

# Major holdings notification pursuant to Sec. 130 to 134 BörseG 2018

Wien, 30.5.2018

## Overview

**Notification made after deadline**

Caution: In case of violations of major holdings notification rules, please pay attention to Section 137 BörseG 2018 (Suspension of voting rights)

|   |  |   |                                       |  |
|---|--|---|---------------------------------------|--|
| <b>1. Issuer:</b> Semperit Aktiengesellschaft Holding   |  |   |                                       |  |
| <b>2. Reason for the notification:</b> Acquisition or disposal of voting rights<br>Acquisition or disposal of financial/other instruments |  |   |                                       |  |
| <b>3. Person subject to notification obligation</b><br><b>Name:</b> B&C Privatstiftung<br><b>City:</b> Wien<br><b>Country:</b> Österreich |  |   |                                       |  |
| <b>4. Name of shareholder(s):</b> B&C Semperit Holding GmbH, B&C Phi Holding GmbH   |  |   |                                       |  |
| <b>5. Date on which the threshold was crossed or reached:</b> 29.5.2018   |  |   |                                       |  |
| <b>6. Total positions</b>   |  |   |                                       |  |
|   | % of voting rights attached to <b>shares (7.A)</b> | % of voting rights through <b>financial/other instruments (7.B.1 + 7.B.2)</b> | <b>Total</b> of both in % (7.A + 7.B) | <u>Total number of voting rights of issuer</u> |
| Resulting situation on the date on which threshold was crossed / reached  | 54,18 %  | 0,00 %  | 54,18 %                               | 20 573 434                                     |
| Position of previous notification (if applicable)   |  |   | 54,18 %                               |  |

## Details

### 7. Notified details of the resulting situation:

| <b>A: Voting rights attached to shares</b> |                                    |                                      |                                    |                                      |
|--|------------------------------------|--------------------------------------|------------------------------------|--------------------------------------|
| ISIN Code                                  | Number of voting rights            |                                      | % of voting rights                 |                                      |
|  | Direct<br>(Sec 130 BörseG<br>2018) | Indirect<br>(Sec 133 BörseG<br>2018) | Direct<br>(Sec 130 BörseG<br>2018) | Indirect<br>(Sec 133 BörseG<br>2018) |
| AT0000785555                               |                                    | 11 145 917                           |                                    | 54,18 %                              |
| <b>SUBTOTAL A</b>                          | 11 145 917                         |                                      | 54,18 %                            |                                      |

| <b>B 1: Financial / Other Instruments pursuant to Sec. 131 para. 1 No. 1 BörseG 2018</b> |                 |                 |   |                    |
|--|-----------------|-----------------|---|--------------------|
| Type of instrument   | Expiration Date | Exercise Period | Number of voting rights that may be acquired if the instrument is exercised | % of voting rights |
|  |                 |                 |   |                    |
| <b>SUBTOTAL B.1</b>  |                 |                 |   |                    |

| <b>B 2: Financial / Other Instruments pursuant to Sec. 131 para. 1 No. 2 BörseG 2018</b> |                 |                 |                            |                         |                    |
|--|-----------------|-----------------|----------------------------|-------------------------|--------------------|
| Type of instrument   | Expiration Date | Exercise Period | Physical / Cash Settlement | Number of voting rights | % of voting rights |
|  |                 |                 |                            |                         |                    |
| <b>SUBTOTAL B.2</b>  |                 |                 |                            |                         |                    |

**8. Information in relation to the person subject to the notification obligation:**

Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer.

Full chain of controlled undertakings through which the voting rights and/or the financial/other instruments are effectively held starting with the ultimate controlling natural person or legal entity:

| No. | Name                               | <u>Directly</u><br>controlled by<br>No. | <b>Shares</b> held<br><u>directly</u> (%) | <b>Financial/other</b><br><b>instruments</b><br>held <u>directly</u><br>(%) | <b>Total</b> of both<br>(%) |
|-----|------------------------------------|---|---|---|-----------------------------|
| 1   | B&C Privatstiftung                 |   |   |   |                             |
| 2   | B&C Holding Österreich GmbH        | 1                                       |   |   |                             |
| 3   | B&C Industrieholding GmbH          | 2                                       |   |   |                             |
| 4   | B&C Semperit Holding GmbH          | 3                                       | 50,00 %                                   |   | 50,00 %                     |
| 5   | B&C Holding GmbH                   | 3                                       |   |   |                             |
| 6   | B&C<br>Beteiligungsmanagement GmbH | 5                                       |   |   |                             |
| 7   | Austrowaren<br>HandelsgmbH         | 6                                       |   |   |                             |
| 8   | B&C Kratos Holding GmbH            | 7                                       |   | 4,18 %  | 4,18 %                      |
| 9   | B&C Phi Holding GmbH               | 8                                       | 4,18 %                                    |   | 4,18 %                      |
|     |                                    |   |   |   |                             |

**9. In case of proxy voting**

Date of general meeting: -

Voting rights after general meeting: - is equivalent to - voting rights.

**10. Sonstige Kommentare:**

[Courtesy translation into English from German original:]

B&C Industrieholding GmbH has contributed the participation in the B&C Phi Holding GmbH held by it to B&C Kratos Holding GmbH. Due to this contribution, the chain of controlled undertakings with regard to the 859,199 voting rights (corresponds to around 4.18% of the share capital and voting rights) in Semperit Aktiengesellschaft Holding held directly by B&C Phi Holding GmbH has changed.

In a next step, the assets of B&C Phi Holding GmbH will be transferred to the present sole shareholder, B&C Kratos Holding GmbH, in the course of an intragroup merger. Due to this merger, the 859,199 voting rights (corresponds to around 4.18% of the share capital and voting rights) in Semperit Aktiengesellschaft Holding held directly by B&C Phi Holding

GmbH will be transferred. After implementation of the merger, the B&C Kratos Holding GmbH will hold 859,199 voting rights (corresponds to around 4.18% of the share capital and voting rights) in Semperit Aktiengesellschaft Holding. B&C Phi Holding GmbH will be deleted with the merger and hold no more voting rights in Semperit Aktiengesellschaft Holding. Notice is hereby given of the voting rights affected by this merger pursuant to Section 131 of the Austrian Stock Exchange Act 2018.

Pursuant to Section 133 (4) of the Austrian Stock Exchange Act 2018, a total of 11,145,917 voting rights (corresponds to around 54.18% of the share capital and voting rights) in Semperit Aktiengesellschaft Holding remain attributable to B&C Privatstiftung via its indirect subsidiaries B&C Semperit Holding GmbH and B&C Phi Holding GmbH.

[German original:]

Die B&C Industrieholding GmbH hat die von ihr gehaltene Beteiligung an der B&C Phi Holding GmbH in die B&C Kratos Holding GmbH eingebracht. Aufgrund dieser Einbringung hat sich die Kette der kontrollierten Unternehmen im Hinblick auf die von der B&C Phi Holding GmbH direkt gehaltenen 859.199 Stimmrechte (entspricht rund 4,18% des Aktienkapitals und der Stimmrechte) an der Semperit Aktiengesellschaft Holding geändert.

In einem nächsten Schritt soll im Zuge einer gruppeninternen Verschmelzung das Vermögen der B&C Phi Holding GmbH auf ihre nunmehrige Alleingesellschafterin, die B&C Kratos Holding GmbH übertragen werden. Aufgrund dieser Verschmelzung werden die von der B&C Phi Holding GmbH direkt gehaltenen 859.199 Stimmrechte (entspricht rund 4,18% des Aktienkapitals und der Stimmrechte) an der Semperit Aktiengesellschaft Holding auf die B&C Kratos Holding GmbH übertragen werden. Nach Durchführung dieser Verschmelzung wird die B&C Kratos Holding GmbH 859.199 Stimmrechte (entspricht rund 4,18% des Aktienkapitals und der Stimmrechte) an der Semperit Aktiengesellschaft Holding halten. Die B&C Phi Holding GmbH wird mit der Verschmelzung gelöscht werden und keine Stimmrechte mehr an der Semperit Aktiengesellschaft Holding halten. Die von dieser Verschmelzung betroffenen Stimmrechte werden hiermit gemäß § 131 BörseG 2018 bekanntgegeben.

Der B&C Privatstiftung sind unverändert, über ihre indirekten Tochtergesellschaften B&C Semperit Holding GmbH und B&C Phi Holding GmbH, gemäß § 133 Z 4 BörseG 2018

insgesamt 11.145.917 Stimmrechte (entspricht rund 54,18% des Aktienkapitals und der Stimmrechte) an der Semperit Aktiengesellschaft Holding zuzurechnen.

Wien am 30.5.2018