

## Draft resolutions

for the 134<sup>th</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding on Tuesday, 25 April 2023 at 10:00 a.m., at Novotel Wien Hauptbahnhof, 1100 Vienna, Canettistraße 6.

### I. Proposed resolution regarding agenda item 2:

#### **Adopting a resolution on the use of the net profit shown in the 2022 annual financial statements**

The Executive Board and the Supervisory Board propose that the General Meeting adopts the following **Resolution**:

#### **Proposal I**

*“The appropriation of the net profit of EUR 102,867,170.00 reported in the annual financial statements of the Company as of 31 December 2022 will be made as follows in accordance with the profit distribution proposal of the Executive Board, which was approved by the Supervisory Board:*

- (1) A basic dividend of EUR 1.50 will be paid for each share entitled to dividend. The payment of the basic dividend shall be made on 3 May 2023 (dividend payment day);*
- (2) In addition, a conditional supplementary dividend in the amount of **EUR 2.00** shall be paid for each share entitled to dividend. The entitlement to the conditional supplementary dividend and the payment are subject to the conditions precedent that the conditions precedent for the sale of the medical business (Sempermed; initially production of examination gloves including sales organisation) are fulfilled by 16 September 2023 and that the medical business has been transferred to the buyer by 31 October 2023 and that Semperit has received the full purchase price payable on the day of this closing.*

*The Company will obtain confirmation from Binder Grösswang Rechtsanwälte GmbH of the fulfilment of the above conditions within 7 calendar days after the fulfilment of the conditions and will announce in a supplementary dividend announcement immediately after receipt of the confirmation whether the above conditions have been fulfilled. The supplementary dividend announcement will also contain the technical modalities of the supplementary dividend payment, whereby the supplementary dividend is to be paid within 21 calendar days after the fulfilment of the above conditions if the conditions precedent have been met.*

*Provided that the condition precedent does not occur, the Company will so announce and the portion of the distributable profit applicable to the supplementary dividend adopted will be carried forward to new account.”*

#### **Proposal II**

*“The appropriation of the net profit of EUR 102,867,170.00 reported in the annual financial statements of the Company as of 31 December 2022 will be made as follows in accordance with the profit distribution proposal of the Executive Board, which was approved by the Supervisory Board:*

- (1) *A basic dividend of EUR 1.50 will be paid for each share entitled to dividend. The payment of the basic dividend shall be made on 3 May 2023 (dividend payment day);*
- (2) *In addition, a conditional supplementary dividend in the amount of **EUR 3.50** shall be paid for each share entitled to dividend. The entitlement to the conditional supplementary dividend and the payment are subject to the conditions precedent that the conditions precedent for the sale of the medical business (Sempermed; initially production of examination gloves including sales organisation) are fulfilled by 16 September 2023 and that the medical business has been transferred to the buyer by 31 October 2023 and that Semperit has received the full purchase price payable on the day of this closing.*

*The Company will obtain confirmation from Binder Grösswang Rechtsanwälte GmbH of the fulfilment of the above conditions within 7 calendar days after the fulfilment of the conditions and will announce in a supplementary dividend announcement immediately after receipt of the confirmation whether the above conditions have been fulfilled. The supplementary dividend announcement will also contain the technical modalities of the supplementary dividend payment, whereby the supplementary dividend is to be paid within 21 calendar days after the fulfilment of the above conditions if the conditions precedent have been met.*

*Provided that the condition precedent does not occur, the Company will so announce and the portion of the distributable profit applicable to the conditional dividend adopted will be carried forward to new account."*

### **Reasoning**

On 1 March 2023, the Executive Board of Semperit Aktiengesellschaft Holding announced that it would propose to the Annual General Meeting for the 2022 financial year a basic dividend in the amount of EUR 1.50 per share and a conditional supplementary dividend in the amount of EUR 2.00 to EUR 3.50 per share. The entitlement to the conditional supplementary dividend is to be subject to the sale of the medical business (Sempermed; initially production of examination gloves including sales organisation) being completed by 30 September 2023. In particular, the implementation of the sale of the medical business is still subject to investment control and competition law approvals by the authorities. The exact amount of the conditional supplementary dividend will be proposed by the Executive Board before or at the latest at the Annual General Meeting, depending on the economic outlook and the further concretisation of organic and inorganic growth projects.

As at the time of publication of these dividend proposals there was still no clarity about the economic outlook and the concretisation of organic and inorganic growth projects, the Executive Board and the Supervisory Board have decided to publish both of the above dividend proposals.

The dividend proposals are identical with the exception of the amount of the proposed conditional dividend - EUR 2.00 or EUR 3.50.

In accordance with the above, the Executive Board intends to propose a single dividend proposal to the Annual General Meeting for resolution.

**II. Proposed resolution regarding agenda item 3:****Adopting a resolution on discharge of the Members of the Executive Board for the business year 2022**

The Executive Board and the Supervisory Board propose that the General Meeting adopts the following **Resolution**:

*„The members of the Executive Board of Semperit Aktiengesellschaft Holding acting in the business year 2022 are hereby discharged for the business year 2022.“*

**III. Proposed resolution regarding agenda item 4:****Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2022**

The Executive Board and the Supervisory Board propose that the General Meeting adopts the following **Resolution**:

*„The members of the Supervisory Board of Semperit Aktiengesellschaft Holding acting in the business year 2022 are hereby discharged for the business year 2022.“*

**IV. Proposed resolution regarding agenda item 5:****Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2023 in advance**

The Executive Board and the Supervisory Board propose that the General Meeting in accordance with Article 13 of the Company's Articles of Association and Section 98 of the Austrian Stock Corporations Act adopts the following **Resolution**:

*„The compensation of members of the Supervisory Board for the business year 2023 is determined as follows:*

**1. Basic remuneration for the members of the Supervisory Board:**

- a. For the Chairman of the Supervisory Board EUR 85,000.00*
- b. For the Deputy Chairman of the Supervisory Board EUR 50,000.00*
- c. For each further member of the Supervisory Board EUR 40,000.00*

**2. Committee remuneration:**

- a. For the Chairman of the Audit Committee and the financial expert, provided that the expert is not the Chairman of the Audit Committee, additionally EUR 40,000.00*
- b. For the Chairman of the Nomination and Remuneration Committee, additionally EUR 30,000.00*
- c. For the Chairman of the Strategy, Growth and Innovation Committee, additionally EUR 40,000.00*
- d. For the Chairman of the ESG Committee, additionally EUR 30,000.00*
- e. For each member of the Audit Committee, the Nomination and Remuneration Committee, the Strategy, Growth and Innovation Committee, the ESG Committee additionally EUR 20,000.00*

**3. Attendance fee:**

*Each member of the Supervisory Board is to receive an attendance fee of EUR 2,000.00 for each meeting of the Supervisory Board.*

*Each committee member is to receive an attendance fee of EUR 2,000.00 for each committee meeting.*

*The attendance fee is limited to EUR 2,000.00 per meeting day.*

*4. Half of the attendance fee is due for attending Supervisory Board meetings or committee meetings via electronic means of communication.*

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

*a. 50 per cent at the end of the second quarter (at the end of June 2023)*

*b. 25 per cent at the end of the third quarter (at the end of September 2023)*

*c. 25 per cent at the end of the fourth quarter (at the end of December 2023)*

*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 business year will receive the compensation aliquot. Similarly, such aliquot compensation shall apply to the change of the chairman of the Supervisory Board respectively of the committee, each 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."*

## **V. Proposed resolution regarding agenda item 6:**

### **Elections to the Supervisory Board**

The Nomination and Remuneration Committee of the Supervisory Board proposes that the General Meeting adopts the following **Resolutions**:

- 1. Dipl. Wirtschaftsingenieur Claus Möhlenkamp, born 15 October 1965, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 25 April 2023 until the conclusion of the General Meeting resolving upon the discharge for the business year 2026.*
- 2. Dr. Klaus Erkes, born 9 June 1958, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 25 April 2023 until the conclusion of the General Meeting resolving upon the discharge for the business year 2026.*
- 3. Thomas Cord Prinzhorn, MBA, born 25 December 1972, is hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 25 April 2023 until the conclusion of the General Meeting resolving upon the discharge for the business year 2025.*
- 4. Univ-Prof. Dr. Marion Weissenberger-Eibl, born 18 July 1966, is hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the General Meeting on 25 April 2023 until the conclusion of the General Meeting resolving upon the discharge for the business year 2025.*

### Reasoning

1. With effect of 27 December 2022 Dipl. Ing. Herbert Ortner retired at his own request.
2. Upon completion of the General Meeting dated 25 April 2023 Dr. Astrid Skala-Kuhmann retired at her own request.
3. Upon completion of the General Meeting dated 25 April 2023 Dipl. Wirtschaftsingenieur Claus Möhlenkamp retires because of the expiry of the term of office.
4. Upon completion of the General Meeting dated 25 April 2023 Dr. Klaus Erkes retires because of the expiry of the term of office.

Pursuant to Article 9 para 1 of the Articles of Association of Semperit Aktiengesellschaft Holding, the Supervisory Board consist of at least three and no more than ten members elected by the General Meeting and the members delegated in accordance with Section 110 para 1 ArbVG.

The Supervisory Board has so far comprised seven (six, after the retirement of Dipl. Ing. Herbert Ortner) members elected by the General Meeting since its last election by the General Meeting (In addition, there are the members delegated according to ArbVG). In order to maintain the number of seven elected members, four members are now to be elected to the Supervisory Board at the upcoming General Meeting.

The Nomination and Remuneration Committee of the Supervisory Board nominates that four mandates are filled, so that after the election at the General Meeting on 25 April 2023, the Supervisory Board will remain comprised of seven elected members by the General Meeting.

With a total of 11 Supervisory Board members (including the members delegated according to Section 110 para 1 ArbVG), at least three seats (rounded down) must be occupied by women and men pursuant to Section 86 para 7 of the Austrian Stock Corporation Act. No objection was raised pursuant to Section 86 para 9 of the Austrian Stock Corporation Act.

The following nominations by the Nomination and Remuneration Committee were made on the basis of the requirements of Section 87 para 2a of the Austrian Stock Corporation Act, the Corporate Governance Code and on the basis of a recommendation of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee of the Supervisory Board therefore nominates,

1. Dipl.-Wirtschaftsingenieur Claus Möhlenkamp to be re-elected as member of the Supervisory Board. His term of office shall run from the end of this General Meeting 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 2026.
2. Dr. Klaus Erkes to be re-elected as member of the Supervisory Board. His term of office shall run from the end of this General Meeting 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 2026.
3. Thomas Cord Prinzhorn, MBA to be elected as member of the Supervisory Board. His term of office shall run from the end of this General Meeting 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 2025.

4. Univ-Prof. Dr. Marion Weissenberger-Eibl to be elected as member of the Supervisory Board. Her term of office shall run from the end of this General Meeting 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 2025.

It is intended to resolve separately on each vacant mandate in the upcoming General Meeting.

A ranking of the suggested candidates for the individual mandates is reserved.

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 and in particular declares that

1. any circumstances in connection with Section 87 para 2 of the Austrian Stock Corporation Act have been disclosed and, according to the assessment of the nominee, there are no circumstances that could give rise to concerns about its impartiality,
2. the suggested candidate has not been convicted of any criminal offence by a court of law, in particular of any offence that would undermine his professional reliability in accordance with Section 87 para 2a sentence 3 of the Austrian Stock Corporation Act, and
3. there are no appointment restrictions within the meaning of Section 86 para 2 and para 4 of the Austrian Stock Corporation Act.

The Nomination and Remuneration Committee of the Supervisory Board prepared this proposal and, pursuant to Section 87 para 2a of the Austrian Stock Corporation Act, made sure that the professional and personal qualifications of the member and the balanced composition of the Supervisory Board were taken into account and aspects of the diversity of the Supervisory Board with regard to the representation of both genders and the age structure as well as the internationality of the members are adequately considered.

The General Meeting is required to vote in accordance with the nominations. Proposals for the election of Supervisory Board members including the statements pursuant to Section 87 para 2 of the Austrian Stock Corporation Act for each suggested candidate must be made available on the Company's website no later than 18 April 2023, otherwise the candidate is not allowed to be included in the vote. This also applies to proposals for election by shareholders in accordance with Section 110 of the Austrian Stock Corporation Act, which must be received by the Company in text form no later than 14 April 2023, whereby reference is made to the "Information on shareholder's rights in accordance with Sections 109, 110 and 118 of the Austrian Stock Corporation Act/proposals for resolution by shareholders in accordance with Section 110 Austrian Stock Corporation Act" with regard to the details and requirements for the consideration of such proposals for election.

## **VI. Proposed resolutions regarding agenda item 7:**

### **Adopting a resolution on the remuneration report**

The Executive Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible remuneration report for the compensation of the members of the Executive Board and the Supervisory Board pursuant to Section 78c in conjunction with Section 98a of the Austrian Stock Corporations Act.

This remuneration report shall provide a comprehensive overview of the compensation granted or owed to the current and former members of the Executive Board and the Supervisory Board in the course of the last financial year within the framework of the remuneration policy (Section 78a in conjunction with Section 98a of the Austrian Stock Corporations Act), including all benefits in any form.

The remuneration report for the last financial year shall be submitted to the General Meeting for voting. The vote shall be of a recommendatory nature. The resolution cannot be appealed (Section 78d para 1 Austrian Stock Corporations Act).

The Executive Board and the Supervisory Board are required to prepare a proposal for a resolution on the remuneration report in accordance with Section 108 para 1 of the Austrian Stock Corporations Act.

This resolution proposal of the Executive Board and the Supervisory Board on the resolution on the remuneration report and the remuneration report shall be made available on the website registered in the commercial register in accordance with Section 108 para 4 no. 4 of the Austrian Stock Corporations Act as of the 21st day prior to the General Meeting.

The Executive Board and the Supervisory Board of Semperit Aktiengesellschaft Holding approved a remuneration report in accordance with Section 78c in conjunction with Section 98a of the Austrian Stock Corporations Act at their meeting on 21 March 2023 and proposed a resolution in accordance with Section 108 para 1 of the Austrian Stock Corporation Act

The remuneration report will be made available on the company website of Semperit Aktiengesellschaft Holding [www.semperitgroup.com](http://www.semperitgroup.com) registered in the commercial register as of 4 April 2023 (21st day before the General Meeting).

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2022, as made available on the website registered in the commercial register, be adopted.

The remuneration report is attached to this proposed resolution as *Annex ./1*.

#### **VII. Proposed resolution regarding agenda item 8:**

##### **Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2023**

According to the recommendation of the Audit Committee, the Supervisory Board proposes that the General Meeting adopts the following **Resolution**:

*„Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, with its registered office in Vienna, is hereby appointed to audit the Company’s annual financial statements and consolidated financial statements for the business year 2023.“*

#### **VIII. Proposed resolution regarding agenda item 9:**

**Adopting a resolution on the creation of a new “authorized capital” while safeguarding the statutory subscription right pursuant to Section 153 para 6 of the Austrian Stock Corporation Act (AktG), but also with the authorization of the Executive Board to**

**exclude subscription rights of shareholders in whole or in part with the consent of the Supervisory Board, including the possibility of issuing new shares against contributions in kind, with the cancellation of the “authorized capital” in accordance with the resolution of the General Meeting of 25 April 2018 on the 10<sup>th</sup> agenda item and resolution on the corresponding amendment to Section 4 para 5 of the Articles of Association**

The Executive Board and the Supervisory Board propose that the General Meeting adopts the following **Resolutions**:

1. *"Resolution on the (renewed) authorization of the Executive Board - with simultaneous cancellation of the relevant resolutions of the General Meeting of 25 April 2018 -, with the consent by the Supervisory Board, to increase the Company's share capital within five years from the registration of the changes to the Articles of Association with the Commercial Register, in one or several tranches, by up to EUR 10,679,497.23 by issuing up to 10,286,716 new no-par share certificates in bearer or registered form against cash and/or payment in kind and to determine the issue price and further conditions of issue, and resolution on the authorization of the Executive Board, with the consent by the Supervisory Board, to exclude the subscription rights of shareholders in the event of a capital increase from the authorized capital in whole or in part (i) if the capital increase against contributions in kind is carried out for the purpose of acquiring companies, parts of companies, operations, parts of operations, participations in companies or other assets in connection with an acquisition project, (ii) to service an over-allotment option (greenshoe) or (iii) to compensate for fractional amounts. The statutory subscription rights may be granted to shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of credit institutions with the obligation to offer it to shareholders in accordance with their subscription right (indirect subscription right)."*
2. *"Resolution on the corresponding amendment of the Articles of Association by a new Section 4 para 5:*

*(5) The Executive Board is authorized, with the approval by the Supervisory Board, to increase the company's share capital by up to EUR 10,679,497.23 by issuing up to 10,286,716 against cash and/or payment in kind within five years of the entry of the amendment to the Articles of Association in the commercial register - possibly in several tranches - new no-par value bearer or registered shares and to determine the type of shares, issue price and issue conditions (authorized capital).*

*The statutory subscription right may be granted to shareholders in such a way that the capital increase is underwritten by a bank or a syndicate of credit institutions with the obligation to offer it to shareholders in accordance with their subscription right (indirect subscription right).*

*However, the Executive Board is authorized, with the approval by the Supervisory Board, to exclude shareholders' subscription rights in the event of a capital increase from the authorized capital in whole or in part (i) if the capital increase against contributions in kind is carried out for the purpose of acquiring companies, parts of companies, operations, parts of operations, participations in companies or other assets connected with an acquisition project, (ii) to satisfy an over-allotment option (greenshoe) or (iii) to compensate for fractional amounts.*

*The Supervisory Board is authorized to adopt amendments to the Articles of Association resulting from the issue of shares from the authorized capital."*



## Reasoning

The General Meeting of 25 April 2018, on the 10<sup>th</sup> item of the agenda “resolution on “authorized capital” and a corresponding amendment of the Articles of Association in § 5a and the insertion of a new § 4 para 5”, authorized the Executive Board to increase the Company's share capital with the consent by the Supervisory Board by up to EUR 10.679.498,27 by issuing up to 10.286.717 new no-par value bearer shares or registered shares. To date, no use has been made of this authorization.

Semperit Aktiengesellschaft Holding wants to have the continued possibility to take advantage of its market opportunities and expand its leading market position through investments and acquisitions. For financing purposes, the Executive Board shall be given an additional option to raise equity. For this reason, the Executive Board shall be further authorized, with the consent of the Supervisory Board, with simultaneous cancellation of the existing authorization, to increase the Company's share capital by the maximum amount as permissible under stock corporation law of EUR 10,679,497.23 by issuing up to 10,286,716 new bearer or registered no-par value shares and with a maximum term of five years from the date on which the amendment to the Articles of Association is registered. With regard to the authorization to fully or partially exclude subscription rights, reference is made to the corresponding report of the Company's Executive Board, which is expected to be available from 4 April 2023 on the Company's website at [www.semperitgroup.com](http://www.semperitgroup.com). This report will also be available at the General Meeting.

### **IX. Proposed resolution regarding agenda item 10:**

- 10a. Adopting a resolution on the authorization of the Executive Board to issue convertible bonds with the approval by the Supervisory Board and on the authorization of the Executive Board with the approval of the Supervisory Board to exclude shareholders' subscription rights in full or in part, with the cancellation of the corresponding authorization of the Executive Board with approval by the Supervisory Board to issue convertible bonds pursuant to the General Meeting Resolution of 25 April 2018 on agenda item 11a**
- 10b. Adopting a resolution on the conditional increase of the Company's share capital in accordance with Section 159 para 2 rec. 1 Austrian Stock Corporation Act (AktG) for the issue to creditors of financial instruments (convertible bonds), with cancellation of the “conditional capital” in accordance with the General Meeting resolution of 25 April 2018 on agenda item 11b and corresponding amendment to Section 4 para 6 and 7 of the Articles of Association**

The Executive Board and the Supervisory Board propose that the General Meeting adopts the following **Resolutions**:

#### Item 10a of the agenda:

*“Resolution on the (renewed) authorization of the Executive Board pursuant to Section 174 para 2 AktG - with the simultaneous revocation of the relevant resolutions of the General Meeting of 25 April 2018 - to issue until 25 April 2028 at the longest, with the consent by the Supervisory Board, convertible bonds in one or several tranches that grant or provide for the subscription or conversion right or a subscription or conversion obligation for up to 10,286,716 shares of the Company. They can be serviced via the conditional capital to be*

*resolved and / or via own shares. The issue price, the issue, the conversion procedure for the convertible bonds and all other conditions are to be determined by the Executive Board with the consent of the Supervisory Board. The issue price and the exchange ratio shall be determined in accordance with recognized financial mathematical methods and the stock exchange price of the Company's shares in a recognized pricing procedure. This authorization shall be valid until 25 April 2028.*

*The statutory subscription right may be granted to shareholders in such a way that the convertible bonds are taken over by a bank or a consortium of banks with the obligation to offer them to the shareholders in accordance with their subscription right (indirect subscription right). However, the Executive Board is authorized, with the consent by the Supervisory Board, to exclude the subscription right of shareholders when issuing convertible bonds in whole or in part (i) if the issue of convertible bonds against contributions in kind for the purpose of acquiring companies, parts of companies, operations, parts of operations, participations in companies or other assets relating to an acquisition project, or (ii) for the compensation of fractional amounts resulting from the subscription ratio.*

*The Executive Board is also authorized, with the consent by the Supervisory Board, to exclude the subscription right for convertible bonds in whole or in part, provided that the Executive Board, after due examination, comes to the conclusion that the issue price of the convertible bonds at the time of the final determination of the issue price is not less than the hypothetical market value determined according to recognized, in particular financial-mathematical methods and that the conversion price or subscription price (issue price) of the subscription shares is determined by taking into account recognized financial-mathematical methods and the price of the Company's ordinary shares in a recognized pricing procedure and is not lower than the stock market price of the Company's shares during the last 20 trading days prior to the date of announcement of the issue of convertible bonds."*

Item 10b of the agenda:

1. *"Resolution on the (renewed) contingent increase in share capital pursuant to Section 159 para 2 rec. 1 of the Austrian Stock Corporation Act (AktG) - with the simultaneous cancellation of the relevant resolutions adopted by the General Meeting on 25 April 2018 - by up to 10,286,716 new bearer shares with no par value (no-par value shares) for the issue to creditors of convertible bonds - at which the Executive Board is authorized by this General Meeting. The issue price and the exchange ratio shall be determined in accordance with recognized financial-mathematical methods and the price of the Company's shares in a recognized pricing procedure. The issue price may not be less than the proportionate amount of the share capital. Resolution on the authorization of the Executive Board with the consent of the Supervisory Board to determine the further details of the conditional capital increase and its implementation and the authorization of the Supervisory Board to amend the Articles of Association resulting from the issue of shares from the contingent capital.*
2. *"Resolution on the corresponding amendment of the Articles of Association by a new Section 4 para 6 and 7:*

*(6) In accordance with Section 159 para 2 rec 1 of the Austrian Stock Corporation Act (AktG), the Company's share capital is contingently increased by up to EUR 10,679,497.23 by issuing up to 10,286,716 new bearer shares with no par value (no-par value shares) for issue to creditors of convertible bonds, for which the Executive Board is authorized at this General Meeting on 25 April 2023. The capital increase may only be carried out to the extent that creditors of convertible bonds exercise their subscription or conversion rights to shares of the Company or those who are obligated*

*to subscribe or exchange them fulfill their respective obligation to subscribe or exchange them, and the Executive Board decides to service these convertible bonds with new shares. The issue price and the exchange ratio shall be determined in accordance with recognized financial-mathematical methods and the price of the Company's ordinary shares in a recognized pricing procedure (basis for calculating the issue price); the issue price may not be lower than the pro rata amount of the share capital. The newly issued shares of the conditional capital increase have full dividend entitlement for the entire fiscal year in which they are issued. The Executive Board is authorized, with the consent by the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.*

*The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective issue of the subscription shares. The same shall apply in the event that the authorization to issue convertible bonds is not utilized after the expiry of the authorization period and in the event that the conditional capital is not utilized after expiry of the periods stipulated in the terms and conditions of the convertible bonds.*

*(7) The total number of subscription shares to be issued or potentially issued in accordance with the terms and conditions of the convertible bonds and the number of shares already issued or to be issued from the authorized capital may not exceed 10,286,716 shares (limitation of the amount of the authorizations pursuant to paragraphs (5) and (6)), whereby the subscription or conversion right of the holders of convertible bonds must in any case be preserved."*

### **Reasoning**

The General Meeting of 25 April 2018, on the 11a<sup>th</sup> item of the agenda "resolution on the authorization of the Executive Board to issue convertible bonds with the approval by the Supervisory Board and on the authorization of the Executive Board with the approval of the Supervisory Board to exclude shareholders' subscription rights in full or in part, with the cancellation of the corresponding authorization of the Executive Board with approval by the Supervisory Board to issue convertible bonds" authorized the Executive Board to issue convertible bonds also in several tranches, which grant or provide a subscription or conversion rights or a subscription or conversion obligation, for a total of up to 10,286,716 shares of the Company. To date, no use has been made of this authorization.

The issue of convertible bonds is an alternative to a "simple" cash capital increase and offers the company additional flexibility in financing. A convertible bond is also an alternative to a conventional bond.

The resolution authorizes the Executive Board, with the consent by the Supervisory Board, to issue convertible bonds to the maximum extent permitted by stock corporation law by 25 April 2028 at the latest and to exclude shareholders' statutory subscription rights in whole or in part. The advantage for the company lies in the possibility of accelerated and market-oriented placement of convertible bonds, thus reducing the price and placement risk. For the authorization to fully or partially exclude subscription rights, please refer to the corresponding report of the Company's Executive Board, which is expected to be available on the company's website at [www.semperitgroup.com](http://www.semperitgroup.com) as of 4 April 2023. This report will also be available at the General Meeting.