

## Draft resolutions

**124th Annual General Meeting of Semperit Aktiengesellschaft Holding, Tuesday, 30 April 2013, 10am, in Tech Gate Vienna, Donau City Str. 1, 1220 Vienna.**

### Draft resolutions

#### I. Regarding Item 2 on the agenda:

##### **Adoption of a resolution on the appropriation of net profit.**

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

#### **Resolution**

*"The Management and Supervisory Board propose to distribute the net profit totalling EUR 16,940,885.30 as recorded in the company's annual financial statements as at 31 December 2012 as follows:*

- *a dividend of EUR 0.80 to be paid per eligible share;*
- *the dividend to be paid on 14 May 2013*
- *the remaining net profit (EUR 482,138.10) to be carried forward."*

**II. Regarding Item 3 on the agenda:****Adoption of a resolution formally approving the actions of the members of the Management Board for the 2012 financial year.**

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

**Resolution**

*"The actions of the members of the Management Board of Semperit Aktiengesellschaft Holding in financial year 2012 are formally approved."*

**III. Regarding Item 4 on the agenda:****Adoption of a resolution formally approving the actions of the members of the Supervisory Board for the 2012 financial year.**

The Management and Supervisory Boards propose that the Annual General Meeting adopt the following

**Resolution**

*"The actions of the members of the Supervisory Board of Semperit Aktiengesellschaft Holding in financial year 2012 are formally approved."*

**IV. Regarding Item 5 on the agenda:****Appointment of an auditor to review the annual financial statements and the consolidated financial statements for 2013.**

In line with the Audit Committee's recommendation, the Supervisory Board proposes that the Annual General Meeting adopt the following

**Resolution**

*"Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be appointed to audit the company's annual financial statements and management report as well as the consolidated financial statements and management report for 2013."*

**V. Regarding Item 6 on the agenda:****Election of two members to the Supervisory Board**

The Supervisory Board proposes that the Annual General Meeting adopt the following

**Resolutions**

*"To elect Dr. Michael Junghans to the Supervisory Board of Semperit Aktiengesellschaft Holding until the conclusion of the Annual General Meeting at which the 2015 financial reports are approved."*

*"To elect Andreas Schmidradner to the Supervisory Board of Semperit Aktiengesellschaft Holding until the conclusion of the Annual General Meeting at which the 2015 financial reports are approved."*

**Explanatory statement**

Article 10 of the Articles of Association states that the Supervisory Board must consist of a minimum of three and a maximum of ten members, who are elected by the Annual General Meeting for a five-year term. In accordance with the past nominations, the election shall be for a three-year term. The Supervisory Board currently comprises six members duly elected by the Annual General Meeting.

The conclusion of the Annual General Meeting on 30 April 2013 marks the end of the terms of Supervisory Board members Dr. Michael Junghans and Andreas Schmidradner.

The Supervisory Board proposes that the Annual General Meeting elect

Dr. Michael Junghans  
Andreas Schmidradner

for another term to run to the conclusion of the Annual General Meeting at which the 2015 financial reports are approved. Dr. Michael Junghans and Andreas Schmidradner have given a declaration in accordance with Article 87 (2) of the Austrian Stock Corporation Act (AktG). The declarations are available on the company's website.

#### **VI. Regarding Item 7 on the agenda:**

##### **Resolution on the remuneration of the Supervisory Board.**

**The Management and Supervisory Boards propose that the Annual General Meeting adopt the following**

##### **Resolution**

*"In accordance with Article 15 of the Articles of Association, the remuneration of the Supervisory Board for its activities in 2012 shall consist of the following components:*

- base remuneration of EUR 20,000 (premium of 50% for the Chairman and 25% for the Deputy Chairman)*
- remuneration of EUR 2,500 for each membership in a committee*
- attendance fee of EUR 1,000 per each Supervisory Board session and EUR 500 per each committee meeting."*