

I. Proxy

for the 131st Annual General Meeting of

Semperit Aktiengesellschaft Holding, 22 July 2020, 10:00 a.m., 1031 Vienna, Modecenterstraße 22

IMPORTANT NOTE: This proxy does not entitle you to attend the Annual General Meeting in person. Furthermore, the proxy does not include the exercise of the right to information and speech contributions. These are to be exercised via the channels prescribed in the information for participation under "Shareholders' right to information and speech contribution".

Please contact your custodian bank and ensure that the shares listed below are duly registered for participation in the Annual General Meeting by means of a deposit confirmation (Record date: July 12, 2020).

Deadline for registration: 17 July 2020, 12:00 a.m. CEST (receipt of deposit confirmations)

By granting this power of proxy, I confirm that I have read the information published by the Company on its website or contained in the invitation. I declare my consent to the use of my personal data (name, address, date of birth, share deposit number, number of shares, class of shares, if applicable, voting card number and E-mail address) to enable the exercise of shareholders' rights at the Annual General Meeting.

Principal (Shareholder)

Name/ Company

Address (postcode, city, street, house number)

Date of birth / Register Nr.

Custodian account number

Name of custodian bank

E-mail-address (the granting of a proxy confirms that only the party granting the proxy has access to this E-mail address)

If you grant this power of proxy not as a shareholder but as a representative of a shareholder, please enclose proof of your power of attorney (power of proxy issued by the shareholder, court order, etc.).

Power of Proxy

I/We authorize the following Independent Proxy to

- exercise the right to vote
 - as well as exercise the right of proposal and objection
- with the right to grant sub-proxies and with exemption from the restrictions for multiple representation. The right to vote, the right to submit motions and the right to object are only exercised by means of instructions. If there are no instructions for a proposed resolution, the representative will abstain from voting.**

Attorney at law Mag. Christian Thaler
c/o Schindler Rechtsanwälte GmbH
1010 Wien, Kohlmarkt 8-10

for the following shares

_____ **Semperit-Aktien (ISIN 0000785555)**

Number of shares (If this field is left blank, the proxy will apply to all shares covered by the deposit confirmation from the custodian bank.)

II. Instructions

for the 131st Annual General Meeting of
Semperit Aktiengesellschaft Holding, 22 July 2020, 10:00 a.m., 1031 Wien, Modecenterstraße 22

Voting instructions for the proposed resolutions of the agenda items

The proxy is instructed to exercise my (our) voting right(s) in respect of the management's (Management Board's and Supervisory Board's) proposals for resolutions made available on the Company's website as follows:

(Please tick within the box ; do not use a red pen)

	YES	NO	ABSTAIN
Proposals for resolutions by the management			
2. Discharge of the Members of the Management Board for the business year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the Members of the Supervisory Board for the business year 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election Mag. Petra Preining	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election Dipl.-Ing. Herbert Ortner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election Claus Möhlenkamp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Compensation of Members of the Supervisory Board for the business year 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8a. 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 Corporation 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 the 9th item on the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8b. Resolution on the authorization of the Management Board pursuant to Section 65 para 1b of the Austrian Stock Corporation 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 pursuant to Section 65 para 1b of the Austrian Stock Corporation Act (AktG) granted to the Management Board by the Annual General Meeting resolution of 25 April 2018 on the 9th item on the agenda.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a separate vote is taken on a proposal for a resolution on individual items, an instruction issued on this proposal shall apply accordingly to each individual voting procedure.

In the event of an unknown or amended proposal for a resolution by a shareholder during the Annual General Meeting, the proxy will vote NO.

In the case of proposed resolutions for which no or unclear instructions (e.g. simultaneously YES or NO regarding the same proposal for a resolution), the proxy will abstain from voting.

If additional or amended instructions are issued after this form has been sent, the instructions issued here will remain valid unless they are amended or revoked.

Other instructions (e.g. for motions and objections):

Date

Signature / company signature

Signature of all co-owners, if applicable

Please complete and return by 20 July 2020, 4:00 p.m. CEST (time of receipt)

- By mail to Semperit Aktiengesellschaft Holding, zH Judit Helenyi, Modecenterstraße 22, 1031 Vienna
- per **E-Mail** to vollmacht.semperit.thaler@computershare.de (as scanned attachment; TIF, PDF, etc.)

Additional information can be found on the homepage: www.semperitgroup.com