

## Semperit Aktiengesellschaft Holding Vienna

### Proposal for the use of net profit

FN 112544 g  
ISIN: AT0000785555

The Executive Board and the Supervisory Board propose that the General Meeting adopts the following **Resolution**:

#### **Proposal I**

*“The appropriation of the net profit of EUR 102,867,170.00 reported in the annual financial statements of the Company as of 31 December 2022 will be made as follows in accordance with the profit distribution proposal of the Executive Board, which was approved by the Supervisory Board:*

- (1) A basic dividend of EUR 1.50 will be paid for each share entitled to dividend. The payment of the basic dividend shall be made on 3 May 2023 (dividend payment day);*
- (2) In addition, a conditional supplementary dividend in the amount of **EUR 2.00** shall be paid for each share entitled to dividend. The entitlement to the conditional supplementary dividend and the payment are subject to the conditions precedent that the conditions precedent for the sale of the medical business (Sempermed; initially production of examination gloves including sales organisation) are fulfilled by 16 September 2023 and that the medical business has been transferred to the buyer by 31 October 2023 and that Semperit has received the full purchase price payable on the day of this closing.*

*The Company will obtain confirmation from Binder Grösswang Rechtsanwälte GmbH of the fulfilment of the above conditions within 7 calendar days after the fulfilment of the conditions and will announce in a supplementary dividend announcement immediately after receipt of the confirmation whether the above conditions have been fulfilled. The supplementary dividend announcement will also contain the technical modalities of the supplementary dividend payment, whereby the supplementary dividend is to be paid within 21 calendar days after the fulfilment of the above conditions if the conditions precedent have been met.*

*Provided that the condition precedent does not occur, the Company will so announce and the portion of the distributable profit applicable to the supplementary dividend adopted will be carried forward to new account.”*

## **Proposal II**

*“The appropriation of the net profit of EUR 102,867,170.00 reported in the annual financial statements of the Company as of 31 December 2022 will be made as follows in accordance with the profit distribution proposal of the Executive Board, which was approved by the Supervisory Board:*

- (1) A basic dividend of EUR 1.50 will be paid for each share entitled to dividend. The payment of the basic dividend shall be made on 3 May 2023 (dividend payment day);*
- (2) In addition, a conditional supplementary dividend in the amount of **EUR 3.50** shall be paid for each share entitled to dividend. The entitlement to the conditional supplementary dividend and the payment are subject to the conditions precedent that the conditions precedent for the sale of the medical business (Sempermed; initially production of examination gloves including sales organisation) are fulfilled by 16 September 2023 and that the medical business has been transferred to the buyer by 31 October 2023 and that Semperit has received the full purchase price payable on the day of this closing.*

*The Company will obtain confirmation from Binder Grösswang Rechtsanwälte GmbH of the fulfilment of the above conditions within 7 calendar days after the fulfilment of the conditions and will announce in a supplementary dividend announcement immediately after receipt of the confirmation whether the above conditions have been fulfilled. The supplementary dividend announcement will also contain the technical modalities of the supplementary dividend payment, whereby the supplementary dividend is to be paid within 21 calendar days after the fulfilment of the above conditions if the conditions precedent have been met.*

*Provided that the condition precedent does not occur, the Company will so announce and the portion of the distributable profit applicable to the conditional dividend adopted will be carried forward to new account.”*

## **Reasoning**

On 1 March 2023, the Executive Board of Semperit Aktiengesellschaft Holding announced that it would propose to the Annual General Meeting for the 2022 financial year a basic dividend in the amount of EUR 1.50 per share and a conditional supplementary dividend in the amount of EUR 2.00 to EUR 3.50 per share. The entitlement to the conditional supplementary dividend is to be subject to the sale of the medical business (Sempermed; initially production of examination gloves including sales organisation) being completed by 30 September 2023. In particular, the implementation of the sale of the medical business is still subject to investment control and competition law approvals by the authorities. The exact amount of the conditional supplementary dividend will be proposed by the Executive Board before or at the latest at the Annual General Meeting, depending on the economic outlook and the further concretisation of organic and inorganic growth projects.

As at the time of publication of these dividend proposals there was still no clarity about the economic outlook and the concretisation of organic and inorganic growth projects, the Executive Board and the Supervisory Board have decided to publish both of the above dividend proposals.

The dividend proposals are identical with the exception of the amount of the proposed conditional dividend - EUR 2.00 or EUR 3.50.

In accordance with the above, the Executive Board intends to propose a single dividend proposal to the Annual General Meeting for resolution.

The Executive Board