



# CORPORATE GOVERNANCE MEETINGS

November / December 2024

**Thomas Cord Prinzhorn**, Chairman Supervisory Board

**Stefan Fida**, Vice-Chairman Supervisory Board



**Leading industrial elastomer specialist with diversified product portfolio**

**Semperit is a global pioneer in the production of high-quality elastomer applications for industrial clients with a 200 years' history.**

**We are constantly expanding our global footprint – with technologically value-added innovations that keep the world of our customers running.**



## **Supervisory Board and governance framework**

### **Executive Board and succession planning**

### **Remuneration**

### **Appendix**

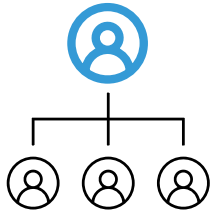


# Focus topics of Semperit's Supervisory Board for 2025



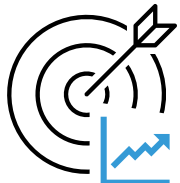
## Operational stability & strategic outlook

Proactively guiding Semperit through currently challenging market environment while not losing track of important strategic decision to ensure continuation of sustainable long-term performance



## Onboarding of new CEO

Ensuring a good basis for new CEO to be able to quickly take over lead at Semperit and further expand Semperit's leading market position as a supplier of elastomer products



## Update of remuneration policy

Introducing a remuneration policy that incentivizes management to further drive long-term sustainable success – including focus on share price performance and ESG goals

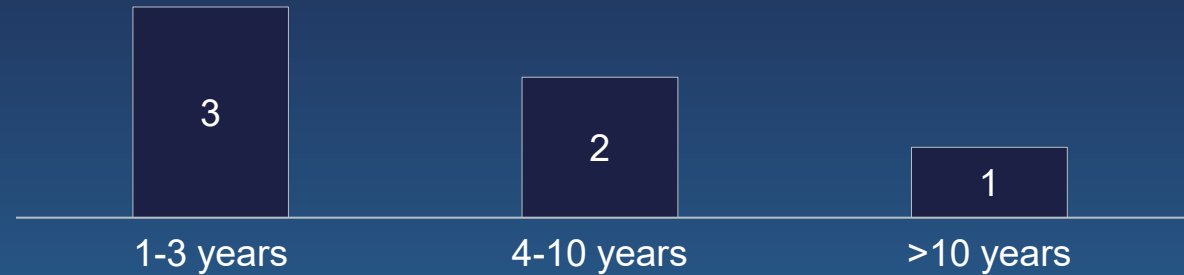


# Diverse Supervisory Board with balanced age and tenure structure

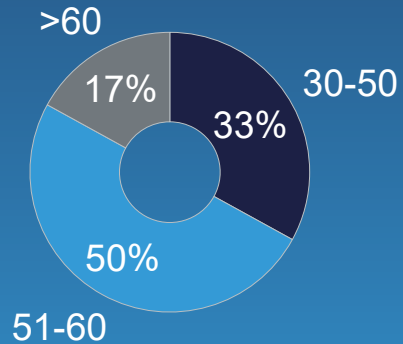
**6**  
Members

Shareholder Representatives\*  
elected by the Shareholders'  
Meeting for a fixed term

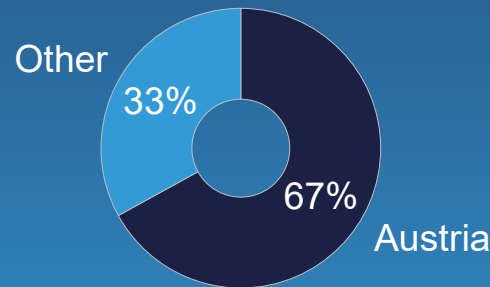
## Board Tenure



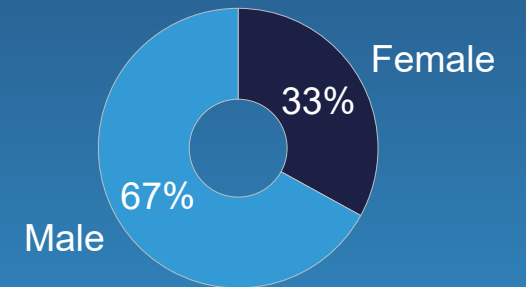
## Age: Average 54



## Nationality



## Gender Diversity



\* Given 6 shareholder representatives, up to 3 employee representatives can be delegated by the works council as members to the Supervisory Board. All members of the Supervisory Board declared their independence from the company and its Executive Board (C-Rule 53 of the Austrian Corporate Governance Code). In addition, pursuant to C-Rule 54, the members Stephan Büttner and Marion Weissenberger-Eibl were not shareholders of a company with an investment of more than 10% each nor do they represent the interests of such shareholders.



# Shareholder Representatives with broad set of qualifications



## Thomas Cord Prinzhorn

Chairman

Born 1972, Austrian  
Member since 2023

Extensive leadership (CEO) and supervisory board experience



## Stefan Fida

Vice Chairman

Born 1979, Austrian  
Member since 2014

Comprehensive experience in corporate law/M&A and supervisory board experience



## Birgit Noggler

Member

Born 1974, Austrian  
Member since 2019

Extensive leadership (CFO) and supervisory board experience



## Marion Weissenberger-Eibl

Member

Born 1966, German  
Member since 2023

Extensive experience in innovation and technology management as well as supervisory board experience



## Klaus Erkes

Member

Born 1958, German  
Member since 2017

Comprehensive international leadership (CEO) and supervisory board experience



## Stephan Büttner

Member

Born 1973, Austrian  
Member since 2022

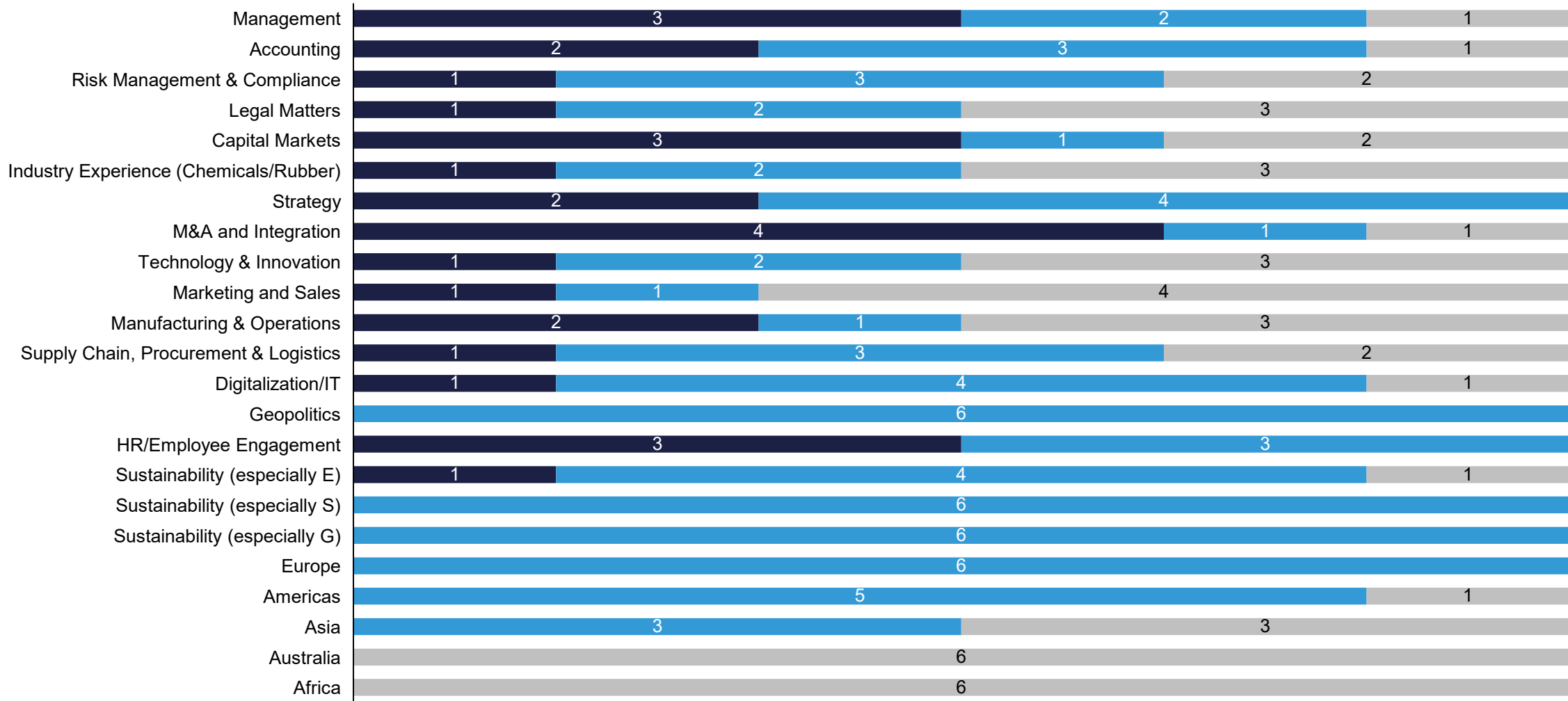
Extensive leadership (CEO) experience



# Member's expertise profiles ensure effective governance & committee work

Professional suitability

Regional experience



Spike or Passion
  Experience/expertise available
  Limited experience/expertise



# Four committees support the work of the Supervisory Board

## Audit Committee

- Preparation of the resolution of the annual and consolidated financial statements
- Supervises risks, internal audits, compliance, and cybersecurity

- 👤 **Birgit Noggler (Chairwoman & finance specialist)**
- 👤 **Thomas Cord Prinzhorn**
- 👤 **Stefan Fida**
- 👤 **Stephan Büttner**
- 👤 **Markus Stocker**
- 👤 **Michael Schwiegelhofer**



## Nomination & Compensation Committee

- Evaluates performance and sets goals for board members
- Handles executive succession and appointments
- Discusses talent management & succession planning for second-level management

- 👤 **Thomas Cord Prinzhorn (Chairman)**
- 👤 **Stefan Fida**
- 👤 **Markus Stocker**



## Strategy & ESG Committee

- Oversees the strategy process and innovation management while discussing strategic initiatives and growth opportunities
- Supervises sustainability reporting and ESG initiatives

- 👤 **Thomas Cord Prinzhorn (Chairman)**
- 👤 **Klaus Friedrich Erkes**
- 👤 **Marion Weissenberger-Eibl**
- 👤 **Birgit Noggler**
- 👤 **Markus Stocker**
- 👤 **Michael Schwiegelhofer**



## Committee for Emergency Situations

- Handles urgent issues when necessary

- 👤 **Thomas Cord Prinzhorn (Chairman)**
- 👤 **Stefan Fida**
- 👤 **Markus Stocker**



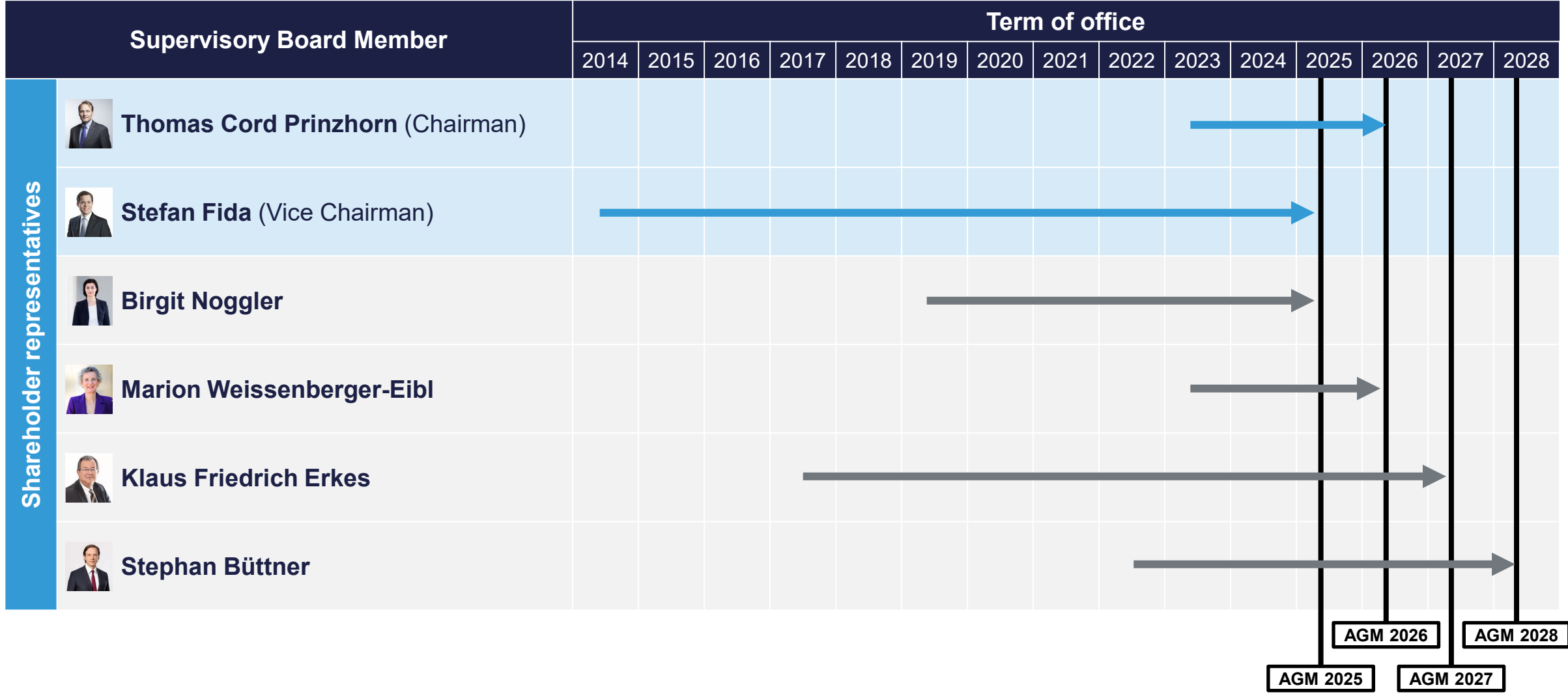
Strategy & ESG committee formed in 2024 through the merger of ESG and Strategy, Growth & Innovation committees, with the goal of streamlining committee work and enhancing efficiency

👤 Shareholder representative    👤 Employee representative





# Staggered appointment periods ensure regular change in Supervisory Board



Shareholder representatives

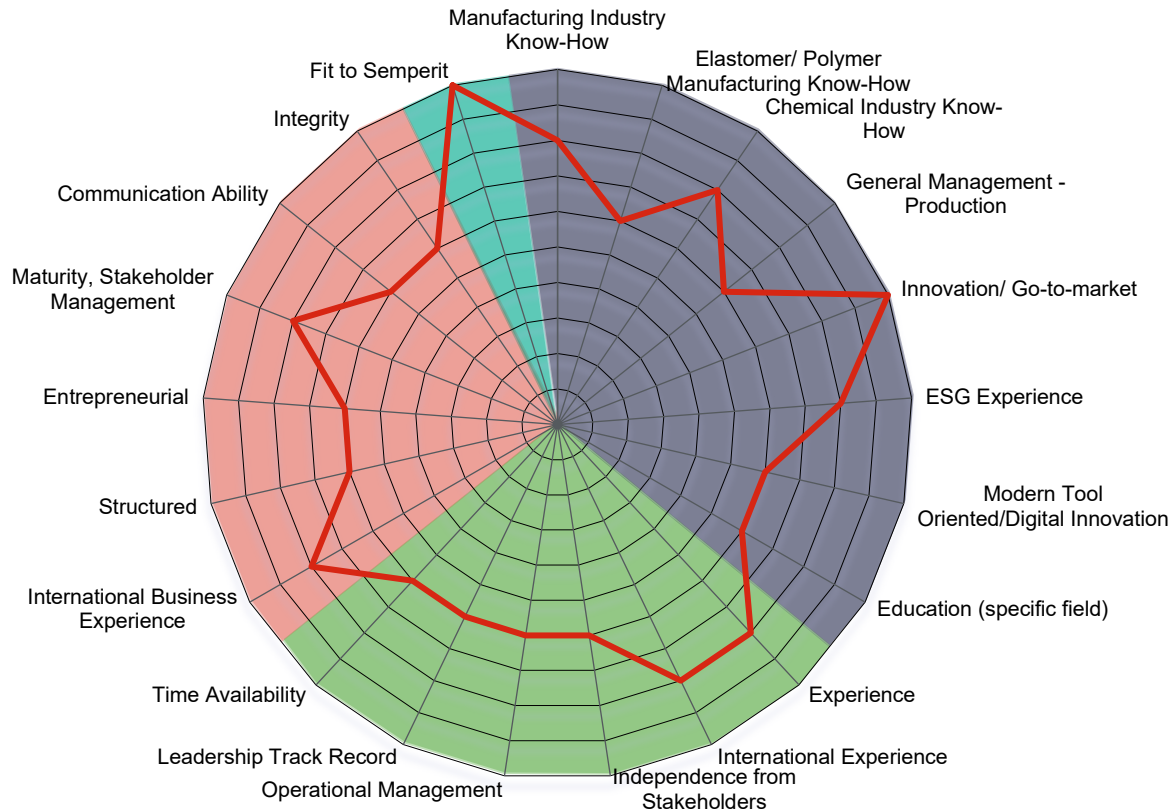


# Selection of Supervisory Board members is guided by a comprehensive set of criteria, ensuring a complementary range of profiles

## Selection Criteria Supervisory Board<sup>1</sup>

Candidates are evaluated on **21 dimensions** which are clustered into **4 core themes**:

**Professional**    **Method**    **Social**    **Fit to Semperit**

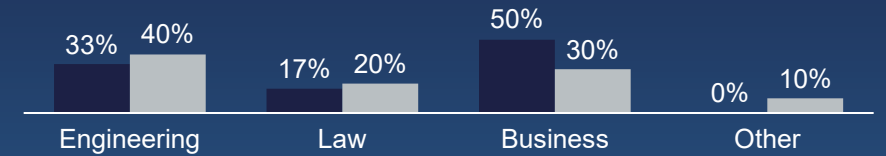


1) Graphic shows illustrative allocation

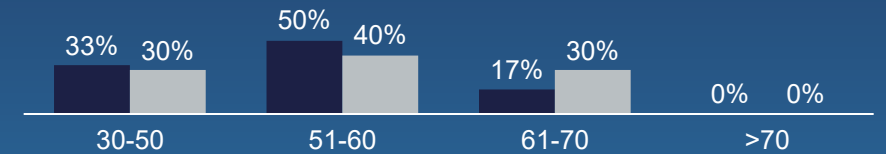
## Board Diversity

Diversity is tracked and evaluated across 5 dimensions

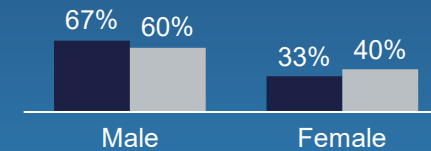
### Professional Background



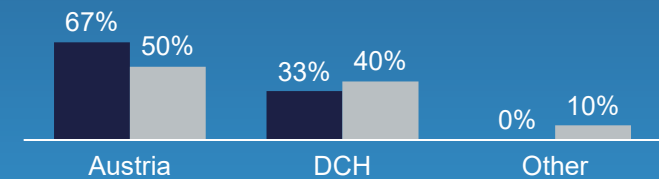
### Age



### Gender



### Nationality



■ Status Quo    ■ Target



# The Supervisory Board acts as a sparring partner and control body for the Executive Board



## Supervisory Board

The Executive Board brings matters requiring approval to the Supervisory Board – these are clearly defined in the bylaws and allow the Supervisory Board to act as a control body to the Executive Board



The Supervisory Board provides its extensive expertise across functions and industries to aid the Executive Board in making decision that benefit Semperit and ultimately maximize shareholder value

## Executive Board



The Executive Board manages day-to-day business independently, getting regular input from the Supervisory Board



**Supervisory Board and governance framework**

**Executive Board and succession planning**

**Remuneration**

**Appendix**



## Experienced management team with broad market knowledge



**Karl Haider**  
CEO

**Member of the Board** since  
January 2022, contract until March 2025

**Prev. held positions**  
Executive positions at Tata Steel Europe and Böhler  
Uddeholm



**Manfred Stanek**  
design. CEO

**Member of the Board** from March 2025 and  
CEO from April 2025, contract until February 2028

**Prev. held positions**  
Executive positions at Greiner and Greiner Packaging,  
Votorantim Metais, Novelis



**Helmut Sorger**  
CFO

**Member of the Board** since  
October 2022, contract until September 2025

**Prev. held positions**  
CFO of Wienerberger North America region and Head of  
the finance division of Wienerberger



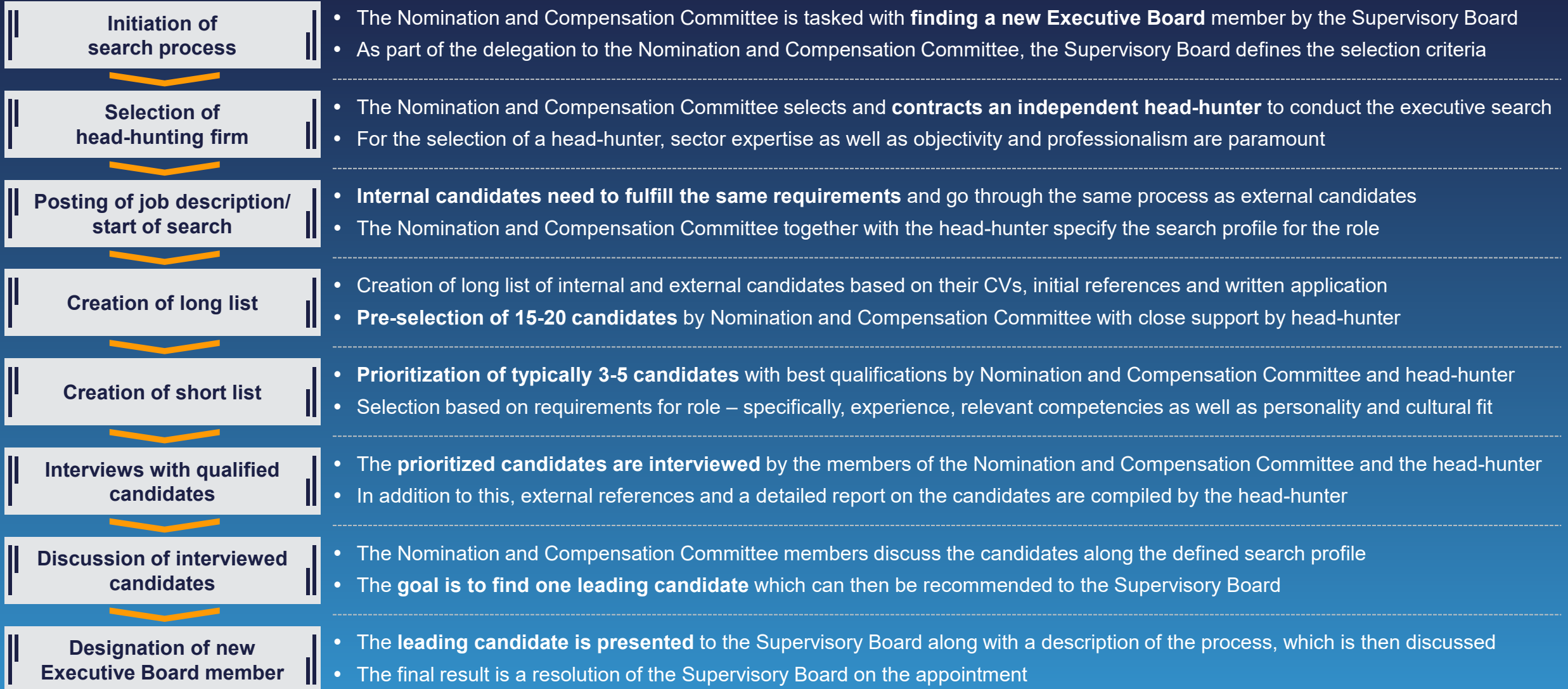
**Gerfried Eder**  
CIO

**Member of the Board** since  
July 2023, contract until June 2026

**Prev. held positions**  
Managing Director for Semperit Hoses, since 2000 in  
several management positions at Semperit



# Comprehensive framework for executive search and appointments





# Executive search: Preselection of 15+ candidates and interviews with selected ones

## Candidate Profile *(illustrative)*

Key Experience	Importance
Demonstrated <b>success and 10+ years of experience in senior management roles</b> within relevant and comparable industrial companies	✓
<b>CEO of a stand-alone company</b> with €600M+ revenue or General Manager / Division CEO of a sizable business unit	(✓)
<b>Experience in relevant industries</b> , ideally in elastomers, polymers, or comparable chemical/technical sectors	✓
<b>Capital market experience</b> or management experience in a publicly listed company with a majority of shareholders from the DACH region	(✓)
Experience working in <b>leading SME</b> environments (family- or PE-owned)	(✓)
<b>Broad functional expertise</b> with a particular focus on strategy, business development, and sales/commercial functions	✓
Expertise in <b>corporate transformation</b> and change management, ideally with M&A, integration, and/or restructuring experience	✓
Extensive <b>international experience</b> , ideally with multi-year management engagements outside of DACH/Europe	✓
Proven experience in <b>managing various stakeholders</b> (employees, board, investors) and unifying them behind a shared vision	✓
Fluent in <b>English</b> ; ideally German as well	✓

Legend: ✓ Must have (✓) Preferred

## Personal Interview Rating *(illustrative)*

Category	Skill	Weight	Target	Candidate
<b>Professional</b>	Potential for more Strategic Thinker	3	3	4
	Commercial Leadership	3	3	5
	Experience in Push/Pull	1	3	5
	Hiring & Management Topics	2	3	5
	Divisional Controlling / 2 Segments	2	3	5
	International Experience	2	3	5
	Operations Elastomers	2	3	4
	Restructuring	2	3	5
	State of the Art	3	3	4
	<b>Method</b>	Leadership Experience	3	3
Board Efficiency		3	3	4
Decision Making		3	3	3
Change Management		2	3	5
Project Management		1	3	3
<b>Social</b>	Empathy	3	3	4
	Service Orientation	3	3	4
	Self Awareness	2	3	3
	Self Confidence	2	3	4
	Maturity, Stakeholder Management	2	3	4
	Communication Ability	3	3	5
	Speaks our Lingo	1	3	4
	Credibility	3	3	4
<b>Fit</b>	Fit with Semperit	3	3	4
<b>Total</b>		57	3	4.25



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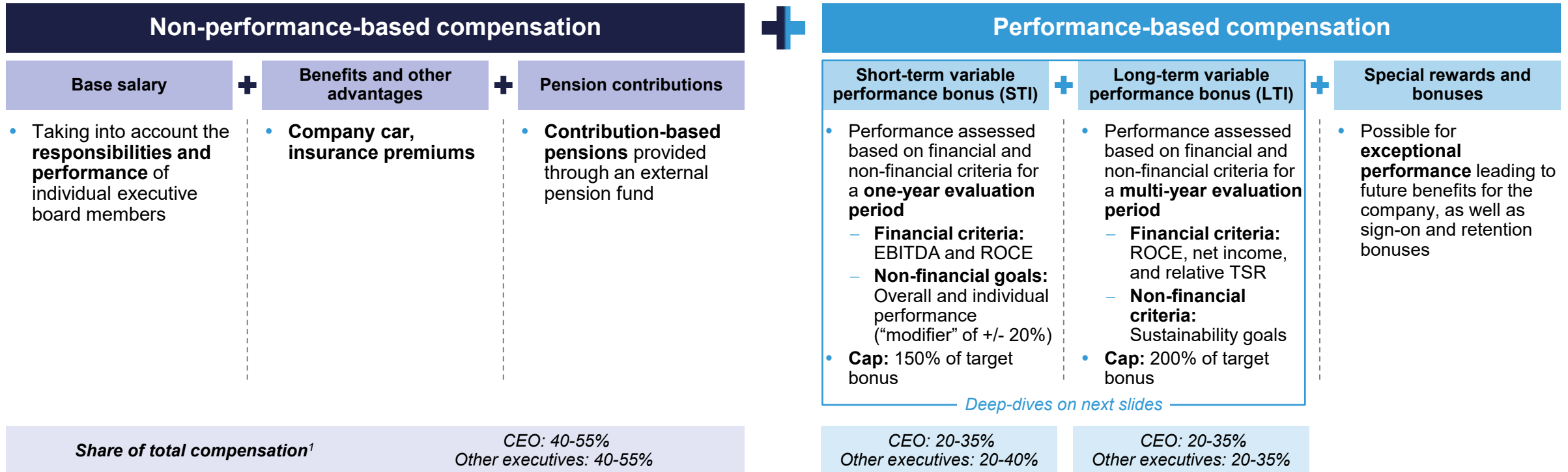


# Executive remuneration includes short and long-term incentives

## Key characteristics of compensation scheme

- **Legal compliance:** Compensation system follows legal requirements (AktG) and recommendations from the Austrian Corporate Governance Code (ÖCGK)
- **Market-competitive compensation:** Horizontal comparison with Austrian and German industrial companies ensures competitive executive remuneration to attract, motivate, and retain top talent
- **Last revision of the remuneration policy in 2022** to embed sustainability criteria in the LTI

## Overview of compensation elements



1) The relative proportions of existing executive board contracts fall within the shown ranges, which also serve as a benchmark for future contracts



# Agenda

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**Remuneration**

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# High attendance at meetings of 99% underscores strong level of engagement

Board Member / attendance in 2023 <sup>1</sup>	Supervisory Board	Committees				Total presence
		Audit Committee	Nomination & Compensation	Strategy & Transformation	ESG	
<b>Prinzhorn (Chairman)</b> (Member since 04/23)	4 / 4	3 / 3	6 / 6	2 / 2	1 / 1	16 / 16
<b>Fida (Vice Chairman)</b> (incl. substitutions)	7 / 7		8 / 8		1 / 1	16 / 16
<b>Nogglar</b> (incl. substitutions)	7 / 7	4 / 4	2 / 2	2 / 2	1 / 1	16 / 16
<b>Erkes</b>	7 / 7			2 / 2		9 / 9
<b>Möhlenkamp</b> (Member until 04/24)	6 / 7			2 / 2		8 / 9
<b>Büttner</b>	7 / 7	4 / 4				11 / 11
<b>Weissenberger-Eibl</b> (Member since 04/23)	4 / 4			2 / 2	1 / 1	7 / 7
<b>Skala-Kuhmann</b> (Member until 04/23)	3 / 3					3 / 3
<b>Attendance rate</b>	<b>98%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>99%</b>
<b>Meetings 2023</b>	<b>7<sup>2</sup></b>	<b>4</b>	<b>8</b>	<b>2</b>	<b>1</b>	<b>22</b>

Committees merged in 2024 into Strategy & ESG Committee

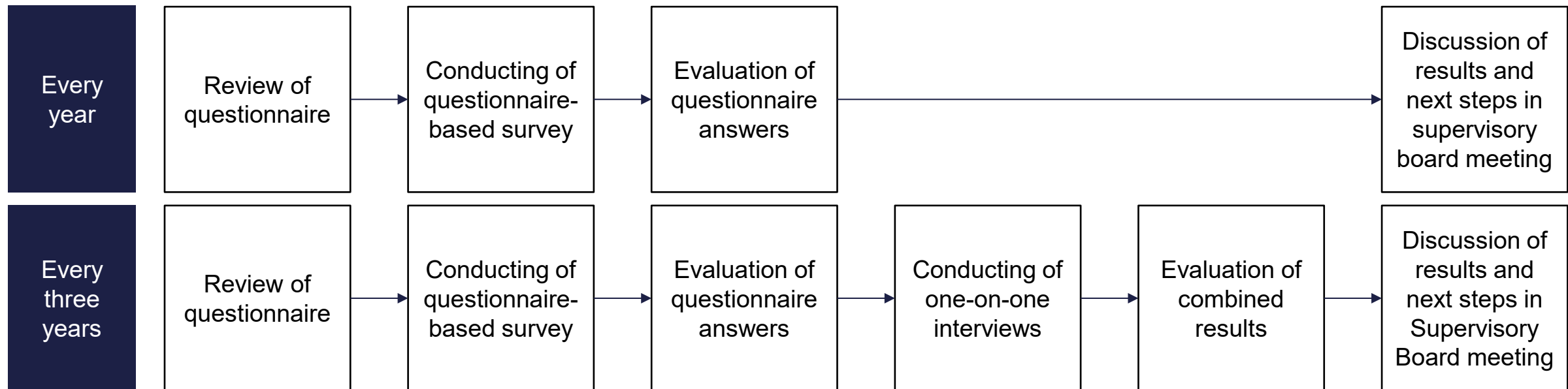
1) including online/ virtual presence  
2) of which 2 were extraordinary



# Regular self-evaluation as basis for continuous improvements

## Overview of Supervisory Board self-evaluation

- **Every year** the Supervisory Board conducts a **self-evaluation** through a **questionnaire** filled out by every member of the board and subsequently discussed in a Supervisory Board meeting.
- **Every three years** the self-evaluation questionnaire is **supplemented by one-on-one interviews** with each member of the board followed by a **workshop to discuss results and next steps**.
- The self-evaluation is guided by an **external advisor** with the involvement of an **expert team**.





# Supervisory Board compensation is fixed for board and committee work, along with attendance fees

## Compensation Scheme for FY 2023

### Base Compensation Supervisory Board

- Chairperson: **EUR 85,000**
- Deputy Chair: **EUR 50,000**
- Other Members: **EUR 40,000**



### Additional Committee Compensation

- Audit Committee Chair / Financial Expert: **EUR 40,000**
- Nomination & Compensation Committee Chair: **EUR 30,000**
- Strategy & Transformation Committee Chair: **EUR 40,000**
- ESG Committee Chair: **EUR 30,000**
- Committee Members: **EUR 20,000**  
(per committee)



### Attendance Fees

- **EUR 2,000 per meeting** (Supervisory Board or Committee)
- **Maximum EUR 2,000** per meeting day

## Compensation for FY 2023

	Board and Committee Compensation			
	Base Compensation Supervisory Board	Committee Compensation	Attendance Fees	Total
<i>in k EUR</i>				
<b>Thomas Cord Prinzhorn</b> (chairman) <sup>1</sup>	58	81	28	<b>167</b>
<b>Stefan Fida</b> (vice chairman) <sup>2</sup>	61	36	28	<b>125</b>
<b>Birgit Noggler</b> <sup>3</sup>	43	73	28	<b>145</b>
<b>Stephan Büttner</b>	40	20	20	<b>80</b>
<b>Klaus Friedrich Erkes</b>	40	13	15	<b>68</b>
<b>Marion Weissenberger-Eibl</b> <sup>4</sup>	27	27	10	<b>64</b>
<b>Claus Möhlenkamp</b> <sup>5</sup>	40	13	12	<b>65</b>
<b>Astrid Skala-Kuhmann</b> <sup>6</sup>	13	0	4	<b>17</b>
<b>Total</b>	<b>322</b>	<b>263</b>	<b>145</b>	<b>731</b>

1) Member and chairman since 04/23

2) Chairman until 04/23, afterwards member and vice chairman

3) Vice chairman until 04/23

4) Member of board since 04/23

5) Member until 04/24

6) Member until 04/23

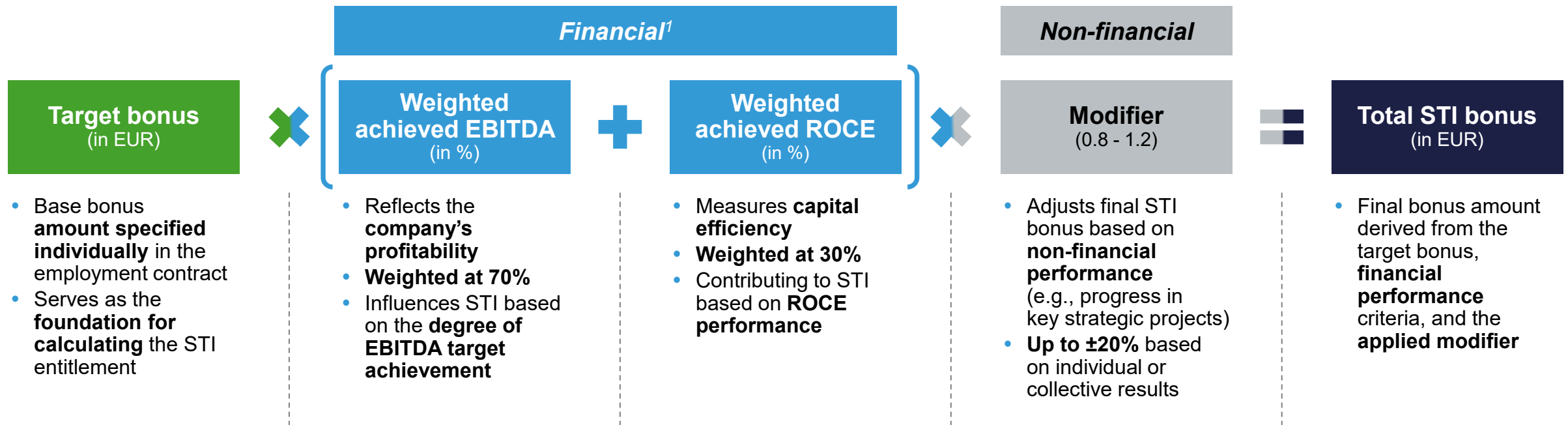


# Current STI bonus entitlement is determined by a balanced assessment of both financial and non-financial performance

## Overview of current short term incentives (STI)

- The **Nomination and Compensation Committee** sets **financial performance targets**, as well as upper and lower thresholds for the evaluation period
- **The target value** can be determined on the basis of the approved budget for the respective year, among other things – **actual performance** is assessed based on audited **IFRS consolidated financial statements**
- **Performance target achievement ranges from 0%** (if the lower limit is not met) **to 150%** (if the upper limit is exceeded), with a linear interpolation applied between these points. If performance falls below the lower limit, the STI bonus for that criterion can be entirely forfeited

## Breakdown of current STI components



1) In special circumstances, such as corporate restructuring, the Nomination and Compensation Committee can replace the two financial performance criteria with alternatives like Free Cash Flow or EBITDA/EBIT margins by January 31 of the fiscal year

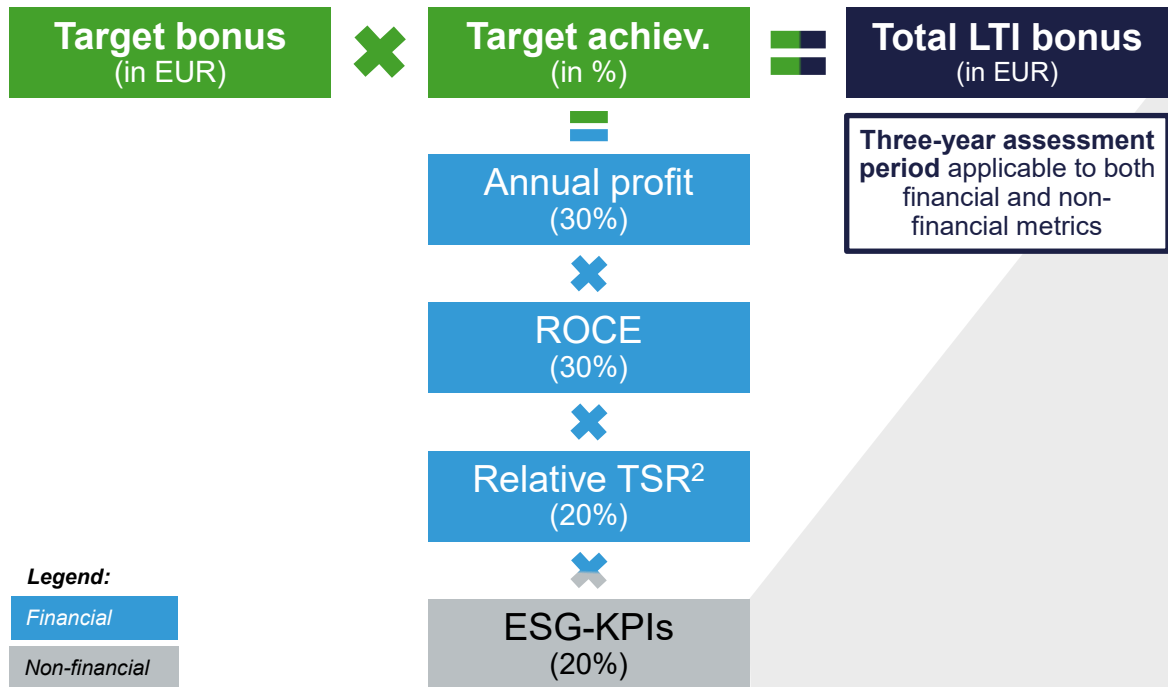


# Current LTI is a multi-year performance compensation scheme that includes both financial and sustainability criteria

## Overview of current long term incentives (LTI)

- LTI is a **multi-year, performance-based compensation scheme designed to create long-term incentives** by incorporating **both financial performance metrics and non-financial sustainability criteria**. It is granted in a rolling manner (awarded in annual tranches with **three-year assessment periods**)
- When setting LTI targets<sup>1</sup>, both **internal sources** (corporate planning) and **external sources** (analyst expectations/ peer company performance) are considered
- Target achievement for LTI performance is categorized with a **cap of 200%**, a **target of 100%**, a **floor of 50%**, and **non-achievement resulting in 0%**

## Breakdown of current LTI components



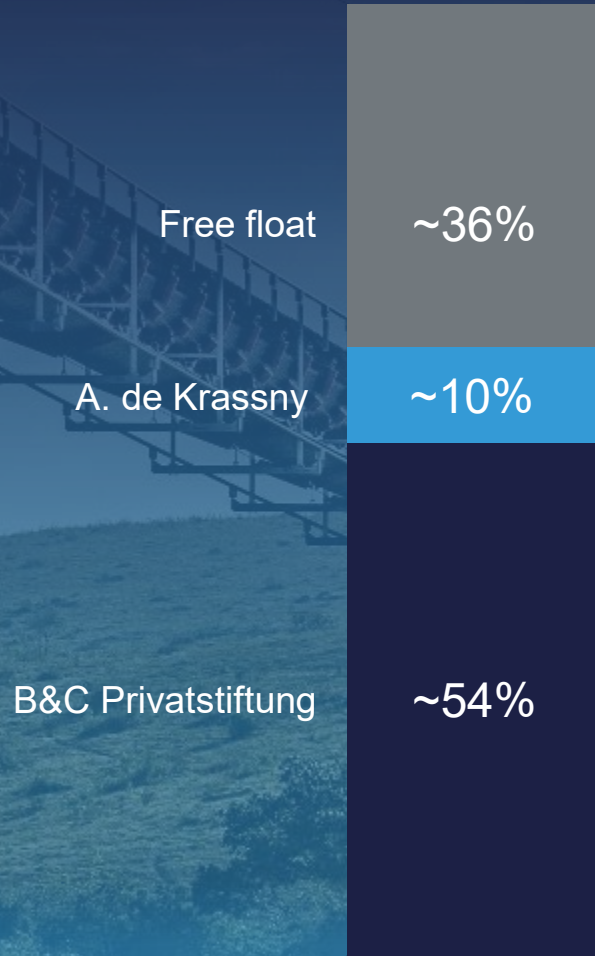
## Sustainability criteria

Environment	Social	Governance
Climate goals	Employer attractiveness	Compliance
Efficient resource usage	Corporate culture	Human rights & diversity
Innovative processes	Customer satisfaction	Data protection
Innovative products	Work safety & health	Governance structure
Expansion of raw material base	Supplier relations	Reportings
....	....	...
Positioning in external ESG ratings		

1) The Nomination & Compensation Committee sets target values, as well as upper and lower thresholds for the financial LTI performance criteria, by January 31 for the upcoming three-year period;  
 2) Relative TSR is determined by benchmarking Semperit's performance against a peer group of all ATX Prime companies and MDAX (excluding banks, insurance companies, and real estate)



## Transparent and continuous dialogue with all shareholders



Listed on the Vienna Stock Exchange since 1890  
Total of 20,573,434 shares

One share – one vote principle  
No preferred shares and no restrictions to common shares

Roughly half of the free float is held by institutional investors and half by retail investors.

The central task of the B&C Private Foundation is to promote Austrian entrepreneurship. This support is provided through long-term investments in Austrian industrial companies.

B&C provides its core shareholdings with planning security at shareholder level, exercises its shareholder rights responsibly in the interest of the respective company and support the active Supervisory Board activities of the Supervisory Board members nominated by them.





# Semperit's core sustainability topics



You can find our current Sustainability Report 2023 [here](#).

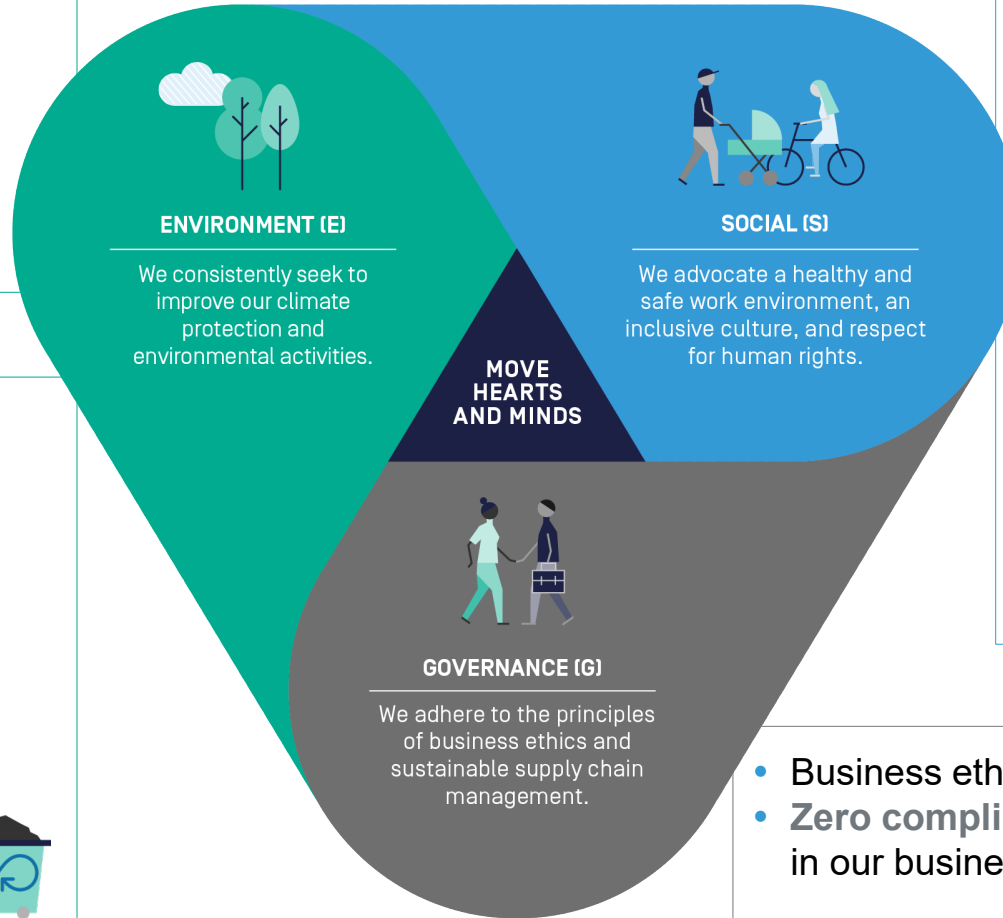
- **Energy efficiency** and energy cost savings
- **Renewable energy** use with direct positive impact on **emissions**
- Photovoltaics on sites



- Focus on **efficient material use** and **waste & scrap reduction**

Wherever possible:

- Increase of recycled and other sustainable **raw materials**
- **In-process** and **post-industrial recycling**
- Post-consumer recycling as late follower of the tire industry



- Reduction of **incidence rate** year on year
- **Zero incident** vision for a working environment that preserves individual health and working capacity



- Attract and retain more **diverse workforce** by an **inclusive culture**
- Setting of quantitative targets in the areas of gender and/or age and/or disability and/or culture



- **Business ethics** based on culture of trust
- **Zero compliance and corruption violations** in our business relationships

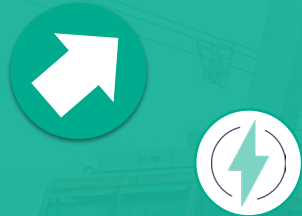




# ESG targets until 2030

## Energy<sup>1,2</sup>

5% reduction by 2030



## Waste<sup>2</sup>

7% reduction by 2030



## Emissions<sup>2</sup>

10% reduction by 2030



## Incidence rate<sup>1,2</sup>


8% reduction year over year



## D&I Gender

0.5% overall female increase 

1% female leadership increase 

1% higher female senior leadership (annual change in each case) 



## Supply chain<sup>1</sup>

75% of total spend to be covered by EcoVadis by 2030



## Competitive ESG rating year:

- **EcoVadis Platinum**





- **CDP Climate C,**  
Forest C,  
Water D



Disclosure 2024 currently ongoing

## 2024 in the sign of ESG regulations:

- **CSRD** implementation: 2024 reporting according to **ESRS** in full rollout,
- **Deforestation regulation:** due diligence of Semperit supply chain ongoing,
- First preparation steps for the **CSDDD**, **Green Claims Directive** and other parts of the EU Green Deal

<sup>1</sup> Part of the ESG-based financing as of 31.8.2023; <sup>2</sup> Baseline 2023, including Rico and Surgical; target achievement 2030  on track /  behind plan from current point of view, Emissions reported only on annual base



# A glimpse of current sustainability projects

## DH5 – Focus on sustainability and automation



- One of the world's **largest production sites for industrial and hydraulic hoses** in the Czech Republic.
- Operations are set to start up in the new production hall in 2025.
- **CO<sub>2</sub>-conscious hose production conform with EU taxonomy** criteria for sustainable investment will be powered **exclusively by renewable energy**.



## Semperit's profiles circularity



- **Reclaimed waste and scrap** from vulcanized EPDM profiles can be integrated into a **new life cycle of circular profiles**.
- Optimizing the use of secondary materials to continuously integrate our own waste into the production process and keep the **internal and external recycling rate as high as possible** while also **reducing the product carbon footprint considerably**.



## Scale up of photovoltaics at production sites



- PVs can cover **more than 10%** of own electrical energy demand, **reducing electricity bills** and **contributing to climate change mitigation** by decarbonizing our energy mix.
- PV Installations in Germany (1 site), Shanghai (2 sites) and Thailand (1 site) finalized. Expanding installations in Austria (2 sites) and CZ (1 site) in progress.
- Installed capacity ~5 MWp





## Contact and financial calendar

### Semperit

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### Financial Calendar 2024 / 2025

**20.03.2025**

Publication of 2024 annual financial statements

**23.04.2025**

Annual General Meeting, Vienna

**14.05.2025**

Report on Q1-3 2025

**13.08.2025**

Half-year financial report 2025

**12.11.2025**

Report on Q1-9 2025

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200 years

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**SEMPERIT** 

EXPERIENCE FOR TOMORROW