

Report of the Supervisory Board

Dear Sir or Madam,



Stefan Fida
Chairman of the
Supervisory Board

The past financial year was characterised by a difficult global market environment for the Semperit Group, particularly as a result of the Russia-Ukraine conflict, as well as by the final end of the pandemic-related boom in the Medical Sector. Nevertheless, the Executive Board was able to successfully manage the resulting challenges and to further increase the result in the Industrial Sector. At the same time, an important milestone in the implementation of the strategy was reached with the signing of the contract for the sale of the medical business at the end of the year. We look forward with confidence to the further strategic transformation of Semperit into an industrial rubber specialist, which aims to successfully develop the company and further increase its competitiveness.

The Supervisory Board has continuously supported the Executive Board in its strategic transformation into an industrial rubber specialist and has been available to the Executive Board for discussions on corporate issues. These included measures to mitigate the negative effects of the challenging market environment and the further improvement of the financial and non-financial key figures. A total of nine meetings were held in 2022, during which the Executive Board reported to the Supervisory Board on business development and the relevant focus topics.

Detailed written documentation was provided in advance of the Supervisory Board meetings. In addition, the Chairman of the Supervisory Board and his Deputy received regular reports on the course of business and the situation of the company outside the meetings.

The **Audit Committee**, chaired by financial expert Birgit Noggler, performs the duties pursuant to Section 92 para. 4a of the Austrian Stock Corporation Act and Rule 40 of the Austrian Code of Corporate Governance. The Audit Committee held three meetings in 2022. The main topics were the preparation of the resolution on the annual and consolidated financial statements for the 2021 financial year, risk management, the internal control system, internal auditing, the compliance organisation, IT security ("cybersecurity") and the preparation of the annual and consolidated financial statement audit for the 2022 financial year.

The **Nominating and Remuneration Committee** held eight meetings in 2022. At these meetings, the committee focused on the performance assessment and objectives of the Executive Board members. Another focal topic was the remuneration policy for Executive Board and Supervisory Board members, which was adjusted in 2022 and subsequently adopted at the Annual General Meeting. In addition, the committee dealt with the termination agreement of Petra Preining, the replacement of the CFO position with Helmut Sorger and the nomination of Supervisory Board members. Moreover, the potential and succession issues of the second management level and Semperit's talent management as well as the results of the employee survey were discussed with the Executive Board.

The **Committee for Urgent Issues** did not hold any meetings.

At the Annual General Meeting on 27 April 2022, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. (EY) was appointed as the auditor of the annual and consolidated financial statements for the 2022 financial year. As a result of its audit, EY has issued an unqualified audit opinion on the annual financial statements and the consolidated financial statements of Semperit AG Holding as of 31 December 2022. The management report and the group management report are consistent with the annual and consolidated financial statements. The non-financial reporting (sustainability report) for the 2022 financial year was also subjected to an independent audit by EY.

In its meeting held on 14 March 2023, the Audit Committee of the Supervisory Board dealt in particular with the annual financial statements including the management report, the consolidated financial statements including the group management report, the corporate governance report, the sustainability report and the auditor's reports, with the results of the audit being discussed in detail with the

auditor. Based on the efficient audit process for the annual financial statements 2022, the Audit Committee recommended to the Supervisory Board to propose to the Annual General Meeting to reappoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditors for the financial year 2023.

The Supervisory Board examined the annual financial statements and the consolidated financial statements as well as the management report and the group management report, the corporate governance report and the sustainability report and concurs with the conclusions of the audit. The Supervisory Board formally approves the annual financial statements for 2022, which are consequently adopted in accordance with Article 96 para. 4 of the Austrian Stock Corporation Act. The corporate governance report, the sustainability report, the consolidated financial statements and the group management report 2022 as well as the remuneration report have also been approved by the Supervisory Board. The Supervisory Board is following the recommendation of the Audit Committee and proposing Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. as auditors for the 2023 financial year to the Annual General Meeting.

The Supervisory Board declares its agreement with the Executive Board's profit distribution proposal, according to which a basic dividend of EUR 1.50 (distribution of EUR 30,860 thousand) and a conditional additional dividend of EUR 2.00 to EUR 3.50 (distribution of EUR 41,147 to EUR 72,007 thousand) per dividend-bearing share is to be distributed from the reported net profit of Semperit AG Holding in the amount of EUR 102,867 thousand, and any remaining profit is to be carried forward. The entitlement to the additional dividend depends on the sale of the medical business (Sempermed; production of examination gloves including sales organisation first) by 30 September 2023. In particular, the implementation of the sale of the medical business is still subject to the approval of the foreign direct investment control and competition authorities. The exact amount of the additional dividend proposal depends on the economic outlook and on organic and inorganic growth projects becoming more substantiated. It is subject to a further resolution by the Executive and Supervisory Boards of Semperit AG Holding.

The Supervisory Board members would like to thank the Executive Board, the Management Forum, and all employees of the Semperit Group for their extraordinary dedication and commitment. Special thanks also go to the shareholders, customers, and partners of Semperit for the trust they have placed in us.

Vienna, 20 March 2023



Stefan Fida

Chairman of the Supervisory Board