

Draft resolutions

for the 137th Annual General Meeting of Semperit Aktiengesellschaft Holding
on Monday, 27 April 2026 at 11:00 a.m.,
at Novotel Wien Hauptbahnhof in 1100 Vienna, Canettistraße 6

I. Proposed resolution regarding agenda item 2:

Adopting a resolution on discharge of the Members of the Management Board for the business year 2025

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 2025 are hereby discharged for the business year 2025.”

II. Proposed resolution regarding agenda item 3:

Adopting a resolution on discharge of the Members of the Supervisory Board for the business year 2025

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 2025 are hereby discharged for the business year 2025.”

III. Proposed resolution regarding agenda item 4:

Adopting a resolution on the compensation of the members of the Supervisory Board for the business year 2026

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 2026 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 2026)

b. 25% at the end of the third quarter (at the end of September 2026)

c. 25% at the end of the fourth quarter (at the end of December 2026)

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."

IV. Proposed resolution regarding agenda item 5:

Elections to the Supervisory Board

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

1. *Thomas Cord Prinzhorn, MBA, born 25 December 1972, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 27 April 2026 until the conclusion of the General Meeting resolving upon the discharge for the business year 2030.*
2. *Univ.-Prof. Dr. Marion Weissenberger-Eibl, born 18 July 1966, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the Annual General Meeting on 27 April 2026 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 27 April 2026 Thomas Cord Prinzhorn, MBA retires because of the expiry of the term of office.
2. Upon completion of the Annual General Meeting dated 27 April 2026 Univ.-Prof. Dr. Marion Weissenberger-Eibl 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 27 April 2026, 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. Thomas Cord Prinzhorn, MBA 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 2030.
2. Univ.-Prof. Dr. Marion Weissenberger-Eibl 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 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 20 April 2026, 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 16 April 2026.

V. Proposed resolutions regarding agenda item 6:

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 17 March 2026 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 at the latest as of 6 April 2026 (21st day prior to the General Meeting).

The Management Board and the Supervisory Board propose that the remuneration report for the financial year 2025, 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*.

VI. Proposed resolution regarding agenda item 7:

Election of the auditor for the annual and consolidated financial statements and the auditor for the consolidated sustainability reporting for the business year 2026

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 2026.*
- “(ii) Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, with its registered office in Vienna, is appointed to be Auditor for the consolidated sustainability reporting for the business year 2026.”*

VII. Proposed resolution regarding agenda item 8:

- 8a. 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 23 April 2024 on item 11a of the agenda**
- 8b. 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 23 April 2024 on item 11b 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 8a 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 23 April 2024 -, 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 8b 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 23 April 2024 - 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 corporations, 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 6 April 2026 at the latest. This report will also be available at the General Meeting.

It is pointed out that the proposed resolutions on agenda items 8a and 8b are to be voted on separately. If the resolution in accordance with the corresponding resolution proposal is passed on agenda item 8a, this resolution shall remain unaffected by any negative outcome of the resolution on agenda item 8b.

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