

Semperit Aktiengesellschaft Holding  
For the attention of Judit Helenyi  
Am Belvedere 10  
1100 Vienna  
Austria

By Email: [HV2022@semperitgroup.com](mailto:HV2022@semperitgroup.com)

Vienna, 13. April 2022

### **Annual General Meeting of Semperit Aktiengesellschaft Holding on 27 April 2022**

Dear Mrs. Helenyi!

B & C KB Holding GmbH holds 50% of the ordinary shares of Semperit Aktiengesellschaft Holding. In order to demonstrate the status of B & C KB Holding GmbH as a shareholder, we enclose a current safe custody receipt (Enclosure 1).

With regard to the Annual General Meeting on 27 April 2022 B & C KB Holding GmbH proposes, in accordance with Section 110 AktG (Austrian Stock Corporation Act), the following resolutions under agenda item "Elections to the Supervisory Board":

- The number of members of the Supervisory Board will be reduced within the limits set out in the Articles of Association from the current eight to a total of seven members elected by the Annual General Meeting.
- Dipl. Ing. Herbert Ortner, born on 07 November 1968, to be re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 27 April 2022 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2025 financial year.

- Mag. Stephan Büttner, born on 28 January 1973, to be elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 27 April 2022 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2023 financial year.

### Reasons

Pursuant to Art. 9 (2) of the Articles of Association of the Company at least two of the shareholders' representatives from the Supervisory Board retire from office each year at the end of the Annual General Meeting, whereby Supervisory Board members who have resigned from the Supervisory Board since the last Annual General Meeting or who resign from office with effect from the end of the respective Annual General Meeting are to be counted towards this number. In the first instance, those members whose term of office expires shall retire. Those retiring are immediately eligible for re-election.

Mag. Petra Preining resigned from the Supervisory Board at her own request on 29 September 2021.

Dr. Walter Koppensteiner resigned from the Supervisory Board at his own request on 12 May 2021.

At the end of the Annual General Meeting on April 27 2022 Dipl. Ing. Herbert Ortner will resign from the Supervisory Board due to the expiry of his term of office.

Pursuant to Art. 9 (1) of the Articles of Association of the Company the Supervisory Board shall consist of a minimum of three and a maximum of ten members elected by the General Meeting and the members delegated pursuant to Section 110 (1) ArbVG (Austrian Labour Constitution Act).

To date, i.e. after the last election by the Annual General Meeting, the Supervisory Board has consisted of eight members elected by the Annual General Meeting. The members delegated in accordance with the Labor Constitution Act have to be added.

The Supervisory Board is now to be reduced from eight to a total of seven members elected by the Annual General Meeting.

Accordingly, in order to maintain the number of seven elected members (shareholders' representatives), two members must be elected to the Supervisory Board at the upcoming Annual General Meeting.

The Nomination and Compensation Committee of the Supervisory Board has already proposed,

Dipl. Ing. Herbert Ortner, born on 07 November 1968, to be re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 27 April 2022 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2025 financial year.

This resolution proposal is supported by B & C KB Holding GmbH.

B & C KB Holding GmbH proposes in addition to the re-election of Dipl. Ing. Herbert Ortner to the Supervisory Board,

to elect Mag. Stephan Büttner, born on 28 January 1973, to the Supervisory Board. The election shall be effective from the conclusion of the Annual General Meeting on 27 April 2022 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2023 financial year.

Both of the individuals proposed have issued a declaration in accordance with Section 87 (2) and (2a) AktG and submitted a curriculum vitae. We enclose these documents in accordance with Section 110 AktG (Enclosures 2 to 5).

B&C KB Holding GmbH  
Universitätsring 14, 1010 Wien, T + 43 1 53 101 - 0, F + 43 1 53 101 - 102, office@bcholding.at  
Gesellschaftssitz: Wien, Handelsgericht Wien, FN 470 503t, www.bcgruppe.at

This document has been made up in German which is the official version.  
In case of discrepancies with the English translation, the German version shall prevail.

In accordance with Section 110 (1) AktG, we request that our proposed resolutions be made publicly accessible together with the enclosed declarations in accordance with Section 87 (2) and (2a) AktG and curriculum vitae on the website of Semperit Aktiengesellschaft Holding as registered in the commercial register.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Mir Jochen Fiedl', positioned above a horizontal line.

B & C KB Holding GmbH

**Stephan Büttner, geb. 28.01.1973**

c/o Semperit Aktiengesellschaft Holding  
Am Belvedere 10  
1100 Vienna

To the attention of the  
General Meeting of  
Semperit Aktiengesellschaft Holding

**Declaration pursuant to section 87 sub-section 2 and sub-section 2a Austrian Stock Corporations Act ("AktG")**

On the occasion of my nomination for the election as member to the Supervisory Board of Semperit Aktiengesellschaft Holding by resolution of the General Meeting to be held on 27 April 2022, I declare pursuant to section 87 sub-section 2 and sub-section 2a Stock Corporations Act as follows:

I am not aware of any circumstances which might give rise to concerns that I may be biased. With regard to point 53 Austrian Code of Corporate Governance and the guidelines for independence adopted by the Supervisory Board of the Company (see Annex I.) I further declare that I do not have any business or personal relations to the Company or its Management Board which constitutes a material conflict of interests. I also declare that I am independent within the meaning of point 54 Austrian Code of Corporate Governance.

For the purpose of certification of my professional qualification I refer to my curriculum vitae, which also states my professional and relevant other functions at the time of election.

With regard to section 87 sub-section 2 and sub-section 2a Stock Corporations Act I confirm as follows:

1. I am not a member of the Supervisory Board or Administrative Board in ten other corporations (*Kapitalgesellschaften*) or eight corporations the shares of which are listed on a regulated market (whereby activities as Chairman count twice);<sup>1</sup>
2. I am not the legal representative (member of the Management Board, managing director, liquidator) of any subsidiary of Semperit Aktiengesellschaft Holding;
3. I am not the legal representative (member of the Management Board, managing director, liquidator) of any other corporation which has a member of the Management Board of Semperit Aktiengesellschaft Holding on its Supervisory or Administrative Board (except for group companies or affiliated companies);

<sup>1</sup> Up to ten positions as a member of the supervisory board, in which the member was elected or sent to preserve the interests of the state, a federal state, a union of municipalities, a municipality or of a undertaking being affiliated with the Company or having a commercial participation in the Company (section 189a pt 2 Austrian Commercial Code, "UGB"), do not count towards the maximum number of ten corporations.



4. I am not a member of the Supervisory Board or the Administrative Board in eight other listed companies (whereby activities as Chairman count twice);
5. During the last two years, I have not been a member of the Management Board of Semperit Aktiengesellschaft Holding; and
6. I have not been finally convicted by a court of law of a criminal act which would question my professional reliability.

In case I am elected I will gladly accept such election.

Vienna, 13/09/22

Place, Date

Name/Signature



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# BÜTTNER, Stephan

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**NATIONALITY:** AUSTRIAN  
**DATE OF BIRTH:** 28<sup>th</sup> January 1973  
**ADDRESS:** A-1190 Vienna, Unterer Schreiberweg 63/5  
**TELEPHON:** +43-664-8119394  
**E-MAIL:** [stephan.buettner@a1.net](mailto:stephan.buettner@a1.net)

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## PROFESSIONAL EXPERIENCE

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05/21-	AGRANA Fruit <i>Chairman of the board and CEO</i>	<b>Vienna, Austria</b>
11/14-	AGRANA BETEILIGUNGS-AG <i>Member of the Executive Board, CFO</i>	<b>Vienna, Austria</b>
06/12-10/14	AUSTRIA JUICE GROUP <i>CEO</i>	<b>Allhartsberg, Austria</b>
06/04-05/12	YBBSTALER FRUIT AUSTRIA GMBH <i>Managing Director</i>	<b>Allhartsberg, Austria</b>
01/02-11/03	MAGYAR AGRAR-HAZ KFT. <i>CFO/Commercial Director</i>	<b>Budapest, Hungary</b>
10/01-12/04	RAIFFEISEN WARE AUSTRIA AG <i>Investment and Project Management and Controlling</i>	<b>Vienna, Austria</b>
03/01-09/01	EULOX LOGISTICS GMBH <i>Director Finance</i>	<b>Vienna, Austria</b>
08/99-03/01	KPMG AUSTRIA GMBH <i>Auditing assistant, banking and industrial sector</i>	<b>Vienna, Austria</b>

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## EDUCATION

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09/16/-10/16	HARVARD BUSINESS SCHOOL Advanced Management Program (AMP)	<b>Boston, USA</b>
07/94-08/94	YALE UNIVERSITY Special Seminar in American English for Professionals - Business	<b>New Haven, USA</b>
10/92-10/99	WU – VIENNA UNIVERSITY OF ECONOMICS AND BUSINESS Master's degree in business administration	<b>Vienna, Austria</b>
10/91-05/92	LANDESVERTEIDIGUNGS-AKADEMIE, STIFTSKASERNE Military Service	<b>Vienna, Austria</b>
10/83-06/91	GYMNASIUM DER STIFTUNG "THERESIANISCHE AKADEMIE" Higher School Certificate	<b>Vienna, Austria</b>



**Herbert Ortner, born November 07, 1968**

c/o Semperit Aktiengesellschaft Holding  
Am Belvedere 10  
1100 Vienna

To the attention of the  
Shareholders' Meeting of  
Semperit Aktiengesellschaft Holding

**Declaration pursuant to section 87 sub-section 2 and sub-section 2a Austrian Stock Corporations Act ("AktG")**

On the occasion of my nomination for the election as member to the Supervisory Board of Semperit Aktiengesellschaft Holding by resolution of the General Meeting to be held on 27 April 2022, I declare pursuant to section 87 sub-section 2 and sub-section 2a Stock Corporations Act as follows:

I am not aware of any circumstances which might give rise to concerns that I may be biased. With regard to point 53 Austrian Code of Corporate Governance and the guidelines for independence adopted by the Supervisory Board of the Company (see Annex 1.) I further declare that I do not have any business or personal relations to the Company or its Management Board which constitutes a material conflict of interests.

For the purpose of certification of my professional qualification I refer to my curriculum vitae, which also states my professional and relevant other functions at the time of election.

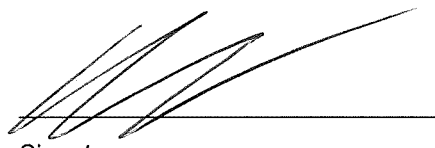
With regard to section 87 sub-section 2 and sub-section 2a Stock Corporations Act I confirm as follows:

1. I am not a member of the Supervisory Board or Administrative Board in ten other corporations (*Kapitalgesellschaften*) or eight corporations the shares of which are listed on a regulated market (whereby activities as Chairman count twice);<sup>1</sup>
2. I am not the legal representative (member of the Management Board, managing director, liquidator) of any subsidiary of Semperit Aktiengesellschaft Holding;
3. I am not the legal representative (member of the Management Board, managing director, liquidator) of any other corporation which has a member of the Management Board of Semperit Aktiengesellschaft Holding on its Supervisory or Administrative Board (except for group companies or affiliated companies);
4. I am not a member of the Supervisory Board or the Administrative Board in eight other listed companies (whereby activities as Chairman count twice);
5. During the last two years, I have not been a member of the Management Board of Semperit Aktiengesellschaft Holding; and
6. I have not been finally convicted by a court of law of a criminal act which would question my professional reliability.

I will be glad to answer any questions before and/or at the General Annual Meeting on 27 April 2022. In case I am elected I will gladly accept such election.

Vienna, *21<sup>st</sup> March, 2022*

Place, Date

  
Signature

<sup>1</sup> Up to ten positions as a member of the supervisory board, in which the member was elected or sent to preserve the interests of the state, a federal state, a union of municipalities, a municipality or of an undertaking being affiliated with the Company or having a commercial participation in the Company (section 189a pt 2 Austrian Commercial Code, "UGB"), do not count towards the maximum number of ten corporations.

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# Curriculum Vitae

Dipl.Ing. Herbert Ortner

## *Personal Information*

Birthdate: 07.11.1968

Citizenship: Austrian

## *Professional Experience*

2019 - 2022	Member of the Management Board	B&C Privatstiftung
2008 – 2017	CEO	Palfinger AG
2003 – 2008	Member of the Management Board, Sales and Distribution	Palfinger AG
2001 – 2003	Managing Director Production & Head of Service Department	Palfinger AG
until 2001	Head of Division Industrial Hoses	Semperit AG Holding

## *External Mandates*

since 2021	Member of the Supervisory Board	Atlas Flexibles GmbH
since 2021	Member of the Supervisory Board	Schur Flexibles Holding
since 2020	Member of the Supervisory Board	Semperit Aktiengesellschaft Holding
since 2018	Member of the Supervisory Board	AMAG Austria Metall AG
since 2016	Member of the Supervisory Board	Engel Holding Gesellschaft m.b.H

## *Education:*

General Management Programme/ Institute of Management St. Gallen  
Studies: Management in Chemical Technologies