

SEMPERIT AKTIENGESELLSCHAFT HOLDING

Vienna, (Commercial Register Number) 112544 g

Invitation to the 121st Annual General Meeting

We cordially invite our shareholders to the Annual General Meeting of Semperit Aktiengesellschaft Holding, to be held on **Wednesday, April 28, 2010 at 10:00 a.m.** in the festival room of the Federation of Austrian Industries, Schwarzenbergplatz 4, 1030 Vienna.

AGENDA

1. Presentation of the approved Annual Financial Statements, the Management Report and Corporate Governance Report, along with the Consolidated Financial Statements and the Consolidated Management Report, the proposal for the appropriation of the balance sheet profit and the Report of the Supervisory Board for the 2009 financial year.
2. Resolution on the appropriation of the balance sheet profit.
3. Resolution on the discharge of the members of the Management Board for the 2009 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2009 financial year.
5. Appointment of the auditor of the annual financial statements and the consolidated financial statements for the 2010 financial year.
6. Elections to the Supervisory Board.
7. Resolution on the following amendments to the Articles of Association:

in Section 4 (2)

The right of shareholders to be issued individual share certificates is excluded, also in the case of debentures and profit sharing rights, pursuant to Section 174 of the Austrian Stock Corporation Act (AktG).

Section 10 (1)

The Supervisory Board shall consist of a minimum of three and a maximum of ten members who are elected by the Annual General Meeting.

Section 10 (3)

By-election for members of the Supervisory Board within the context of an Extraordinary General Meeting if the number of Supervisory Board members falls below the level of three.

in Sections 18 and 19

Right to participate in the Annual General Meeting and to exercise their voting rights in accordance with the stipulations contained in the Austrian Stock Corporation

Amendment Act 2009.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

As of April 6, 2010, the following documents will be available for inspection by shareholders at the business premises of the company's headquarters located at Modecenterstrasse 22, 1031 Vienna, Department of Investor Relations:

- Financial Statements including Management Report,
 - Corporate Governance Report,
 - Consolidated Financial Statements including Consolidated Management Report,
 - Proposal for the Appropriation of the Balance Sheet Profit,
 - Report of the Supervisory Board,
- each relating to the 2009 financial year;
- Draft resolutions on items 2 – 7 of the agenda,
 - Statements by the candidates for the elections to the Supervisory Board under TOP 6, pursuant to Section 87 (2) AktG.

Upon request, every shareholder will be promptly sent a copy of these documents free of charge.

These documents as well as the complete text of this invitation and the form for appointing or revoking a proxy holder will also be available for downloading from the Company's website as of April 6, 2010 at www.semperit.at/investor_relations and at the Annual General Meeting.

INFORMATION ON SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109,110 AND 118 AKTG

Shareholders whose total 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 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 written form no later than April 7, 2010 at the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department. Each requested addition to the agenda must include a proposal for such 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 must confirm that the shareholder has been a holder of the shares for at least three months prior to submitting such a request and may not be more than seven days old at the time it is submitted to the Company. In respect to any other requirements related to the safe custody receipt, reference is made to the detailed information on the right to participate.

Shareholders whose aggregate shareholdings equals 1% or more of the Company's share capital, may propose draft resolutions in writing in respect to each item on the agenda of this Annual General Meeting accompanied by a statement explaining the reasons for such a 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 sent in written form and received by the Company no later than April 19, 2010, either per fax sent to +43-1-79777-601 or by mail to the address Modecenterstrasse 22, 1031 Vienna, Attn: Legal Department, or by email to Hauptversammlung2010@semperit.at, in which case the text of the proposal in written form, for example as a PDF file, must be enclosed with the email. 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 shareholder's rights, provided that the confirmation is not more than seven days old at the time it is submitted to the Company. For all other requirements concerning the safe custody receipt, reference is made to the detailed information on the right to participate.

In the case of bearer shares that are not deposited it is sufficient to submit a written confirmation issued by a notary for which the same applies analogously as for the safe custody receipt mentioned above (with the exception of the safe custody number).

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.

Further information on the rights of shareholders pursuant to Sections 109, 110 and 118 AktG are available effective immediately on the Website of the Company.

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

Due to the changes made in the Austrian Stock Corporation Act by the Austrian Stock Corporation Amendment Act 2009, the stipulations contained in the Company's Articles of Association do not apply with regard to the convocation of the Annual General Meeting, the depositing of shares as the basis for being entitled to participate and exercise voting rights as a shareholder.

The right to participate in the Annual General Meeting and to exercise voting rights and all other shareholder rights in the course of the Annual General Meeting depend on the shares held at the end of April 18, 2010 (record date).

Participation is limited to persons who are in possession of shares on the record date.

Deposited bearer shares

For the no par value bearer shares held in a securities deposit account, the safe custody receipt in accordance with Section 10a AktG shall suffice as proof of shareholder status as the basis for exercising this shareholder right, provided that this confirmation is received by the Company **no later than April 23, 2010**, exclusively at one of the following addresses:

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

By fax: +43 (1) 79 777 601

The safe custody receipt may not be transmitted by SWIFT (§ 262 (20) AktG).

Bearer shares not deposited

In the case of bearer shares which are not deposited, written confirmation by an Austrian public notary shall suffice as proof of shareholding, provided that this confirmation is received by the

Company no later than the above-mentioned date of April 23, 2010, and exclusively at the aforementioned address. The requirements stated below with regard to the contents of the safe deposit receipt shall apply analogously to the confirmation by an Austrian public notary (with the exception of the custody account number).

Safe deposit receipt pursuant to Section 10a AktG

The safe custody receipts are to 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 on the issuer: name/company and address or code commonly used in business transactions between banks (SWIFT Code),
- Information on the shareholder: name/company, address, date of birth for natural persons, register and register number for legal persons where applicable,
- Information on the shares: number of shares held by the shareholder, or, in the case of par value shares, the nominal amount; for several other classes of shares, a description of the type of share or the internationally used security identification number,
- Safe deposit number or other designation,
- Date or period of time to which the safe custody receipt refers.

The safe custody receipt as proof of shareholding as the basis for participating in the Annual General Meeting must refer to the above-mentioned record date of April 18, 2010, which serves as the deadline for submission of proof.

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

Notice of the intention to attend the Annual General Meeting or submission of safe deposit receipt does not in any way block shareholder actions with regard to their shares. Accordingly, shareholders may dispose freely of their shares after having given notice of their intention to participate in the Annual General Meeting or having submitted safe deposit receipt.

PARTICIPATION BY PROXY

Every shareholder entitled to participate in the Annual General Meeting has the right to appoint a representative who will attend the meeting on behalf of the shareholder, and who is vested with the same rights as the shareholder whom he/she represents.

The proxy authorisation must be conferred on a specific person (natural or legal) in writing. It is also possible to appoint several proxy holders.

The appointment of a proxy holder must be received by the Company exclusively at one of the following addresses:

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

By fax: +43 (1) 79 777 601

By email: Hauptversammlung2010@semperit.at, in which case the text of the proposal in

written form, for example as a PDF file, must be enclosed with the email.

Personally: when registering at the Annual General Meeting

Inasmuch as the proxy authorisation is not personally submitted when registering on the day of the Annual General Meeting, it must be received by the Company no later than by 4:00 p.m. on April 27, 2010, the day before the Annual General Meeting.

The forms for the appointment (or revocation) of a proxy holder will be sent to shareholders upon request, or can be downloaded from the Company's website at www.semperit.at/investor_relations.

If a shareholder has appointed the credit institution maintaining his or her deposit account as the proxy holder, the credit institute only needs to submit notification of its appointment as the proxy holder in addition to the safe deposit receipt. The above-mentioned requirements applying to the transmission of the safe deposit receipt shall apply analogously to the transmission of this notification.

The above-stated requirements for the appointment of a proxy holder shall apply analogously to the revocation of proxy.

Total number of shares and voting rights

The share capital of the Company amounts to EUR 21,358,996.53 at the date of the convocation of the Annual General Meeting, and is divided into 20,573,434 no par value bearer shares, of which 20,573,434 shares are entitled to one vote each. The Company does not own any treasury stock.

Vienna, March 2010

The Management Board

Translation into English only for convenience of our international shareholders, the German version of this invitation is the only official one.