

## **The 124th Annual General Meeting of Shareholders / 2013**

### **INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109, 110 AND 118 AKTG (AKTIENGESETZ = AUSTRIAN STOCK CORPORATION ACT)**

#### **Additions to the agenda pursuant to Section 109 AktG**

Shareholders whose aggregate shareholding equals 5% or more of the Company's share capital may request in writing that additional items be put on the agenda of this Annual General Meeting, and that these be made public, provided that these shareholders have held the shares for at least three months prior to making the request. Such a request shall only be considered if it is received by the Company in writing no later than April 9, 2013 at the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department.

Each requested addition to the agenda must include a draft resolution and an explanation of the reasons for the proposal. A safe custody receipt in accordance with section 10a AktG shall suffice as proof of shareholder status. This confirmation, which may not be more than seven days old at the time it is submitted to the Company, must confirm that the shareholders have held the shares for at least three months prior to submitting such a request.

In the case of bearer shares that are not held in a securities account a written confirmation issued by a notary which meets the conditions set out above for the safe custody receipt (with the exception of the securities account number) will suffice.

#### **Resolution proposals of shareholders pursuant to Section 110 AktG**

Shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may propose draft resolutions in writing in respect of each item on the agenda of this Annual General Meeting, accompanied by a statement detailing the names of the shareholders seeking adoption of the resolution and explaining the reasons for their proposal, and request that this proposal and statement along with any response by the Management Board or Supervisory Board be made available on the Company's website. Shareholder requests of this kind will only be considered if they are submitted in writing and received by the Company no later than April 18, 2013, either by fax to +43-1-79777-601, by mail to the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department, or by email to [Hauptversammlung@semperitgroup.com](mailto:Hauptversammlung@semperitgroup.com) in which case the text of the proposal must be enclosed with the email, for example as a PDF file.

With regard to a proposal relating to the election of a Supervisory Board member, a statement made by the proposed candidate pursuant to Section 87 (2) AktG is required in place of an explanation of reasons. A safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status to exercise these shareholder rights, provided that the confirmation is not more than seven days old at the time it is submitted to the Company.

In the case of bearer shares that are not held in a securities account, confirmation in writing issued by a notary which meets the conditions set out above for the safe custody receipt (with the exception of the securities account number) will suffice.

Every proposed resolution must also be submitted in German.

## **Safe custody receipt pursuant to Section 10a AktG**

The safe custody receipt is to be issued by the depositary bank, which must be 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:

- Information on the issuer: name or company name and address or code commonly used for interbank transactions (SWIFT code),
- Information on the shareholder: name or company name, address, date of birth for natural persons, Commercial Register and registration number for legal entities where applicable,
- Information on the shares: number of shares held by the shareholder, and, in the case of par value shares, the nominal amount; for several classes of share, a description of the share class or the standard international security identification number;
- Securities account number or other designation,
- Date to which the safe custody receipt relates.

The safe custody receipt will be accepted in either German or English.

The safe custody receipt may not be transmitted by SWIFT (§ 262 (20) AktG). Safe custody receipts must be sent exclusively to the following address:

By mail            Semperit Aktiengesellschaft Holding  
                          Attn: Legal Department Modecenterstrasse 22,  
                          1031 Vienna

By fax: +43 (1) 79 777 601

A safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status to exercise these shareholder rights, provided that the confirmation is not more than seven days old at the time it is submitted to the Company.

### **Bearer shares not held in a securities account**

In the case of bearer shares which are not held in a securities account, written confirmation by an Austrian notary public shall suffice as proof of shareholding, provided that this confirmation is received by the Company no later than the above-mentioned date and exclusively at the aforementioned address. The requirements stated below with regard to the contents of the safe custody receipt shall apply analogously to the confirmation by an Austrian notary public (with the exception of the securities account number).

## **Notice regarding information rights pursuant to Section 118 AktG**

Every shareholder attending the Annual General Meeting is entitled, upon request, to be provided with information concerning the Company's affairs, to the extent that this information is required to enable the shareholder to properly evaluate the relevant items on the agenda. The duty to provide information also includes the legal and business relations of the company to an affiliated business. If the consolidated annual financial statements and the group management report are presented at the Annual General Meeting of Shareholders of a parent company [Section 244 UGB (Unternehmensgesetzbuch = Business Enterprise Code)], then the information duty also extends to the circumstances of the group as well as businesses included in the consolidated annual financial statements.

Information is to be provided in a manner in accordance with the principles of conscientious and accurate accountability.

Information may be declined to be provided if:

1. Such information could, based on sound business judgment, be used to significantly prejudice the position of the company or an affiliated business, or
2. To communicate such information would constitute a criminal offence.

Information does not have to be provided either if it was continuously available on the web site of the company in the form of questions and answers at least seven days before the start of the Annual General Meeting of Shareholders.

**Information regarding the right of shareholders to bring motions during the course of the Annual General Meeting pursuant to Section 119 AktG**

Every shareholder is entitled to bring motions in the Annual General Meeting regarding every item on the agenda. This presupposes the ability to demonstrate a right to take part in the sense of the purpose for which the meeting has been convened.