

Draft resolutions

for the 128th Annual General Meeting of Semperit Aktiengesellschaft Holding on 23 May 2017, at 10:00 a.m., at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna.

I. Regarding item 2 on the agenda:

Adoption of a resolution on the appropriation of net profit

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following **Resolution**:

“The utilisation of the net profit for the year reported in the Company’s annual financial statements dated 31 December 2016 in the amount of EUR 14,547,748.66 is hereby adopted in accordance with the profit distribution proposal of the Management Board as follows:

- *a dividend of EUR 0.70 is to be paid per eligible share;*
- *the dividend is to be paid on 1 June 2017;*
- *the remaining net profit of EUR 146,344.86 is to be carried forward to the new accounts.”*

II. Regarding item 3 on the agenda:

Adoption of a resolution formally approving the actions of the members of the Management Board for the 2016 financial year

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following **Resolutions**:

Item 3a:

“The members of the Management Board of Semperit Aktiengesellschaft Holding, Frank Gumbinger and Michele Melchiorre, as well as the former members of the Management Board of Semperit Aktiengesellschaft Holding, Declan Daly, Richard Ehrenfeldner and Johannes Schmidt-Schultes, are hereby discharged for the 2016 financial year.”

Item 3b:

“The former Chairman of the Management Board of Semperit Aktiengesellschaft Holding, Thomas Fahnemann, are hereby not discharged for the 2016 financial year.”

III. Regarding item 4 on the agenda:**Resolution on the discharge of the members of the Supervisory Board for the 2016 financial year**

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following **Resolution**:

“The members of the Supervisory Board of Semperit Aktiengesellschaft Holding are hereby discharged for the 2016 financial year.”

IV. Regarding item 5 on the agenda:**Appointment of an auditor to audit the annual financial statements and the consolidated financial statements for 2017**

In line with the Audit Committee's recommendation the Supervisory Board proposes that the Annual General Meeting adopts the following **Resolution**:

“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (FN 267030 t) is hereby appointed to audit the Company's annual financial statements and consolidated financial statements for the 2017 financial year.”

V. Regarding item 6 on the agenda:**Election of members to the Supervisory Board**

The Supervisory Board proposes that the Annual General Meeting adopts the following **Resolutions**:

Item 6a: *“The number of Supervisory Board members to be elected by the Annual General Meeting is hereby reduced within the limits set out in the Articles of Association of Semperit Aktiengesellschaft Holding from eight members currently to seven members in the future.”*

Item 6b: *“Dr Stefan Fida, born on 5 October 1979, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the 128th Annual General Meeting to be held on 23 May 2017 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2020 financial year.”*

Item 6c: *“Mr Patrick Prügger, born on 8 August 1975, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the 128th Annual General Meeting to be held on 23 May 2017 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2020 financial year.”*

Item 6d: *“Dr Astrid Skala-Kuhmann, born on 7 September 1953, is hereby re-elected to the Supervisory Board of Semperit Aktiengesellschaft Holding effective from the conclusion of the 128th Annual General Meeting to be held on 23 May 2017 up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2020 financial year.”*

Explanatory statement:

Article 10 of the Articles of Association of Semperit Aktiengesellschaft Holding stipulates that the Company's Supervisory Board must consist of a minimum of three and a maximum of ten members, who are elected by the Annual General Meeting for a maximum term extending until the end of the Annual General Meeting resolving upon the ratification of the actions of the Supervisory Board for the fourth financial year after the election, not including the financial year in which the election took place.

Following the 127th Annual General Meeting of the Company on 26 April 2016 the Supervisory Board of Semperit Aktiengesellschaft Holding consisted of eight members elected by the Annual General Meeting. The Company's Annual General Meeting on 26 April 2016 was the most recent Annual General Meeting when elections to the Supervisory Board were held.

The Supervisory Board currently consists of seven members elected by the Annual General Meeting because Mr Stephan B. Tanda left the Supervisory Board at his own request on 1 February 2017.

As additionally the mandates of Dr Stefan Fida, Mr Patrick Prügger and Dr Astrid Skala-Kuhmann will expire at the conclusion of the 128th Annual General Meeting on 23 May 2017 and the Supervisory Board would thus consist of only four members, four members would have to be elected at the 128th Annual General Meeting on 23 May 2017 in order to reach eight members again.

However, the draft resolution to items 6b, 6c and 6d sets out that at the Company's upcoming Annual General Meeting only three members are to be elected (Dr Stefan Fida, Mr Patrick Prügger and Dr Astrid Skala-Kuhmann). As a result, Section 87 (1) of the Austrian Stock Corporation Act (AktG) stipulates that initially a resolution must be adopted to reduce the actual number of members of the Supervisory Board of Semperit Aktiengesellschaft Holding elected by the Annual General Meeting from eight to seven – refer to item 6a. Only after this vote takes place is it permitted to adopt the resolutions on the (re)election of the proposed candidates.

The candidates proposed for re-election pursuant to the draft resolution to item 6b, 6c and 6d of the agenda, Dr Stefan Fida, Mr Patrick Prügger and Dr Astrid Skala-Kuhmann, have each submitted a declaration in accordance with Section 87 (2) of the AktG. These declarations (together with a curriculum vitae for each candidate) are available on the Company's website at: www.semperitgroup.com/ir.

When making the proposal to re-elect the aforementioned candidates the Supervisory Board adhered to the requirements set out in Section 87 (2a) of the AktG, and particularly took into account the professional and personal qualifications of the proposed persons as well as the balanced composition of professional expertise on the Supervisory Board with regard to the structure and business activities of Semperit Aktiengesellschaft Holding. The diversity of the Supervisory Board with regard to the representation of both genders, the age structure and the internationality of the members was adequately considered. The Supervisory Board also adhered to the other requirements of section 87 (2) and (2a) of the AktG and took into account that there are no obstacles and prohibitions preventing appointments.

VI. Regarding item 7 on the agenda:**Resolution on the remuneration of the Supervisory Board**

The Management and Supervisory Boards propose that the Annual General Meeting adopts the following

Resolution:

“The remuneration for the members of the Supervisory Board elected by the Annual General Meeting for their services in the 2016 financial year is hereby set as follows:

1. *Basic remuneration for the members of the Supervisory Board:*
 - a. *For the Chairman of the Supervisory Board EUR 50,000.00*
 - b. *For the Deputy Chairman of the Supervisory Board EUR 35,000.00*
 - c. *For each further member of the Supervisory Board EUR 20,000.00*

2. *Committee remuneration:*
 - a. *For the Chairman of the Audit Committee and the financial expert, provided said expert is not the Chairman of the Audit Committee, additionally EUR 25,000.00*
 - b. *For the Chairman of the Strategy Committee, additionally EUR 20,000.00*
 - c. *For the Chairman of the Special Projects Committee, additionally EUR 25,000.00*
 - d. *For the Chairman of the Nomination Committee and the Remuneration Committee as well as the Joint Venture Committee, additionally EUR 10,000.00*
 - e. *For each member of a committee, additionally EUR 5,000.00*

3. *Attendance fee:*

Each member of the Supervisory Board is to receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board.

Each committee member is to receive an attendance fee of EUR 1,000.00 for each committee meeting, provided said meeting did not take place on the same day as a Supervisory Board meeting.

4. *The basic and committee remuneration is to be paid pro rata upon joining and leaving the Supervisory Board or when changing functions.”*