

126 Annual General Meeting / 2015**INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109, 110 AND 118 OF THE AUSTRIAN STOCK CORPORATION ACT (AktG)****Additions to the agenda pursuant to Section 109 AktG**

Shareholders whose aggregate shareholdings amount to at least 5% of the share capital and who have owned these shares for at least three months before making their request can request in writing that additional items be included in the agenda of the Annual General Meeting and be made known. This request is to be made by submitting an application in writing to the Company no later than 7 April 2015 and solely if the application is directed to the following address: Modecenterstrasse 22, 1031 Vienna, Legal Division.

Each requested addition to the agenda must include a draft resolution and an explanation of the reasons for the proposal. In order to demonstrate the status as a shareholder, it is sufficient to present a safe custody receipt in accordance with Section 10a AktG, confirming that the shareholder taking part in making the request has been the owner of the shares for at least three months before so doing. This safe custody receipt may be no older than seven days when submitted to the Company.

Resolution proposals of shareholders pursuant to Section 110 AktG

Shareholders whose aggregate shareholdings equal 1% or more of the Company's share capital may propose draft resolutions in writing in respect to each item on the agenda of this Annual General Meeting accompanied by a statement explaining the reasons for such a proposal, and request that these proposals and statements along with any response by the Management Board or Supervisory Board be made available on the Company's website. Such requests must reach the Company in writing at the latest by 17 April 2015 either by fax at +43 01 / 79777 / 601, by mail at Modecenterstrasse 22, 1031 Vienna, Legal Department, or by email at hauptversammlung@semperitgroup.com, in which case the text of the proposal in written form, for example as a PDF file, must be enclosed with the email.

If a proposal is made to elect a member of the Supervisory Board, then instead of a statement of reasons a declaration is to be made regarding the person proposed in accordance with Section 87 (2) AktG. A safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status to exercise shareholder's rights, provided that the safe custody receipt is not more than seven days old at the time it is submitted to the Company.

Every proposed resolution must also be submitted in German.

Safe custody receipt pursuant to Section 10a AktG

The safe custody receipt is to be issued by a depository bank based in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following:

- Information on the issuer: name/company name and address or code commonly used for interbank transactions (SWIFT CODE),
- Information on the shareholder: name/company name, address, date of birth for natural persons, commercial register and registration number for legal entities where applicable,
- Information on the shares: number of shares held by the shareholder, and, in the case of par value shares, the nominal amount; for several classes of share, a description of the share class or the standard international security identification number,
- Securities account number or other designation,
- Date to which the safe custody receipt relates.

The safe custody receipt will be accepted in either German or English. The safe custody receipt as proof of shareholding for the right to participate in the Annual General Meeting must relate to the aforementioned record date of **18 April 2015**.

Bearer shares held in a securities account:

A safe custody receipt pursuant to Section 10a AktG shall suffice as proof of shareholding for bearer shares kept in custody as at the Record Date, provided that this receipt is received by the Company no later than 23 April 2015 and exclusively at one of the following addresses and may not be more than seven days old at the time it is submitted to the Company.

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

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

By e-mail: semperit2015hv@nhp.at, in which case the safe custody receipt must be attached to this email, for example as a PDF file.

By SWIFT: GIBAATWGGMS (message type MT598, must include ISIN AT0000785555 in the text).

Notice regarding information rights pursuant to Section 118 AktG

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information concerning the Company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda. The duty to provide information also includes the legal and business relations of the Company to an affiliated business.

If the consolidated annual accounts and the group report are presented during the Annual General Meeting of a parent company (section 244 of the Austrian Company Code (UGB)), then the information duty also extends to the circumstances of the group as well as businesses included in the consolidated annual financial statements.

Information is to be provided in a manner in accordance with the principles of conscientious and accurate accountability.

Information may be declined to be provided if:

1. Such information could, based on sound business judgement, be used to significantly prejudice the position of the Company or an affiliated business, or
2. To communicate such information would constitute a criminal offence.

Information also does not have to be provided if it was continuously available on the web site of the Company in the form of questions and answers at least seven days before the start of the Annual General Meeting.

Information regarding the right of shareholders to bring motions during the course of the Annual General Meeting under section 119 AktG

Every shareholder is entitled to bring motions in the Annual General Meeting regarding every item of the agenda. This presupposes the ability to demonstrate a right to take part in the sense of the purpose for which the meeting has been convened.