

Corporate Governance Report

As a publicly listed company that operates globally, Semperit AG Holding (Semperit) pursues a business strategy geared towards long-term and sustainable value creation and thus strives to achieve a high degree of transparency for all stakeholders. Transparency in reporting, the continuous development of an efficient system of corporate control, corporate governance that is aligned with the interests of the stakeholders and trusting cooperation between the Executive and Supervisory Boards and among employees form the basis for achieving the corporate goals. The applicable law, the Austrian Corporate Governance Code, the Articles of Association and the rules of procedure for the company's corporate bodies, as well as internal guidelines, provide the framework for this goal (also see sections ERS2 General disclosures and G1 Business conduct in the Sustainability Statement).

Commitment to the Austrian Corporate Governance Code

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 2025 financial year was published in January 2025 and can be found online at www.corporate-governance.at.

Statement on corporate governance

The Semperit Group 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.

Executive Board

Composition and function of the Executive Board

At the end of the 2025 financial year, the Executive Board consisted of three members: CEO Manfred Stanek, CFO Helmut Sorger and CIO Gerfried Eder. 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.

Manfred Stanek (m)¹

Member of the Executive Board since March 1, 2025; Chief Executive Officer (CEO) since April 1, 2025; term of office ends on February 29, 2028.

Manfred Stanek, born in 1969, has more than 25 years of international industrial and executive experience. Before joining Semperit, he was Chief Operating Officer and member of the Management Board of the international plastics and foam group Greiner AG based in Austria. Prior to that, he was CEO of the Greiner Packaging division for six years. He laid the foundation for his international career with a focus on sales, operations and strategic business development by studying business administration at the Vienna University of Economics and Business Administration and completing the Executive Education Program at the French business school INSEAD. He began his career in consulting, where he first worked at the management consultancy Czipin & Partner and later at Proudfoot Consulting. His professional career also took him to the USA and Brazil, where he held management positions at the Brazilian conglomerate Votorantim and the US aluminum company Novelis, among others.

Areas of responsibility: Semperit Engineered Applications Division, Communications & Capital Markets, Corporate Development, ESG, People & Culture, Mixing Operations.

Additional functions: 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 Code of Corporate Governance.

Helmut Sorger (m)¹

Member of the Executive Board since October 1, 2022, Chief Financial Officer (CFO); term of office ends on September 30, 2028.

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 and took over as head of external reporting in the same year. In summer 2010, he moved to the USA and served as Director Finance and IT of General Shale Brick. In 2013, he returned to Vienna taking on responsibility as Head of Corporate Reporting of Wienerberger, assumed responsibility as CFO of the North America region for the American financial area of Wienerberger at the beginning of 2015 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.

Areas of responsibility: Finance, Accounting, Tax, CISO, Compliance, Controlling, IT, Internal Audit, Legal, Risk Management & Assurance, Business Process Automation, Treasury

Additional functions: 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 Code of Corporate Governance.

Gerfried Eder (m)¹

Member of the Executive Board since July 1, 2023; CIO (Chief Industrial Officer); term of office ends on June 30, 2029.

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 first appointment to the Executive Board in 2023, 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.

Areas of responsibility: Semperit Industrial Applications Division, Commercial Excellence, HSEQ, Research & Development, Supply Chain Management, Procurement

Additional functions: 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.

Resigned members of the Executive Board

Karl Haider (m)¹

Karl Haider served as Chief Executive Officer (CEO) from January 11, 2022, to March 31, 2025. He did not stand for re-election when his term of office expired on March 31, 2025.

¹ The members of the Executive Board do not belong to any minority; (m) stands for the gender 'male'.

Supervisory Board

At the end of the 2025 financial year, the Supervisory Board consisted of a total of nine members, of whom six were shareholder representatives elected by the Annual General Meeting and three were employee representatives delegated by the Central Works Council. According to the Articles of Association, at least two members of the Supervisory Board retire every year at the end of the Annual General Meeting. The resulting staggered terms of office for the shareholder representatives on the Supervisory Board enable a continuous exchange and adaptation of the Supervisory Board to possible changes in conditions through regular elections (see also Skills Matrix) and ensure increased accountability towards the shareholders.

The following changes were made to the Supervisory Board in the 2025 financial year: at the 136th Annual General Meeting on April 23, 2025, Stefan Fida and Birgit Noggler were re-elected as members of the Supervisory Board until the Annual General Meeting that resolves on the discharge for the 2028 financial year (Noggler) and the 2029 financial year (Fida). At the subsequent constituent meeting, Thomas Cord Prinzhorn was confirmed as Chairman and Stefan Fida as Deputy Chairman. On the employee representatives' side, Monika Müller left the Board, and Andrea Hanzlovic was newly appointed by the works council.

Composition of the Supervisory Board¹

	Year of birth	First appointed to the Supervisory Board	Current term of office	Supervisory board positions in other listed companies
Shareholder representatives				
Thomas Cord Prinzhorn (m), Chairman ²	1972	04/25/2023	Until the Annual General Meeting, resolving upon the 2025 financial year	
Stefan Fida (m), Deputy Chairman ²	1979	04/29/2014	Until the Annual General Meeting, resolving upon the 2029 financial year	Lenzing AG
Birgit Noggler (f), Member ²	1974	05/08/2019	Until the Annual General Meeting, resolving upon the 2028 financial year	Raiffeisen Bank International AG, AMAG Austria Metall AG
Stephan Büttner (m), Member ^{2,3,4}	1973	04/27/2022	Until the Annual General Meeting, resolving upon the 2027 financial year	–
Klaus Friedrich Erkes (m), Member ^{2,3}	1958	05/23/2017	Until the Annual General Meeting, resolving upon the 2026 financial year	Simona AG (Chairman)
Marion Weissenberger-Eibl (f), Member ^{2,3}	1966	04/25/2023	Until the Annual General Meeting, resolving upon the 2025 financial year	MTU Aero Engines AG
Employee representatives				
		First-time appointment		Works council function
Andrea Hanzlovic (f)	1993	08/01/2025	–	Member of the works council, Vienna
Michael Schwegelhofer (m)	1975	03/08/2017	–	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 (m)	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

¹ As of December 31, 2025.

² Have declared their independence to the Supervisory Board in accordance with C-Rule 53 of the Austrian Corporate Governance Code.

³ No representation by a shareholder over 10% (C-Rule 54 of the Austrian Corporate Governance Code).

⁴ Stephan Büttner is a member of the Executive Board of AGRANA Beteiligungs-AG.

Resigned members of the Supervisory Board

Employee representative	Year of birth	First-time appointment	Current term of office
Monika Müller (f)	1964	04/27/2021	Resigned from office as of 07/31/2025

Working method and 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.

The Executive Board is responsible for all matters not assigned to the Annual General Meeting or the Supervisory Board of the company. In fulfilling these duties, it makes the necessary decisions, takes the necessary measures and is responsible for managing the business in the best interests of the company, taking into account the interests of shareholders and employees as well as the public interest.

At meetings held at least twice a month, the Executive Board discusses current business developments as well as other matters of a strategic, operational and financial nature. The Executive Board is regularly and comprehensively informed about the key financial figures and the performance of the individual divisions and companies in the monthly report. In addition, there is a continuous exchange of information among the Executive Board members and with the respective managers.

The Executive Board's rules of procedure also govern the Executive Board's ongoing reporting to the Supervisory Board and specify a catalog of those transactions and measures that, in addition to legal provisions, require the Supervisory Board's explicit authorization. The Supervisory Board monitors the management of the company and its representation by the Executive Board and supports it in managing the company, particularly in decisions of fundamental importance.

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 at regular intervals.

Effective work in Supervisory Board committees

In order to perform its advisory and control function efficiently, the Supervisory Board has formed committees to deal with specialist topics and prepare the Supervisory Board's resolutions. These are the Audit Committee, the Nominating and Remuneration Committee, the Strategy and ESG Committee and the Committee for Urgent Issues. The authority to make decisions and pass resolutions rests primarily in the hands of the entire Supervisory Board.

The committees are headed by proven experts. Thomas Cord Prinzhorn, Chairman of the Supervisory Board, chairs the Nominating and Remuneration Committee, the Strategy and ESG Committee as well as the Committee for Urgent Issues. Due to his many years of experience in management and supervisory board functions, he has extensive relevant expertise and practical know-how in these areas. Birgit Noggler chairs the Audit Committee. She is an acknowledged financial expert and, thanks to her many years of management experience in large companies and as a Supervisory Board member of listed companies, she has relevant knowledge of accounting, auditing and risk management issues.

Meetings of the Supervisory Board and its committees in 2025

The **Supervisory Board** held six meetings and a total of twelve committee meetings in 2025. Overall attendance was 100%. The individual Supervisory Board meetings mainly focused on monitoring Semperit's ongoing business development as well as implementing the cost reduction program and the digital transformation of Enterprise Resource Planning (ERP) as part of the OneERP project. Other points of focus were supporting the onboarding of Manfred Stanek, the extension of the mandate agreements of Helmut Sorger and Gerfried Eder, the review of the strategy together with the Executive Board in order to position Semperit in the best possible way, and the definition of the framework conditions for the implementation of the strategy.

The **Audit Committee** 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 2025, the Audit Committee held five meetings, focusing particularly on the preparation of the adoption of the annual and consolidated financial statements for 2024, monitoring the cost-cutting program, risk management, the internal control system, internal auditing, the compliance organization, IT security, and the preparation of the annual and consolidated

financial statements and integrated reporting in accordance with CSRD for the 2025 financial year. In addition, there was continuous dialog with the auditors and discussion of the quarterly reports.

The **Nominating and Remuneration Committee** held four meetings. The main topics discussed were the extension of the mandate agreements of Helmut Sorger and Gerfried Eder, the updating of the remuneration policy with an even stronger focus on long-term sustainable corporate success, the objectification of the qualifications of the Supervisory Board as part of a project with the Institute for Organizational Design at the Vienna University of Economics and Business (see below for details in the competency matrix) and the performance assessment and objectives of the members of the Executive Board. In addition, the committee dealt with the framework conditions for the implementation of the strategy, including the development and rollout of a “Leadership Operating System.” Potential and succession matters of the second management level and initiatives for talent management in the company were also discussed with the Executive Board.

The **Strategy and ESG Committee** met three times during the reporting year. The focus was on reviewing the strategic direction in the current volatile market environment and its implementation, the role of research and innovation as key growth drivers and ensuring ESRS compliance.

The **Committee for Urgent Issues** did not hold any meetings.

Composition of the Supervisory Board Committees¹

Committee	Members
Nominating and Remuneration Committee	Thomas Cord Prinzhorn (Chairman) Stefan Fida Klaus Friedrich Erkes Markus Stocker
Audit Committee	Birgit Noggler (Chairwoman, financial expert) Stephan Büttner Stefan Fida Thomas Cord Prinzhorn Markus Stocker Michael Schwiigelhofer
Strategy and ESG Committee	Thomas Cord Prinzhorn (Chairman) Klaus Friedrich Erkes Birgit Noggler Marion Weissenberger-Eibl Markus Stocker Michael Schwiigelhofer
Committee for Urgent Issues	Thomas Cord Prinzhorn (Chairman) Stefan Fida Markus Stocker

¹ As of December 31, 2025

Attendance of shareholder representatives at the meetings

In 2025, the work of the Supervisory Board was again characterized by a very high level of attendance by the individual members of the Supervisory Board. 100% attendance was achieved at both the regular Supervisory Board meetings and the individual committee meetings.

	Supervisory Board (plenum)	Audit Committee	Nominating and Remuneration Committee	Strategy and ESG Committee	Total attendance
Shareholder representative					
Thomas Cord Prinzhorn, Chairman	6/6 (100%)	5/5 (100%)	4/4 (100%)	3/3 (100%)	18/18 (100%)
Stefan Fida, Deputy Chairman	6/6 (100%)	5/5 (100%)	4/4 (100%)		15/15 (100%)
Birgit Noggler, Member	6/6 (100%)	5/5 (100%)		3/3 (100%)	14/14 (100%)
Stephan Büttner, Member	6/6 (100%)	5/5 (100%)			11/11 (100%)
Klaus Friedrich Erkes ¹ , Member	6/6 (100%)		3/3 (100%)	3/3 (100%)	12/12 (100%)
Marion Weissenberger-Eibl, Member	6/6 (100%)			3/3 (100%)	9/9 (100%)
Total attendance	36/36 (100%)	20/20 (100%)	11/11 (100%)	12/12 (100%)	79/79 (100%)

¹ Klaus Erkes has been a member of the Nominating and Remuneration Committee since the constituent Supervisory Board meeting on April 23, 2025.

Self-evaluation of the Supervisory Board

Pursuant to C Rule 36 of the Austrian Corporate Governance Code, the Supervisory Board conducts a self-evaluation every year, which serves as a basis for continuous improvement. All members complete questionnaires on an annual basis, which are then discussed in a Supervisory Board meeting. Every three years, this is supplemented by one-on-one interviews with each Supervisory Board member, followed by a workshop to discuss the results and the next steps. The one-on-one interviews and the workshops are headed with the support of a team of experts. In 2025, self-evaluation covered, for example, the areas of committee work, risk management, duties of the Supervisory Board and corporate governance.

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, Klaus Friedrich Erkes 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 2025.

Remuneration of the Executive and Supervisory Boards

This Corporate Governance Report does not contain any information about the remuneration of the Executive Board and the Supervisory Board. Please refer to the remuneration policy and the separate Remuneration Report for more information. Both documents are published on the company's website. (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 Supervisory Board, 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.

Shareholdings of members of the Executive and Supervisory Boards as of December 31, 2025

Members of the corporate bodies and persons closely related to them must report their own dealings in the company’s financial instruments provided that the total closing amount of proprietary transactions within a financial year reaches at least EUR 20,000. The transaction reports (Directors’ Dealings reports) are published at <https://issuerinfo.oekb.at> and on the Semperit website. The following is an overview of the shareholdings of the members of the corporate bodies as of December 31, 2025, as reported to the company (including voluntary reports below the threshold mentioned):

Name	Number of shares (units)
Gerfried Eder	4,000
Stefan Fida	5,800
Helmut Sorger	2,360
Manfred Stanek	3,200
Markus Stocker	179
Marion Weissenberger-Eibl	200

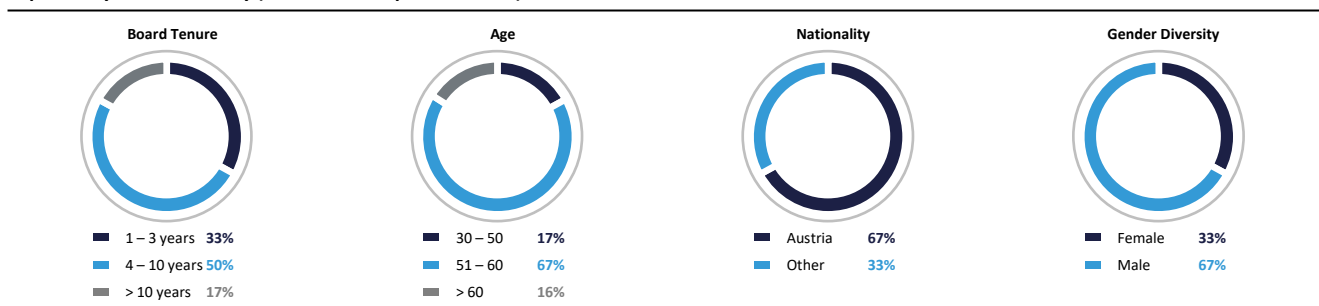
Success through diversity

The promotion of diversity and inclusion (D&I) is an essential part of Semperit’s sustainability strategy. The vision for diversity and inclusion 2040 is to promote a collaborative and inclusive work culture in which all employees feel both valued and comfortable and are respected as individuals. The goal is to ensure fairness in all aspects. Semperit wants to support reducing unconscious bias and use the diversity in the workforce to its advantage in order to benefit from the experiences and perspectives of people with different cultural imprints and diverse backgrounds (for details see Sustainability Statement).

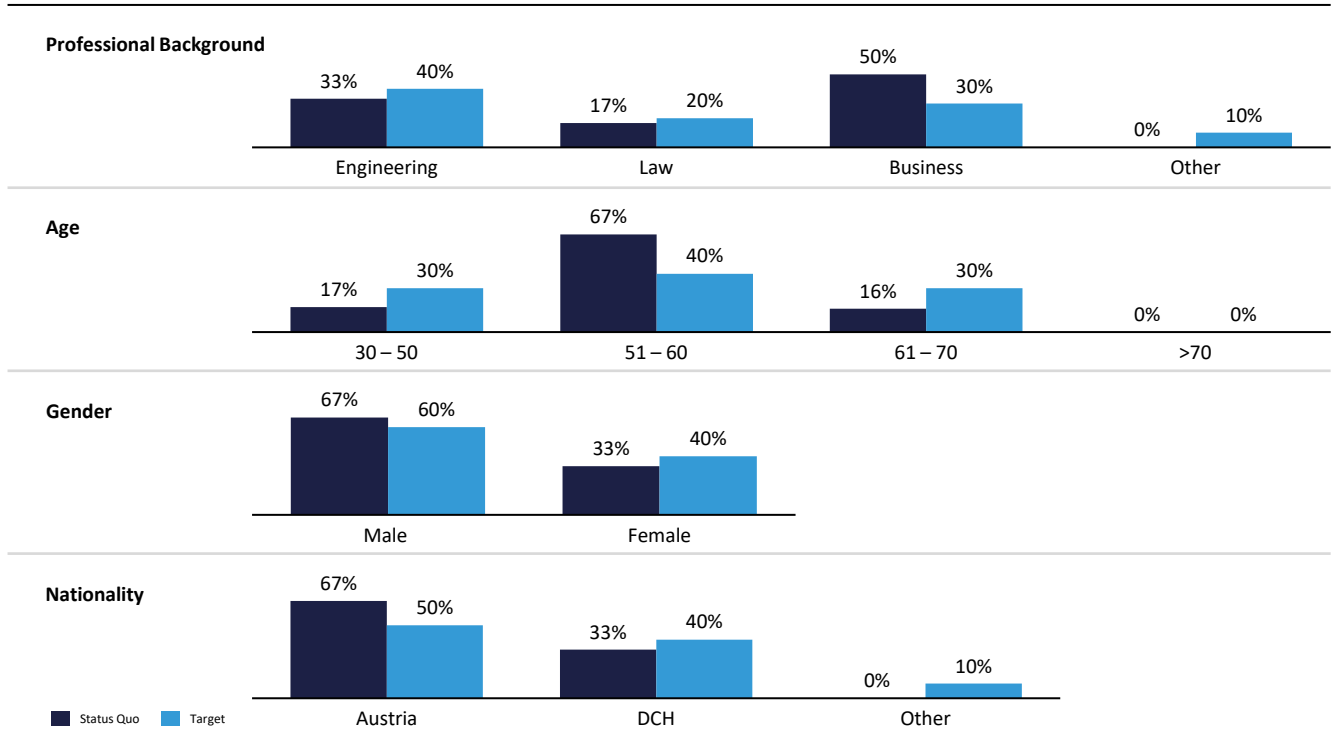
Respect, diversity and inclusion are integral and indispensable elements of the corporate culture and are always considered when filling vacancies. When proposals are made to the Annual General Meeting for filling Supervisory Board positions and when nominating Executive Board members, special importance 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. Accordingly, targets for diversity on the board (shareholder representatives) were defined by the Chairman of the Supervisory Board on the basis of several dimensions and are continuously evaluated and tracked (see graphic below).

The shareholder representatives on the Supervisory Board are elected by the Annual General Meeting in accordance with the applicable legal provisions. Currently, the Supervisory Board is composed of two women among the shareholder representatives, which corresponds to a one-third share. Including employee representatives, the share is also one-third. This fully complies with the 30% gender quota, which has been mandatory since 2018.

Supervisory Board Diversity (Shareholder representatives) – Overview



Supervisory Board Diversity (Shareholder representatives) – Tracking of Goals

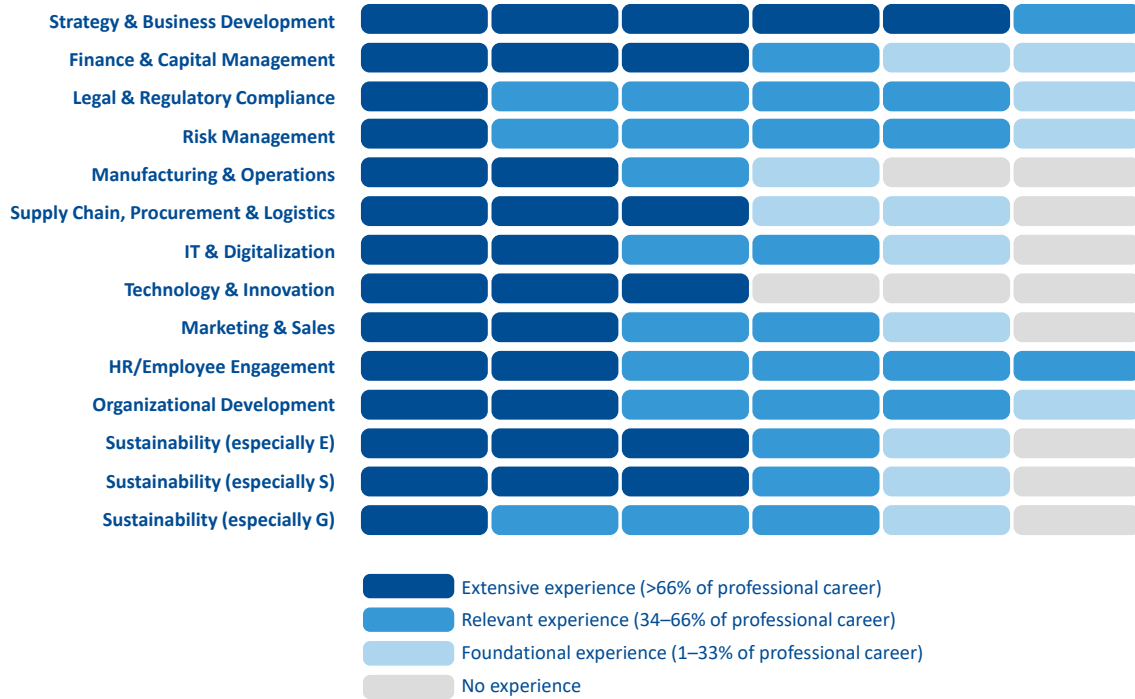


Skills matrix reflects broad expertise

The Supervisory Board as a whole covers the entire spectrum of areas of expertise that are important for the Semperit Group, such as experience in industry, strategy, M&A, integration and finance. Knowledge in engineering, business administration and law, as well as expertise in digitalization, supply chains and ESG, are complemented by many years of management experience and competence.

In the 2025 financial year, a project was carried out in collaboration with the Institute for Organizational Design at the Vienna University of Economics and Business to update and objectify the Supervisory Board’s qualification matrix. This involved a structured assessment of the professional experience of the shareholder representatives on the Supervisory Board. The process included compiling and validating individual career data and conducting a quantitative analysis of professional experience, weighted according to the length of each career. The results were first discussed with the individual members and then presented in consolidated form to the entire Supervisory Board.

Skills Matrix (Shareholder representatives)



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. 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.

In a gradual process, Semperit has been pursuing a balanced gender distribution at all hierarchy levels of the Group since 2023 and has defined annually increasing women’s quotas as a target until 2030. To simplify matters, Semperit refers to a women’s quota in this context, which, however, refers to all non-male genders (non-male gender target). The following targets were set with annual progression:

- 0.5 percentage points increase in the proportion of women across all hierarchy levels compared to the previous year.
- 1.0 percentage point increase in the proportion of women in management compared to the previous year (managers are defined as employees who have at least one direct report).
- 1.0 percentage points increase in the proportion of women in senior management compared to the previous year (senior managers are defined as managers at Job Grade 14 and above).

The proportion of non-male employees will thus be increased throughout the organization, with a clear focus on management functions. Semperit strives to be an attractive employer for all applicants and employees, regardless of gender and other diversity characteristics.

At Semperit, as a traditional industrial company with a technical focus, the female ratio amounted to 23.8% Group-wide in the 2025 financial year (2024: 24.5%). Currently, there are no women on the Executive Board. Since May 2017, Semperit has already fulfilled the female quota for the Supervisory Board, which has been required by law since 2018. At the top management level (Executive Board and senior leaders), the ratio totaled 13.7% in the reporting year (2024: 14.3%). The slight decline was primarily related to company-wide efficiency measures, which also led to adjustments in staffing levels.

External evaluation

In accordance with C Rule 62 of the Austrian Corporate Governance Code, the Semperit Group commissions an external organization to evaluate its compliance with the stipulations contained in the code and the accuracy of the associated public reporting regularly, at least every three years. The Group reports on the results in the Corporate Governance Report. The last external evaluation took place for the year 2025. 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 2025 Corporate Governance Report with respect to its compliance with the C Rules of the Austrian Corporate Governance Code. The next evaluation is planned for the year 2028.

Vienna, March 17, 2026

The Executive Board



Manfred Stanek
CEO



Helmut Sorger
CFO



Gerfried Eder
CIO