

Draft resolutions

126th Annual General Meeting of Semperit Aktiengesellschaft Holding
Tuesday, 28 April 2015, at 10:00 a.m., at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna.

Draft resolutions

I. Regarding item 2 on the agenda:

Adoption of a resolution on the appropriation of net profit

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

Resolution:

*“The utilisation of the net profit for the year reported in the company’s annual financial statements dated 31 December 2014 in the amount of EUR **123,571,737.53** is hereby adopted in accordance with the profit distribution proposal of the Management Board and the Supervisory Board as follows:*

- *An ordinary dividend of EUR 1.10 and additionally a special dividend of EUR 4.90 are to be paid per eligible share;*
- *The dividend is to be paid on 8 May 2015;*
- *The remaining net profit of EUR 131,133.53 shall 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 2014 financial year

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

Resolution:

“The members of the Management Board of Semperit Aktiengesellschaft Holding are hereby discharged for the 2014 financial year.”

III. Regarding item 4 on the agenda:**Adoption of a resolution formally approving the actions of the members of the Supervisory Board for the 2014 financial year**

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

Resolution:

“The members of the Supervisory Board of Semperit Aktiengesellschaft Holding are hereby discharged for the 2014 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 2015**

In line with the Audit Committee’s recommendation, the Supervisory Board proposes that the Annual General Meeting adopt the following

Resolution:

“Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be appointed to audit the company’s annual financial statements and consolidated financial statements for the 2015 financial year.”

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

The Supervisory Board proposes that the Annual General Meeting adopt the following

Resolution:

“Mr Veit Sorger, Mr Walter Koppensteiner, Ms Ingrid Wesseln and Mr Felix Strohbichler are hereby elected to the Supervisory Board of Semperit Aktiengesellschaft Holding up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2018 financial year.”

Explanatory statement

Article 10 of the Articles of Association states that the 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 four-year term.

With the end of the Annual General Meeting on 28 April 2015 Mr Michael Junghans will leave the Supervisory Board at his own request.

The conclusion of the Annual General Meeting on 28 April 2015 marks the end of the terms of Supervisory Board members Mr Veit Sorger, Mr Walter Koppensteiner and Ms Ingrid Wesseln.

Item 6a: The Supervisory Board proposes that the Annual General Meeting re-elect

Mr Veit Sorger

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2018 financial year. Mr Veit Sorger has given a declaration in accordance with Section 87 (2) of the Austrian Stock Corporation Act (AktG). This is available on the web site of the company at: www.semperitgroup.com/ir.

Item 6b: The Supervisory Board additionally proposes that the Annual General Meeting elect

Mr Walter Koppensteiner

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2018 financial year. Mr Walter Koppensteiner has given a declaration in accordance with Section 87 (2) of the AktG. This is available on the web site of the company at: www.semperitgroup.com/ir.

Item 6c: The Supervisory Board additionally proposes that the Annual General Meeting elect

Ms Ingrid Wesseln

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2018 financial year. Ms Ingrid Wesseln has given a declaration in accordance with Section 87 (2) of the AktG. This is available on the web site of the company at: www.semperitgroup.com/ir.

Item 6d: The Supervisory Board additionally proposes that the Annual General Meeting elect

Mr Felix Strohbichler

as a member of the Supervisory Board up to the conclusion of the Annual General Meeting reaching a decision regarding acceptance of the report for the 2018 financial year. Mr Felix Strohbichler has given a declaration in accordance with Section 87 (2) of the AktG. This is available on the web site of the company at: www.semperitgroup.com/ir.

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 adopt the following

Resolution:

“The remuneration for the members of the Supervisory Board elected by the Annual General Meeting for their services in the 2014 financial year shall be as follows:

1.
 - a. *For the Chairman of the Supervisory Board: EUR 40,000.00*
 - b. *For the Deputy Chairman of the Supervisory Board: EUR 30,000.00*
 - c. *For each further member of the Supervisory Board: EUR 20,000.00*
2.
 - a. *For the function as Chairmen of a committee, EUR 10,000.00 additionally for each committee*
 - b. *For the function as the financial expert of the Audit Committee, EUR 15,000.00 additionally*
 - c. *For members of the Supervisory Board who were members of a committee of the Supervisory Board, EUR 5,000.00 additionally for each committee*
3. *Each member of the Supervisory Board shall receive an attendance fee of EUR 1,000.00 for each meeting of the Supervisory Board in 2014*
4. *Each committee member shall receive an attendance fee of EUR 500.00 for each committee meeting in 2014, provided such meeting did not take place on the same day as a Supervisory Board meeting.”*

In addition, an appropriate D & O manager liability insurance is provided for the members of the governing bodies and executive managers of Semperit Aktiengesellschaft Holding and all of its subsidiaries. The cost of this insurance is borne by the company.