

Draft resolutions

for the 130th Annual General Meeting of Semperit Aktiengesellschaft Holding on Wednesday, 8 May 2019, at 10:00 a.m., at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna.

I. Regarding item 2 on the agenda:

Adopting a resolution on discharge of the Members of the Management Board for the business year 2018

The Management Board and the Supervisory Board propose that the General Meeting adopts the following

Resolution

„The members of the Management Board of Semperit Aktiengesellschaft Holding Dr. Martin Füllenbach, Dipl.-Kfm. Frank Gumbinger and Dr. Felix Fremerey, as well as the former member of the Management Board Dipl.-Ing. Dipl.-Kfm. Michele Melchiorre are discharged from liability with regard to their managing activities during the business year 2018”

II. Regarding item 3 on the agenda:

Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2018

The Management Board and the Supervisory Board propose that the General Meeting adopts the following

Resolution

„The persons who served on the Supervisory Board of Semperit Aktiengesellschaft Holding in the business year 2018 are discharged from liability with regard to their supervisory activities during the relevant period”.

III. Regarding item 4 on the agenda:

Appointment of an auditor to audit the annual financial statements and the consolidated financial statements for the financial year 2019.

In line with the recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting adopts the following

Resolution

„Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (FN 267030 t) is hereby appointed to audit the Company's annual financial statements and consolidated financial statements for the financial year 2019.”

IV. Regarding item 5 on the agenda:

Elections to the Supervisory Board

The Supervisory Board proposes that the General Meeting adopts the following

Resolutions

1. *“Dipl.-Betriebswirt Peter Edelmann, born on 26.11.1959, is elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. His term of office runs from the end of this General Meeting on 8 May 2019 until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2021.*
2. *Mag. Birgit Noggler, born on 10.09.1974, is elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. Her term of office runs from the end of this General Meeting on 8 May 2019 for the remaining term of Mag. Christoph Trentini's mandate until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2020.*
3. *Mag. Patrick Prügger, born on 08.08.1975, is elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. His term of office runs from the end of this General Meeting on 8 May 2019 until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2021.*

Reasoning

Pursuant to Article 9 para 2 of the company's Articles of Incorporation, at least two members of the Supervisory Board shall yearly retire from office upon completion of the company's ordinary General Meeting. The Supervisory Board members to retire are determined as follows: firstly, those members of the Supervisory Board whose term expires shall retire. If this is not the case for at least two members of the Supervisory Board, then such members of the Supervisory Board shall retire whose term of office has been the longest. If this is the case for more than two members of the Supervisory Board, then the lot has to decide on it. The lot also has to decide in such cases if pursuant to the foregoing the members of the Supervisory Board to be retiring from office have not been determined yet. Retired members of the Supervisory Board can be reelected immediately.

1. Upon completion of the General Meeting dated 8 May 2019, Dr. Christoph Kallatz retires because of the expiry of the term of office.
2. Upon completion of the General Meeting dated 8 May 2019, Dr. Felix Fremerey retires because of the expiry of the term of office.
3. Upon completion of the General Meeting dated 8 May 2019, Mag. Christoph Trentini retires at his own request.

In order to maintain the status of eight elected members of the Supervisory Board, three members must be elected to the Supervisory Board on the upcoming shareholders' meeting.

The Supervisory Board therefore nominates,

1. *“Dipl.-Betriebswirt Peter Edelmann, born on 26.11.1959, to be elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. His term of office shall run from the end of this General Meeting on 8 May 2019 until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2021.*
2. *Mag. Birgit Nogglner, born on 10.09.1974, to be elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. Her term of office shall run from the end of this General Meeting on 8 May 2019 for the remaining term of Mag. Christoph Trentini’s mandate until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2020.*
3. *Mag. Patrick Prügger, born on 08.08.1975, to be elected as member of the Supervisory Board of Semperit Aktiengesellschaft Holding. His term of office shall run from the end of this General Meeting on 8 May 2019 until the end of the General Meeting that will decide on the discharge of the members of the Supervisory Board with regard to the business year 2021.*

Each of the suggested candidates for the election has already presented statements within the meaning of section 87 para 2 Austrian Stock Corporation Act. Such statements are available on the Company’s website as well.

Pursuant to section 87 para 3 Austrian Stock Corporation Act, it is intended to resolve separately on each vacant mandate in the upcoming General Meeting.

Pursuant to section 86 para 7 Austrian Stock Corporation Act, at least 4 seats on the Supervisory Board must each be occupied by women and men. No objection was raised pursuant to section 86 para 9 Austrian Stock Corporation Act.

V. Regarding item 6 on the agenda:

Adopting a resolution on the remuneration of Members of the Supervisory Board for the business year 2018

The Management and Supervisory Boards propose that pursuant to article 13 of the articles of association and section 98 Austrian Stock Corporation Act, the General Meeting adopts the following

Resolutions

“The remuneration for the members of the Supervisory Board elected by the General Meeting for their services in the financial year 2018 is hereby set as follows:

1. *Basic remuneration for the members of the Supervisory Board:*
 - a. *For the Chairman of the Supervisory Board EUR 50,000.00*
 - b. *For the Deputy Chairman of the Supervisory Board EUR 35,000.00*
 - c. *For each further member of the Supervisory Board EUR 20,000.00*

2. *Committee remuneration:*

- a. *For the Chairman of the Audit Committee and the financial expert, provided said expert is not the Chairman of the Audit Committee, additionally EUR 25,000.00*
- b. *For the Chairman of the Strategy Committee, additionally EUR 20,000.00*
- c. *For the Chairman of the Profit Improvement Programme-Committee, additionally EUR 25,000.00*
- d. *For the Chairman of the Nomination Committee, the Remuneration Committee, and the Segment Sempermed Committee additionally EUR 10.000,00*
- e. *For each member of a committee, additionally EUR 5,000.00*

3. *Attendance fee:*

Each member of the Supervisory Board is to receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board.

Each committee member is to receive an attendance fee of EUR 1,000.00 for each committee meeting, if the committee meeting is not on the same day as a meeting of the Supervisory Board.

The basic and committee remuneration is to be paid pro rata upon joining and leaving the Supervisory Board or committee. Similarly, such factoring shall apply to the change of the chairman of the Supervisory Board respectively of the committee, the vice-chairman and the financial expert.

The members of the Supervisory Board are included in a directors' and officers' liability insurance policy maintained by the Company in the interest of the Company. The coverage shall be proportionate in amount, scope and time limit for subsequent notification."

VI. Regarding item 7 on the agenda:

Adopting a resolution on the remuneration of Members of the Supervisory Board for the business year 2019 in advance

The Management and Supervisory Boards propose that pursuant to article 13 of the articles of association and section 98 Austrian Stock Corporation Act the General Meeting adopts the following

Resolutions

"The remuneration for the members of the Supervisory Board elected by the General Meeting for their services in the financial year 2019 is hereby set as follows:

1. *Basic remuneration for the members of the Supervisory Board:*
 - a. *For the Chairman of the Supervisory Board EUR 50,000.00*
 - b. *For the Deputy Chairman of the Supervisory Board EUR 35,000.00*
 - c. *For each further member of the Supervisory Board EUR 20,000.00*

2. *Committee remuneration:*

- a. *For the Chairman of the Audit Committee and the financial expert, provided said expert is not the Chairman of the Audit Committee, additionally EUR 25,000.00*
- b. *For the Chairman of the Strategy Committee, additionally EUR 20,000.00*
- c. *For the Chairman of the Profit Improvement Programme-Committee, additionally EUR 25,000.00*
- d. *For the Chairman of the Nomination Committee, the Remuneration Committee, and the Segment Sempermed Committee additionally EUR 10.000,00*
- e. *For each member of a committee, additionally EUR 5,000.00*

3. *Attendance fee:*

Each member of the Supervisory Board is to receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board.

Each committee member is to receive an attendance fee of EUR 1,000.00 for each committee meeting.

The attendance fee is limited to EUR 1,000.00 per meeting day.

4. *The compensation is due for payment as follows:*

- a. *50 per cent at the end of the second quarter (at the end of June 2019)*
- b. *25 per cent at the end of the third quarter (at the end of September 2019)*
- c. *25 per cent at the end of the fourth quarter (at the end of December 2019)*

The attendance fee incurred up to this point in time shall fall due together with compensation.

A member of Supervisory board or a committee Member who has served for less than a full financial year will receive the compensation aliquot (on a monthly basis). Similarly, such monthly factoring shall apply to the change of the chairman of the Supervisory Board respectively of the committee, the vice-chairman and the financial expert.

The members of the Supervisory Board are included in a directors' and officers' liability insurance policy maintained by the Company in the interest of the Company. The coverage shall be proportionate in amount, scope and time limit for subsequent notification."