

## Information on shareholders' rights

### and information to shareholders regarding data processing with a view to the 134<sup>th</sup> Annual General Meeting on 25 April 2023

Dear shareholders!

Below please find a short overview of the conditions of attendance and the most important shareholders' rights in connection with the 134<sup>th</sup> Annual General Meeting of Semperit Aktiengesellschaft Holding ("**Company**") on 25 April 2023, 10.00 a.m. (CEST) at Novotel Wien Hauptbahnhof, Canettistraße 6, 1100 Vienna:

#### Attendance at the General Meeting, Record Date

The right to attend the General Meeting and to exercise the voting rights and the remaining shareholders' rights which are exercised during the Annual General Meeting is determined by the **shares held on Saturday, 15 April 2023, 12:00 a.m. CEST (Record Date)**. Shareholders wishing to attend the General Meeting and to exercise their shareholders' rights must prove to the Company that they are shareholders at the Record Date.

Proof of shareholder status at the Record Date shall be furnished in the form of a **deposit certificate** pursuant to section 10a of the Austrian Stock Corporations Act ("AktG") which must be received at one of the addresses mentioned below **by 20 April 2023**.

Deposit certificates are issued by the depositary bank and sent directly to one of the addresses mentioned below. They can be issued and mailed only after the Record Date. Information concerning its contents is provided below. Please inform your bank in due time before the Record Date that you wish to attend the General Meeting.

Deposit certificates shall be sent exclusively to one of the addresses mentioned below as follows:

- (i) via E-mail [anmeldung.semperitgroup@hauptversammlung.at](mailto:anmeldung.semperitgroup@hauptversammlung.at)
- (ii) via SWIFT GIBAATWGGMS (Message Type MT598 or MT599, stating ISIN AT 0000785555 in the text).

#### Deposit certificate pursuant to section 10a of the Austrian Stock Corporations 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, and must contain the following information:

1. the issuer, stating the name (company name) and address or a code common used in inter-bank communications;
2. the shareholder, stating the name (company name) and address, in case of natural persons additionally the date of birth, in case of legal persons the register and registration number under which the legal person is registered in the state of origin (if applicable);
3. deposit account number or other designation;
4. number and par value (if applicable) of shares held by the shareholder;

5. the date or period to which the deposit certificate refers.

A deposit certificate proving shareholder status for the purpose of attending the General Meeting must refer to the above-mentioned Record Date, i.e. **15 April 2023, 12:00 a.m. (CEST)**. Deposit certificates will be accepted in German or English. Shareholders will not be blocked by registration for the General Meeting nor by submitting a deposit certificate and, consequently, can continue disposing of their shares at their discretion even after registration and/or submitting a deposit certificate.

### **Possibility to appoint a proxy holder pursuant to sections 113 et seq of the Austrian Stock Corporations Act**

Any shareholder entitled to attend the General Meeting is entitled to appoint a natural or legal person as proxy holder. The proxy holder will 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. 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](http://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 one of the following addresses:

Per E-Mail	<a href="mailto:anmeldung.semperitgroup@hauptversammlung.at">anmeldung.semperitgroup@hauptversammlung.at</a> (the proxy must be attached to the E-mail in text form, e.g. as PDF-file)
Per SWIFT	GIBAATWGGMS (message type MT598 or MT599, stating ISIN AT 0000785555 in the text)

The proxy 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 shall apply analogously to 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. The company will bear the costs for the intervention of Mrs Verena Brauner as proxy holder. The respective

shareholders will bear all remaining costs, particularly bank charges for obtaining the deposit certificate or postal charges, by themselves.

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 or revocation of proxy to Mrs Verena Brauner (only available in German) may be downloaded at the Company website [www.semperitgroup.com](http://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:

Per E-Mail	<a href="mailto:brauner.semperitgroup@hauptversammlung.at">brauner.semperitgroup@hauptversammlung.at</a> (the proxy must be attached to the E-mail in text form, e.g. as PDF-file)
Per SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, stating ISIN AT 0000785555 in the text)

The proxy will be kept by the Company.

Mrs Verena Brauner (or an authorized sub-agent) will exercise the voting rights exclusively on the basis of voting instructions given by the respective shareholder. Proxies without explicit voting instructions are invalid. If there is an individual voting on a certain agenda item, the respective voting instruction will also apply to each sub item. Please note that the representative cannot be authorized to make a statement, raise objections against shareholders' resolutions or questions or file motions in the General Meeting. Shareholders may contact Mrs Verena Brauner directly by tel: +43 1 305 0291.

### **Putting additional items on the agenda pursuant to section 109 of the Austrian Stock Corporations Act**

Shareholders whose individual or aggregate shareholding equals five percent or more of the nominal capital 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 Corporations Act no later than on **4 April 2023** (12:00 a.m, CEST) by mail or courier at the address Semperit Aktiengesellschaft Holding, Attn.: Ms. Judit Helenyi, Am Belvedere 10, 1100 Vienna, or by SWIFT GIBAATWGGMS (Message Type MT598 or MT599, stating ISIN AT0000785555 in the text), or by e-mail [HV2023@semperitgroup.com](mailto:HV2023@semperitgroup.com).

Each such motion to put an additional item on the agenda must be accompanied by a proposal for a resolution and a statement of reasons. Sufficient proof of shareholder status is provided by submitting a deposit certificate pursuant to section 10a of the Austrian Stock Corporations Act, certifying that the shareholders filing the motion have held the shares continuously for at least three months prior to filing the motion, which must not be older than seven days when submitted to the Company. In case of an additional item to be put on the agenda, the supplemented agenda of the General Meeting will be announced publicly in electronic form on the company website [www.semperitgroup.com](http://www.semperitgroup.com) under the menu items "Investor Relations" and "General Meeting" 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**.

**Proposals for resolutions by shareholders pursuant to section 110 of the Austrian Stock Corporations Act**

Shareholders whose individual or aggregate shareholding equals 1% or more of the nominal capital may submit proposed resolutions in text form concerning any item on the agenda accompanied by a statement of reasons, and request that these proposals plus statement of reasons together with the names of the respective shareholders be made available on the Company website registered with the commercial register along with any comments of the Executive Board or Supervisory Board, provided that such request shall be received by the Company, no later than **14 April 2023** (12:00 a.m., CEST) by mail or courier to Semperit Aktiengesellschaft Holding, Attn. Ms. Judit Helenyi, Am Belvedere 10, 1100 Vienna, or by e-mail [HV2023@semperitgroup.com](mailto:HV2023@semperitgroup.com) with the request attached to the e-mail in text form (e.g. as PDF-file).

Such proposed resolutions will be made available on the company website [www.semperitgroup.com](http://www.semperitgroup.com) under the menu items "Investor Relations" and "General Meeting" no more than two working days from receipt and no later than **18 April 2023**.

Sufficient proof of shareholder status for the purpose of exercising this shareholders' right is provided by submitting a deposit certificate pursuant to section 10a of the Austrian Stock Corporations Act which must not be older than seven days when submitted to the Company.

Each proposal for a resolution must also be submitted in a German-language version (section 128 sub-section 5 of the Austrian Stock Corporations Act).

With respect to the election of members to Supervisory Board the following shall be taken into account: In case of a proposal for the election of a Supervisory Board member the statement of the proposed person pursuant to section 87 sub-section 2 of the Austrian Stock Corporations Act replaces the statement of reasons. In advance of the election, the nominated person has to substantiate his/her professional qualification, his/her work related or comparable functions as well as all circumstances, which could cause any conflict of interests, during the General Meeting.

The Company is subject to the scope of application of section 86 para 7 Austrian Stock Corporations Act and must take into account the minimum shareholding requirement pursuant to section 86 para 7 Austrian Stock Corporations Act.

**Advice on the right to obtain information and to file motions pursuant to sections 118 et seq of the Austrian Stock Corporations Act**

Pursuant to section 118 of the Austrian Stock Corporations Act, shareholders 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. Providing information may also be denied if such information

has been continuously available on the Company website registered with the commercial register in the form of question and answer for at least seven days prior to the beginning of the General Meeting. We kindly ask you to send any questions requiring extensive preparation to answer to the Company in text form (e.g. as PDF-file) exclusively to the E-mail address HV2023@semperitgroup.com in due time.

Pursuant to section 119 of the Austrian Stock Corporations Act, at the General Meeting any shareholder is entitled to file motions which are not subject to prior publication concerning any item on the agenda. Exercising this right is subject to furnishing proof of the right to attend the General Meeting as set out in the convocation.

Only resolution proposals which were made public according to section 110 pt. 1 Austrian Stock Corporation Act, and which were repeated as a proposal during the meeting can be voted on.

### **Opening of doors and registration**

Doors for the General Meeting will open on **25 April 2023, at 9:15 a.m. (CEST)**.

The shareholders and proxy holders are requested to show an identity document with a photograph (driver's license, passport, ID card) at the entrance to the General Meeting. We kindly ask the shareholders and proxy holders to take into account the high number of participants to be expected and the usual safety precautions when planning the timing of their arrival.

### **Information to shareholders regarding data processing**

#### **1. Which personal data of shareholders is processed and for what purposes?**

Semperit Aktiengesellschaft Holding processes **personal data** of shareholders (in particular those pursuant to Sec 10a sub-section 2 Austrian Stock Corporations Act, i.e. name, address, date of birth, number of the securities deposit, number of shares of the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy holder) 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 of shareholders in the General Meeting and exercise of shareholder rights
- 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 Corporations 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 Aktiengesellschaft Holding is controller as defined in Art 4 pt. 7 GDPR.

## 2. To whom is the shareholders' personal data transferred?

Semperit Aktiengesellschaft 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 Aktiengesellschaft Holding as is necessary for the performance of the commissioned service, and, where they are processors as defined in Art 4 pt. 8 GDPR, process the data solely on instructions of Semperit Aktiengesellschaft Holding. Where legally required, Semperit Aktiengesellschaft Holding has concluded a **data protection agreement** with these service providers.

If a shareholder participates in the General Meeting, all present shareholders or their representatives respectively, 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 Corporations Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding relationship). Semperit Aktiengesellschaft 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 Stock Austrian Corporations 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 Aktiengesellschaft Holding or vice versa by Semperit Aktiengesellschaft 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 Aktiengesellschaft Holding free of charge at the E-mail address [data.privacy@semperitgroup.com](mailto:data.privacy@semperitgroup.com) or by using the following **contact details**:  
Semperit Aktiengesellschaft Holding Attn.: Rechtsabteilung, Am Belvedere 10, 1100 Wien.

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 Aktiengesellschaft Holding [www.semperitgroup.com](http://www.semperitgroup.com).

*This document is published in German and in a non-binding English convenience translation.*