

# REMUNERATION REPORT 2021



**SEMPERIT**

## Remuneration report of Semperit AG Holding for 2021

### Financial year 2021

The Semperit Group exceeded the previous year's excellent result by a considerable margin yet again in the 2021 reporting period and achieved another record result, despite the difficult global market environment: EBITDA amounted to EUR 361.8 million (previous year: EUR 208.6 million). The industrial sector saw a strong recovery in revenue and orderbook, despite supply chain issues, logistical challenges (container prices and availability) and raw material shortages as well as raw material price increases. This trend approached the pre-COVID level in the course of 2021 – and even surpassed it partially. By contrast, the pandemic-related special effects on glove prices in the medical business have clearly passed the plateau; average prices have decreased noticeably, in particular since the end of the second quarter of 2021. Nevertheless, the record result in the 2021 reporting year can be substantially attributed to the medical sector. All things considered, the continued strong performance of the Semperit Group in the environment of supply chain problems and logistical challenges that can be observed in all industries worldwide should be appreciated all the more. On the one hand, the development of earnings after tax reflects the positive operating result, while on the other hand it was mitigated by foreign currency effects in the financial result that can be attributed to the US dollar (USD) exchange rate trend and by higher tax expenses. It now amounts to EUR 247.1 million (2020: EUR 194.6 million). ROCE was 53.1% (2020: 48.3%) thanks to the very good result combined with an increase in capital employed.

### Remuneration policy and remuneration report

The remuneration report is intended to provide a comprehensive overview of the remuneration owed and granted to current and former members of the Executive Board and the Supervisory Board during the last financial year, including all benefits in any form. The legal basis for this is formed by the statutory requirements of the Austrian Stock Corporation Act (Sections 78c et seq. AktG (Aktiengesetz)).

The remuneration policy of Semperit AG Holding defines the principles which are used for determining the remuneration of the Executive Board and the Supervisory Board of Semperit AG Holding (Semperit). The remuneration system implements the statutory requirements of the Austrian Stock Corporation Act (Sections 78 et seq. AktG) and the recommendations of the Austrian Code of Corporate Governance (ÖCGK). The primary aim of the remuneration policy is to promote long-term and sustainable business development.

The current remuneration system for the members of the Executive Board of Semperit AG Holding has been in effect since 2019 and was approved at the Annual General Meeting held on 22 July 2020. The remuneration report for 2020 was submitted to the Annual General Meeting held on 27 April 2021 for approval. 67.9% of the share capital was represented at the vote. 99.3% of the votes were cast in favour of adopting the resolution, as a result of which the Remuneration Committee of the Supervisory Board has retained the reporting form for the 2021 financial year.

Due to the increasingly important issue of sustainability for all companies and especially for Semperit AG Holding, the remuneration policy principles is planned to be adapted with effect from financial year 2022. In addition to the existing criteria, the long-term variable performance bonus (LTI) is to be expanded to include two to four sustainability targets for Executive Board members. The new remuneration policy will be submitted to the Annual General Meeting to be held on 27 April 2022 as a proposal for resolution. The sustainability objectives for the LTI tranches were not yet applied in the 2021 financial year.

## Remuneration of the Executive Board

### Principles of remuneration of members of the Executive Board

The Nomination and Remuneration Committee of the Supervisory Board is responsible for preparing, regularly revising and controlling the implementation of the remuneration policy for the Executive Board. Final determination of the remuneration policy is the responsibility of the entire Supervisory Board. If need be, the Committee and/or the Supervisory Board will be supported by an external remuneration advisor. To avoid conflicts of interest it is ensured that the advisor who may be used does not advise the Executive Board on remuneration issues at the same time.

The tasks and activities of the Executive Board members, the situation of the company and the customary levels of remuneration are taken into consideration when fixing the remuneration of the Executive Board. Work experience and responsibility of the Executive Board members, as well as the scope and complexity of their work will be taken into account. A horizontal remuneration comparison to other Austrian and German industrial enterprises ensures that the remuneration of the Executive Board is competitive and in conformity with the market and will attract, motivate and bind the most qualified Executive Board members to the company. In addition, the remuneration and employment conditions of the company's employees will be taken into account to put the remuneration of the Executive Board in context with the company's remuneration structure.

Executive Board members are employed at local Austrian conditions. Thus, remuneration components are fixed in euros (gross). The Executive Board members' employment contracts are concluded with Semperit AG Holding and subject to Austrian law.

### Components and structure of remuneration

The remuneration of Executive Board members is comprised of performance-independent and performance-dependent components which are as follows:

### Overview of remuneration components

Remuneration components	Description of key parameters
<b>Performance-independent remuneration</b>	
Base remuneration	Fixed salary at a competitive level taking into account the responsibility and activities of each Executive Board member
Remuneration in kind and other benefits	Company car, insurance premiums, official lodging if applicable
Pension contributions	Defined pensions are paid via an external pension fund
<b>Performance-dependent remuneration</b>	
Short-term variable performance bonus (Short-term Incentive, STI)	Performance assessment based on financial and non-financial criteria over an assessment period of one year <ul style="list-style-type: none"> <li>– Financial criteria: EBITDA and ROCE</li> <li>– Non-financial targets: overall performance and individual performance (modifier of +/-20%)</li> </ul>
Long-term variable performance bonus (Long-term Incentive, LTI)	Performance assessment based on financial criteria over an assessment period of several years <ul style="list-style-type: none"> <li>– Financial criteria: ROCE, earnings after tax and relative TSR</li> </ul>
Special grants and bonuses	May be granted in the case of extraordinary achievements which have a future-oriented benefit for the company, and signing bonuses and retention bonuses

The components of the target remuneration (exclusive of remuneration in kind and other benefits, pension contributions and special grants and bonuses, if any) account for the following percentages:

#### Percentage of remuneration components in target remuneration

in %	Chairman of the Executive Board	Regular member of the Executive Board
<b>Base salary</b>	<b>40–55%</b>	<b>40–55%</b>
<b>STI</b>	<b>20–35%</b>	<b>20–35%</b>
<b>LTI</b>	<b>20–40%</b>	<b>20–35%</b>

The relative percentages of existing contracts with Executive Board members are within the above-stated ranges. At the same time, the ranges serve as a benchmark for the conclusion of future contracts with Executive Board members.

The long-term variable performance bonus promotes a medium- to long-term increase in value as well as a successful implementation of the corporate strategy of Semperit AG Holding. In addition, the LTI also takes into consideration the relative total shareholder return (TSR), i.e., the shareholder return from share price development and dividend in relation to the selected companies of the ATX Prime and MDAX indices. This serves the purpose of aligning the targets of Executive Board members with interests of shareholders and other stakeholders.

With regard to C-Rule 27 of the Austrian Code of Corporate Governance, the remuneration policy provides that the company may claim back variable remuneration components if it turns out that they were paid on the basis of obviously false data (clawback).

#### Base salary

The base salary consists of a fixed annual salary which is paid in 14 equal instalments. These payments cover all overtime, travel times and all work done beyond the normal working hours applying to employees of the company. They also cover the assumption of Board functions within the Group.

The base salary is a fixed competitive payment which incentivises Executive Board members to act for the welfare of the company in compliance with shareholder and employee interests, as well as in the public interest.

#### Short-Term Incentive (STI)

The STI is based on the company's results in the past financial year and depends on the financial key performance indicators of consolidated EBITDA and consolidated ROCE as well as on non-financial criteria.

#### Overview of STI performance criteria

	Financial		Non-financial
Performance criterion	EBITDA (absolute)	Return on Capital Employed (ROCE)	Modifier
Weighting	70%	30%	0.8–1.2

The Nomination and Remuneration Committee of the Supervisory Board generally defines target values as well as upper and lower limits for financial performance criteria for the assessment period (i.e., the current financial year), which apply to all Executive Board members equally, in general by 31

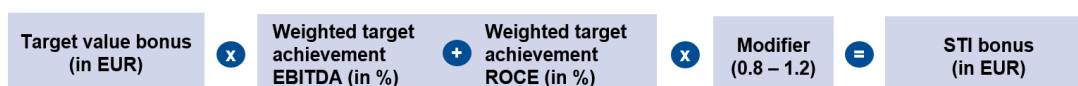
January of every financial year. The target value may be defined by following the approved budget for the relevant year, among other methods. The actual target achievement rates will then be calculated on the basis of the audited IFRS consolidated financial statements after the end of the respective financial year.

#### Financial performance criteria – STI

Performance	Target achievement rate
Upper limit	150%
Target value	100%
Lower limit	50%
Lower limit not reached	0%

If the EBITDA or the ROCE achieved in the relevant financial year is exactly equal to the lower limit, the target achievement rate will be 50% ("floor"). If the upper limit is reached or exceeded, the target achievement rate will be 150% ("cap"). The target achievement rates in between are distributed linearly (linear interpolation). If the lower limit is not reached, the target achievement rate will be 0%. Thus, the bonus share for the relevant performance criterion and the short-term variable performance bonus (STI) as a whole may be skipped completely.

#### STI entitlement calculation overview



In the case of extraordinary performance not reflected in the financial criteria, the Nomination and Remuneration Committee may apply a modifier to increase the bonus that results from the achievement of the financial performance criteria by a maximum of 20% or to reduce the same by a maximum of 20% in the case that performance is below expectations. Normally, a modifier of 1.0 will be applied. The basis for assessing non-financial performance is, on the one hand, the collective performance of the entire Executive Board and, on the other hand, the individual performance of each Executive Board member. This may, for example, be the achievement of important strategic corporate goals and the realisation of key projects. For 2021, it was determined by the Nomination and Remuneration Committee that in particular the further implementation of the strategic transformation will be taken into account in the assessment of non-financial performance.

The amount of the STI target value bonus is defined individually for each Executive Board member in his or her employment contract. The STI bonus is limited to 150% of the target value bonus and cannot be exceeded, not even by applying the modifier. The STI bonus entitlement is correspondingly accrued. Forming the provision is based on the best possible estimation of the target achievement for the end of the financial year. The amount of the payment will be calculated by 30 June of the financial year following the end of the assessment period and will then be paid in seven equal instalments in the months July to December (including a special payment in December).

Taking into account two financial and one non-financial target key performance indicators ensures a comprehensive and balanced assessment of the Executive Board members' performance. The financial target key performance indicators take into account both the development of profitability and of efficiency. By using EBITDA with a weighting of 70%, the focus is on the development of earning

power. In addition, ROCE with a weighting of 30% takes into account the efficiency of capital employment.

Under special circumstances (particularly in a period of corporate restructuring) the Supervisory Board's Nomination and Remuneration Committee may substitute alternative performance criteria, such as free cash flow or EBITDA or EBIT margin, for the two financial performance criteria by 31 January of the current financial year. The weightings of the two criteria may also be adjusted in the course of that change. This is intended to enable management to focus on generating free cash flows in critical phases in compliance with the development of profitability.

### Long-term Incentive (LTI)

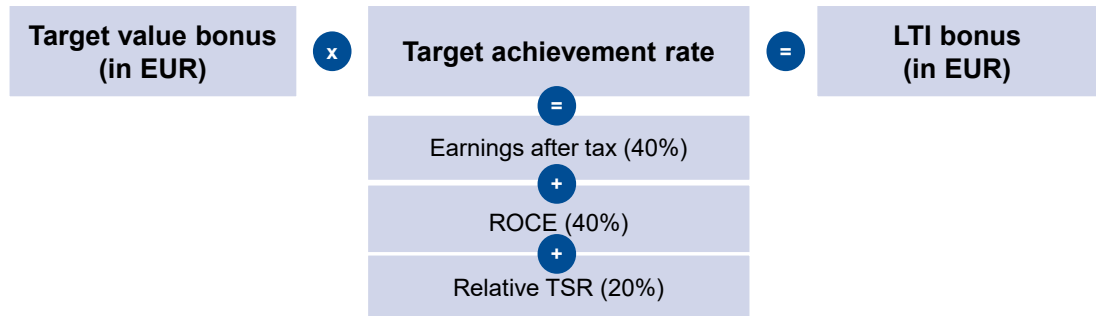
The LTI is a performance-based remuneration component with an assessment period of several years which is supposed to bring about a long-term incentive effect. The LTI is granted on a rolling basis, i.e., in annual tranches with assessment periods of three years each. Only financial performance criteria are considered, namely, average consolidated earnings after tax (i.e., earnings after tax in the IFRS consolidated financial statements), the average consolidated ROCE and the company's capital market performance in relation to selected comparable enterprises (relative TSR).

#### LTI performance criteria overview

Performance criterion	Financial		
	Consolidated earnings after tax for the year	Return on Capital Employed (ROCE)	Relative total shareholder return (TSR)
Weighting	40%	40%	20%

The Nomination and Remuneration Committee of the Supervisory Board defines the target values as well as lower and upper limits for the financial LTI performance criteria, average consolidated earnings after tax (i.e., earnings after tax in the IFRS consolidated financial statements) and average consolidated ROCE for the assessment period (average value of the current financial year and the next two financial years), which shall apply to all Executive Board members, by 31 January of the financial year.

### LTI entitlement calculation overview



Incentivising Executive Board members in a uniform manner simplifies the joint strategic objective of all Executive Board members and the integration of newly appointed Executive Board members which serves to ensure the sustainable success of the business. When defining LTI targets, internal sources such as corporate planning and, where appropriate, also external sources such as expectations of analysts or historical performance of comparable enterprises are used. This is intended to create a target that is ambitious compared with competitors, which supports the long-term competitiveness of Semperit AG Holding. The target achievement rate will then be calculated on the basis of the audited IFRS consolidated financial statements of the financial years of the assessment period. In contrast to the STI, the upper limit of the LTI target achievement rate is reached at 200% ("cap").

### Financial performance criteria – LTI

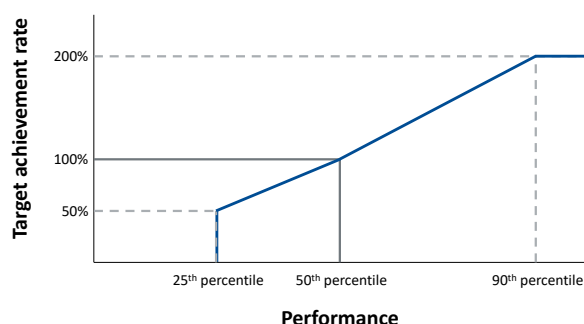
Performance	Target achievement rate
Upper limit	200%
Target value	100%
Lower limit	50%
Lower limit not reached	0%

Accordingly, the bonus share for the relevant performance criterion and the long-term variable performance bonus as a whole may be skipped completely.

To assess the target achievement rate of the relative TSR, the TSR performance of Semperit AG Holding is compared with the performance of all ATX Prime and MDAX companies (in each case exclusive of banks, insurance companies and real estate companies). If the TSR of Semperit AG Holding equals the 50th percentile (median) of the peer group, the target achievement rate is 100%. The 25th percentile is defined as the lower limit with a target achievement rate of 50%, and the 90th percentile is defined as the upper limit with a target achievement rate of 200%. If the TSR of Semperit AG Holding is below the 25th percentile, the target achievement rate is 0%. The TSR target achievement rates are distributed linearly (linear interpolation) between the 25th percentile and the 50th percentile and between the 50th percentile and the 90th percentile.



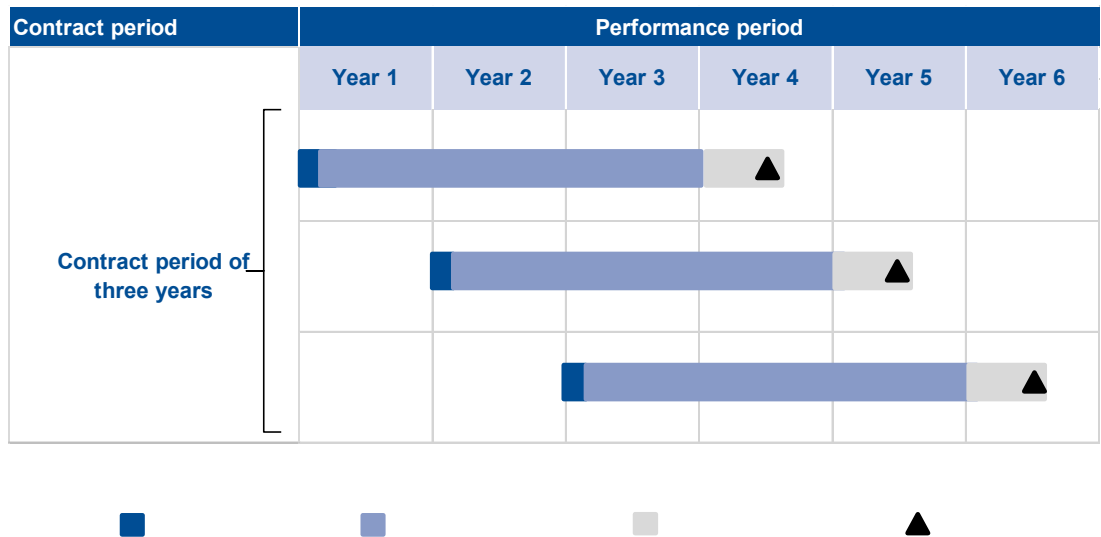
### Target achievement curve – relative TSR



In addition to the relative TSR, the use of the average ROCE and the average earnings after tax for the year (i.e., earnings after tax in the IFRS consolidated financial statements), each for a period of three years, takes into account both the profitability and the earnings development in the long-term variable performance bonus. Whereas the focus with ROCE is on an efficient long-term employment of capital, earnings after tax for the year – as the basis for distribution of dividends – serves to strictly align the remuneration with shareholder interests. Normally, the target values and the upper and lower limits of the ROCE are not identical for the STI and the LTI. By using ROCE in both remuneration components, the focus is on the efficient employment of capital.

The LTI is granted in yearly tranches which have an assessment period of three years. Here, the target values and the upper and lower limits for the three financial performance criteria always refer to the mean of the three years of the assessment period. An LTI target value bonus applies to each tranche, the amount of which is defined for each Executive Board member individually in his or her employment contract. The tranches are generally accrued over the three-year assessment period by recognising corresponding provisions, unless the entitlement vests earlier. Provisions are recognised based on the best possible estimate of the LTI target achievement level of the respective tranche.

The tranche model used for the LTI is intended to promote the long-term strategic performance of the company. When it comes to defining the LTI this model ensures that the performance of the company after the end of the term of office of an Executive Board member is taken into account as well. In this way Executive Board members are incentivised to sustainably invest in the company even at the end of their term of office. In addition, it also helps to offset the effects of cyclical fluctuations in results on the LTI.



The payment amount of the LTI tranche will be calculated by 30 June of the financial year following the end of the assessment period for an LTI tranche and will then be paid in seven equal instalments in the months July to December (including a special payment in December). If the Executive Board member resigns from his or her office before the end of the term for which he or she was appointed or if he or she is dismissed for important reasons (cause) as defined in Section 75 AktG, all claims to LTI payments for all tranches granted during the current contract period for which the assessment period has not yet expired shall be forfeited. LTI tranches which were granted in earlier contract terms of the Executive Board member shall be paid when a target achievement rate above the lower limit is achieved.

#### Special grants and bonuses

The Nomination and Remuneration Committee reserves the right to grant special bonuses for special work or achievements in addition to the mentioned variable performance bonuses, provided that the company has derived a future-oriented benefit from such special work or achievements. Special bonuses are intended to motivate Executive Board members to manage the company sustainably and on a long-term basis.

Granting signing bonuses and retention bonuses to Executive Board members is permitted. This may be necessary to attract particularly well qualified Executive Board members and to bind them to the company.

In special cases change-of-control clauses may be agreed as well.

#### Pension contributions

Semperit AG Holding pays contributions for Executive Board members employed by it into an external pension fund. The amount of those payments is defined individually for each Executive Board member in his or her employment contract and is between 5% and 15% of the annual base salary. Normally, no early retirement schemes apply.

#### Remuneration in kind and other benefits

The company may take out a directors and officers (D&O) insurance policy, accident insurance and any other insurance policy necessary for the activities as an Executive Board member, such as legal expenses insurance or foreign travel health insurance. The company may provide Executive Board

members with a company car. In addition, Executive Board members may be reimbursed for reasonable business expenses incurred in connection with their work as an Executive Board member and travel expenses. Executive Board members enjoy health, pension and accident insurance cover with an Austrian social security institution. Social security contribution costs are split between Executive Board members and the company according to the statutory key, and the company contributes to a severance payment and pension fund as prescribed by law. In the event of the death of an Executive Board member the company may grant the widow or the children of the deceased a death benefit.

### **Information on share-based remuneration**

The remuneration of the Executive Board is designed to promote the business strategy and long-term performance of the company by taking into account the responsibilities and scope of activities of the individual Executive Board members as well as the economic situation of the company. For the variable remuneration components of the Executive Board members, greater focus is placed on internal performance indicators related to the company's business results. The reason is that the stock market price of the company's shares is sometimes strongly affected by exogenous factors such as the development of interest rates or bull and bear phases of the capital market and is thus only of limited use as a benchmark for assessing the Executive Board's performance. For this reason, the Executive Board is not granted any share-based remuneration as defined under Section 78c (2) no. 4 AktG.

### **Deviation from remuneration policy in extraordinary circumstances**

In extraordinary circumstances the Nomination and Remuneration Committee or the Supervisory Board may temporarily deviate from this remuneration policy in accordance with Section 78a (8) AktG to safeguard the company's long-term performance and/or profitability.

If the office of an Executive Board member is assumed by a Supervisory Board member on an interim basis, the variable remuneration components and the proportion between the base salary and variable remuneration components may be defined in a different manner to incentivise the Executive Board member who has been delegated by the Supervisory Board in a manner that is appropriate for the situation.

In addition, in extraordinary circumstances that are particularly challenging for the economy as a whole or for the company specifically, other short-term and long-term performance bonuses may be defined on a temporary basis to attract and/or retain particularly suitable Executive Board members and to motivate them accordingly by means of remuneration incentives. There were no deviations from the provisions of the remuneration policy of Semperit AG Holding in 2021.

### **Term of office of Executive Board members**

The term of office of an Executive Board member is normally limited to approximately three years; in exceptional cases a term of office of up to five years may be agreed. Reappointments are permitted. To guarantee continuity on the Executive Board, the Supervisory Board ensures that the contracts of Executive Board members will not predominantly end on the same date.

### **Termination of the office of an Executive Board member**

The Executive Board members' employment contracts are concluded for limited periods of time. They may only be terminated for important reason (cause), in particular those of Section 27 of the Austrian Salaried Employees Act (Angestelltengesetz, AngG), with no notice period having to be observed. In the case of permanent occupational disability or if an illness continues for more than six months, the employment relationship may also be terminated during the term of the contract by either of the parties by giving three months' written notice as of 30 June or 31 December of any year.

In the case of early termination of an appointment to the Executive Board by the company for any of the reasons that are stated in Section 75 AktG, or in the case of resignation from office without good cause and without the Supervisory Board's consent, the employment contract shall also end.

If severance pay was agreed with Executive Board members in the case of early termination without cause, such severance pay must not exceed the annual base salary plus the maximum STI for a maximum of two years or a shorter residual term of contract, if applicable.

## Overview of the annual change in total remuneration of the Executive Board and the economic performance of the Group

Total remuneration in the 2021 reporting period was below the previous year's level. First, the number of active Executive Board members in 2021 was lower than in 2020; second, the STI target achievement level was lower than in the previous year, as the short-term targets for 2021 had been adjusted to earnings expectations in light of the special economic developments in the medical sector. In addition, the allocation to provisions for LTI was particularly high in 2020, as the value of tranches already saved increased as a result of the extraordinary performance in 2020. The one-time severance payment to Gabriele Schallegger in particular had an offsetting effect.

The change in the Group's economic performance is reflected in a significant increase in the remuneration-related financial performance criteria in 2021. The target achievement rate was 126.4% (2020: 150%) as a result of higher target values and upper and lower limits for the STI financial performance criteria. The (expected) target achievement for LTI in terms of financial performance criteria, excluding ROCE for the 2021–2023 tranche, remains at the maximum value of 200%. The (expected) target achievement in terms of relative TSR is between around 95% and around 130%, depending on the tranche. In 2021, the share price rose by a total of 21% to EUR 29.30 compared with the previous year's closing price despite the challenging economic environment.

The average remuneration of employees on a full-time equivalent basis at Semperit AG Holding is approximately EUR 110 thousand for 2021 (2020: EUR 98 thousand). Semperit AG Holding is a service-providing holding company; almost all members of the Semperit Group's management bodies are employed by Semperit AG Holding.

### Annual change in total remuneration of the Executive Board and economic performance

in EUR thousand	2021	Delta in %	2020
<b>Development of Executive Board member remuneration</b>			
Petra Preining <sup>1</sup>	450	44%	312
Kristian Brok	1,166	6%	1,095
Martin Füllenbach <sup>2</sup>	1,001	-50%	2,006
Gabriele Schallegger <sup>3</sup>	1,305	n.m.	164
Felix Fremerey <sup>4</sup>	-	-	495
Frank Gumbinger <sup>5</sup>	-	-	282
<b>Economic performance of the company</b>			
EBITDA	361.8	73%	208.6
Net income	247.5	27%	194.6
ROCE	53.1%	4.8 PP	48.3%
TSR	24.5%	-78.9 PP	103.4%
<b>Remuneration of the employees</b>			
Average remuneration of employees on a full-time equivalent basis	110	12%	98

<sup>1</sup> Served as CFO on an interim basis during the period from 20 March 2020 through 11 October 2020 and as CFO beginning 17 May 2021

<sup>2</sup> Termination of activity on 29 September 2021

<sup>3</sup> Termination of activity on 17 May 2021

<sup>4</sup> Termination of activity on 14 August 2020, service agreement expired as planned on 30 November 2020

<sup>5</sup> Termination of activity on 19 March 2020

### Overview of total remuneration of the Executive Board

The remuneration granted and owed to the Executive Board members for 2021 amounts to EUR 3,922 thousand (2020: EUR 4,355 thousand). In addition, insurance premiums in the amount of EUR 1 thousand were paid for the Executive Board (2020: EUR 2 thousand).

The following table shows the remuneration owed and granted in accordance with the legal requirements under the Stock Corporation Act (Sections 78 et seq. AktG) and the recommendations of the Austrian Corporate Governance Code for 2021.

#### Remuneration granted or owed to the Executive Board members in 2021

in EUR thousand	Petra Preining	Kristian Brok	Martin Füllenbach	Gabriele Schallegger	Total
<b>Performance-independent<sup>1</sup></b>	<b>240</b>	<b>481</b>	<b>460</b>	<b>175</b>	<b>1,357</b>
Base salary	235	429	412	156	1,233
Remuneration in kind	5	9	7	4	24
Contributions to intercompany pension fund	0	43	41	16	100
<b>Performance-dependent</b>	<b>209</b>	<b>685</b>	<b>540</b>	<b>0</b>	<b>1,435</b>
STI	160	323	324	0	807
<i>STI paid out in 2021 for 2020</i>	<i>0</i>	<i>360</i>	<i>600</i>	<i>63</i>	<i>1,023</i>
<i>STI paid out in 2021 for 2021</i>	<i>0</i>	<i>0</i>	<i>324</i>	<i>0</i>	<i>324</i>
LTI <sup>2</sup>	49	362	216	0	628
<i>LTI paid out in 2021 for 2021 and prior years</i>	<i>0</i>	<i>0</i>	<i>1,033</i>	<i>0</i>	<i>1,033</i>
Other performance-related remuneration	0	0	0	0	0
<i>Other performance-related remuneration paid in 2021 for 2020</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>
<b>Remuneration of affiliated companies</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Salary for managing director activities in subsidiaries	0	0	0	0	0
<b>Other remuneration</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,130</b>	<b>1,130</b>
One-time severance payment	0	0	0	1,130	1,130
Extraordinary remuneration payments	0	0	0	0	0
<b>Remuneration for prior service on Boards</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Pension	0	0	0	0	0
<b>Total remuneration</b>	<b>450</b>	<b>1,166</b>	<b>1,001</b>	<b>1,305</b>	<b>3,922</b>
thereof performance-independent in %	53.5%	41.3%	46.0%	13.4%	34.6%
thereof performance-dependent in % <sup>3</sup>	46.5%	58.7%	54.0%	n.m.	36.6%

<sup>1</sup> The other insurance benefits in the amount of EUR 1 thousand are not included in the item "Performance-independent remuneration".

<sup>2</sup> Remuneration owed and granted

<sup>3</sup> The one-time severance payment to Gabriele Schallegger relates to her concluded work for the Semperit Group and is not included in the figure.

The remuneration owed represents those remuneration components that were actually paid in the reporting period as well as the entitlements finally acquired in the reporting period. Remuneration in kind (e.g., for company cars) is recorded with taxable remuneration in kind values. Contributions to the pension fund relate to payments to the external pension fund. The company has taken out group accident and foreign health insurance for the members of the Executive Board. The related premium payments are shown in the table as other insurance benefits. In addition, the company has taken out a directors and officers (D&O) insurance policy for the members of the Executive Board.

Gabriele Schalleger resigned early from her position as CFO on 17 May 2021 for personal reasons. She received a one-time severance payment totalling EUR 1,130 thousand on the occasion of the termination of her employment in accordance with the remuneration policy. Petra Preining was appointed as her successor on an interim basis. On 29 September 2021, Petra Preining was confirmed in her role as CFO and an Executive Board contract was signed that runs until 31 December 2024.

Martin Füllenbach resigned early from his position as CEO effective 29 September 2021 in agreement with the company in order to take on a new professional challenge. On the occasion of the termination of his employment, he was paid performance-related remuneration earned up to the date of his departure in the amount of EUR 1,700 thousand. This amount also included EUR 343 thousand in STI for 2020 not yet paid out as of the end of September 2021 and EUR 817 thousand for LTI entitlements earned in previous years.

On 29 September 2021, Kristian Brok's mandate as COO was extended early until 29 December 2025.

Remuneration granted includes those remuneration components that have not yet been finally determined and paid out. Allocations to provisions for severance payments and pensions are excluded. Based on the current remuneration policy, LTI is the only contractual component of the reporting period at Semperit AG Holding whose final determination and payment will not take place until after the approval of the annual financial statements. Provisions totalling EUR 628 thousand were recognised in 2021 based on expected LTI target achievement levels for the 2020 and 2021 tranches. The tranches saved for Martin Füllenbach were used in the reporting period on the occasion of his retirement.

#### Target achievement of Short-term Incentives (STI)

In accordance with the remuneration policy, Semperit AG Holding's STI is based on the company's performance in 2021 and depends on the financial targets of Group EBITDA and Group ROCE as well as non-financial criteria. At the beginning of 2021, the Nomination and Remuneration Committee of the Supervisory Board determined the target values as well as the upper and lower limits for 2021, which apply uniformly to all members of the Executive Board:

#### STI target achievement 2021

criteria		Lower limit	Target value	Upper limit	Actual value 2021	Weighting	Target achievement
EBITDA	in EUR million	262.9	328.6	394.3	361.8	70%	125.3%
ROCE	in %	38.0%	47.6%	57.1%	53.1%	30%	128.9%
<b>Target achievement before modifier</b>	<b>in %</b>						<b>126.4%</b>
Modifier							1.0
<b>Target achievement after modifier</b>	<b>in %</b>						<b>126.4%</b>

Accordingly, the members of the Executive Board will have a short-term bonus entitlement totalling EUR 807 thousand in 2021, with the portion attributable to Martin Füllenbach amounting to EUR 324 thousand already being paid out in the 2021 reporting period. The ultimate STI-Target entitlement amount to be paid in 2022 to Petra Preining and Kristian Brok based on the actual target achievement as determined by the Nomination and Remuneration Committee amounts to EUR 454 thousand.

**STI bonus entitlement 2021 – Executive Board members**

in EUR thousand	<b>Petra Preining</b>	<b>Kristian Brok</b>	<b>Martin Füllenbach</b>
Target remuneration p.a.	190	240	400
STI bonus entitlement 2021 – accrued <sup>1</sup>	160	323	324
STI bonus entitlement 2021 – determined <sup>1</sup>	151	303	324

<sup>1</sup> The bonus entitlements of Petra Preining and Martin Füllenbach were calculated proportionately by taking into account their time on the Board.

**Target achievement of Long-term Incentives (LTI)**

The LTI of Semperit AG Holding is granted on a rolling basis, i.e., in annual tranches of three-year assessment periods. Only financial performance criteria are used for this purpose, namely the average consolidated earnings after tax (i.e., earnings after tax in the IFRS consolidated financial statements), the average consolidated ROCE and the capital market performance of the company in relation to selected peer enterprises (relative TSR).

The company reserves the right not to make the target values, lower and upper limits for the LTI transparent in order to protect sensitive business information. The target remuneration per tranche is as follows:

**LTI target remuneration tranche 2021 – Executive Board members**

in EUR thousand	<b>Petra Preining</b>	<b>Kristian Brok</b>	<b>Martin Füllenbach</b>
LTI target remuneration	185	300	300

Petra Preining has been CFO of Semperit AG Holding since 17 May 2021; the tranche for 2021 was determined proportionately based on her time on the Board.

Martin Füllenbach was CEO of Semperit AG Holding until 29 September 2021.

The tranches are generally accrued over the three-year assessment period by setting aside provisions, unless the entitlement vests earlier (e.g., at the end of the employment contract). The formation of provisions is based on the best possible estimate of the LTI target achievement level of the respective tranche.

**Remuneration of former Board members**

Semperit AG Holding is obliged to make contributions to a pension fund based on the base remuneration of active Executive Board members. Former Executive Board members receive the following pensions for prior service on Boards:



**Overview of remuneration of former Board members in 2021**

in EUR thousand	Rainer Zellner	Horst Kreutler	Franz Leibenfrost	Ernst Meyer	Surviving dependants of deceased former Board members	Total
Remuneration for prior service on Boards	225	199	93	71	100	688
Pension	225	199	93	71	100	688
<b>Total remuneration</b>	<b>225</b>	<b>199</b>	<b>93</b>	<b>71</b>	<b>100</b>	<b>688</b>

**Remuneration of the Supervisory Board**

The Nomination and Remuneration Committee is responsible for preparation and regular review of the remuneration policy for Supervisory Board members. The entire Supervisory Board is responsible for setting up the remuneration policy for the Supervisory Board. The rules for determining the remuneration of the Supervisory Board members can be found in the Articles of Association (Art. 13) of Semperit AG Holding, which are published on the company's website. Supervisory Board remuneration is determined annually by the Annual General Meeting in accordance with the Austrian Stock Corporation Act (Section 98 AktG).

**Principles of the remuneration policy**

Basically, the remuneration for the Supervisory Board consists of a base remuneration for work on the Supervisory Board and for membership of a committee and an attendance fee for meetings of the Supervisory Board and the committee(s). In view of the greater responsibility and the broader scope of activities the chairperson of the Supervisory Board and his/her deputy, the chairpersons of the committee(s), specific committee members and the financial expert may be granted a base remuneration that is higher than that of regular Supervisory Board members. In addition, Supervisory Board members are entitled to reimbursement of their expenses.

If Supervisory Board members take on a special task in the company, special remuneration may be granted to them by resolution of the shareholders' meeting.

To attract, motivate and retain the most suitable Supervisory Board members, remuneration is defined in a performance-based manner and is in line with the market. When defining the remuneration in line with the market, not only Austrian but also foreign companies (in particular German companies at this time) are used as benchmarks. This is necessary in order to offer attractive compensation to highly qualified foreign candidates in view of the global activities of Semperit AG Holding.

The company has taken out a directors and officers (D&O) insurance policy for the members of the Supervisory Board.

**Overview of total Supervisory Board remuneration**

Total remuneration of all Supervisory Board members amounts to EUR 399 thousand for 2021 (2020: EUR 414 thousand).

The following table shows the remuneration owed and granted in accordance with the legal requirements of the Stock Corporation Act (Sections 78 et seq. AktG) and the recommendations of the Austrian Corporate Governance Code.

## Overview of total Supervisory Board remuneration 2021

in EUR thousand	Fixed remuneration	Committee activity	Attendance fees	Special remuneration	Insurance premiums	Total
Herbert Ortner <sup>1</sup>	52	22	11	0	0	85
Stefan Fida	40	15	9	0	0	64
Klaus F. Erkes	28	3	8	0	0	39
Astrid Skala-Kuhmann	30	2	7	0	0	39
Birgit Noggler	28	32	11	0	0	71
Claus Möhlenkamp	30	2	7	0	0	39
Petra Preining <sup>2</sup>	11	6	4	0	0	21
Walter Koppensteiner <sup>1</sup>	17	19	5	0	0	41
<b>Total remuneration</b>	<b>236</b>	<b>101</b>	<b>62</b>	<b>0</b>	<b>0</b>	<b>399</b>

<sup>1</sup> Walter Koppensteiner retired from the Supervisory Board on 12 May 2021. Herbert Ortner was elected as the new Chairman of the Supervisory Board.

<sup>2</sup> Petra Preining was temporarily suspended from the Supervisory Board effective 17 May. She retired from the Supervisory Board on 29 September 2021.

On 12 May 2021, Walter Koppensteiner resigned as Chairman of the Supervisory Board as well as all from other Supervisory Board functions at Semperit AG Holding effective immediately and left the Supervisory Board. Herbert Ortner, who has been a member of the Supervisory Board of Semperit AG Holding since 2020, was nominated as the new Chairman of the Supervisory Board; Stefan Fida remained Deputy Chairman of the Supervisory Board.

Petra Preining was first temporarily suspended from the Supervisory Board effective 17 May. She retired from the Supervisory Board on 29 September 2021.

In accordance with the provision in Section 110 (3) of the Austrian Labour Constitution Act (Arbeitsverfassungsgesetz, ArbVG), the employee representatives on the Supervisory Board do not receive any remuneration; they exercise their function voluntarily and are entitled to reimbursement of reasonable cash expenses.

### Information on share-based remuneration

The remuneration of the Supervisory Board is designed to promote the business strategy and long-term performance of the company by taking into account the responsibilities and scope of activities of the individual Supervisory Board members as well as the economic situation of the company. In order to ensure an unbiased supervision of the management by the Supervisory Board, no variable remuneration, bonuses or share-based remuneration is granted to the members of the Supervisory Board – this prevents alignment with the interests of the Executive Board.

### Deviation from remuneration policy in extraordinary circumstances

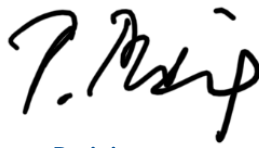
In extraordinary circumstances the shareholders' meeting may temporarily adapt the amount of remuneration for the Supervisory Board and the attendance fees to the situation of the company if this is necessary for the long-term performance of the company or to safeguard its profitability. There were no deviations from the provisions of the remuneration policy of Semperit AG Holding in 2021.

Vienna, 22 March 2022

The Executive Board



**Karl Haider**  
CEO



**Petra Preining**  
CFO



**Kristian Brok**  
COO

## ANNEX:

## Remuneration granted or owed to the Executive Board members in 2020

in EUR thousand	Martin Füllenbach	Gabriele Schallegger	Kristian Brok	Felix Fremerey	Frank Gumbinger	Petra Preining	Total
<b>Performance-independent<sup>1</sup></b>	<b>614</b>	<b>94</b>	<b>482</b>	<b>404</b>	<b>282</b>	<b>262</b>	<b>2,137</b>
Base salary	550	84	430	367	249	262	1,941
Remuneration in kind	9	2	9	37	6	0	63
Contributions to intercompany pension fund	55	8	43	0	27	0	132
<b>Performance-dependent</b>	<b>1,393</b>	<b>70</b>	<b>547</b>	<b>92</b>	<b>0</b>	<b>50</b>	<b>2,151</b>
STI	600	62	360	92	0	0	1,114
<i>STI paid out in 2020 for 2019</i>	<i>360</i>	<i>0</i>	<i>67</i>	<i>100</i>	<i>414</i>	<i>0</i>	<i>941</i>
LTI	793	7	187	0	0	0	987
Other performance-related remuneration	0	0	0	0	0	50	50
<i>Other performance-related remuneration paid in 2020 for 2019</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>0</i>	<i>100</i>	<i>0</i>	<i>0</i>
<b>Remuneration of affiliated companies</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Salary for managing director activities in subsidiaries	0	0	0	0	0	0	0
<b>Other remuneration</b>	<b>0</b>	<b>0</b>	<b>67</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>67</b>
One-time severance payment	0	0	0	0	0	0	0
Extraordinary remuneration payments	0	0	67	0	0	0	67
<b>Remuneration for prior service on Boards</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Pension	0	0	0	0	0	0	0
<b>Total remuneration</b>	<b>2,006</b>	<b>164</b>	<b>1,095</b>	<b>495</b>	<b>282</b>	<b>312</b>	<b>4,355</b>
thereof performance-independent in %	30.6%	57.3%	50.1%	-	-	84.0%	50.6%
thereof performance-dependent in %	69.4%	42.7%	49.9%	-	-	16.0%	49.4%

<sup>1</sup> The other insurance benefits in the amount of EUR 2 thousand are not included in the item "Performance-independent remuneration".

### Overview of total Supervisory Board remuneration 2020

in EUR thousand	Fixed remuneration	Committee activity	Attendance fees	Special remuneration	Insurance premiums	Total
Walter Koppensteiner <sup>1</sup>	50	59	21	0	0	130
Stefan Fida	35	15	13	0	0	63
Klaus F. Erkes	20	10	8	0	0	38
Astrid Skala-Kuhmann	20	8	8	0	0	36
Birgit Noggler	20	38	14	0	0	72
Petra Preining <sup>2</sup>	10	6	7	0	0	23
Herbert Ortner <sup>3</sup>	8	2	2	0	0	12
Claus Möhlenkamp <sup>3</sup>	8	2	2	0	0	12
Peter Edelmann <sup>1</sup>	7	0	1	0	0	8
Patrick Prügger <sup>4</sup>	12	3	5	0	0	20
<b>Total remuneration</b>	<b>190</b>	<b>143</b>	<b>81</b>	<b>0</b>	<b>0</b>	<b>414</b>

<sup>1</sup> On 9 January 2020, Peter Edelmann resigned from his position as Chairman of the Supervisory Board and from all functions in Supervisory Board committees of Semperit AG Holding with immediate effect but remained a member of the Supervisory Board until 24 April 2020. Walter Koppensteiner was elected Chairman of the Supervisory Board.

<sup>2</sup> Petra Preining was an interim member of the Executive Board (Chief Financial Officer, CFO) from 20 March 2020 to 11 October 2020; her Supervisory Board mandate was suspended during her term of office as interim Chief Financial Officer.

<sup>3</sup> Claus Möhlenkamp and Herbert Ortner were elected to the Supervisory Board on 22 July 2020.

<sup>4</sup> Patrick Prügger resigned from his position as a member of the Supervisory Board on 22 July 2020.

**SEMPERIT**