

PROXY

As a 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 at the Annual General Meeting of Semperit Aktiengesellschaft Holding, 1031 Vienna, (FN 112544g, ISIN AT0000785555) on Tuesday, 28 April 2015 at 10:00 a.m. at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna, and to exercise the voting right in my/our name.

This proxy relates to units of my shares in my safe custody account with account number at
(name of the 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 credit institutions maintaining the 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 and adopt resolutions on the following agenda:

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 2014 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 2014 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2014 financial year
5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2015 financial year
6. Elections to the Supervisory Board
7. Resolution on the remuneration of the Supervisory Board

I hereby instruct the aforementioned proxy to vote regarding the agenda items 2 to 7 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 6a

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

ITEM 6b

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

ITEM 6c

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

ITEM 6d

| | | |
|-----------------------|-----------------------|-----------------------|
| 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"/> |

I 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 acknowledge that a requirement for exercising the voting right in the Annual General Meeting by proxy is proof of shareholding on the record date (18 April 2015), i.e., the company receives a safe custody receipt pursuant to Section 10a of the Austrian Stock Corporation Act by no later than 23 April 2015 in accordance with the provisions of the invitation at one of the addresses mentioned therein.

(name/company and address/domicile of shareholder in block letters)

(date, place) (signature of the shareholder/authorised company signature)

NOTE:**We request that you provide the proxy by no later than 23 April 2015 at 3:00 p.m.:**

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 e-mail, for example as a PDF file.