SEMPERIT ⓢ

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Semperit AG Holding: Other admission duties to follow
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Semperit Aktiengesellschaft Holding
FN 112544 g
ISIN AT 0000785555

Publication of the resolutions passed by the Annual General Meeting held on 23 April 2024 on the authorization to acquire and to sell own shares of the Company pursuant to Section 65 para 1 no 4 and no 8 and para 1a and 1b Austrian Stock Corporation Act (AktG) in conjunction with Section 119 para 9 Austrian Stock Exchange Act (BörseG) and Section 2 para2 Austrian Disclosure Regulation (VeröffentlichungsV)

In the 135. annual general meeting held on 23 April 2024 the following resolutions were adopted:

1. For a period of 30 months from the day on which the resolution is passed, the Management Board shall be authorized in accordance with Section 65 para 1 no 8 and para 1a and 1b of the Austrian Stock Corporation Act (AktG) - subject to the simultaneous revocation of the relevant resolutions adopted by the Annual General Meeting on 27 April 2022 -, with the consent by the Supervisory Board, to acquire own shares of the Company, whereby the lowest consideration to be paid at the time of repurchase is 25% below the weighted average closing price of the last 20 trading days prior to the start of the respective repurchase program and the highest consideration to be paid at the time of repurchase is 25% above the weighted average closing price of the last 20 trading days prior to the start of the corresponding repurchase program, and to determine the terms and conditions of the repurchase, whereby the Management Board shall publish the Management Board's resolution and the respective repurchase program based on it, including its duration, in accordance with the statutory provisions (each). The Management Board may exercise this authorization once or several times within the limits of the legal requirements regarding the maximum number of own shares permitted, up to a total limit of 10% of the share capital. The authorization may be exercised in whole or in part or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (Section 189a no 7 of the Austrian Commercial Code) or by third parties for the account of the Company. The acquisition can be carried out on or off-exchange in compliance with the legal requirements. Trading in own shares is excluded as the purpose of acquisition.
2. The Management Board is authorized, with the consent by the Supervisory Board, to redeem or resell the acquired own shares without a further resolution of the General Meeting and to determine the terms and conditions of sale. The authorization may be exercised in whole or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary company (Section 189a no 7 of the Austrian Commercial Code) or by third parties for the account of the Company. The Supervisory Board is authorized to adopt any amendments to the Articles of Association resulting from the redemption of shares.
3. For a period of 5 years from the date of the resolution - subject to the simultaneous revocation of the respective resolutions by the Annual General Meeting of 27 April 2022 - the Management Board is authorized, with the consent by the Supervisory Board, to determine, in accordance with Section 65 para 1b of the Austrian Stock Corporation Act (AktG), for the sale of own shares a legally permissible method of disposal other than via the stock exchange or a public offer and to resolve on any exclusion of the shareholders' right to repurchase (subscription right) and to determine the conditions of sale.

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