

**Information on the organizational and technical requirements for  
participation in the 131<sup>st</sup> Annual General Meeting  
on Wednesday, 22 July 2020 at 10:00 a.m. as “virtual General Meeting”**

By publication in the official gazette "Amtsblatt zur Wiener Zeitung" of 19 June 2020 as well as by euro adhoc and on the company's website on the same day, the 131<sup>st</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding on Wednesday, 22 July 2020, at 10:00 a.m. was convened.

**Holding as a virtual General Meeting**

In light of the COVID-19 pandemic, the Management Board decided after careful consideration to make use of the new legal regulation of a virtual General Meeting in order to protect shareholders and other participants.

The Annual General Meeting of Semperit Aktiengesellschaft Holding on 22 July 2020 will be held as a "virtual General Meeting" on the basis of Section 1 para 2 COVID-19-GesG, Federal Law Gazette I no. 16/2020 as amended by Federal Law Gazette I no. 24/2020 and COVID-19-GesV (Federal Law Gazette II no. 140/2020), taking into account the interests of both the Company and the participants.

Pursuant to the decision of the Management Board, this means that shareholders cannot be physically present (with the exception of the independent proxies pursuant to Section 3 para 4 COVID-19-GesV) at the Annual General Meeting of Semperit Aktiengesellschaft Holding on 22 July 2020 for health protection reasons.

The Management Board kindly asks for your understanding that shareholders will not be able to physically attend the Annual General Meeting on 22 July 2020.

The General Meeting is held at the registered office 1031 Vienna, Modecenterstraße 22, in the physical presence of the Chairman of the Supervisory Board, members of the Management Board, the official notary public and the four independent proxies appointed by the Company.

**Broadcast of the Annual General Meeting on the internet**

The virtual 131<sup>st</sup> Annual General Meeting will be broadcast in its entirety on the internet, so that all shareholders of the Company will be able to follow it on July 22, 2020 from 10:00 a.m. on the internet at [www.semperitgroup.com](http://www.semperitgroup.com).

The broadcast of the Annual General Meeting on the internet will enable all shareholders who require it to follow the course of the Annual General Meeting in real time via this one-way acoustic and optical

connection, and to follow the presentation by the Management Board and the answers to shareholders' questions. No registration or login is required.

The technical requirements on the part of the shareholders are a correspondingly powerful Internet access or a powerful Internet connection as well as an internet-capable device that has an HTML5-enabled Internet browser with activated Javascript and is capable of reproducing the transmission in sound and video (e.g. PC with monitor and speakers, notebook, tablet, smartphone, etc.).

In addition, it is possible to follow the course of the Annual General Meeting in real time by telephone (one-way acoustic connection) on +43 (0) 720828477. Communication with the Company is not possible either via the Internet or by telephone, but only as described under "**Shareholders' right to information and speech contributions**" below.

**Exercise of the right to vote as well as the right to submit a motion and objection only by Independent Proxies.**

**A motion, the casting of votes and the raising of an objection** at this virtual General Meeting of Semperit Aktiengesellschaft Holding on 22 July 2020 can **only be made**, in accordance with Section 3 para 4 COVID-19-GesV, **by one** of the following **Independent Proxies** who is independent of the Company and whose costs are borne by the Company.

Every shareholder who is entitled to attend the Annual General Meeting and has provided the Company with evidence of this in accordance with the provisions of the invitation (see item IV of the Invitation) is entitled to appoint one of the Independent Proxies listed below to exercise the right to vote, to make proposals and to object.

- (i) Attorney at law Dr. Verena Brauner, IVA  
1120 Vienna, Hetzendorfer Straße 71  
Tel +43 1 3050291  
E-Mail-Address: [vollmacht.semperit.brauner@computershare.de](mailto:vollmacht.semperit.brauner@computershare.de)
  
- (ii) Attorney at law Dr. Paul Fussenegger  
1010 Vienna, Rotenturmstraße 12/6  
Tel: + 43 1 2351001  
E-Mail-Address: [vollmacht.semperit.fussenegger@computershare.de](mailto:vollmacht.semperit.fussenegger@computershare.de)
  
- (iii) Attorney at law Dr. Ulla Reisch  
c/o Urbanek, Lind, Schmied, Reisch Rechtsanwälte OG  
1030 Vienna, Landstraßer Hauptstraße 1a, Ebene 7/Top 09  
Tel +43 1 212 55 00  
E-Mail-Address: [vollmacht.semperit.reisch@computershare.de](mailto:vollmacht.semperit.reisch@computershare.de)

- (iv) Attorney at law Mag. Christian Thaler  
c/o Schindler Rechtsanwälte GmbH  
1010 Vienna, Kohlmarkt 8-10  
Tel +43 1 512 2613  
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For the appointment of these Independent Proxies, **mandatory proxy forms** as well as a form for the revocation of proxy are available on the Company's **website** at [www.semperitgroup.com](http://www.semperitgroup.com).

For the **verification of your identity as a shareholder**, we request that you indicate in the designated field of the proxy form **the E-mail address** you will **use to send instructions, motions or objections** to the Independent proxy **or to ask questions and make speech contributions** to the Company.

In your interest, proxies should be received no later than **20 July 2020, 04:00 p.m. CEST**, using one of the communication channels below:

Powers of proxies to the Independent Proxies can be sent **by E-mail** to the above address of the person you have chosen. This method of transmission gives the Independent Proxy you have chosen direct access to the power of proxy.

In addition, the following communication channels and addresses are available for the transmission of proxies:

**By mail or courier:** Semperit AG Holding  
zH Judit Helenyi  
1031 Wien, Modecenterstr. 22

By credit institutions according to Section 114 para 1 sentence 4 of the Stock Corporations Act (AktG) also possible **via SWIFT:**

BIC COMRGB2L  
(Message Type 598, stating ISIN AT0000785555 in the text).

A personal delivery of the power of proxy at the place of the Annual General Meeting is expressly excluded.

When authorizing another person, please note that an effective **chain of proxy** (sub-proxy) must ensure that one of the four Independent Proxies is authorized to exercise the right to vote, the right to make proposals and the right to object at the Annual General Meeting itself. The authorization of a person other than one of the four Independent Proxies to exercise these rights in the Annual General Meeting is not possible within the meaning of Section 3 para 4 COVID-19-GesV.

The above provisions on the granting of the proxy shall apply mutatis mutandis to the revocation of the proxy. If the proxy is revoked after **July 20, 2020, 4:00 p.m. CEST**, we recommend sending the revocation by E-mail to the Independent Proxy concerned, as otherwise a timely receipt cannot be guaranteed.

### **Instructions to the Independent Proxies**

The Independent Proxies will only exercise the right to vote, the right to make motions and the right to object by giving instructions. If there are no instructions for a resolution proposal, the Independent Proxy will abstain from voting. The Independent Proxy will also abstain from voting on motions for resolutions for which unclear instructions have been issued (e.g. simultaneously YES or NO regarding the same motion for resolution).

Shareholders are requested to give their instructions to the elected Independent Proxy in the section of the proxy form provided for this purpose, which will be available on the Company's website at [www.semperitgroup.com](http://www.semperitgroup.com) from **1 July 2020** at the latest, but probably already from **19 June 2020**. A form for issuing instructions together with the proxy form is available on the Company's website at [www.semperitgroup.com](http://www.semperitgroup.com). We kindly ask you to send the voting instructions **by E-mail** to the above address of the Independent Proxy you have chosen. This method of transmission gives the Independent Proxy you have chosen direct access to the voting instructions.

The **instructions may be issued together with the proxy or at a later date**. Instructions for exercising the right to vote, the right to make motions and the right to object can be issued before or **during the Annual General Meeting up to the time determined by the Chairman** in each case. Until such time, the shareholders have the opportunity to amend instructions already issued or to issue new instructions.

Since the Independent Proxies cannot be reached by telephone **during the Annual General Meeting** in view of the possible large number of simultaneous contact attempts, **exclusively** the communication medium E-mail **to the E-mail address of your Independent Proxy specified above** should be **used** for communication. In each E-mail, the person of the shareholder (name/company, date of birth/company register number of the shareholder) must be named and the conclusion of the declaration must be made recognizable by reproducing the signature or otherwise, e.g. by stating the name/company (Section 13 para 2 Stock Corporations Act).

In order to enable the Independent Proxy to determine the identity of and correspondence with the deposit confirmation, we would kindly ask you in this case to also indicate your deposit number in the E-mail.

Please note that it may be necessary to **interrupt** the **virtual Annual General Meeting** for a short time in order to securely process the shareholders' instructions to the Independent Proxies received during the Annual General Meeting.

### **Shareholders' right to information and speech contributions**

Each shareholder is to be provided with information on the company's affairs at the Annual General Meeting on request, insofar as this is necessary for the proper assessment of an agenda item.

The right of information and the right to speak can only be exercised **by electronic mail by sending an E-mail exclusively** to the E-mail address provided for this purpose **Fragen.HV2020@semperitgroup.com**. Please use the **question form**, which will be available on the Company's website at [www.semperitgroup.com](http://www.semperitgroup.com) from **1 July 2020** at the latest, but probably already from **19 June 2020** and attach the completed and signed form to the E-mail as an attachment.

If you send your questions or speech contributions **without using the question form**, the **person of the shareholder** (name/company name, date of birth/company register number of the shareholder) **must** be stated and the conclusion of the declaration must be made recognizable by **reproducing the signature** or otherwise, e.g. by stating the name/company name (Section 13 para 2 of the Stock Corporations Act). In order to enable the company to **establish the identity of** and correspondence with the deposit confirmation, we kindly **ask** you to also **indicate** your **deposit number** in the E-mail in this case.

If the right to information and/or the right to speak is exercised by an authorized representative, proof of authorization must also be provided in text form. Please note that the **Independent Proxies cannot be authorized to exercise the right to information and/or the right to speak**.

Shareholders are **requested to** submit **their questions in text form in advance of the Annual General Meeting by E-mail to** [Fragen.HV2020@semperitgroup.com](mailto:Fragen.HV2020@semperitgroup.com) in good time. This will enable the Company to prepare as accurately as possible and to answer the questions you ask as quickly as possible.

**During the Annual General Meeting**, shareholders also have the opportunity to submit their questions and speech contributions electronically to the Company, **exclusively in text form by E-mail directly to the** Company's **E-mail address** [Fragen.HV2020@semperitgroup.com](mailto:Fragen.HV2020@semperitgroup.com). Please note that **the Chairman may set time limits for this during the Annual General Meeting**.

Questions received by the Company are read out and answered at the Annual General Meeting in accordance with Section 118 of the Stock Corporations Act.

**Invitation**

Reference is made to the provisions of the invitation of **19 June 2020**, in particular the requirement of timely submission of the deposit confirmation for the exercise of shareholder rights in the virtual General Meeting on **22 July 2020**.