

Draft resolutions

for the 135th Annual General Meeting of Semperit Aktiengesellschaft Holding
on Tuesday, 23 April 2024 at 10:00 a.m.,
at TECH GATE VIENNA, 1220 Vienna, Donau-City-Straße 9

I. Proposed resolution regarding agenda item 2:

Adopting a resolution on the use of the net profit shown in the 2023 annual financial statements

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

“The appropriation of the net profit of EUR 10,286,717.00 reported in the annual financial statements of the Company as of 31 December 2023 will be made as follows in accordance with the profit distribution proposal of the Management Board, which was approved by the Supervisory Board:

- *dividend of EUR 0.50 will be paid for each share entitled to dividend;*
- *The dividend will be paid on 30 April 2024.”*

II. Proposed resolution regarding agenda item 3:

Adopting a resolution on discharge of the Members of the Management Board for the business year 2023

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 acting in the business year 2023 are hereby discharged for the business year 2023.”

III. Proposed resolution regarding agenda item 4:

Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2023

The Management 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 2023 are hereby discharged for the business year 2023.”

IV. Proposed resolution regarding agenda item 5:

Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2024 in advance

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

“The compensation of members of the Supervisory Board for the business year 2024 is determined as follows:

1. *Basic remuneration for the members of the Supervisory Board:*
 - a. *For the Chairman of the Supervisory Board EUR 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. *For the attendance of Supervisory Board meetings or committee meetings by electronic means, half of the attendance fee shall fall due.*

5. *The compensation is due for payment as follows:*
 - a. *50% at the end of the second quarter (at the end of June 2024)*
 - b. *25% at the end of the third quarter (at the end of September 2024)*
 - c. *25% at the end of the fourth quarter (at the end of December 2024)*

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 (calculated on daily basis). Similarly, such aliquot compensation shall apply (calculated on daily basis) 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. The number of members of the Supervisory Board shall be reduced within the limits set out in the Articles of Association from currently seven to a total of six members.*
- 2. Mag. Stephan Büttner, born 28 January 1973, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 23 April 2024 until the conclusion of the General Meeting resolving upon the discharge for the business year 2027."*

Reasoning

1. Upon completion of the Annual General Meeting dated 23 April 2024 Mag. Stephan Büttner retires because of the expiry of the term of office.
2. Upon completion of the Annual General Meeting dated 23 April 2024 Dipl.-Wirtschaftsingenieur Claus Möhlenkamp resigns at his own request.

Pursuant to Section 9 para 1 of the Articles of Association of Semperit Aktiengesellschaft Holding, the Supervisory Board must 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 members elected by the General Meeting since its last election by the General Meeting (in addition, there are the members delegated according to ArbVG).

Dipl.-Wirtschaftsingenieur Claus Möhlenkamp, born 15 October 1965, resigned from the Supervisory Board at the end of the Annual General Meeting dated 23 April 2024. The Supervisory Board is now to be reduced from seven to a total of six members elected by the General Meeting.

In order to maintain the number of six elected members, one member is now to be elected to the Supervisory Board at the upcoming General Meeting.

The Nomination and Remuneration Committee of the Supervisory Board nominates that one new mandate is filled, so that after the election at the General Meeting on 23 April 2024, the Supervisory Board will remain comprised of six elected members by the General Meeting.

With a total of 9 Supervisory Board members (including the members delegated according to Section 110 para 1 ArbVG), at least three seats 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, Mag. Stephan Büttner 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 2027.

The suggested candidate 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 declare 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 16 April 2024, 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 12 April 2024.

VI. Proposed resolutions regarding agenda item 7:

Adopting a resolution on the remuneration report

The Management 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 Management Board and the Supervisory Board pursuant to Section 78c in conjunction with Section 98a of the Austrian Stock Corporation Act.

This remuneration report shall provide a comprehensive overview of the compensation granted or owed to the current and former members of the Management 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 Corporation 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 Corporation Act).

The Management 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 Corporation Act.

This resolution proposal of the Management 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 Corporation Act as of the 21st day prior to the General Meeting.

The Management 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 Corporation Act at their meeting on 18 March 2024 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 registered in the commercial register as of 2 April 2024 (21st day prior to the General Meeting) at the latest.

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2023, 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 for the annual and consolidated financial statements and the auditor for the sustainability reporting for the business year 2024

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

- “(i) Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H with its registered office in Vienna, is appointed to be Auditor for the annual financial statements and the consolidated financial statements relating to the business year 2024.*
- “(ii) Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, with its registered office in Vienna, is appointed to be Auditor for the sustainability reporting for the business year 2024, subject to the condition that statutory provisions stipulate the appointment of an external auditor of the 2024 sustainability reporting by the General Meeting.”*

Reasoning

The EU Directive 2022/2464 Corporate Sustainability Reporting Directive (CSRD for short) obliges listed companies to have their sustainability report externally audited. This EU Directive has not yet been transposed into national law by the Austrian legislator on the day this resolution proposal was submitted. In order to avoid the need for a subsequent Extraordinary General Meeting to appoint an auditor for the sustainability report for the business year 2024, a corresponding resolution is to be passed at the upcoming General Meeting.

VIII. Proposed resolution regarding agenda item 9:**Adopting a resolution on the amendment to Section 3 “Publication of the company and communication” of the Articles of Association**

The Management Board and the Supervisory Board propose that Section 3 “Publication of the company and communication” paragraph 1 of the Articles of Association be amended so that this provision now reads as follows:

“(1) Publications of the company shall be made in the electronic announcement and information platform of the Federal Government (EVI) to the extent and as long as required by the Austrian Stock Corporation Act. In all other respects, publications by the company shall be made in accordance with the applicable legal provisions. All publications shall also be made available on the company’s website.”

IX. Proposed resolution regarding agenda item 10:**Adopting a resolution on the amendment to Section 14 “General Meeting, convocation” of the Articles of Association by adding new paragraphs 5 to 14 regarding the virtual/hybrid General Meeting and amendment of the name of Section 14 to “General Meeting, convocation, remote participation, remote voting, virtual/hybrid General Meeting”**

The Management Board and Supervisory Board propose that the Articles of Association be amended in Section 14 in such a way that this provision is now titled “General Meeting, convocation, remote participation, remote voting, virtual/hybrid General Meeting” and the following paragraphs are added:

**“Section 14 General Meeting, convocation,
remote participation, remote voting, virtual/hybrid General Meeting**

[...]

- (5) A General Meeting may be held without the physical presence of the participants in accordance with the provisions of the Federal Act on the Conduct of Virtual Shareholders’ Meetings (VirtGesG) and the Articles of Association (virtual General Meeting). The Management Board decides, with the approval of the Supervisory Board, on the form of conduct, i.e. whether the General Meeting is to be held (i) with the physical presence of the participants or (ii) without the physical presence of the participants (virtual General Meeting), namely as a moderated virtual meeting or (iii) as a General Meeting in which the individual participants can choose between physical and virtual participation (hybrid General Meeting). If the General Meeting is convened by the Supervisory Board, it is left to the Supervisory Board to decide on the form of the meeting in the aforementioned sense.
- (6) Insofar as organizational and technical specifications for a virtual or hybrid General Meeting do not result from the provisions of the VirtGesG as amended or from the Articles of Association, they shall be made by the Management Board or the Supervisory Board as the convening body.
- (7) In all other respects, the Management Board or the Supervisory Board as the convening body is authorized to make all decisions that are necessary to hold a virtual General Meeting or a hybrid General Meeting.

- (8) The notice convening the virtual or hybrid General Meeting or corresponding information made available on the company's website from the 21st day before the General Meeting must state the organizational and technical requirements for participation in the virtual or hybrid General Meeting.
- (9) The holding of a moderated virtual General Meeting is permitted in accordance with Section 3 VirtGesG and the provisions of the Articles of Association. The virtual General Meeting will be broadcast visually and acoustically for the participants in real time. The virtual General Meeting may also be broadcast to the public (Section 3 para 2 VirtGesG).
- (10) During the moderated virtual General Meeting, shareholders have the opportunity to speak by means of electronic communication; this applies equally in the case of a (moderated) hybrid General Meeting with regard to those shareholders who have opted to participate virtually. If a shareholder is given the floor by the Chairman, they must be given the opportunity to speak via video communication. The Chairman shall decide on the order of speeches and also on the time up to which speeches may be made or questions may be asked.
- (11) In addition, the company shall provide shareholders with an electronic communication channel, e.g. e-mail, by which they can submit questions and proposed resolutions to the company from the time the meeting is convened until the third working day or a later date to be determined before the start of a moderated virtual General Meeting; this applies equally in the case of a (moderated) hybrid General Meeting with regard to those shareholders who have opted to participate virtually. The questions and proposed resolutions submitted in this way must be read out at the virtual General Meeting or brought to the attention of the shareholders in another suitable manner, e.g. of the company's website.
- (12) For all the votes in the moderated virtual General Meeting, shareholders may exercise their voting rights by means of electronic communication and, if necessary, raise objections in this way; this applies equally in the case of a (moderated) hybrid General Meeting with regard to those shareholders who have opted for virtual participation. The company can – depending on the technical possibilities – either (i) set up and announce a special e-mail address to which the exercise of voting rights or the objection can be sent to the company, or (ii) use special voting software or a corresponding function of the company's website (GM portal) for the purpose of exercising voting rights or raising objections. The Management Board is authorized to make provision for shareholders to cast their votes electronically – for example by e-mail – up to a point in time to be determined prior to the General Meeting. The shareholders concerned may revoke their votes until the vote in the virtual General Meeting and, if necessary, vote again. Otherwise, Section 126 Austrian Stock Corporation Act applies accordingly. If the General Meeting is convened by the Supervisory Board, the decision in the aforementioned sense is left to the Supervisory Board.
- (13) In the case of a virtual or hybrid General Meeting, the company shall provide the shareholders with at least two special proxies at its own expense. These shall be suitable persons who are independent of the company and who can be authorized by the shareholders to propose resolutions, cast votes and, if necessary, raise an objection at the virtual General Meeting.
- (14) The provisions of the Articles of Association pursuant to Section 14 paragraphs 5 to 14 are limited until 31 December 2027.”

X. Proposed resolution regarding agenda item 11:

- 11a. Adopting a resolution on the new authorization of the Management Board to purchase, with the consent by the Supervisory Board, own shares up to 10% of the share capital for a maximum of 30 months from the date of the resolution pursuant to Section 65 para 1 no 8 of the Austrian Stock Corporation Act (AktG), if necessary for the redemption of own shares, and on the determination of the repurchase terms and conditions, by revocation of the corresponding authorization to purchase own shares granted by the Annual General Meeting resolution of 27 April 2022 on item 10a of the agenda**
- 11b. Adopting a resolution on the renewed authorization of the Management Board pursuant to Section 65 para 1b of the Austrian Stock Corporation Act (AktG), with the consent by the Supervisory Board, to sell the shares in a manner other than via the stock exchange or by means of a public offer and to decide on any exclusion of shareholders' right to repurchase (subscription rights) by revocation of the corresponding authorization to sell own shares granted by the Annual General Meeting resolution of 27 April 2022 on item 10b of the agenda pursuant to Section 65 para 1b Austrian Stock Corporation Act**

The Management Board and the Supervisory Board propose that the shareholders' meeting adopts the following **Resolutions**:

Item 11a of the agenda:

- “1. For a period of 30 months from the day on which the resolution is passed, the Management Board shall be authorized in accordance with Section 65 para 1 no 8 and para 1a and 1b of the Austrian Stock Corporation Act (AktG) - subject to the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on 27 April 2022 -, with the consent by the Supervisory Board, to acquire own shares of the Company, whereby the lowest consideration to be paid at the time of repurchase is 25% below the weighted average closing price of the last 20 trading days prior to the start of the respective repurchase program and the highest consideration to be paid at the time of repurchase is 25% above the weighted average closing price of the last 20 trading days prior to the start of the corresponding repurchase program, and to determine the terms and conditions of the repurchase, whereby the Management Board shall publish the Management Board's resolution and the respective repurchase program based on it, including its duration, in accordance with the statutory provisions (each). The Management Board may exercise this authorization once or several times within the limits of the legal requirements regarding the maximum number of own shares permitted, up to a total limit of 10% of the share capital. The authorization may be exercised in whole or in part or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (Section 189a no 7 of the Austrian Commercial Code) or by third parties for the account of the Company. The acquisition can be carried out on or off-exchange in compliance with the legal requirements. Trading in own shares is excluded as the purpose of acquisition.*
- 2. The Management Board is authorized, with the consent by the Supervisory Board, to redeem or resell the acquired own shares without a further resolution of the General Meeting and to determine the terms and conditions of sale. The authorization may be exercised in whole or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (Section 189a no 7 of the Austrian Commercial Code) or by third parties for the account of the Company.*

3. *The Supervisory Board is authorized to adopt any amendments to the Articles of Association resulting from the redemption of shares.*”

Item 11b of the agenda:

"For a period of 5 years from the date of the resolution - subject to the simultaneous revocation of the respective resolutions by the Annual General Meeting of 27 April 2022 - the Management Board is authorized, with the consent by the Supervisory Board, to determine, in accordance with Section 65 para 1b of the Austrian Stock Corporation Act (AktG), for the sale of own shares a legally permissible method of disposal other than via the stock exchange or a public offer and to resolve on any exclusion of the shareholders' right to repurchase (subscription right) and to determine the conditions of sale."

Reasoning

Section 65 para 1 no 8 of the Austrian Stock Corporation Act (AktG) enables listed stock companies, such as Semperit Aktiengesellschaft Holding, to repurchase their own shares for a neutral purpose. The resolution is intended to authorize the Management Board of Semperit Aktiengesellschaft Holding to carry out a share repurchase program with the consent of the Supervisory Board – of course, taking into account the extensive statutory disclosure requirements. With the option to implement a share repurchase program, the Company shall be enabled to react quickly and flexibly to market opportunities and, in the event of declining prices, to implement share repurchases to stabilize the share price.

The Company will also be given the opportunity to invest liquid funds in its own shares at attractive conditions.

The option provided for in the resolution to reduce the share capital by redeeming the shares is intended to increase the Company's flexibility in dealing with the shares, which may be repurchased. Redemption of the shares would lead to a reduction in the number of issued shares and thus to a higher share value of the remaining shares in Semperit Aktiengesellschaft Holding.

With regard to the proposed possible exclusion of shareholders' repurchase rights (subscription rights) in the cases mentioned in the proposed resolution, reference is made to the corresponding report of the Company's Management Board, which is expected to be available on the Company's website www.semperitgroup.com under the menu items "Investor Relations" and "Annual General Meeting" from 2 April 2024. This report will also be available at the General Meeting.

It is pointed out that the proposed resolutions on agenda items 11a and 11b are to be voted on separately. If the resolution in accordance with the corresponding resolution proposal is passed on agenda item 11a, this resolution shall remain unaffected by any negative outcome of the resolution on agenda item 11b.