

Report of the Management Board
of
Semperit Aktiengesellschaft Holding
FN (Commercial Register Number) 112544 g
in accordance with Section 170 (2) and 153 (4) of the Austrian Stock Corporation Act
(exclusion of subscription rights when carrying out a capital increase from the authorised
share capital)
on item 8 of the agenda of the 127th Annual General Meeting

In the 127th Annual General Meeting of Semperit Aktiengesellschaft Holding, FN 112544 g, Modecenterstraße 22, 1031 Vienna (the "**Company**"), which will be held on 26 April 2016, a proposal has been submitted to authorise the Management Board of the Company for a period of five years from the date on which the amended Articles of Association are recorded in the commercial register, subject to the approval by the Supervisory Board, to raise the Company's share capital by issuing up to 10,286,717 new bearer shares against cash and/or contributions in kind so as to bring the notional total to a maximum of EUR 10,679,498.27, and to set the issue price and further issue conditions.

Shareholders may be granted legal subscription rights in such a way as to allow the capital increase to be assumed by a bank or group of banks, subject to the proviso that said bank or group of banks offer the capital increase to the shareholders in accordance with their subscription rights (indirect subscription rights).

In addition, the Management Board of the Company is to be authorised, subject to the consent of the Supervisory Board, to limit the subscription rights of shareholders when carrying out a capital increase from the authorised share capital, but only in order to prevent the formation of fractional subscription rights.

The Supervisory Board is to be authorised to approve amendments to the Articles of Association in order to reflect the issue of shares from the authorised capital.

Pursuant to the statutory provisions in accordance with Section 170 (2) in conjunction with Section 153 (4) of the Austrian Stock Corporation Act (AktG), the Management Board of the Company hereby issues the following

REPORT:

At the 123rd Annual General Meeting that was held on 23 April 2012 the Management Board of the Company was authorised for a period of five years from the date on which the amended Articles of Association were recorded in the commercial register to raise the Company's share capital by issuing new shares against cash and/or contributions in kind (authorised share capital). As of today this authorisation has not been utilised. The authorisation is to be renewed at the 127th Annual General Meeting to be held on 26 April 2016.

Section 170 (1) of the AktG in conjunction with Section 153 of the AktG stipulates that shareholders have a legal right to subscribe to the shares issued when a capital increase is conducted from the authorised share capital to the extent of their current shareholding.

As set out in the current authorisation, the proposed authorisation of the Company's Management Board that is to be adopted in the 127th Annual General Meeting provides for

the limitation of shareholders' subscription rights, subject to the consent of the Supervisory Board, in order to prevent fractional subscription rights.

Fractional subscription rights are partial claims to subscribe to a share in a subscription rights offering. They arise when the specific extent of the capital increase results in an unfavourable subscription ratio.

As the formation of such fractional subscription rights tends to make it difficult to exercise subscription rights, particularly for investors with only small holdings, such a limitation of subscription rights to avoid the formation of fractional subscription rights is typically in the interest of minority shareholders and therefore justified in principle.

When utilising the authorisation to be adopted, the Management Board of the Company will naturally undertake measures to define the conditions of such an increase in the Company's capital through authorised share capital in a way that prevents whenever possible the formation of fractional subscription rights. In any case it will be ensured that all shareholders are treated equally.

Vienna, April 2016

The Management Board