

PROXY

As shareholder of Semperit Aktiengesellschaft Holding, I hereby authorise

**Dr. Michael Knap,
Vice President of the Interessenverband für Anleger (Association for Investors or “IVA”)**

to represent me/us at the Annual General Meeting of Semperit Aktiengesellschaft Holding, 1030 Vienna, (FN 112544g, ISIN AT0000785555), on April 29, 2014 at 10:00 a.m. in Tech Gate Vienna, Donau City Str. 1, 1220 Vienna, and to exercise the voting right on my/our behalf.

This proxy relates tounits of my shares in my safe custody account with account number..... at
(name of credit institution). (If you leave these fields blank, the proxy automatically relates to all shares for which a safe deposit receipt was issued on the record date by one or several of the credit institutions maintaining a safe custody account.) The proxy holder is permitted to grant a sub-proxy. In particular, I authorise the aforementioned proxy to exercise the voting right on the following agenda and to approve the resolutions:

1. Presentation of the approved annual financial statements, the management report and corporate governance report, along with the consolidated financial statements and the consolidated management report, the proposal for the appropriation of the net profit and the report of the Supervisory Board for the 2013 financial year
2. Resolution on the appropriation of the net profit
3. Resolution on the discharge of the members of the Management Board for the 2013 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2013 financial year
5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2014 financial year
6. Resolution in accordance with Section 87 (2) of the Austrian Stock Corporation Act (AktG) on the increase in the actual number of Supervisory Board members as set out in the limit defined in the company's Articles of Association from currently 6 (six) to 8 (eight) in the future
7. Elections to the Supervisory Board
8. Resolution on the remuneration of the Supervisory Board
- 9a Resolution authorising the Management Board, with the consent of the Supervisory Board, to repurchase and, if applicable, retire own shares up to the legally defined maximum of 10% of the share capital for a period of 30 months from the adoption of the resolution in the Annual General Meeting in accordance with Section 65 (1) no. 8 of the AktG
- 9b Resolution authorising the Management Board, pursuant to Section 65 (1b) of the AktG and with the consent of the Supervisory Board, to decide on a different method of selling shares than via the stock exchange or through a public offer and on a possible exclusion of the pre-emption rights of shareholders

I hereby instruct the aforementioned proxy to vote regarding the agenda items 2 to 9b as follows: (check as appropriate; the proxy is invalid without an explicit instruction).

ITEM 2

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 3

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 4

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 5

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 6

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 7

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 8

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 9a

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

ITEM 9b

YES vote	NO vote	Abstention
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

I/we acknowledge that the proxy holder does not accept instructions for requests to speak, for filing notices of opposition against shareholder resolutions or for raising questions or motions.

I/we acknowledge that a requirement for exercising the voting right in the Annual General Meeting by the proxy is proof of shareholding on the record date (April 19, 2014), i.e., the Company receives a safe custody receipt pursuant to Article 10a of the Austrian Stock Corporation Act (AktG) by no later than April 24, 2014 in accordance with the provisions of the invitation at one of the addresses mentioned therein.

(Name/company and address/headquarters of the shareholder in BLOCK LETTERS)

(Place, Date) (Signature / duly signed / replica of the signature)

NOTE:**We request that you provide the proxy by no later than April 24, 2014 at 3:00 p.m.:**

By mail Notary Huppmann, Poindl & Partner
or courier: 1010 Vienna, Brandstätte 6

By fax: +43(0)1 512 28 65-21

By email: semperit2014hv@nhp.at, in which case the proxy must be attached to this email,
for example as a PDF file.