

# Corporate Governance Report

## Austrian Corporate Governance Code

The Austrian Corporate Governance Code is a regulatory framework for the management and monitoring of Austrian joint-stock companies. This code contains common international standards and significant related regulations in this context, stipulated in the Austrian Stock Corporation, Stock Exchange and Capital Market Acts and is based on the EU recommendations on the tasks of supervisory board members and on the remuneration of directors as well as on the principles set out in the OECD Guidelines for Corporate Governance. The code is aimed at ensuring responsible management and supervision of individual companies and groups, with the goal of creating sustainable and long-lasting value. The code seeks to create a high level of transparency for all company stakeholders.

Companies voluntarily commit to compliance with the guidelines set out in the current version of the Austrian Corporate Governance Code as amended. The version of the Corporate Governance Code that is applicable to the 2021 financial year was published in January 2021 and can be found online at [www.corporate-governance.at](http://www.corporate-governance.at).

### Statement on corporate governance

The Semperit Group, as a publicly listed company that operates globally, hereby declares that it will voluntarily observe the Austrian Corporate Governance Code and that it also intends to observe the code in the future and justify any behaviour to the contrary. Semperit AG Holding complies with all legally binding L Rules (legal requirements). Unless otherwise declared, the C Rules (comply or explain) will be observed by the relevant bodies and the company.

## Executive Board

### Composition and function of the Executive Board

The Executive Board has full responsibility for managing the company for the benefit of the business while considering the interests of shareholders and employees as well as the public interest.

The Executive Board's internal rules of procedure regulate the allocation of business responsibilities and the principles of cooperation between members of the Executive Board. Decisions of primary importance are taken by the Board as a whole. The Executive Board is solely responsible for all communications that have a significant impact on how the company is perceived by its stakeholders. Legally binding regulations, the Articles of Association, and the internal rules of procedure for the Executive Board and Supervisory Board laid down by the Supervisory Board form the basis for corporate management.

Following the early departure of CEO Martin Füllenbach, the Executive Board consisted of two members between end of September 2021 and the end of the 2021 financial year: CFO Petra Preining and COO Kristian Brok. They have taken over the CEO responsibilities together on an interim basis. The Supervisory Board appointed Karl Haider as the new CEO with effect from 11 January 2022.

### Cooperation between the Executive Board and Supervisory Board

The Executive Board and Supervisory Board are committed to managing the company in accordance with the principles of good corporate governance. This management takes place in an open dialogue between the Executive Board and the Supervisory Board as well as within these corporate bodies to ensure its continuous development. Among other things, the Executive Board's internal rules of procedure govern the Executive Board's ongoing reporting to the Supervisory Board. They also specify a catalogue of transactions and measures that, in addition to legal provisions, require the Supervisory Board's explicit authorisation. The Supervisory Board monitors the Executive Board and supports it in managing the company, particularly when decisions of fundamental importance are to be made.

The strategic direction of the company is determined in close cooperation between the Executive Board and the Supervisory Board and is discussed in Supervisory Board meetings held at regular intervals.

### Organisational structure Semperit Group 2021<sup>1</sup>

<b>Petra Preining<sup>2</sup></b> Chief Financial Officer since May 2021			<b>Kristian Brok</b> Chief Operating Officer since January 2020		
Finance Sectors Industrial and Medical	Human Resources	Risk Management	Business Sectors Industrial and Medical	Customer Excellence	Mixing & Supply Chain Management
Accounting & Tax	Information Technology	Restructuring Office	Business Regions	Group Brand Management & Sustainability	Operational Excellence
Communications & Investor Relations	Internal Audit	Treasury	Production Operations Industrial and Medical	Health, Safety, Environment & Quality Management	Procurement & Logistics
Controlling	Legal & Compliance		Corporate Development	Manufacturing Engineering	Research & Development

<sup>1</sup> As of 31 December 2021; following the early departure of Martin Füllenbach, Petra Preining and Kristian Brok have taken over the CEO responsibilities together on an interim basis. Karl Haider was appointed as the CEO with effect from 11 January 2022 and will be responsible for the following areas: Sales Semperflex, Sales Semperform, Sales Sempermed, Sales Semperseal, Sales Sempertrans, Business Regions, Corporate Development including Customer Excellence, Group Brand Management, and Restructuring Office.

<sup>2</sup> CFO since 17 May 2021, prior to that Gabriele Schallegger between 12 October 2020 and 17 May 2021

## Corporate bodies of Semperit AG Holding: Executive Board

### Karl Haider

Chief Executive Officer (CEO) since 11 January 2022; term of office ends on 31 March 2025.

Karl Haider, born in 1965, started his career as a chemical lab technician. He went on to study Technical Chemistry and Economics, eventually going on to complete his doctorate in Technical Chemistry at the Johannes Kepler University Linz in Austria. Following his studies, he worked in sales and project management at the voestalpine group before being promoted to Board Member within the Stainless Steel Division. Most recently, Karl Haider held the position of Chief Commercial Officer at Tata Steel Europe, one of the world's largest steelmaking companies. His achievements at Tata Steel, where he started off as Director Operations Downstream, included major mergers and acquisitions. A highly regarded industry expert and highly qualified manager, Karl Haider has gained extensive experience at major international industrial corporations throughout his career. Although he has also held a number of seats on Supervisory Boards at group subsidiaries along the way, he does not currently hold Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C Rule 16 of the Austrian Corporate Governance Code.

### **Petra Preining**

Member of the Executive Board since 17 May 2021 (initially on a temporary basis before being officially appointed on 29 September 2021); Chief Financial Officer (CFO); term of office ends on 31 December 2024 (also former interim Member of the Executive Board as CFO between 20 March and 11 October 2020).

Petra Preining was born in 1973 and studied Business Administration at the Vienna University of Economics and Business. After graduating, she worked for Unilever (Austria Frost GmbH) and Kraft Jacobs Suchard in various finance positions before joining Wyeth in 2001. During her nine years at Wyeth, she held the positions of Finance Manager ECE/CIS/MEA and CFO Russia. From 2010 to 2013, she was Finance Director at TRC Ltd/Tiller JLT and served as CFO at Austrian Kurdish Oilfield Services LLC from 2013 to 2015. From 2016, Ms Preining was employed at B & C Industrieholding GmbH. From February 2017 she was Managing Director of B & C Innovation Investments GmbH and from September 2018 Senior Finance Expert at B & C Industrieholding GmbH. In parallel, she was a member of the Supervisory Board and the Audit Committee of Semperit AG Holding from May 2017. She has also been a member of the Supervisory Board of Frequentis AG since September 2019. Petra Preining's Supervisory Board duties at Semperit AG Holding were temporarily suspended on 17 May, before she finally left the Supervisory Board on 29 September 2021.

### **Kristian Brok**

Member of the Executive Board since 1 January 2020; Chief Operating Officer (COO); term of office ends on 31 December 2025 (early extension of the mandate previously limited to 31 December 2022).

Kristian Brok, born in 1965, studied Engineering at the Technical University of Denmark and pursued further education in innovation, product portfolio management and business insight at MIT in the USA and INSEAD in France. He has more than 20 years of managerial experience within the field of highly specialised manufacturing and engineering. Before joining Semperit, he spent ten years at Trelleborg Sealing Solutions (a division of Trelleborg AB) in several senior leadership positions, most recently spending nine years as a Member of the Divisional Board and President of the Global Operations Elastomers Business Unit. In parallel, he headed up legal entities in the USA, Mexico, China and India, as well as several legal entities in Europe. He does not hold Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C Rule 16 of the Austrian Corporate Governance Code.

### **Martin Füllenbach**

Chief Executive Officer (CEO) since 1 June 2017; term of office ended on 29 September 2021.

Martin Füllenbach, born in 1968, studied Economics and Business Organisation in Munich, before going on to gain his doctorate in Finance at the University of Nuremberg. After more than ten years as an officer in the German Armed Forces with numerous international deployments, he assumed tasks in the planning team of the CEO and in programme planning for military aircraft production at the aerospace company EADS at the beginning of his industrial career. Martin Füllenbach was Vice President of Business Development at Voith Turbo from 2004 to 2007 and CEO of the company based in Heidenheim in Germany between 2007 and 2012. He was a member of the drive technology divisional management as well as CEO of the marine business unit. After that, Martin Füllenbach was CEO of Oerlikon Leybold Vakuum in Cologne from 2012 and also an appointed Member of the Group Executive Board of OC Oerlikon AG in Pfäffikon, Switzerland from 2014. During his time at Semperit, he held no Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C Rule 16 of the Austrian Corporate Governance Code. However, he did hold an Advisory Board mandate at Gebr. Becker GmbH, Germany.

Martin Füllenbach resigned from his position as CEO of Semperit AG Holding early on 29 September 2021 to take up a new professional challenge. His contract with Semperit AG Holding Supervisory Board was terminated by mutual agreement.

### **Gabriele Schallegger**

Member of the Executive Board since 12 October 2020; Chief Financial Officer (CFO); period of office ended on 17 May 2021.

Gabriele Schallegger, born in 1972, studied Business Administration in Graz (Austria) and Exeter (England) and completed several international management programmes, including one in St. Gallen (Switzerland). She started her career in auditing and tax consulting at Arthur Andersen in Vienna (Austria). Subsequently, she worked for the American pharmaceutical company Baxter and the Norwegian Orkla Foods Group, among others. Her career has taken her to Belgium, Poland, Germany, India and Russia. Most recently Gabriele Schallegger held the position of Finance Director of the Uncoated Fine Paper Business Unit at the paper and packaging group Mondi, where she was previously CFO of Mondi Syktyvkar OAO in Russia and Finance Director of the Kraft Paper Business Unit. During her time at Semperit, she did not hold Supervisory Board mandates in other companies that are not included in the consolidated financial statements pursuant to C Rule 16 of the Austrian Corporate Governance Code. However, she was a member of the Advisory Board for the Theresienthal Private Foundation (in Ulmerfeld-Hausmening, Lower Austria).

Gabriele Schallegger resigned from her position as CFO of Semperit AG Holding early on 17 May 2021 for personal reasons.

## **Remuneration of the Executive and Supervisory Boards**

In accordance with Section 78c of the Stock Corporation Act and, as a result, in accordance with the amended reporting requirements in the Corporate Governance Code and AFRAC Statement 37 on the Compensation Report, Directive (EU) 2017/828 to promote long-term participation of shareholders was implemented in the 2019 Stock Corporation Law Amendment Act. Accordingly, the remuneration of the Executive Board and the Supervisory Board must be dealt with in a separate remuneration report and presented to the Annual General Meeting (please also refer to [www.semperitgroup.com/en/ir/annual-general-meeting](http://www.semperitgroup.com/en/ir/annual-general-meeting)).

### **Directors and Officers (D&O) insurance**

Directors and Officers (D&O) insurance has been taken out for the members of the Executive Board and senior executives within the Group. The company bears the related costs. In case of damage, deductibles were agreed for the event that Executive Board members are found to be in breach of duty.

## Supervisory Board

The Supervisory Board currently consists of six shareholder representatives and four employee representatives and has resolved to establish the following committees consisting of its own members to carry out specific functions: Audit Committee, Nominating and Remuneration Committee, Strategy Committee (dissolved on 27 April 2021), Transformation Committee (dissolved on 27 April 2021), Committee for Urgent Issues. The authority to make decisions and pass resolutions rests primarily in the hands of the entire Supervisory Board.

### Meetings of the Supervisory Board and its committees in 2021<sup>1</sup>

The Supervisory Board convened for eight meetings. In the 2021 financial year, no member of the Supervisory Board attended less than 50% of the meetings. Herbert Ortner was the Chairman of the Supervisory Board in the 2021 financial year (as of 12 May 2021, prior to that Walter Koppensteiner). As in the previous year, Stefan Fida was the Deputy Chairman of the Supervisory Board.

The **Audit Committee** led by finance expert Birgit Noggler performs its duties in accordance with Article 92 Section 4a of the Austrian Stock Corporation Act and Rule 40 of the Austrian Corporate Governance Code. The Audit Committee held four meetings, focusing particularly on the preparation of the adoption of the annual and consolidated financial statements for 2020, on risk management, the internal control system, internal auditing, the compliance organisation, IT security (cybersecurity), and the preparation of the annual and consolidated financial statements for 2021. Another area of focus was the tender to appoint a new auditor for the annual and consolidated financial accounts as at 31 December 2022.

In seven meetings, the **Nominating and Remuneration Committee** focused on the performance assessment and agreement of targets for the members of the Executive Board as well as the remuneration policy for members of the Executive Board and the Supervisory Board. This committee also worked on the Executive Board contracts for confirmed and recently appointed Member Petra Preining and the extension of the mandate of Kristian Brok, as well as on the termination agreements with Gabriele Schallegger and Martin Füllenbach. This committee most notably also dealt with the appointment of a new CFO and CEO and the nomination of Supervisory Board members. In addition, potential and succession issues on the second management level and Semperit Values were discussed with the Executive Board.

The **Strategy Committee** met once during the reporting year. The committee dealt in detail with the transformation of the Semperit Group into an industrial rubber specialist. The results were subsequently discussed and adopted by the entire Supervisory Board. The Strategy Committee was dissolved on 27 April 2021, at which point its agendas were transferred to the Supervisory Board as a whole.

The **Transformation Committee** held one meeting and focused on the ongoing evaluation and monitoring of key measures to improve the company's performance amongst others. In addition, the Transformation Committee dealt with various cost-cutting measures. The Transformation Committee was dissolved on 27 April 2021, at which point its agendas were transferred to the Supervisory Board as a whole.

The **Committee for Urgent Issues** headed by Herbert Ortner (as of 12 May 2021 prior to that Walter Koppensteiner) did not hold any meetings.

<sup>1</sup> On 12 May 2021, Walter Koppensteiner resigned from his position as the Chairman of the Supervisory Board and all other positions on committees of Semperit AG Holding with immediate effect. Herbert Ortner, who has been member of the Supervisory board since 2020 was elected as Chairman of the Supervisory Board. Petra Preining was initially appointed as CFO on an interim basis with effect from 17 May 2021, her position was officially confirmed on 29 September 2021. Petra Preining's Supervisory Board duties at Semperit AG Holding were temporarily suspended on 17 May, before she finally left the Supervisory Board on 29 September 2021.

During the 2021 financial year, the Supervisory Board discussed in plenary a **self-evaluation** conducted in the form of a questionnaire and in accordance with C Rule 36 of the Austrian Corporate Governance Code. Measures were derived from it and implemented with a view to improving the efficiency of Supervisory Board activities. The results of the self-evaluation showed that the activities of the Supervisory Board are assessed as very good on the whole.

## Corporate bodies of Semperit AG Holding: Supervisory Board

### Composition of the Supervisory Board<sup>1</sup>

		Year of birth	First appointed to the Supervisory Board	Current term of office <sup>2</sup>	Supervisory board positions in other listed companies
<b>Shareholder representative</b>					
Herbert Ortner Chairman	<sup>3</sup>	1968	22.07.2020	Until the Annual General Meeting resolving upon the 2021 financial year	AMAG AG
Stefan Fida Deputy Chairman	<sup>3</sup>	1979	29.04.2014	Until the Annual General Meeting resolving upon the 2024 financial year	Lenzing AG
Klaus Friedrich Erkes Member	<sup>3,4</sup>	1958	23.05.2017	Until the Annual General Meeting resolving upon the 2022 financial year	Chair of the Supervisory Board of Simona AG (based in Kirn, Germany); Member of the Supervisory Board of PRÄZI-Flachstahl AG (based in Everswinkel, Germany) since 1 January 2022
Claus Möhlenkamp Member	<sup>3,4</sup>	1965	22.07.2020	Until the Annual General Meeting resolving upon the 2022 financial year	–
Birgit Noggler Member	<sup>3</sup>	1974	08.05.2019	Until the Annual General Meeting resolving upon the 2024 financial year	Raiffeisen Bank International AG
Astrid Skala-Kuhmann Member	<sup>3</sup>	1953	29.04.2014	Until the Annual General Meeting resolving upon the 2023 financial year	Lenzing AG
<b>Employee representatives</b>					<b>Works council function</b>
Herbert Ofner		1966	27.04.2021	–	Deputy Chairman of the Works Council for white-collar workers, Wimpassing
Monika Schartner		1964	27.04.2021	–	Chairwoman of the Works Council for white-collar workers, Vienna
Michael Schwegelhofer		1975	08.03.2017	–	Deputy Chairman of the Central Works Council of Semperit AG Holding, Chairman of the Works Council for blue-collar workers, Wimpassing Chairman of the European Works Council
Markus Stocker		1979	01.01.2017	–	Chairman of the Central Works Council of Semperit AG Holding, Deputy Chairman of the European Works Council, Chairman of the Works Council for white-collar workers, Wimpassing

<sup>1</sup> As of 31 December 2021

<sup>2</sup> Pursuant to the Articles of Association, at least two members of the Supervisory Board automatically leave their positions every year at the end of the Annual General Meeting.

<sup>3</sup> Have declared their independence to the Supervisory Board in accordance with C Rule 53 of the Austrian Corporate Governance Code.

<sup>4</sup> No representation by a shareholder over 10% (C Rule 54 of the Austrian Corporate Governance Code)

## Resigned members of the Supervisory Board

	Year of birth	First appointed to the Supervisory Board	Current term of office
<b>Shareholder representative</b>			
Walter Koppensteiner, Chairman	1959	23.04.2012	Resigned from office as of 12 May 2021
Petra Preining, Member	1973	23.05.2017	Supervisory Board duties were suspended temporarily on 17 May 2021, Resigned from office as of 29 September 2021
<b>Employee representatives</b>			
Sigrid Haipl	1960	26.03.2012	Resigned from office as of 27 April 2021
Michaela Jagschitz	1961	08.03.2017	Resigned from office as of 27 April 2021

## Guidelines for the independence of Supervisory Board members

The Supervisory Board adopted the guidelines for independence as per Appendix 1 of the Austrian Corporate Governance Code. According to this, all members of the Supervisory Board declared their independence from the company and its Executive Board. In addition, pursuant to C Rule 54 of the Austrian Corporate Governance Code, the members Klaus Erkes, Walter Koppensteiner and Claus Möhlenkamp were not shareholders of the company with an investment of more than 10% each and nor did they represent the interests of such shareholders in 2021. There is D&O insurance for the Supervisory Board, with the associated expenses being borne by the company.



## Composition of the Committees of the Supervisory Board<sup>1</sup>

Committee	Members
Committee for Urgent Issues	Herbert Ortner (Chairman) <sup>2</sup> Stefan Fida Markus Stocker
Nominating and Remuneration Committee	Herbert Ortner (Chairman) <sup>2</sup> Stefan Fida Markus Stocker
Audit Committee <sup>3</sup>	Birgit Nogglner (Chairwoman) Herbert Ortner Michael Schwiiegelhofer Markus Stocker
Strategy Committee <sup>4</sup>	Walter Koppensteiner (Chairmen) <sup>2</sup> Herbert Ortner Klaus Erkes Claus Möhlenkamp Birgit Nogglner Astrid Skala-Kuhmann Sigrid Haipl <sup>5</sup> Michael Schwiiegelhofer Markus Stocker
Transformation Committee <sup>3,4</sup>	Walter Koppensteiner (Chairman) <sup>2</sup> Herbert Ortner Klaus Erkes Birgit Nogglner Michael Schwiiegelhofer Markus Stocker

<sup>1</sup> As of 31 December 2021, unless stated otherwise

<sup>2</sup> On 12 May 2021, Walter Koppensteiner resigned from his position as the Chairman of the Supervisory Board and all other positions on committees of Semperit AG Holding with immediate effect. Herbert Ortner was elected as Chairman of the Supervisory Board.

<sup>3</sup> Petra Preining was initially appointed as CFO on a temporary basis with effect from 17 May 2021 and her position was officially confirmed on 29 September 2021. Petra Preining's Supervisory Board duties including her positions on the Audit and Transformation Committees at Semperit AG Holding were temporarily suspended on 17 May, before she finally left the Supervisory Board on 29 September 2021. Her positions on the committees were not filled.

<sup>4</sup> The Strategy Committee and the Transformation Committee were dissolved on 27 April 2021, their agendas were transferred to the Supervisory Board as a whole.

<sup>5</sup> Sigrid Haipl resigned from the Supervisory Board as of 27 April 2021

## Managers' transactions

Transactions with shares or debt instruments of the company or related derivatives or financial instruments carried out by members of the Executive Board and the Supervisory Board are published online in accordance with Article 19 of the Market Abuse Regulation: <http://issuerinfo.oekb.at>.

## Equal opportunities and diversity

Respect, diversity, and inclusion are integral and indispensable elements of the corporate culture of Semperit AG Holding and are always considered when filling vacancies. When proposals are made to the Annual General Meeting for filling Supervisory Board mandates and when nominating Executive Board members, special importance is attached to maintaining balance in terms of professional skills and diversity because this contributes significantly to the level of professionalism and efficiency delivered through the work of the Supervisory and Executive Boards. In addition to professional and personal qualifications, aspects such as age, ethnic origin, gender, education, and experience are factored in. The written version of a diversity concept of the Supervisory board was adopted on 1 February 2018 and updated in the 2021 financial year.

## Advancement of women

Semperit is committed to equal opportunities for all employees – regardless of age, gender, nationality, religion, skin colour, or sexual orientation. A person's skills and potential are what counts. Using flexible working models such as flexitime and part-time work, as well as special parental part-time arrangements, the Group is aiming to continuously increase the proportion of female employees. As a traditional industrial company with a technical focus, the share of women was 23% across the Group in 2021 (compared to 22% in 2020) and 26% throughout Europe (compared to 26% in 2020). Since May 2017, Semperit AG Holding has met the 30% quota for women on the Supervisory Board, which has been required by law since 2018. There is one woman on the Executive Board. Overall, the share of women in management (Executive Board, Management Forum, department heads) was around 10% (compared to 11% in 2020).

## Issuer Compliance Policy

In order to implement and ensure compliance with all relevant stock exchange regulations, Semperit AG Holding has issued its own Issuer Compliance Policy designed to prevent the misuse or dissemination of insider information. Compliance is monitored and administered by a specially designated Issuer Compliance Officer who reports directly to the Executive Board.

## Code of Conduct

Beyond stock exchange compliance, the Semperit Group has a compliance organisation that covers all corporate units. A Group Compliance Officer receives support in fulfilling their responsibilities from the Senior Group Compliance Manager and compliance coordinators working in the subsidiaries of the Semperit Group. The Senior Group Compliance Manager reports any incidents to the Compliance Board. The Compliance Board consists of the Executive Board and the Group Compliance Officer. The main focus is on ensuring compliance with regulations in the areas of anti-corruption, antitrust law,

export control and sanctions as well as data protection. The Group Compliance Officer is also the deputy of the Issuer Compliance Officer.

The Code of Conduct, which applies to all employees and managers and is available in several languages, was updated and published in 2021. Its most important objectives are to avoid corruption, money laundering, human rights violations, insider trading, and breaches of competition law. In addition, it deals with aspects of data protection and export restrictions. These conduct requirements are further specified in thematic compliance guidelines. Employees receive in-depth and practical training with a focus on the matters referred to in the Code of Conduct. In addition, there is regular internal communication from the Executive Board and the relevant managers providing support on compliance-related topics. The Code of Conduct can be viewed online here: [www.semperitgroup.com/en/about-us/compliance/](http://www.semperitgroup.com/en/about-us/compliance/).

In order to support the above-mentioned targets of the Code of Conduct, the information hotline "SemperLine" was set up in January 2018. Employees as well as external people are welcome to report infringements of the Code of Conduct: [www.semperitgroup.com/en/about-us/compliance/semperline/](http://www.semperitgroup.com/en/about-us/compliance/semperline/).

## Risk Management & Assurance

The Group Risk Management & Assurance department is responsible for the central coordination, moderation and monitoring of the structured risk management process for the entire Group. Relevant risks are prioritised from various perspectives and later their effects and probability of occurrence are assessed. Responsibilities are identified, measures are defined and tracking is ensured. The bottom-up identification and prioritisation process is supported by workshops with the relevant employees. This element ensures that potential new risks are put up for discussion at management level and are included in reporting afterwards if they are relevant. These risks are then discussed and coordinated with the segment and competence centre managers. Individual reporting follows a visit to the relevant Semperit company or (remote) risk management there. Needless to say, risks will also be assumed from the top down, for example from the perspective of the segment and competence centre management and the Executive Board, and backed up with measures. The regular reporting process is complemented by an ad-hoc reporting process to draw attention to critical issues in good time. At least once a year, a comprehensive risk report on the biggest group individual risks, including aggregation, is submitted to the Audit Committee and the Supervisory Board.

Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. audited and confirmed the functionality of the risk management system of the Semperit Group for the 2021 financial year in the reporting year 2022 in accordance with C Rule 83 of the Austrian Code of Corporate Governance.

The purpose of the internal control system of the Semperit Group is to ensure the effectiveness and efficiency of business operations, the reliability of financial reporting, and adherence to applicable laws and regulations. It also supports the early recognition and monitoring of risks from inadequate monitoring systems and fraudulent actions and is revised and expanded on an ongoing basis by the Risk Management & Assurance department together with the relevant specialist departments. The management of the relevant subsidiary is responsible for the implementation and monitoring of the internal control system and the risk management system. The Executive Board of Semperit AG Holding stipulates cross-divisional framework conditions and regulations that are applicable throughout the Group. Follow-up audits are undertaken at the various locations on a regular basis to ensure sustainable implementation of these framework conditions and regulations.

## External evaluation

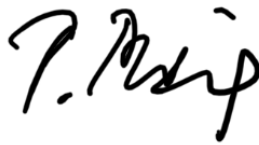
In accordance with C Rule 62 of the Austrian Corporate Governance Code, the Semperit Group commissioned an external organisation to evaluate its compliance with the stipulations contained in the code and the accuracy of the associated public reporting for 2019. This evaluation, which was performed by Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., did not identify any facts inconsistent with the declaration of the Executive Board and Supervisory Board found in the 2019 Corporate Governance Report with respect to its compliance with the C Rules of the Austrian Corporate Governance Code. In the financial year 2021 no external evaluation has been performed.

Vienna, 22 March 2022

The Executive Board



**Karl Haider**  
CEO



**Petra Preining**  
CFO



**Kristian Brok**  
COO