

**Semperit Aktiengesellschaft Holding  
with its headquarters in Vienna  
FN (Commercial Register Number) 112544 g  
ISIN: AT0000785555**

**Invitation to 131st Annual General Meeting**

We hereby cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding to be held on **Wednesday, 22 July 2020**, at 10:00 a.m. CEST, at the registered office of the Company, Modecenterstraße 22, 1031 Vienna.

**I. Holding a virtual General Meeting without the physical presence of shareholders**

**1. Corporate COVID-19 Act (COVID-19-GesG) and Corporate COVID-19 Regulation (COVID-19-GesV)**

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 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 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.

The holding of the Annual General Meeting as a virtual General Meeting in accordance with COVID-19-GesV leads to modifications in the usual course of the General Meeting and in the exercise of shareholders' rights.

The exercise of voting rights, the right to submit motions and the right to object are exclusively carried out by granting power of attorney and instructions to one of the independent proxies proposed by the Company in accordance with Section 3 para 4 COVID-19-GesV.

The right to information may be exercised during the virtual General Meeting by the shareholders themselves by means of electronic communication, and only in text form exclusively by E-mail directly to the E-mail address [Fragen.HV2020@semperitgroup.com](mailto:Fragen.HV2020@semperitgroup.com) of the Company.

## **2. Broadcast of the Annual General Meeting on the internet**

Pursuant to Section 3 para 4 COVID-19-GesV in conjunction with Section 102 para 4 of the Austrian Stock Corporations Act (AktG), the Annual General Meeting will be broadcast in full in video and audio in real time on the Internet.

This is permissible under data protection law with regard to the legal basis provided under Section 3 para 4 COVID-19-GesV and Section 102 para 4 of the Stock Corporations Act.

All shareholders of the Company will be able to follow the Annual General Meeting on July 22, 2020 from about 10:00 a.m. using appropriate technical equipment over the Internet at [www.semperitgroup.com](http://www.semperitgroup.com) as a virtual Annual General Meeting.

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. It is also possible to follow the course of the Annual General Meeting in real time by telephone (acoustic one-way connection) on +43 (0) 720828477.

Please note that this live broadcast as a virtual Annual General Meeting does not enable remote participation (Section 102 para 3 no. 2 of the Stock Corporations Act) and remote voting (Section 102 para 3 no. 3 and Section 126 of the Stock Corporations Act) and that the internet and telephone broadcast is not a two-way connection.

It is also to be noted that the Company is only insofar responsible for the use of technical means of communication as lies in its sphere of influence.

Furthermore, reference is made to the information on the organizational and technical requirements for participation pursuant to Section 3 para 3 in conjunction with Section 2 para 4 COVID-19-GesV ("**Participation Information**").

This year, we would kindly ask the shareholders to pay special attention to this **Participation Information**, which also explains the course of the Annual General Meeting.

## **II. Agenda**

- 1. Presentation of the adopted annual financial statements including the management report and the corporate governance report, of the consolidated financial statements including the group management report, of the non-financial report as of 31 December 2019 and of the report of the Supervisory Board on the business year 2019**
- 2. Adopting a resolution on the discharge of the Members of the Management Board for the business year 2019**
- 3. Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2019**
- 4. Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2020**

5. **Elections to the Supervisory Board**
6. **Adopting a resolution on the remuneration policy**
7. **Adopting a resolution on the compensation of Members of the Supervisory Board for the business year 2020 in advance**
- 8a. **Adopting a resolution on the further authorization (valid up to not more than 30 months of the resolution date) of the Management Board to purchase, with the consent by the Supervisory Board, own shares of up to 10 % of the share capital pursuant to section 65 para 1 rec. 8 of the Austrian Stock Corporations Act (AktG), if necessary for the redemption of own shares, and on the determination of the repurchase terms and conditions by revocation of the corresponding authorization to purchase own shares granted by the Annual General Meeting resolution of 25 April 2018 on item 9a of the agenda.**
- 8b. **Adopting a resolution on the renewed authorization of the Management Board pursuant to section 65 para 1b of the Austrian Stock Corporations Act (AktG), with the consent by the Supervisory Board, to sell the shares in a manner other than via the stock exchange or by means of a public offer and to decide on any exclusion of shareholders' right to repurchase (subscription rights) by revocation of the corresponding authorization to sell own shares granted by the Annual General Meeting resolution of 25 April 2018 on item 9b of the agenda.**

### **III. Documents for the Annual General Meeting; Information made available on the website**

The following documents and records will be available for inspection at the latest from the 21st day preceding the General Meeting (**1 July 2020**), but prospectively already from **19 June 2020** on the Company website [www.semperitgroup.com/ir](http://www.semperitgroup.com/ir) under the menu item "General Meeting 2020":

- Information on the organizational and technical requirements for participation according to Section 3 para 3 in connection with Section 2 para 4 COVID-19-GesV ("**Participation Information**"),
  - Annual financial statements including the management report,
  - Corporate governance report,
  - Consolidated financial statements including the group management report,
  - Separate non-financial report (sustainability report)
  - Report of the Supervisory Board,
- each relating to the business year 2019;**
- Proposed resolutions on items 2. – 8b. of the agenda,
  - Statements by candidates for the elections to the Supervisory Board together with Curriculum vitae pursuant to Section 87 para 2 of the Stock Corporations Act – 5. of the agenda,

- Remuneration policy pursuant to Section 78a in conjunction with Section 98a Stock Corporations Act – 6. of the agenda,
- Report by the Management Board on the exclusion of subscription rights in connection with the sale of repurchased shares pursuant to Section 65 para 1b in conjunction with Section 171 para 1 in conjunction with Section 153 para 4 Stock Corporations Act – 8. of the agenda,
- Form for granting a proxy for the independent proxy according to Sec 3 para 4 COVID-19-GesV,
- Form for questions,
- Form for the revocation of a proxy,
- Full text of this Invitation.

#### **IV. Record date and requirements for participation in the General Meeting pursuant to Section 111 of the Stock Corporations Act (Sec 106 rec 6, 7 of the Stock Corporations Act)**

The right to attend the virtual General Meeting and to exercise the voting right and the other shareholders' rights that are exercised during this virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV is determined by the shares held at the end of **12 July 2020 (Record Date)**.

Participation in the virtual General Meeting according to COVID-19-GesG and COVID-19-GesV is limited to persons who are shareholders on the Record Date and provide proof thereof to the Company.

Proof of shareholder status on the Record Date is to be provided by a deposit certificate (*Depotbestätigung*) pursuant to Section 10a of the Stock Corporations Act which must refer to the Record Date and be received no later than on **17 July 2020** (12:00 a.m., CEST, Vienna Time) exclusively through one of the following communication channels and addresses:

- (i) per E-mail: [HV2020@semperitgroup.com](mailto:HV2020@semperitgroup.com)  
(deposit certificate in pdf-format please)
- (ii) per SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text).

The appointment of an independent proxy cannot be effected without a deposit confirmation received by the Company in due time.

Shareholders are requested to contact their depository bank and to arrange for a deposit certificate to be issued and transmitted.

The Record Date has no effect on the disposal of the shares and has no significance for dividend rights.

#### **Deposit Certificate pursuant to Section 10a Stock Corporations Act:**

The deposit certificate shall be issued by the depository bank based in a member state of the European Economic Area or in a full member state of the OECD and must contain at least the following information:

- Information about the issuer: name/company name and address or a code commonly used in transactions between credit institutions (BIC),

- Information about the shareholder: name/company name, address, date of birth in case of individuals, register and register number in case of legal entities, if applicable,
- Information about the shares: number of shares held by the shareholder, ISIN AT0000785555,
- Depot number or other identification,
- Date referred to in the deposit certificate.

For the purpose of providing proof of shareholder status in order to attend the General Meeting, the deposit certificate must refer to the end of the Record Date on **12 July 2020** (12:00 a.m., CEST, Vienna time).

Deposit certificates will be accepted in German and English.

A deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company.

#### **V. Possibility to appoint an independent proxy and the procedure to be followed**

Any shareholder entitled to attend the virtual General Meeting in accordance with COVID-19-GesG and COVID-19-GesV and who has provided proof of this to the Company in accordance with the provisions of item IV. of this invitation, shall be entitled to appoint an independent proxy.

In the virtual General Meeting of Semperit Aktiengesellschaft Holding on 22 July 2020, only one of the independent proxies is permitted to submit a motion for resolution, to vote and to raise an objection in accordance with Section 3 para 4 of COVID-19-GesV.

The following persons, who are suitable and independent of the company, are proposed as independent proxy:

- (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  
E-Mail-Address: [vollmacht.semperit.thaler@computershare.de](mailto:vollmacht.semperit.thaler@computershare.de)

Each shareholder may select one of the four persons named above as his or her independent proxy and grant this person power of attorney.

A separate proxy form for granting power of attorney to the independent proxy is available on the Company's **website** at **www.semperitgroup.com**, which is **mandatory to use**.

The specifications provided for in the **Participation Information** must be observed for the granting of power of attorney, its delivery options and deadlines.

A personal delivery of the power of attorney at the place of the meeting is expressly excluded.

## **VI. Information on shareholders' rights pursuant to Sections 109, 110, 118 and 119 of the Stock Corporations Act**

### **1. Addendum to the agenda by shareholders in accordance with Section 109 of the Stock Corporations Act**

Shareholders whose aggregate shareholding equals five percent or more of the nominal capital and who have owned these shares for at least three months before making their request, may request in text form that additional items be put on the agenda of the General Meeting and published. Any such request by shareholders must be received in text form due to Section 13 para 2 of the Stock Corporations Act by mail or courier no later than on 1 July 2020 (12:00 a.m., CEST, Vienna time) by the Company exclusively at the address Semperit Aktiengesellschaft Holding, Attn.: Ms. Judit Helenyi, Modecenterstr. 22, 1031 Wien, or by SWIFT BIC COMRGB2L (Message Type 598, stating ISIN AT0000785555 in the text), or by e-mail [HV2020@semperitgroup.com](mailto:HV2020@semperitgroup.com). If text form within the meaning of Section 13 para 2 of the Stock Corporations Act is prescribed for statements, statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. Each motion for an item to be put on the agenda must be accompanied by a proposal for a resolution with a statement of reasons. The agenda item and the proposed resolution, but not its justification, must in any case also be written in German. Proof of shareholder capacity shall be furnished by submitting a deposit certificate in accordance with Section 10a of the Stock Corporations Act confirming that the applicant shareholder has been the continuous holder of the shares for at least three months prior to the application and that the deposit certificate must not be older than seven days at the time it is submitted to the Company. Several deposit certificates for shares, which only together convey the shareholding of 5%, must refer to the same time (day, time).

With regard to the other requirements for the deposit certificate, see the information on the right to participate (Item IV of this Invitation).

In case of an additional item requested to be put on the agenda, the supplemented agenda will be announced publicly in electronic form on the company website [www.semperitgroup.com/ir](http://www.semperitgroup.com/ir) and under the menu item "General Meeting 2020" and no later than **3 July 2020** as well as in the same way as the original agenda (in the official gazette to the "Wiener Zeitung") no later than **8 July 2020**.

### **2. Proposals for resolutions by shareholders on the agenda in accordance with Section 110 of the Stock Corporations Act**

Shareholders whose aggregate shareholding equals one percent or more of the nominal capital may submit proposed resolutions in text form due to Section 13 para 2 of the Stock



Corporations Act concerning any item on the agenda, and request that these be made available on the Company website registered with the commercial register, together with the names of the respective shareholders, a statement of reasons to be submitted together with the proposal, and any comments of the Management Board or Supervisory Board. Requests of this kind will only be considered when received by the Company no later than on **13 July 2020** (12:00 a.m., CEST, Vienna time) by post Semperit Aktiengesellschaft Holding, Attn. Ms. Judit Helenyi, Modecenterstr. 22, 1031 Wien, or by e-mail [HV2020@semperitgroup.com](mailto:HV2020@semperitgroup.com), whereby the request must be attached to the e-mail in text form within the meaning of Section 13 para 2 of the Stock Corporations Act, for example as a PDF. If text form within the meaning of Section 13 para 2 of the Stock Corporations Act is prescribed for statements, the statement must be made in a document or in another manner suitable for permanent reproduction in writing, the person making the statement must be named and the conclusion of the statement must be made recognizable by reproduction of the signature or otherwise. The proposed resolution, but not its justification, must in any case also be written in German.

In case of a proposal for the election of a Supervisory Board member the statement of the proposed person pursuant to section 87 para 2 and 2a of the Stock Corporations Act replaces the statement of reasons and Section 86 para 7 and 9 Stock Corporations Act must be taken into consideration. In case a proposal for a resolution is then received, it will be published on the Company's website at [www.semperitgroup.com/ir](http://www.semperitgroup.com/ir) and under the menu item "General Meeting 2020" no later than two working days after receipt, at the latest on **15 July 2020**.

For the purpose of providing proof of shareholder status it is sufficient if holders of deposited bearer shares submit a deposit certificate pursuant to Section 10a of the Stock Corporations Act. The deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company. Several deposit certificates for shares, which only together convey the shareholding of 1%, must refer to the same time (day, time).

With regard to the other requirements for the deposit certificate, see the information on the right to participate (Item IV of this Invitation).

### **3. Shareholders' information rights in accordance with Section 118 of Stock Corporations Act**

Any shareholder shall be provided with information on the Company's affairs upon request at the General Meeting to the extent that such information is required for proper assessment of an item on the agenda. This obligation to provide information shall also extend to the legal and business relationships of the Company with affiliated companies, the state of affairs of the group, and the companies included in the consolidated financial statements.

The Company may deny providing information to the extent that according to sound business judgment it might cause material damage to the Company or any affiliated company or if providing such information would constitute a punishable offense.

It is expressly pointed out that the **right to information** pursuant to Section 118 of the Stock Corporations Act may also be exercised at the virtual Annual General Meeting **during the General Meeting** by the shareholders themselves exclusively by sending questions by E-mail directly to the Company at the E-mail address [Fragen.HV2020@semperitgroup.com](mailto:Fragen.HV2020@semperitgroup.com).

Please note that **reasonable time limits will be set by the Chairman** during the Annual General Meeting.

Notwithstanding the foregoing, shareholders are requested to submit all **questions in advance in text form** by E-mail to the address [Fragen.HV2020@semperitgroup.com](mailto:Fragen.HV2020@semperitgroup.com).

This will enable the Management Board to prepare as accurately as possible and to provide answers to your questions at the Annual General Meeting as quickly as possible.

Please use the **question form**, which is available on the Company's website at [www.semperitgroup.com](http://www.semperitgroup.com).

Further information and modalities for exercising the shareholders' right to information pursuant to Section 118 of the Stock Corporations Act will be specified in the **Participation Information**.

#### **4. Motions by shareholders at the General Meeting in accordance with Section 119 of the Stock Corporations Act**

Any shareholder - irrespective of a specific shareholding - is entitled to submit motions on any item on the agenda at the virtual General Meeting pursuant to COVID-19-GesG und der COVID-19-GesV by its independent proxy.

The requirement for this is the proof of entitlement to participate in accordance with item IV. of this invitation and the granting of a corresponding power of attorney to the independent proxy in accordance with item V. of this invitation.

A shareholder proposal for the election of a member of the Supervisory Board requires the transmission of a resolution proposal pursuant to Section 110 Stock Corporations Act together with a declaration pursuant to Section 87 para 2 Stock Corporations Act.

Further information and modalities for the exercise of the shareholders' right to submit motions in accordance with Section 119 Stock Corporations Act are set out in the **Participation Information**.

#### **5. Information to shareholders regarding data processing**

##### **5.1. Which personal data of shareholders is processed and for what purposes?**

Semperit AG Holding processes personal data of shareholders (in particular those pursuant to Section 10a para 2 Stock Corporations Act, i.e. name, address, date of birth, number of the securities deposit, number of shares of the shareholder, number of the voting card and, name and date of birth of the proxy holder) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation ("GDPR") and the Austrian Data Protection Act ("DSG"), in order to enable shareholders to exercise their rights at the General Meeting.

In this connection the shareholders' personal data is processed for the following purposes:

- Organization and holding of General Meetings, including verification of the right to attend/power of proxy and determination of the voting ratio
- Exercise of shareholder rights in the General meeting
- Preparation of registration, power of proxy and attendance lists
- Preparation of the minutes of the General Meeting
- Fulfillment of compliance obligations, including recording, disclosure and reporting obligations.

The processing of the shareholders' personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Stock Corporations Act. The legal basis for the processing therefore is **Art 6 sub-section 1 lit c**



**GDPR** (compliance with a legal obligation). For the processing Semperit AG Holding is controller as defined in Art 4 pt. 7 GDPR.

## **5.2. To whom is the shareholders' personal data transferred?**

Semperit AG Holding uses external **service providers**, such as notaries, lawyers, banks and IT service providers, for the purpose of organizing the General Meeting. These service providers receive only such personal data from Semperit AG Holding as is necessary for the performance of the commissioned service, and, where they are processors as defined in Art 4 pt. 8 GDPR, process the data solely on instructions of Semperit AG Holding. Where legally required, Semperit AG Holding has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the General Meeting, all present independent proxies pursuant to Section 3 para 4 COVID-19 GesV, the members of the Management Board and Supervisory Board, the notary and any other person with a legal right to attend may view the **list of participants** stipulated by statute (Section 117 Stock Corporations Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding relationship). Semperit AG Holding also has the statutory obligation to submit the shareholders' personal data (in particular the list of participants) to the **commercial register at the competent commercial register court** (Section 120 Stock Corporations Act) as part of the notarial protocol.

In addition, the shareholders' personal data may also be transferred to the competent authorities or bodies if necessary.

## **5.3. How long is the shareholders' personal data stored?**

Shareholders' data will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and no other legal obligations require further storage. **Obligations to provide evidence and to retain records** arise in particular from corporate, stock corporation and takeover law, from tax and duties law as well as from anti money laundering regulations. If legal claims are made by shareholders against Semperit AG Holding or vice versa by Semperit AG Holding against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with proceedings before civil courts, this can lead to storage of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding conclusion.

## **5.4. What rights do shareholders have with regard to their personal data?**

Every shareholder has a **right to access, rectification, restriction, objection and deletion** at any time with regard to the processing of personal data as well as a right to **data portability** in accordance with Chapter III GDPR. Shareholders can assert these rights against Semperit AG Holding free of charge by contacting the E-mail address [data.privacy@semperitgroup.com](mailto:data.privacy@semperitgroup.com) or by using the following **contact details**:  
Semperit AG Holding z. Hd. Rechtsabteilung, Modecenterstrasse 22, 1031 Vienna

In addition, shareholders have the **right to lodge a complaint** with the **data protection supervisory authority** pursuant to Article 77 GDPR.

**5.5. Further information**

Further information on data protection can be found in the data protection declaration on the website of Semperit AG Holding [www.semperitgroup.com](http://www.semperitgroup.com).

**VII. Further information and references****1. Total number of shares and voting rights at the date of convocation**

At the date of convocation of the General Meeting, the nominal capital of the Company amounts to EUR 21,358,996.53 and is divided into 20,573,434 no-par value bearer shares. Each no-par value share grants one vote. Thus, the total number of shares entitled to participate and vote amounts to 20,573,434 at the date of the convocation. At the date of the convocation of the General Meeting, The Company does not own any treasury stock.

**2. No physical access**

We would like to expressly point out once more that neither shareholders nor guests will be personally admitted to the upcoming General Meeting held as a virtual General Meeting in accordance with COVID-19-GesV.

**This document is published in German and in a non-binding English convenience translation.**

Vienna, June 2020

The Management Board