



EQS-News: Semperit AG Holding / Announcement of the Convening of the General Meeting

Semperit AG Holding: Invitation to the 134th Annual General Meeting

23.03.2023 / 21:31 CET/CEST

Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group AG.

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Semperit Aktiengesellschaft Holding

with its registered office in Vienna

FN (Commercial Register Number) 112544 g

ISIN: AT0000785555

("Company")

Invitation to the

134th Annual General Meeting of

Semperit Aktiengesellschaft Holding

to be held on Tuesday, 25 April 2023, at 10:00 a.m. (CEST)

at Novotel Wien Hauptbahnhof, Canettistraße 6, 1100 Vienna.

I. 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, each as of 31 December 2022, of the presentation of the proposal for the use of profit and of the report of the Supervisory Board on the business year 2022

2. Adopting a resolution on the use of the net profit shown in the 2022 annual financial statements

3. Adopting a resolution on the discharge of the Members of the Executive Board for the business year 2022

4. Adopting a resolution on the discharge of the Members of the Supervisory Board for the business year 2022

5. Adopting a resolution on the compensation of the Members of the Supervisory Board for the business year 2023 in advance

6. Elections to the Supervisory Board

7. Adopting a resolution on the remuneration report

8. Election of the auditor of the annual financial statements and consolidated financial statements for the business year 2023

9. Adopting a resolution on the creation of a new "authorized capital" while safeguarding the statutory subscription right pursuant to Section 153 para 6 of the Austrian Stock Corporation Act (AktG), but also with the authorization of the Executive Board to exclude subscription rights of shareholders in whole or in part with the consent of the Supervisory Board, including the possibility of issuing new shares against contributions in kind, with the cancellation of the "authorized capital" in accordance with the resolution of the General Meeting of 25 April 2018 on the 10th agenda item and resolution on the corresponding amendment to Section 4 para 5 of the Articles of Association

10a. Adopting a resolution on the authorization of the Executive Board to issue convertible bonds with the approval by the Supervisory Board and on the authorization of the Executive Board with the approval of the Supervisory Board to exclude shareholders' subscription rights in full or in part, with the cancellation of the corresponding authorization of the Executive Board with approval by the Supervisory Board to issue convertible bonds pursuant to the General Meeting Resolution of 25 April 2018 on agenda item 11a

10b. Adopting a resolution on the conditional increase of the Company's share capital in accordance with Section 159 para 2 rec. 1 Austrian Stock Corporation Act (AktG) for the issue to creditors of financial instruments (convertible bonds), with cancellation of the "conditional capital" in accordance with the General Meeting resolution of 25 April 2018 on agenda item 11b and corresponding amendment to Section 4 para 6 and 7 of the Articles of Association

II. Documents for the Annual General Meeting; Information made available on the website

In particular, the following documents and records pursuant to Section 108 para 3 and 4 of the Austrian Stock Corporation Act (AktG) will be available for inspection no later than on **4 April 2023** on the Company website www.semperitgroup.com under the menu items "Investor Relations" and "General Meeting":

- Annual financial report 2022, including:
 - Annual financial statements including the management report,
 - Consolidated financial statements including the group management report,
- Corporate governance report 2022,
- Separate non-financial report 2022 (sustainability report),
- Proposal for the use of net profit 2022,
- Report of the Supervisory Board,
- Proposed resolutions on items 2 – 10b of the agenda,
- Remuneration report on item 7 of the agenda,
- Statements by candidates for the election to the Supervisory Board pursuant to Section 87 para 2 of the Austrian Stock Corporation Act,
- Curriculum vitae of the candidates up for election to the Supervisory Board,
- Report of the Executive Board on the exclusion of subscription rights in the „authorized capital“ pursuant to Section 170 para 2 in conjunction with Section 153 para 4 sentence 2 Austrian Stock Corporation Act - item 9 of the agenda,
- Report of the Executive Board on the exclusion of subscription rights in connection with convertible bonds pursuant to Section 174 para 4 in conjunction with Section 153 para 4 Austrian Stock Corporation Act - item 10 of the agenda,
- Form for the grant of a proxy,
- Form for the revocation of a proxy,
- Invitation to the Annual General Meeting.

III. Information on shareholders' rights pursuant to Sections 109, 110 and 118 of the Austrian Stock Corporation Act

1. Addendum to the agenda by shareholders in accordance with Section 109 of the Austrian Stock Corporation Act

Shareholders whose individual or 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 Austrian Stock Corporation Act by mail or courier no later than on **4 April 2023** (12:00 a.m., CEST) by the Company exclusively at the address Semperit Aktiengesellschaft Holding, Attn.: Ms. Judit Helenyi, Am Belvedere 10, 1100 Vienna, or by SWIFT GIBAAWGGMS (Message Type MT598 or MT599, stating ISIN AT0000785555 in the text), or by e-mail HV2023@semperitgroup.com. If text form within the meaning of Section 13 para 2 of the Austrian Stock Corporation 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 Austrian Stock Corporation 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 under the menu items "Investor Relations" and "General Meeting" and no later than **6 April 2023** as well as in the same way as the original agenda (in the official gazette to the "Wiener Zeitung") no later than **11 April 2023**.

2. Proposals for resolutions by shareholders on the agenda in accordance with Section 110 of the Austrian Stock Corporation Act

Shareholders whose individual or 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 Austrian Stock Corporation 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 Executive Board or Supervisory Board. Requests of this kind will only be considered when received by the Company no later than on **14 April 2022** (12:00 a.m., CEST) by mail to Semperit Aktiengesellschaft Holding, Attn. Ms. Judit Helenyi, Am Belvedere 10, 1100 Vienna, or by e-mail HV2023@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 Austrian Stock Corporation Act, for example as a PDF. If text form within the meaning of Section 13 para 2 of the Austrian Stock Corporation 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 of the Austrian Stock Corporation Act replaces the statement of reasons.

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 Austrian Stock Corporation 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. Statements in accordance with Section 110 para 2 sentence 2 in connection with Section 86 para 7 and 9 of the Austrian Stock Corporation Act

Pursuant to Section 86 para 7 of the Austrian Stock Corporation Act, the Supervisory Board must consist of at least 30% women and at least 30% men. The number of persons must be rounded up to the nearest whole number, whereby the number must be rounded up if the calculated minimum proportion has a decimal place of at least 5. No objection was raised pursuant to Section 86 para 9 of the Austrian Stock Corporation Act. With a current total of 10 Supervisory Board members, the minimum proportion for women and men is 3 persons each. With a total of 11 Supervisory Board members, the minimum proportion for women and men is 3 persons each (rounded down).

4. Shareholders' information rights in accordance with Section 118 of Austrian Stock Corporation 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.

The requirement for exercising the shareholders' right to information is the proof of right to attend (item IV. of the invitation).

For the purpose of providing proof of shareholder status in order to exercise the above mentioned shareholders' rights it is sufficient if holders of deposited bearer shares submit a deposit certificate (*Depotbestätigung*) within the meaning of Section 10a Austrian Stock Corporation Act. A deposit certificate used to prove current shareholder status must not be older than seven days when submitted to the Company.

Further information on shareholders' rights, in particular under sections 109, 110 and 118 of the Austrian Stock Corporation Act, is also available on the company website www.semperitgroup.com under the menu items "Investor Relations" and "General Meeting".

5. Possibility to appoint a proxy holder pursuant to Sections 113 et seq Austrian Stock Corporation Act (Section 106 no. 8 of the Austrian Stock Corporation Act)

Any shareholder entitled to attend the General Meeting shall be entitled to appoint a natural or legal person as proxy holder. The proxy holder may attend the General Meeting on behalf of the shareholder and will have the same rights as the shareholder represented. The Company itself or a member of the Executive Board or Supervisory Board may exercise voting rights as a proxy holder only insofar as the shareholder has explicitly provided detailed voting instructions regarding the individual items of the agenda.

The proxy must be granted to a specific person. A proxy in text form shall be sufficient in any case. If a shareholder has granted power of proxy to the depositary bank (Section 10a of the Austrian Stock Corporation Act) it shall be sufficient if in addition to submitting the deposit certificate the bank makes a statement that it has been granted power of proxy. It is also possible to grant power of proxy to multiple persons. Forms for granting power of proxy which may also be used to grant limited power of proxy are available on the Company website www.semperitgroup.com under the menu items "Investor Relations" and "General Meeting".

The proxy must be received no later than on **24 April 2023, 12:00 p.m. (CEST)** exclusively to the following addresses:

- i. E-mail address anmeldung.semperitgroup@hauptversammlung.at;
- ii. By SWIFT GIBAATWGGMS (Message Type MT598 or MT599, stating ISIN AT 0000785555 in the text),

whereby the proxy must be attached to the E-mail in text form, e.g., as PDF-file, and will be kept by the Company.

On the day of the General Meeting the proxy may only be submitted upon registration for the General Meeting at the venue of the meeting. The aforementioned provisions on granting power of proxy apply analogously to the revocation

of power of proxy. Any revocation shall be valid only when received at one of the aforementioned addresses respectively by the Company.

As a special, free of charge service, shareholders who are not able or do not wish to attend the General Meeting in person may have their voting rights in the General Meeting exercised by Mrs Verena Brauner as representative of the "Interessenverband für Anleger" (IVA, Austrian Association of Investors). As independent proxy holder Mrs Verena Brauner will exercise the voting rights exclusively in accordance with and bound by voting instructions given by the respective shareholders regarding the individual items of the agenda. Proxies without explicit voting instructions are invalid. Shareholders intending to grant power of proxy are not obliged to appoint Mrs Verena Brauner as their proxy holder. A special form for granting power of proxy or revocation of proxy to Mrs Verena Brauner may be downloaded at the Company website www.semperitgroup.com under the menu items "Investor Relations" and "General Meeting". The proxy granted to Mrs Verena Brauner must be received no later than on 24 April 2023, 12:00 p.m. (CEST) exclusively through one of the following addresses:

- i. E-mail address brauner.semperitgroup@hauptversammlung.at
- ii. By SWIFT GIBAATWGGMS (Message Type MT598 or MT599, stating ISIN AT 0000785555 in the text),

whereby the proxy must be attached to the E-mail in text form, e.g. as PDF-file, and will be kept by the Company.

Further information on the granting of proxy to Mrs Verena Brauner is also available under "Information on Shareholders' rights" on the Company website www.semperitgroup.com under the menu items "Investor Relations" and "General Meeting". Shareholders may also contact Mrs Verena Brauner directly by tel: +43 1 305 0291.

IV. Record Date and conditions of attendance of the General Meeting

Pursuant to Section 111 para 1 of the Austrian Stock Corporation Act, the right to attend the General Meeting and to exercise the shareholders' rights that are exercised during the General Meeting is determined by the shares held at the end of the tenth day before the date of the General Meeting (Record Date), therefore by the shares held on 15 April 2023, 12:00 a.m. (CEST).

Participation in the General Meeting is limited to persons who are shareholders on the Record Date and supply proof thereof to the Company.

In case of deposited bearer shares proof of shareholding at the Record Date is provided by submitting a deposit certificate pursuant to Section 10a of the Austrian Stock Corporation Act. The deposit certificate shall be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD. The deposit certificate must contain at least the information required according to Section 10a para 2 of the Austrian Stock Corporation Act. Deposit certificates will be accepted in German and English.

Proof of shareholder status at the Record Date in the form of a deposit certificate must be received no later than on the third working day before the General Meeting, i.e., by 20 April 2023 exclusively through one of the following addresses:

- i. for submission of the deposit certificate in text form, for which the Articles of Association pursuant to Section 15 para 3 are sufficient
By E-Mail anmeldung.semperitgroup@hauptversammlung.at
(deposit certificates in PDF format please)
- ii. for submission of the deposit certificate in text form
By SWIFT GIBAATWGGMS (Message Type MT598 or MT599 stating ISIN AT0000785555 in the text)

Further information on the conditions of participation in the General Meeting is also available on the Company website at www.semperitgroup.com under the menu items "Investor Relations" and "General Meeting".

V. Information to shareholders regarding data processing

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 Austrian Stock Corporation 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, if applicable, name and date of birth of the independent proxy) 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
- Participation and the 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 Austrian Stock Corporation 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**.

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 no. 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, the members of the Executive 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 Austrian Stock Corporation 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 Austrian Stock Corporation 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.

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.

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 or by using the following **contact details**:

Semperit AG Holding Attn.: Rechtsabteilung, Am Belvedere 10, 1100 Vienna.

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

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.

VI. 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 Semperit AG Holding 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 at the General Meeting.

The Company does not hold any treasury shares at the time of convening the General Meeting.

There are no multiple classes of shares.

Vienna, March 2023

The Executive Board

23.03.2023 CET/CEST

Language: English
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End of News

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