

## Draft resolutions

for the 136<sup>th</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding  
on Wednesday, 23 April 2025 at 10:00 a.m.,  
at Novotel Wien Hauptbahnhof in 1100 Vienna, Canettistraße 6

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

#### **Adopting a resolution on the use of the net profit shown in the 2024 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 2024 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 2025.”*

### **II. Proposed resolution regarding agenda item 3:**

#### **Adopting a resolution on discharge of the Members of the Management Board for the business year 2024**

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 2024 are hereby discharged for the business year 2024.”*

### **III. Proposed resolution regarding agenda item 4:**

#### **Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2024**

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 2024 are hereby discharged for the business year 2024.”*

#### **IV. Proposed resolution regarding agenda item 5:**

##### **Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2025**

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 2025 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 and ESG Committee, additionally EUR 40,000.00*
  - d. *For each member of the Audit Committee, the Nomination and Remuneration Committee as well as the Strategy and 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 2025)*
  - b. *25% at the end of the third quarter (at the end of September 2025)*
  - c. *25% at the end of the fourth quarter (at the end of December 2025)*

*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. The premiums for this insurance are borne by the company.”*

## **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. Mag. Birgit Noggler, born 10 September 1974, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 23 April 2025 until the conclusion of the General Meeting resolving upon the discharge for the business year 2028.*
- 2. Dr. Stefan Fida, born 5 October 1979, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 23 April 2025 until the conclusion of the General Meeting resolving upon the discharge for the business year 2029.*

### **Reasoning**

1. Upon completion of the Annual General Meeting dated 23 April 2025 Mag. Birgit Noggler retires because of the expiry of the term of office.
2. Upon completion of the Annual General Meeting dated 23 April 2025 Dr. Stefan Fida retires because of the expiry of the term of office.

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 six 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 six elected members, two 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 two new mandates are filled, so that after the election at the General Meeting on 23 April 2025, 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,

1. Mag. Birgit Nogglner to be re-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 2028.
2. Dr. Stefan Fida 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 2029.

The suggested candidates for the election each have 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 15 April 2025, 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 11 April 2025.

## **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 21<sup>st</sup> 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 19 March 2025 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 2 April 2025 (21<sup>st</sup> 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 2024, 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:**

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

The Supervisory Board of a listed company must prepare the principles for the remuneration of the members of the Management Board and Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Austrian Stock Corporations Act (remuneration policy).

The remuneration policy shall be submitted to the General Meeting of shareholders for voting at least every fourth financial year (as well as on any significant change). For Semperit Aktiengesellschaft Holding, this was last resolved at the Annual General Meeting on 27 April 2022 and must now be resolved again at the Annual General Meeting on 23 April 2025 due to significant changes.

The voting on the remuneration policy at the General Meeting is considered a recommendation. The resolution cannot be appealed (Section 78b para 1 of the Austrian Stock Corporations Act).

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

Pursuant to Section 108 para 4 no. 4 of the Austrian Stock Corporations Act, this proposed resolution of the Supervisory Board and the remuneration policy are to be made available on the website listed in the commercial register as of the 21<sup>st</sup> day before the General Meeting.

The Supervisory Board of Semperit Aktiengesellschaft Holding at its meeting on 19 March 2025 prepared the principles for the remuneration of the members of the Management Board and the Supervisory Board in accordance with Section 78a in connection with Section 98a of the Austrian Stock Corporations Act and defined the remuneration policy (remuneration policy).

The remuneration policy will be made available on the company website of Semperit Aktiengesellschaft Holding [www.semperitgroup.com](http://www.semperitgroup.com) no later than 2 April 2025 (21<sup>st</sup> day before the General Meeting).

The Supervisory Board proposes that the remuneration policy be adopted, as made available on the website entered in the Company Register.

The remuneration policy is attached to this proposed resolution as *Annex ./2*.

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

#### **Election of the auditor for the annual and consolidated financial statements and the auditor for the sustainability reporting for the business year 2025**

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 2025.*
- “(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 2025, subject to the condition that statutory provisions stipulate the appointment of an external auditor of the 2025 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. The published draft act states that a sustainability report auditor must be appointed by the Annual General Meeting.

In order to avoid the need for a subsequent Extraordinary General Meeting to appoint an auditor for the sustainability report for the business year 2025, a corresponding resolution is to be passed at the upcoming General Meeting.

**This document is published in German and in a non-binding English convenience translation.**