of shareholder representatives at the meetings

	Supervisory Board (plenum)	Audit Committee	Nominating and Remuneration Committee	Strategy, Growth and Innovation Committee	ESG Committee	Total attendance
<b>Shareholder representative</b>	<b>Attendance/number of meetings (in %)</b>					
Thomas Cord Prinzhorn, Chairman since 25.04.2023	4/4 (100%)	3/3 (100%)	6/6 (100%)	2/2 (100%)	1/1 (100%)	16/16 (100%)
Stefan Fida, Chairman until 25.04.2023 Deputy Chairman since 25.04.2023	7/7 (100%)		8/8 (100%)		1/1 (100%)	16/16 (100%)
Birgit Noggler, Deputy Chairwoman until 25.04.2023, member since 25.04.2023	7/7 (100%)	4/4 (100%)	2/2 (100%)	2/2 (100%)	1/1 (100%)	16/16 (100%)
Stephan Büttner, member	7/7 (100%)	4/4 (100%)				11/11 (100%)
Klaus Friedrich Erkes, member	7/7 (100%)			2/2 (100%)		9/9 (100%)
Claus Möhlenkamp, member	6/7 (86%)			2/2 (100%)		8/9 (89%)
Astrid Skala-Kuhmann, member until 25.04.2023	3/3 (100%)					3/3 (100%)
Marion Weissenberger-Eibl, member since 25.04.2023	4/4 (100%)			2/2 (100%)	1/1 (100%)	7/7 (100%)
<b>Total attendance</b>	<b>45/46 (98%)</b>	<b>11/11 (100%)</b>	<b>16/16 (100%)</b>	<b>10/10 (100%)</b>	<b>4/4 (100%)</b>	<b>87/88 (99%)</b>

### Guidelines for the independence of Supervisory Board members

The Supervisory Board adopted the guidelines for independence as per Appendix 1 of the Austrian Corporate Governance Code. According to this, all members of the Supervisory Board declared their independence from the company and its Executive Board. In addition, pursuant to C-Rule 54 of the Austrian Corporate Governance Code, the members Stephan Büttner, Claus Möhlenkamp and Marion Weissenberger-Eibl were not shareholders of the company with an investment of more than 10% each nor did they represent the interests of such shareholders in 2023. There is D&O insurance for the Supervisory Board. The associated expenses are borne by the company.

## Remuneration of the Executive and Supervisory Boards

In accordance with Section 78c of the Stock Corporation Act and, as a result, in accordance with the amended reporting requirements in the Corporate Governance Code and AFRAC Statement 37 on the Compensation Report, Directive (EU) 2017/828 to promote long-term participation of shareholders was implemented in the 2019 Stock Corporation Law Amendment Act. Accordingly, the remuneration of the Executive Board and the Supervisory Board must be dealt with in a separate remuneration report and presented to the Annual General Meeting (please also refer to [www.semperitgroup.com/investor-relations/reports-presentations](http://www.semperitgroup.com/investor-relations/reports-presentations)).

### Directors and Officers (D&O) insurance

Directors and Officers (D&O) insurance has been taken out for the members of the Executive Board and senior executives within the Group. The company bears the related costs. In case of damage, deductibles were agreed for the event that Executive Board members are found to be in breach of duty.

### Managers' transactions

There were no proprietary transactions in the financial year. In general, transactions in shares or debt instruments of the company or related derivatives or financial instruments by members of the Executive Board and Supervisory Board are published in accordance with Art. 19 of the Market Abuse Regulation at <https://issuerinfo.oekb.at> and on the company's website.

## Equal opportunities and diversity

The promotion of Diversity & Inclusion (D&I) is an essential part of Semperit's sustainability strategy. The vision for Diversity & Inclusion 2040 is to promote a collaborative and inclusive work culture in which all employees feel valued, have a sense of belonging, feel comfortable, can live their authentic selves and are respected as individuals. The intention is to ensure fairness in all aspects. Semperit wants to reduce unconscious bias and use the great diversity in the workforce to its advantage in order to benefit from the experiences and perspectives of people with different cultural imprints and other backgrounds (for details see also Sustainability Report 2023). Respect, diversity, and inclusion are integral and indispensable elements of the corporate culture of Semperit AG Holding and are always considered when filling vacancies. When proposals are made to the Annual General Meeting for filling Supervisory Board mandates and when nominating Executive Board members, special importance is attached to expertise and diversity because this contributes significantly to the level of professionalism and efficiency delivered through the work of the Supervisory and Executive Boards. In addition to professional and personal qualifications, aspects such as age, ethnic origin, gender, education, and experience are also factored in. The written version of a diversity concept of the Supervisory Board was adopted on 1 February 2018 and updated in the 2021 financial year.

At the same time, the topic of diversity and inclusion (D&I) is not only relevant for filling management positions, but for the entire Semperit Group. This applies to the existing workforce as well as to the recruitment and hiring of new employees. In addition to professional and personal qualifications, aspects such as age, origin, gender, education and experience are also taken into account, as is the case for the Executive Board and Supervisory Board. A diversity and inclusion strategy was developed in 2022. In the course of various workshops, four dimensions and goals were defined that are crucial for Semperit in the area of D&I:

- **Gender:** In a step-by-step process, Semperit is pursuing the path to a more balanced gender distribution at all hierarchical levels of the Group. Each Semperit site is developing a local action plan with at least two defined initiatives to eliminate relevant local gender barriers. In addition, Group HR has been reporting on the current gender balance in Semperit's senior management on an ongoing basis since 2023. In the second half of 2023, a progress plan for a balanced gender ratio in senior management was drawn up, and in October 2023 the Executive Board defined an annual increase in the proportion of women as a target by 2030.
- **Age:** By the end of 2025, Semperit will have ensured that there is equal treatment of all age groups both in guidelines and in corporate practice in the areas of recruitment, employee promotion and development. This goal is to be achieved through a change in corporate culture, which will in turn be initiated through the implementation of at least five defined initiatives focusing on the elimination of system barriers and prejudices against all age groups.
- **People with disabilities:** Following a successful pilot project in Austria in 2022, initiatives to better identify and analyze the needs of employees with disabilities and to implement improvements were carried out at all Semperit sites in 2023. The approach is based on the identification of local system barriers at the site and their targeted elimination. Measure, cost and implementation plans were developed at all production sites in order to make the workplaces and the site more inclusive for employees with disabilities.
- **Culture and intercultural competence:** By the end of 2025, Semperit will have strengthened intercultural competence through continuous awareness-raising communication measures and ensure that all employees have completed awareness training to eliminate prejudices with regard to culture, origin and inclusion.

Building on this, "D&I Councils" were established for each dimension at the beginning of 2022 with representatives from various divisions, locations, age groups and hierarchical levels. The D&I Councils also work as think tank platforms where data is analyzed, ideas are exchanged, and initiatives are designed to promote diversity and inclusion in the workforce. The fact that D&I has become an integral part of Semperit's corporate culture is also reflected in numerous communication measures implemented in 2023. Examples include the D&I PC screensavers provided within the company or informative intranet and shop floor postings. In addition, Semperit offers information opportunities via a specially created "D&I microsite", where employees can also contribute their own ideas. In June 2023, the Executive Board and the upper management levels also signed a "Diversity Charter". This document underlines the importance of promoting a networked and inclusive culture at Semperit.

## Advancement of women

Semperit is committed to equal opportunities for all employees – regardless of age, gender, nationality, religion, skin color, or sexual orientation. A person's skills and potential are what counts. The gradual increase in the proportion of women in the Semperit Group, which – typical for an industrial company – is lower than in other sectors, is a central goal for human resources. The measures to promote women include flexible working models in the form of flexitime and part-time work as well as special agreements for part-time parental leave. These measures and the new ESG target introduced by the Executive Board in 2023, which will be applicable from 2024, are intended to contribute to a continuous increase in the proportion of women (for more details, see the 2023 Sustainability Report). In addition to the new target, the Executive Board has set another example in the fight against gender inequality and signed the UN-initiated Women's Empowerment Principles (WEPs). These comprise a series of principles that provide companies with guidance on how they can pro-

mote gender equality and the empowerment of women. As a traditional industrial company with a technical focus, the share of women was 27% across the Group in 2023 (2022: 23%). Since May 2017, Semperit AG Holding has met the quota for women on the Supervisory Board, which has been required by law since 2018. Overall, the share of women in management (Executive Board, Management Forum, department heads) was around 14% (2022: 13%).

## Issuer Compliance Policy

In order to implement and ensure compliance with all relevant stock exchange regulations, Semperit AG Holding has issued its own Issuer Compliance Policy designed to prevent the misuse or dissemination of insider information. Compliance is monitored and administered by an Issuer Compliance Officer, who reports directly to the Executive Board.

## Code of Conduct

Beyond issuer compliance, the Semperit Group has a compliance organization that covers all corporate units. A Group Compliance Officer receives support in fulfilling their responsibilities from central compliance team and local compliance coordinators working in the subsidiaries of the Semperit Group. The main focus is on ensuring compliance with regulations in the areas of anti-corruption, antitrust law, export control and sanctions as well as data protection. The Group Compliance Officer is also the deputy of the Issuer Compliance Officer.

The Code of Conduct, which applies to all employees and managers and is available in several languages, was updated and published in 2022. Its most important objectives are to avoid corruption, money laundering, human rights violations, insider trading, and breaches of competition law. In addition, it deals with aspects of data protection and export restrictions. These conduct requirements are further specified in thematic compliance guidelines. Employees receive in-depth and practical training with a focus on the matters referred to in the Code of Conduct. In addition, there is regular internal communication from the Executive Board and the relevant managers providing support on compliance-related topics. The Code of Conduct can be viewed online here:  
<https://www.semperitgroup.com/company/compliance-code-of-conduct>.

### Whistleblower system

In order to support the above-mentioned targets of the Code of Conduct, the information hotline "SemperLine" was set up in January 2018. Employees as well as external stakeholders are welcome to report infringements of the Code of Conduct – also in an anonymous way:  
<https://www.bkms-system.com/bkwebanon/report/clientInfo?cin=19semp16&c=-1&language=eng>.

## Risk Management & Assurance

The "Group Risk Management & Assurance" department is responsible for the central coordination, moderation and monitoring of the structured risk process for the entire Group. The enterprise risk management process is based on the globally recognized framework concept of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and aims to identify, assess and manage risks at an early stage. In addition to fulfilling legal requirements (compliance), the strategic focus is on the early identification of negative developments in the strategic, operational, market and financial areas that could hinder the success of the Semperit Group. Relevant risks are identified and assessed in terms of their impact and probability of occurrence. Responsibilities are identified, measures are defined, and tracking is ensured. Elements of both the bottom-up and top-down approaches are combined to ensure that potential new risks are discussed at management level and, if relevant, included in reporting. As part of the enterprise risk management approach, the reporting period for risk assessment is one year in any case and – in line with medium-term planning – up to five years. ESG-relevant risks may have a different, longer observation period. The process is completed by reporting to the relevant stakeholders. Individual reporting takes place immediately after the respective risk update in the respective Group divisions. Comprehensive risk reporting on individual risks, including aggregation at Group level, is carried out at least once a year, and a quarterly progress report on current developments, changes and additions to the risk portfolio is submitted to the Audit Committee and Supervisory Board. The regular reporting process is complemented by an ad-hoc reporting process to draw attention to critical issues in good time.

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. audited and confirmed the functionality of the risk management system of the Semperit Group for the 2023 financial year in accordance with C-Rule 83 of the Austrian Code of Corporate Governance.

The purpose of the internal control system of the Semperit Group is to ensure the effectiveness, efficiency and profitability of business operations, the reliability of financial reporting, and adherence to applicable laws and regulations. It also supports the early recognition and monitoring of risks from inadequate monitoring systems and fraudulent actions and is revised and expanded on an ongoing basis by the "Group Risk Management & Assurance" department together with the relevant specialist departments. The management of the relevant business units is responsible for the implementation and monitoring of the internal control system and the risk management system. The Executive Board of Semperit AG Holding stipulates cross-divisional framework conditions and regulations that are applicable throughout the Group. Follow-up audits are undertaken at the various sites and at the headquarters on a regular basis to ensure sustainable implementation of these framework conditions and regulations.

## External evaluation

In accordance with C-Rule 62 of the Austrian Corporate Governance Code, the Semperit Group commissioned an external organization to evaluate its compliance with the stipulations contained in the code and the accuracy of the associated public reporting for 2022. This evaluation, which was performed by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., did not identify any facts inconsistent with the declaration of the Executive Board and Supervisory Board found in the 2022 Corporate Governance Report with respect to its compliance with the C Rules of the Austrian Corporate Governance Code. In accordance with C-Rule 62, a new evaluation is planned for the year 2025.

Vienna, 18 March 2024

The Executive Board



**Karl Haider**  
CEO



**Helmut Sorger**  
CFO



**Gerfried Eder**  
CIO