

Details of shareholder / shareholders (if more than one depositor)
Name(s) / Company:
Address (postcode, city, street, house number)
Natural persons: date of birth / Legal persons: company register and register number (if available)
Phone number and/or e-mail address for further inquiry
Name of custodian bank, including bank code or BIC
Custodian account number

I/We _____
(Name / Company and address of the issuer(s))

in my/our capacity as shareholder(s) of Semperit AG Holding¹, hereby grant power of proxy to

**Dr. Michael Knap,
Vice-president of the Interessenverband für Anleger (Association for Investors - "IVA")
Feldmühlgasse 22, A-1130 Vienna**

to represent me/us at the 130th General Meeting of Semperit Aktiengesellschaft Holding, (FN 112544g, ISIN AT0000785555) on Wednesday, 8 May 2019 at 10:00 a.m. CEST at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna, and to exercise the voting right in my/our name.

This proxy covers _____ of my/our shares (ISIN: AT0000785555).

(If this field is left blank, the proxy will apply to all shares covered by the deposit confirmation from the custodian bank.)

¹If you grant this power of proxy not as a shareholder but as a representative of a shareholder, please attach proof of your proxy (proxy issued by the shareholder).

Item 2: Adopting a resolution on discharge of the Members of the Management Board for the business year 2018

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 3: Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2018

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 4: Appointment of an auditor to audit the annual financial statements and the consolidated financial statements for the financial year 2019

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 5: Elections to the Supervisory Board

1. Election of Dipl. Betriebswirt Peter Edelmann

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

2. Election of Mag. Birgit Nogglar

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

3. Election of Mag. Patrick Prügger

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 6: Adopting a resolution on the remuneration of Members of the Supervisory Board for the business year 2018

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Item 7: Adopting a resolution on the remuneration of Members of the Supervisory Board for the business year 2019 in advance

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In case of a previously unknown or amended resolution proposal by a shareholder during the General Meeting, such resolution proposal is to be refused:

YES	NO	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

If an individual vote takes place on an agenda item, an instruction issued in this regard shall apply to each individual sub-item. Without an explicit voting instruction on a specific agenda item the proxy is invalid with regards to this agenda item.

The proxy is permitted to grant a sub-proxy.

The voting instruction to agenda items 2 to 7 refer to the resolution proposals of the Management and Supervisory Board as they were made available for download on the website of the Company pursuant to the invitation.

Information to shareholders regarding data processing

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

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

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

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

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

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

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

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

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

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

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

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

Every shareholder has a right to access, rectification, restriction, objection and deletion at any time with regard to the processing of personal data as well as a right to data portability in accordance with Chapter III GDPR. Shareholders can assert these rights against Semperit AG Holding free of charge at the following point of contact: Semperit AG Holding attn. of Rechtsabteilung, Modecenterstrasse 22, 1031 Vienna E-Mail: data.privacy@semperitgroup.com.

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

5. Further information

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

I acknowledge that the proxy does not accept instructions for requests to speak, for filing notices of opposition against shareholder resolutions or for raising questions or motions.

(date, place)

(signature of the shareholder/authorised company signature)

Complementary information on proxy

We request the proxy to be submitted exclusively through one of the following addresses:

- (i) E-mail address HV2019@semperitgroup.com
- (ii) per SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text),

whereby the proxy must be attached to the E-mail in text form, e.g. as PDF-file, and will be kept by the Company.

*The proxy must be received **no later than Tuesday, 7 May 2019 1:00 p.m. CEST**. Thereafter, the proxy must be submitted in person latest on the day of the General Meeting at the registration point of the venue.*