



**WE KEEP
INDUSTRIES
RUNNING
AND THE WORLD
IN MOTION**

Remuneration report of the Semperit AG Holding 2025

Review of the 2025 financial year

The Semperit Group continuously built on its positive momentum throughout 2025, clearly stepping up its pace in the second half of the year. As a result, both revenue and EBITDA in the second half of the year were significantly higher than in the first half and above the same period of the previous year. At the same time, the cost savings measures initiated in 2023 were continued to be implemented consistently; of the additional savings measures defined at the beginning of 2025 amounting to around EUR 10 million p.a., EUR 6.0 million had already been realized by the end of the year. Overall, revenue of EUR 662.4 million (-2.1%) was achieved. Of this, 40.9% was attributable to the Semperit Industrial Applications (SIA) division and 59.1% to Semperit Engineered Applications (SEA).

The SIA division, which comprises Hoses and Profiles, achieved a 1.4% increase in revenue to EUR 270.9 million and a 4.0% increase in EBITDA to EUR 52.8 million for the full year. The EBITDA margin rose to 19.5% (2024: 19.0%). The SEA division (Form, Belting, and Liquid Silicone Rubber/LSR), which was confronted with project postponements by customers in the conveyor belt and LSR mold production sectors in the first quarter, recovered in the following quarters and achieved revenue of EUR 391.5 million (-4.4%), EBITDA of EUR 42.5 million (-14.2%) and an EBITDA margin of 10.9% (-1.2 PP).

Inventories of own products decreased by EUR 3.4 million in the reporting year (2024: inventory reduction of EUR 15.0 million). Total expenses remained stable compared to the previous year at EUR 594.4 million (2024: EUR 587.9 million; +1.1%). EBITDA thus reached EUR 79.5 million (2024: EUR 84.9 million) and the EBITDA margin was 12.0% (2024: 12.5%). Operating EBITDA before project costs amounted to EUR 83.6 million (2024: EUR 86.3 million) and the corresponding margin to 12.6% (2024: 12.8%). EBITDA was adjusted for the effects of the oneERP digital transformation project on earnings in the amount of EUR 4.1 million. The financial result amounted to EUR -18.7 million (2024: EUR -13.4 million), with the year-on-year change primarily attributable to currency effects resulting from the weaker US dollar totaling EUR -4.5 million.

Tax expenses fell to EUR 6.4 million (2024: EUR 10.1 million), resulting in earnings after tax of EUR 0.4 million (2024: EUR 11.4 million). This corresponds to earnings per share of EUR 0.02 (2024: EUR 0.56).

Cash flow from earnings amounted to EUR 68.6 million (2024: EUR 74.7 million) and cash flow from operating activities to EUR 74.3 million (2024: EUR 94.6 million). The focus was clearly on strengthening operating cash flow, in particular through active and consistent working capital management. Free cash flow – the net cash flow adjusted for interest payments that is available for strategic growth investments, dividends and debt repayment – reached EUR 37.0 million (2024: EUR 45.8 million or EUR 52.4 million after the sale of companies) thanks to disciplined investment activity. After taking growth investments into account, free cash flow amounted to EUR 28.8 million (2024: EUR 22.9 million). ROCE for the 2025 financial year reached 3.1% (2024: 3.8%).

Revision of the Remuneration Policy and consideration of investor feedback

The Remuneration Policy was first adopted by the Annual General Meeting on July 22, 2020. In the past financial year, the Remuneration Policy for the Executive Board was revised to align it even more closely with the interests of shareholders. This further strengthened the share price reference in performance-dependent remuneration and the share culture at Semperit. Feedback from investors, which was obtained at the end of 2024 during a corporate governance roadshow with representative shareholders and institutional investors, was also taken into account. At the Annual General Meeting on April 23, 2025, the Remuneration Policy 2025 was adopted by the Annual General Meeting with 96.4% approval, and the remuneration report for the 2024 financial year was adopted with a majority of 97.4%.

Remuneration Policy and remuneration report

The remuneration report is intended to provide a comprehensive overview of the remuneration owed or granted to current and former members of the Executive Board and the Supervisory Board during the last financial year, including all benefits in any form. The legal basis for this is formed by the statutory requirements of the Austrian Stock Corporation Act (Sections 78c et seq. AktG (Aktiengesetz)).

The Remuneration Policy of Semperit AG Holding defines the principles which are used for determining the remuneration of the Executive Board and the Supervisory Board of Semperit AG Holding. The remuneration system implements the statutory requirements of the Austrian Stock Corporation Act (Sections 78 et seq. AktG) and the recommendations of the Austrian Code of Corporate Governance (ÖCGK). The primary aim of the Remuneration Policy is to promote long-term and sustainable business development.

The Remuneration Policy 2025 will apply in full to Executive Board members Manfred Stanek and Helmut Sorger for the 2025 financial year (except for LTI tranches that began before 2025). For Gerfried Eder, the Remuneration Policy 2025 will come into effect on July 1, 2026, when his contract extension, which took place in December 2025, becomes effective.

Principles of remuneration of the Executive Board

Remuneration components and remuneration structure

The remuneration of the Executive Board members consists of performance-independent and performance-dependent components, which are as follows according to the Remuneration Policy 2025:

Overview of remuneration components of the Executive Board

Remuneration components	Description of key parameters
Performance-independent remuneration	
Base remuneration	Fixed salary at a competitive level taking into account the responsibility and activities of each Executive Board member
Remuneration in kind and other benefits	Company car, insurance premiums
Pension contributions	Defined pensions via an external pension fund
Performance-dependent remuneration	
Shot-term variable performance bonus (Short-Term Incentive, STI)	Performance assessment based on financial and non-financial criteria over an assessment period of one year <ul style="list-style-type: none"> – Financial criteria: EBITDA, free cash flow (FCF), earnings after tax (optional as an additional criterion) – Non-financial targets: overall performance and individual performance by modifier of +/-20% (incl. optional sustainability targets) Upper limit (cap): 150% of the target value bonus
Long-term variable performance bonus (Long-Term Incentive, LTI)	Performance share plan: performance assessment based on financial and non-financial criteria over an assessment period of several years <ul style="list-style-type: none"> – Financial criteria: ROCE, relative TSR – Non-financial criteria: sustainability targets Upper limit (cap): 200% of the target value bonus (allocated number of PSUs), payout cap: 250% of the target amount
Special grants and bonuses	May be granted in the case of extraordinary achievements which have a future-oriented benefit for the company, and sign-on bonuses and retention bonuses
Further components	
Shareholding obligation	Obligation to invest at least 25% of the LTI payout in Semperit shares each year, with a holding period of at least one year
Malus and clawback	Option to reclaim performance-dependent remuneration in the event of payments made on the basis of obviously false data ("performance clawback") and in the event of material breaches of duty (compliance penalty and clawback)

Determining the remuneration of the members of the Executive Board

The tasks and responsibilities of the Executive Board members, the situation of the company and the customary levels of remuneration are taken into consideration when fixing the remuneration of the Executive Board. Work experience of the Executive Board members, as well as the scope and complexity of their work are also taken into account. A horizontal remuneration comparison to other Austrian and German industrial enterprises ensures that the remuneration is competitive and in conformity with the market and will attract, motivate and bind the most qualified Executive Board members to the company. MDAX and ATX companies (each excluding banks, insurance and real estate companies) are used as benchmarks, considering their sizes. Furthermore, in accordance with Rule 26b ÖCGK, the remuneration and employment conditions of the company's employees are taken into account in order to put the remuneration of the Executive Board in relation to the remuneration structure of the company.

Executive Board members are employed on local Austrian conditions. Thus, remuneration components are fixed in euros (EUR) (gross). The Executive Board members' employment contracts are concluded with Semperit AG Holding and subject to Austrian law.

Application of the Executive Board’s Remuneration Policy in the 2025 financial year

Base salary

The base salary consists of a fixed annual salary which is paid in 14 equal instalments, as is customary in Austria. These payments cover all overtime, travel times and all work done beyond the normal working hours applying to employees of the company. They also cover the assumption of Board functions within the Group.

The base salary is a fixed competitive payment which incentivizes Executive Board members to act for the welfare of the company in compliance with shareholder and employee interests, as well as in the public interest.

Remuneration in kind and other benefits

The company has taken out a directors and officers (D&O) insurance policy, accident insurance and any other insurance policy necessary for the activities as an Executive Board member, such as legal expenses insurance or foreign travel health insurance. The company provides Executive Board members with a company car. In addition, Executive Board members are reimbursed for reasonable business expenses incurred in connection with their work as an Executive Board member and travel expenses. Executive Board members enjoy health, pension and accident insurance cover with an Austrian social security institution. Social security contribution costs are split between Executive Board members and the company according to the statutory key, and the company contributes to a corporate pension insurance fund (Betriebliche Vorsorgekasse BVK) as prescribed by law.

Pension contributions

Semperit AG Holding pays contributions for Executive Board members employed by it into an external pension fund. These contributions amount to 10% of the annual base salary for all members of the Executive Board. In the past financial year, these payments totaled EUR 161 thousand (see also page 12, table “Remuneration granted or owed to members of the Executive Board in 2025”).

Short-Term Incentive (STI)

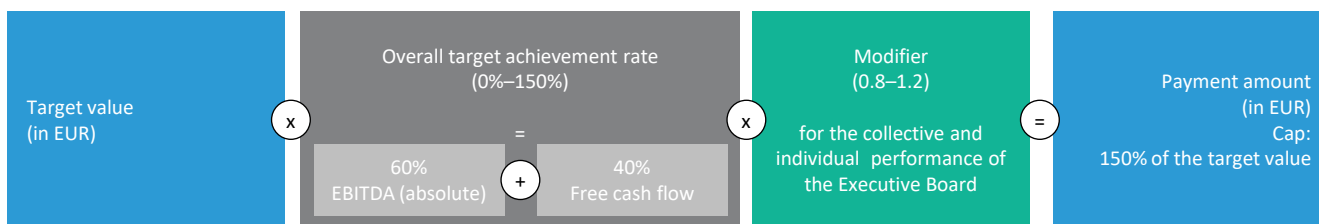
General functionality of the STI

The STI is based on the company’s results in the past financial year and, in accordance with the Remuneration Policy, depends on the financial targets of consolidated EBITDA (weighting 33–70%) and free cash flow (weighting 30–50%). Optionally, consolidated earnings after tax can be used as an additional performance target with a weighting of 0–33%. Collective and individual performance of the Executive Board can be taken into account as part of a modifier, which also includes the option of incorporating sustainability targets.

Taking into account two or, optionally, three financial and non-financial targets enables a comprehensive and balanced assessment of the performance of the Executive Board members. In line with the corporate strategy, the financial targets take into account the development of earnings power and liquidity.

For 2025, the STI depended on the financial targets of consolidated EBITDA with a weighting of 60% and consolidated free cash flow with a weighting of 40%, as well as non-financial criteria via a modifier of 0.8 to 1.2., as shown in the chart below.

Overview of the calculation of the short-term variable bonus entitlement



Financial performance criteria and target achievement rate

The Nominating and Remuneration Committee of the Supervisory Board defines target values as well as upper and lower limits for financial performance criteria for the assessment period (current financial year), which apply to all Executive Board members equally, in general by the beginning of the financial year. The target value will be defined by following the approved budget for the relevant year, among other methods. The actual target achievement rates will then be calculated on the basis of the audited IFRS consolidated financial statements after the end of the respective financial year.

If the relevant financial performance criterion is exactly equal to the lower limit, the target achievement rate will be 50% (“floor”). If the upper limit is reached or exceeded, the target achievement rate will be 150% (“cap”). The target achievement rates in between are distributed linearly (linear interpolation) in each case. If the lower limit is not reached, the target achievement rate will be 0%. Thus, the remuneration share for the relevant success target and the STI as a whole may be omitted.

Modifier

In the case of extraordinary performance not reflected in the financial criteria, the Nominating and Remuneration Committee may apply a so-called modifier to increase the bonus that results from the achievement of the financial performance criteria by a maximum of 20% or to reduce the bonus by a maximum of 20% in the case that performance is below expectations. Normally, a modifier of 1.0 will be applied. The basis for assessing non-financial performance is, on the one hand, the collective performance of the entire Executive Board and, on the other hand, the individual performance of each Executive Board member. This may, for example, be the achievement of important strategic corporate goals and the realization of key projects. Sustainability targets can also be included as an option.

The modifier for the 2025 financial year was set at 1.0 for all members of the Executive Board. The non-financial performance was therefore in line with the expectations of the Nominating and Remuneration Committee.

Target amount and cap on the payment amount

The amount of the STI target value bonus is defined individually for each Executive Board member in his or her employment contract. The STI bonus is limited to 150% of the target value bonus and cannot be exceeded, not even by applying the modifier.

Application of the STI in 2025, target achievement and payment amount

In accordance with the Remuneration Policy, the STI of the Executive Board members of Semperit AG Holding is based on the company's performance in the 2025 financial year and depends on the financial targets of consolidated EBITDA and consolidated free cash flow (free cash flow after the sale of companies and after taking into account strategic growth investments) as well as non-financial criteria, which are relevant for determining the modifier. At the beginning of 2025, the Nominating and Remuneration Committee of the Supervisory Board set the targets, as well as the upper and lower limits for the 2025 financial year. They apply uniformly to all Executive Board members.

STI target achievement 2025

Criteria		Lower limit	Target value	Upper limit	Actual value 2025	Target achievement ¹	Weighting	Weighted target achievement ¹
Target achievement rate								
		50%	100%	150%				
EBITDA	in EUR million	73.6	92.0	110.4	79.5	59.2%	60%	35.5%
Free cash flow	in EUR million	0.0	10.0	20.0	28.8	150.0%	40%	60.0%
Target achievement	in %							95.5%

¹ Preliminary target achievement used to calculate the 2025 provision values

The STI bonus entitlement for Manfred Stanek, Helmut Sorger, Gerfried Eder and Karl Haider (Executive Board member until March 2025) in the 2025 financial year determined by the Nominating and Remuneration Committee of the Supervisory Board based on the target achievement shown above thus totals EUR 902 thousand.

STI bonus entitlement 2025 – Executive Board members

in EUR thousand	Manfred Stanek	Helmut Sorger	Gerfried Eder	Karl Haider (Executive Board member until 03/31/2025)
Target remuneration	308	234	309	93
Target achievement before modifier	95.5%	95.5%	95.5%	95.5%
Modifier	1.0	1.0	1.0	1.0
Target achievement after modifier	95.5%	95.5%	95.5%	95.5%
Preliminary payment amount	295	224	295	89

Long-Term Incentive (LTI)**General functionality of the LTI**

The LTI is a performance-based remuneration component with an assessment period of several years with a long-term incentive effect. The long-term incentive promotes the medium- to long-term value enhancement and the successful implementation of the corporate strategy, including the sustainability strategy, of the Semperit Group. In addition, the LTI takes into account the relative Total Shareholder Return (TSR), i.e., the return on the share price and dividend in relation to an industry index. This reconciles the objectives of the Executive Board with the interests of shareholders.

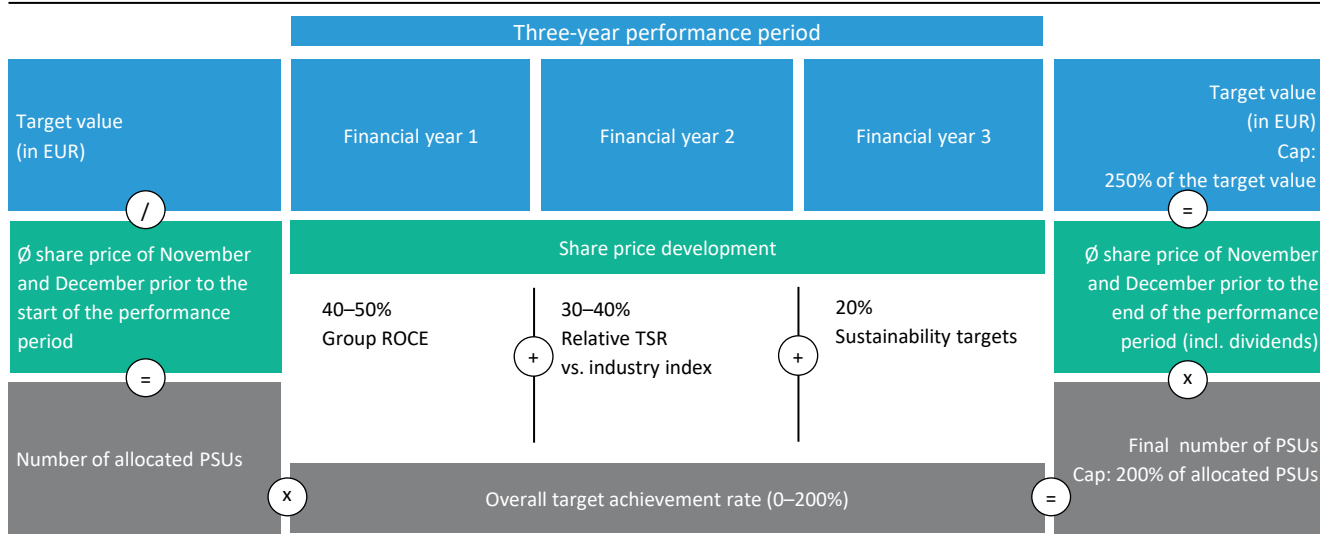
In order to place greater emphasis on share price performance, the LTI has been designed as a performance share plan in the Remuneration Policy 2025 (previously a performance cash plan). Allocations are made on a rolling basis, i.e., in annual tranches with a three-year assessment period (performance period) in each case. The tranche model used for the LTI is intended to promote the long-term strategic performance of the company. When it comes to defining the LTI, this model ensures that the performance of the company after the end of the term of office of an Executive Board member is taken into account as well. In this way, Executive Board members are incentivized to sustainably invest in the company and set the course even at the end of their term of office. In addition, it also helps to offset the effects of cyclical fluctuations in results.

In accordance with the Remuneration Policy 2025, virtual performance share units (PSUs) are provisionally allocated to the members of the Executive Board at the beginning of each tranche. To this end, the contractually defined target amount is divided by the average closing price of the Semperit share in November and December prior to the start of the performance period. The final number of PSUs depends on the target achievement, which is determined on the basis of financial performance targets and sustainability targets.

The financial performance targets used are the consolidated ROCE, weighted at 40–50%, and the relative TSR compared to a peer group, weighted at 30–40%. The Nominating and Remuneration Committee of the Supervisory Board determines the weighting of the financial performance targets within the specified ranges for each tranche. Taking the specified internal and external performance targets into account encourages efficient use of capital on the one hand and, on the other, allows performance on the capital market to be assessed in comparison with other companies in Semperit's relevant environment, which aligns the interests of the Executive Board and the shareholders more closely. Due to the increasing importance of sustainability for Semperit, two to four sustainability targets from a catalogue of criteria with a total weighting of 20% are also set for each LTI tranche. In this way, the sustainability targets can be adapted to Semperit's business environment, and different priorities can be set for each tranche. The target amount for each tranche is specified individually for each member of the Executive Board in their employment contract. The LTI payout is limited to 250% of the target amount.

At the beginning of the financial year, the Supervisory Board's Nominating and Remuneration Committee sets the target values and lower and upper limits for the financial performance targets for each tranche. The relevant sustainability targets and their target values, lower and upper limits are also defined. When defining the performance targets for the LTI, external sources such as expectations of analysts and historical performance of comparable enterprises may be used in addition to internal sources such as corporate planning. The aim is to set ambitious targets compared to competitors, which will promote Semperit's long-term competitiveness.

LTI



Tranche model

The LTI is granted in annual tranches with a three-year assessment period. The target values and the upper and lower limits for the three financial performance criteria always refer to the mean of the three-year assessment period. An LTI target value bonus applies to each tranche, the amount of which is defined for each Executive Board member individually in his or her employment contract. The tranches are generally accrued over the three-year assessment period by recognizing corresponding provisions based on the best possible estimate of the LTI target achievement rate of the respective tranche.

Target and target achievement curve per performance criterion

Relative TSR

To assess the target achievement rate of the relative TSR, the TSR performance of Semperit is compared with the performance of companies in the peer group, using the STOXX Europe 600 Industrial Goods & Services index. If the TSR of Semperit equals the 60th percentile within the peer group, the target achievement rate is 100%. The lower limit is set at the 30th percentile with a target achievement rate of 50%, and the upper limit at the 90th percentile with a target achievement rate of 200%. Between the 30th percentile and the 60th percentile, as well as between the 60th percentile and the 90th percentile, the TSR target achievement rates are distributed linearly (linear interpolation). If the TSR of Semperit is below the 30th percentile, the target achievement rate is 0%.

Relative TSR

Performance	Percentile rank	Achievement rate
Upper limit	90th percentile	200%
Target value	60th percentile	100%
Lower limit	30th percentile	50%
Non-achievement of lower limit	< 30th percentile	0%

Consolidated ROCE and sustainability targets

In addition to the relative TSR, the focus is on an efficient long-term employment of capital by using the average ROCE. In order to account for the strong anchoring of sustainability in the corporate strategy and management, two to four sustainability targets are defined for

each LTI tranche based on the following catalogue of criteria. In this way, the sustainability targets can be adapted to the corporate environment, and different priorities can be set for each tranche.

ESG criteria catalogue

Environment	Social	Governance
Energy	Health protection	Compliance
Greenhouse gas emissions	Occupational safety	Corruption
Raw materials	Diversity and inclusion	Data protection
Material use	Social standards	Information security
Waste	Human rights	Consumer protection
Water		

If the lower limit for the respective performance target is reached exactly, the target achievement rate is 50%. If the target value is reached exactly, the target achievement rate is 100%. If the upper limit is reached or exceeded, the target achievement rate is 200% (cap). In the areas in between, the target achievement rates are distributed linearly (linear interpolation). If the lower limit is not reached, the target achievement rate is 0%. The remuneration share for the respective performance target and the LTI as a whole can thus be completely omitted. The degree of target achievement is determined based on the audited IFRS consolidated financial statements and the sustainability reporting for the respective performance period.

Consolidated ROCE and sustainability targets

Performance	Target achievement rate
Upper limit	200%
Target value	100%
Lower limit	50%
Non-achievement of lower limit	0%

For the 2023 tranche (assessment period 2023–2025), the 2024 tranche (assessment period 2024–2026) and 2025 (assessment period 2025–2027), the following sustainability targets will be applied, each with equal weighting:

Non-financial LTI targets of tranche 2023–2025

Criteria ¹	Lower limit	Target value	Upper limit
	50%	Target achievement rate 100%	200%
Occupational safety, reduction of accident rate by	7.2%	8.0%	8.8%
Energy efficiency, reduction of energy use by	10.0%	12.0%	14.0%
Waste reduction by	10.0%	12.0%	14.0%
ESG rating (CDP Climate Rating B for the 2025 financial year)	C	B	A

¹ The change in occupational safety refers to the annual improvement over the previous year; the changes in energy efficiency and waste refer to the reduction compared to the base year 2019. Target achievement is determined from the average of the values for 2023–2025.

Non-financial LTI targets for the tranche 2024-2026

Criteria ¹	Lower limit	Target value	Upper limit
	Target achievement rate		
	50%	100%	200%
Occupational safety, reduction of accident rate by	7.2%	8.0%	8.8%
Energy efficiency, reduction of energy use by	1.1%	1.4%	1.7%
Waste reduction by	1.6%	2.0%	2.4%
D&I, increase in female ratio in senior leadership by	0.8%	1.0%	1.2%

¹ The change in occupational safety and D&I refers to the annual improvement over the previous year; the changes in energy efficiency and waste refer to the reduction compared to the base year 2023. Target achievement is determined from the average of the values for 2024–2026.

Non-financial LTI targets for the tranche 2025–2027

Criteria ¹	Lower limit	Target value	Upper limit
	Target achievement rate		
	50%	100%	200%
Occupational safety, reduction of accident rate by	7.2%	8.0%	8.8%
Energy efficiency, reduction of energy use by	1.7%	2.1%	2.5%
Waste reduction by	2.4%	3.0%	3.6%
D&I, increase in female ratio in senior leadership by	0.8%	1.0%	1.2%

¹ The change in occupational safety and D&I refers to the annual improvement over the previous year; the changes in energy efficiency and waste refer to the reduction compared to the base year 2023. Target achievement is determined from the average of the values for 2025–2027.

For the LTI tranche 2026 (2026–2028), the sustainability criteria of occupational safety, energy efficiency, and waste reduction were defined.

Non-financial LTI targets tranche 2026-2028

Criteria ¹	Lower limit	Target value	Upper limit
	Target achievement rate		
	50%	100%	200%
Occupational safety, average accident rate per year	6.32	5.27	4.22
Energy efficiency, reduction in energy use by:	2.3%	2.9%	3.5%
Waste reduction by:	3.2%	4.0%	4.8%

¹ The changes in energy efficiency and waste refer to the reduction compared to the base year 2023. Target achievement for all three criteria is determined from the average of the values for 2026–2028.

Application of the LTI in 2025, target achievement and payment amount

For the 2023 tranche (assessment period: 2023–2025), the financial criteria of earnings after tax and consolidated ROCE were each weighted at 30%, and relative TSR, i.e., the return on share price performance and dividends in relation to selected companies in the ATX Prime and MDAX indices, was weighted at 20%. Occupational safety, energy efficiency, waste reduction and ESG rating were set as sustainability-related targets, each with equal weighting.

The target values, upper and lower limits and target achievement for the LTI tranche 2023–2025 are as follows:

LTI target achievement of tranche 2023–2025

Criteria ²		Lower limit	Target value	Upper limit	Actual value 2023-2025	Target achievement ¹	Weighting	Weighted target achievement ¹
		Target achievement rate						
		50%	100%	200%				
Earnings after tax	in EUR million	32.2	40.3	48.3	-1.7	0.0%	30%	0.0%
ROCE	in%	8.4%	10.5%	12.7%	4.2%	0.0%	30%	0.0%
Relative TSR	percentile	25	50	90	38.3	80.6%	20%	16.1%
Sustainability – occupational safety, reduction of accident rate by		7.2%	8.0%	8.8%	-23.5%	0.0%	5%	0.0%
Sustainability – energy efficiency, reduction of energy use by		10.0%	12.0%	14.0%	0.2%	0.0%	5%	0.0%
Sustainability – waste reduction by		10.0%	12.0%	14.0%	10.6%	107.8%	5%	5.4%
ESG rating (CDP Climate Rating B for the 2025 financial year)		C	B	A	B	100.0%	5%	5.0%
Target achievement	in %							26.5%

¹ Preliminary target achievement, which was used to calculate the 2025 provision values

² The change in occupational safety refers to the annual improvement over the previous year; the changes in energy efficiency and waste refer to the reduction compared to the base year 2019. Target achievement is determined from the average of the values for 2023–2025.

The weighted, preliminary target achievement for the 2023 LTI tranche is 26.5%. The lower limits for earnings after tax, ROCE and the two sustainability-related criteria of occupational safety and energy efficiency were not achieved, meaning that the target achievement for these criteria is zero. The following table shows the LTI bonus entitlement for each member of the Executive Board based on this target achievement.

LTI bonus entitlement for the tranche 2023–2025

in EUR thousand	Helmut Sorger	Gerfried Eder ¹	Karl Haider (Executive Board member until 03/31/2025)
Target remuneration	200	300	350
Target achievement	26.5%	26.5%	26.5%
Preliminary LTI payment amount	53	40	93

¹ Executive Board member since July 1, 2023, therefore only 50% of the tranche

The following table shows the provisions as of December 31, 2025, for the respective LTI tranches and the expenses recognized in profit or loss in the reporting period as a result of the corresponding adjustments to the provisions. The figures for the preliminary determination of the target achievement of the LTI tranches are taken from the published figures, the current forecast and the medium-term planning and are calculated as a three-year average in each case.

LTI tranches granted and accrued as of December 31, 2025, and the absolute changes compared to December 31, 2024

in EUR thousand	Manfred Stanek		Helmut Sorger		Gerfried Eder		Karl Haider (retired as of 03/31/2025)		Total	
	As of 12/31/2025	Δ	As of 12/31/2025	Δ	As of 12/31/2025	Δ	As of 12/31/2025	Δ	As of 12/31/2025	Δ
LTI tranche 2023–2025	0	0	53	30	40	22	93	53	186	105
LTI tranche 2024–2026	0	0	55	28	80	40	96	49	231	117
LTI tranche 2025–2027	65	65	49	49	37	37	11	11	162	162

Special grants and bonuses

No special bonus was granted for the 2025 financial year.

Information on share-based remuneration

In accordance with the Remuneration Policy 2025, the LTI is structured as a performance share plan (previously a performance cash plan). Allocation is rolling, i.e., in annual tranches with a three-year assessment period. At the beginning of each tranche, virtual performance share units (PSUs) are provisionally allocated to the members of the Executive Board. To this end, the contractually defined target amount is divided by the average closing price of the share in November and December before the start of the performance period. The final number of PSUs depends on the target achievement, which is determined on the basis of financial performance targets and sustainability targets.

LTI tranche 2025–2027: allocated PSUs per Executive Board member

Per unit	Manfred Stanek	Helmut Sorger	Gerfried Eder
LTI tranche 2025–2027 ¹	33,036	20,920	-

¹ For Manfred Stanek, pro rata for the months of March to December 2025. For Gerfried Eder, the Remuneration Policy 2025 and the performance share plan will take effect on July 1, 2026, when the contract extension made in December 2025 becomes effective.

Shareholding obligation

The Remuneration Policy 2025 introduced a shareholding obligation for members of the Executive Board. According to this policy, each member of the Executive Board is obliged to invest at least 25% of their LTI payment (gross) in Semperit shares each year and to hold these shares for at least one year. Shares in the company that have already been held can be counted toward the shareholding obligation. This obligation applies for the first time to the payment of the LTI tranche 2025–2027 (payment in 2028). Regardless of this, all current members of the Executive Board already hold Semperit shares. Below is an overview as of December 31, 2025:

Name	Number of shares (units)
Gerfried Eder	4,000
Helmut Sorger	2,360
Manfred Stanek	3,200

Malus and clawback

With regard to C-Rule 27 of the Austrian Code of Corporate Governance (ÖCGK), the Remuneration Policy stipulates that the company can reclaim variable remuneration components if it turns out that they were paid on the basis of obviously false data (performance clawback). In addition, performance-dependent remuneration components may be withheld or reclaimed in the event of significant compliance violations by a member of the Executive Board (compliance malus and clawback).

Minor adjustment of the Remuneration Policy

In the 2025 financial year, Semperit's Supervisory Board decided to make a minor adjustment to the Remuneration Policy of Semperit AG Holding, which involved a slight increase in the range of short-term variable remuneration relative to total target remuneration.

Terms of the Executive Board mandates

Executive Board mandates are generally limited to around three years, in exceptional cases a term of up to five years is agreed. Reappointments are permitted. In order to maintain continuity in the composition of the Executive Board, the Supervisory Board takes care to ensure that the contracts of the members of the Executive Board do not predominantly expire on the same date.

Termination of an Executive Board mandate

The employment contracts of the Executive Board members are concluded for a fixed term. They can only be terminated for good cause, in particular for the reasons stated in Section 27 of the Austrian Employees Act (AngG), without observing a notice period. In the event of permanent occupational disability or incapacity or after more than six months of illness, the employment relationship can be terminated in writing by either party with three months' notice as of June 30 or December 31 of each year, even during the contract period.

In the event of premature termination of the appointment of an Executive Board member by the company for one of the reasons stated in Section 75 of the Stock Corporation Act (AktG) or in the event of resignation without good cause and without the consent of the Supervisory Board, the employment contract shall also end. If severance payments have been agreed with Executive Board members for the event of premature termination without good cause, these may not exceed the annual base salary plus the maximum short-term bonus for a maximum of two years or any shorter remaining term of the contract.

Overview of total remuneration of the Executive Board

The remuneration granted or owed to the Executive Board members for 2025 amounts to EUR 2,943 thousand (2024: EUR 2,942 thousand). The following table shows the remuneration granted or owed in accordance with the legal requirements under the Stock Corporation Act (Sections 78 et seq. AktG) and the recommendations of the Austrian Corporate Governance Code for 2025. Since 2024, remuneration has been reported in accordance with the vesting logic so that the remuneration amount shown reflects business performance in line with the pay-for-performance principle.

The reported performance-independent remuneration thus comprises the amounts actually received by the Board member during the reporting period that are attributable to this reporting period, as well as the entitlements acquired for this period, even if payment is not made until a later period. In the presentation of performance-dependent remuneration components, the STI refers to the respective financial year and the LTI to the three-year tranche that expired in the financial year. The amounts shown are based on provisions that are based on the best possible estimates of target achievement.

Remuneration granted or owed to the Executive Board members in 2025

in EUR thousand	Manfred Stanek		Helmut Sorger		Gerfried Eder		Karl Haider (retired as of 03/31/2025)		Total	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Performance-independent	546	0	512	481	619	575	178	641	1,855	1,698
% of total remuneration	65%	0%	65%	65%	65%	62%	50%	55%	63%	58%
Base salary	496	0	458	429	558	515	145	583	1,657	1,527
Remuneration in kind	0	0	9	9	10	9	18	0	36	18
Contribution to intercompany pension fund	50	0	45	43	52	52	15	58	161	153
Performance-dependent	295	0	277	264	335	355	181	527	1,088	1,244¹
% of total remuneration	35%	0%	35%	35%	35%	38%	50%	45%	37%	42%
STI	295	0	224	250	295	355	89	426	902	1,031
LTI	0	0	53	15	40	0	93	101	186	213
Total remuneration	841	0	789	745	954	930	359	1,168	2,943	2,942
thereof performance- independent in %	65%	0%	65%	65%	65%	62%	50%	55%	63%	58%
thereof performance- dependent in %	35%	0%	35%	35%	35%	38%	50%	45%	37%	42%

¹ The total for 2024 includes EUR 98 thousand in LTI payments to Kristian Brok, who left the Executive Board on June 30, 2023.

The amounts paid out in 2025 for the LTI tranche 2022-2024 and STI 2024 amounted to EUR 219 thousand and EUR 1,029 thousand, respectively.

Remuneration in kind (e.g., for company cars) is recorded with taxable remuneration in kind values. Contributions to the pension fund relate to payments to an external pension fund.

Based on the current Remuneration Policy, LTI and STI are the only contractual components of the reporting period at Semperit AG Holding whose final determination and payment will not take place until after the approval of the annual financial statements.

According to AFRAC Statement 37 (Austrian Financial Reporting and Auditing Committee), the remuneration granted relates to remuneration components that are economically attributable to this reporting period based on legal or contractual obligations, but whose final determination and payment will only take place in (a) later period(s). This also applies to remuneration agreements that are subject to certain conditions (e.g., remaining with the company, fulfilling specified criteria to be achieved in the future, etc.). The remuneration owed comprises the amounts actually received by the Board member during the reporting period that are attributable to this reporting period, as well as the entitlements definitively acquired for this period, even if payment is not made until a later period.

Based on the (expected) target achievement rates for all tranches not yet paid out (2023, 2024 and 2025), provisions changed by EUR 384 thousand in the 2025 financial year.

Remuneration of former Board members

Semperit AG Holding is obliged to make contributions to a pension fund based on the base remuneration of active Executive Board members. Some former Executive Board members continue to receive the following pensions for prior service on Boards. The last such contract of the Executive Board was that of Rainer Zellner, who was appointed to Semperit's Executive Board in 1983.

Overview of remuneration of former Board members 2025

	Rainer Zellner	Horst Kreutler	Franz Leibenfrost	Surviving dependents of deceased former Board members	Total
in EUR thousand		Deputy Chairman of the Executive Board until 12/31/1990	Chairman of the Executive Board until 09/30/1989		
Remuneration for prior service on Boards	274	242	114	6	636
Pension	274	242	114	6	636
Total remuneration	274	242	114	6	636

Remuneration of the Supervisory Board

Personnel changes on the committees in the 2025 financial year

At the 136th Annual General Meeting on April 23, 2025, Stefan Fida and Birgit Noggler were re-elected to the Supervisory Board until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year (Noggler) and the 2029 financial year (Fida). At the subsequent constituent meeting, Thomas Cord Prinzhorn was confirmed as Chairman and Stefan Fida as Deputy Chairman. In addition, Klaus Friedrich Erkes has been a member of the Nominating and Remuneration Committee since then.

Principles of Remuneration Policy

Basically, the remuneration for the Supervisory Board consists of a base remuneration for work on the Supervisory Board and for membership of a committee and an attendance fee for meetings. In view of the greater responsibility and the broader scope of activities the chairperson of the Supervisory Board and his/her deputy, the chairpersons of the committee(s), specific committee members and the financial expert may be granted a base remuneration that is higher than that of regular Supervisory Board members. In addition, Supervisory Board members are entitled to reimbursement of their expenses.

If Supervisory Board members take on a special task in the Semperit AG Holding, special remuneration may be granted to them by resolution of the Annual General Meeting.

To attract, motivate and retain the most suitable Supervisory Board members, remuneration is defined in a performance-oriented and market-based manner. When defining market-based remuneration, not only Austrian but also German companies are used as benchmarks. This is necessary in order to offer attractive remuneration to highly qualified foreign candidates in view of the global activities of Semperit.

The company has taken out a directors and officers (D&O) insurance policy for the members of the Supervisory Board. The Nominating and Remuneration Committee is responsible for preparation and regular review of the Remuneration Policy for Supervisory Board members. The entire Supervisory Board is responsible for setting up the Remuneration Policy for the Supervisory Board. The rules for determining the remuneration of the Supervisory Board members can be found in the Articles of Association (Art. 13) of Semperit AG Holding, which are published on the company's website. Supervisory Board remuneration is determined annually by the Annual General Meeting in accordance with the Austrian Stock Corporation Act (Section 98 AktG).

Overview of remuneration components of the Supervisory Board

Remuneration components	Description of material parameters
Performance-independent remuneration	
Base remuneration for service on the Supervisory Board and its committees	Performance-oriented and market-based remuneration, with not only Austrian but also German companies being used as a benchmark. Higher base remuneration may be granted for higher responsibilities (e.g., chairperson of the Supervisory Board, committee chairperson). In addition, the members of the Supervisory Board are entitled to reimbursement of their cash expenses.
Attendance fee	For Supervisory Board and committee meetings; if participation is by means of electronic communication, half of the attendance fee is paid.

Overview of total Supervisory Board remuneration for the 2025 financial year

Total remuneration for the entire Supervisory Board amounted to EUR 686 thousand (2024: EUR 714 thousand) for the 2025 financial year.

The following table shows the remuneration owed in accordance with the legal requirements of the Stock Corporation Act (Sections 78 et seq. AktG) and the recommendations of the Austrian Corporate Governance Code. No additional remuneration was granted to the members of the Supervisory Board.

Overview of total Supervisory Board remuneration 2025¹

in EUR thousand	Fixed remuneration	% of total remuneration	Committee activity	% of total remuneration	Attendance fee	% of total remuneration	Total
Supervisory Board members as of 12/31/2025							
Thomas Cord Prinzhorn (Chairman)	85	41%	90	44%	30	15%	205
Stefan Fida (Deputy Chairman)	50	44%	40	35%	24	21%	114
Birgit Noggler	40	32%	60	48%	25	20%	125
Stephan Büttner	40	51%	20	25%	19	24%	79
Klaus F. Erkes	40	44%	34	38%	16	18%	90
Marion A. Weissenberger-Eibl	40	55%	20	27%	13	18%	73
Total remuneration of members as of 12/31/2025	295	43%	264	38%	127	19%	686

¹ The terms of the mandates are indicated in the summary table on the annual change in total remuneration.

Information on share-based remuneration

The remuneration of the Supervisory Board aims to promote the business strategy and long-term development of the company by taking into account the responsibilities and scope of activities of the individual Supervisory Board members as well as the company's economic situation. In order to ensure unbiased monitoring of the management by the Supervisory Board, the Supervisory Board members do not receive variable remuneration, bonuses or share-based remuneration. This prevents them from being aligned with the interests of the Executive Board.

Deviation from the Remuneration Policy in the event of extraordinary circumstances

In the 2025 financial year, there were no deviations from the provisions of the Remuneration Policy for the Supervisory Board of Semperit AG Holding.

Overview of the annual change in total remuneration of the Executive Board and the economic performance of the Group

Annual change in total remuneration of the Executive Board and economic performance¹

in EUR thousand	2025	Δ in %	2024	Δ in %	2023	Δ in %	2022	Δ in %	2021	Δ in %	2020
Development of Executive Board member remuneration											
Executive Board members as of 12/31/2025											
Manfred Stanek, CEO since 03/01/2025	841	n/a	0	0%	0						
Helmut Sorger, CFO since 10/01/2022	789	6%	745	48%	504	≥100%	138				
Gerfried Eder, CIO since 07/01/2023	954	3%	930	≥100	279						
Former Executive Board members											
Karl Haider, CEO from 01/10/2022 to 03/31/2025	359	-69%	1,168	83%	638	-23%	830				
Kristian Brok, COO from 01/01/2020 to 06/30/2023			98	-94%	1,762	≥100%	860	-26%	1,166	6%	1,095
Development of Supervisory Board member remuneration											
Supervisory Board members as of 12/31/2025											
Thomas Cord Prinzhorn, Supervisory Board member since 04/25/2023	205	-6%	218	31%	167						
Stefan Fida, Supervisory Board member since 04/29/2014	114	-2%	116	-7%	125	62%	77	20%	64	2%	63
Birgit Noggler, Supervisory Board member since 05/08/2019	125	-5%	132	-9%	145	73%	84	18%	71	-1%	72
Stephan Büttner, Supervisory Board member since 04/27/2022	79	7%	74	-8%	80	95%	41				
Klaus F. Erkes, Supervisory Board member since 05/23/2017	90	27%	71	4%	68	58%	43	10%	39	3%	38
Marion Weissenberger-Eibl, Supervisory Board member since 04/25/2023	73	-10%	81	27%	64						
Former Supervisory Board members											
Remuneration of employees of Semperit AG Holding											
Average remuneration of employees on a full-time equivalent basis	108	-1%	109	5%	104	8%	96	-12%	110	12%	98
Economic performance of the company											
EBITDA in EUR million	79.5	-6%	84.9	21%	70.1	-29%	98.9	-73%	361.8	73%	208.6
Earnings after tax in EUR million	0.4	-96%	11.5	n/a	-17.1	≥100%	-5.6	n/a	247.5	27%	194.6
ROCE in %	3.1	-1PP	3.8	-2PP	5.7	3PP	2.5	-51PP	53.1	5PP	48.3
TSR percentile	51.5	18	34	4	30	-10	40	-5	45	43	2

¹ In 2024, the disclosure of remuneration was changed to reflect the vesting logic; comparative figures for 2023 have been adjusted.

The average remuneration of employees on a full-time equivalent basis at Semperit AG Holding is approximately EUR 108 thousand for 2025 (2024: EUR 109 thousand). Semperit AG Holding is a service-providing holding company; almost all members of the Semperit Group's management bodies are employed by Semperit AG Holding.

As adopted by the Executive Board:
Vienna, March 17, 2026

As adopted by the Supervisory Board:
Vienna, March 17, 2026