

Report by the Managing Board of Wienerberger AG

on agenda items 8 and 9 of the 151st Annual General Meeting to be held on
Tuesday, May 5, 2020

1. Item 8 on the agenda of the 151st Annual General Meeting:

Proposed resolution: Authorization to repurchase own shares involving reverse exclusion of subscription rights

Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting adopt the following resolution:

In accordance with Section 65 (1) No 8 as well as (1a) and (1b) of the Austrian Stock Corporation Act [AktG], during a period of 30 months from the date of this resolution, the Managing Board of Wienerberger AG is authorized to purchase own shares of Wienerberger AG equal to not more than 8% of the share capital at a lowest equivalent of EUR 1.00 (one euro) per share and a highest equivalent of twice the stock market price of May 5, 2020 per share, without obtaining any further resolution by the Annual General Meeting. At the discretion of the Managing Board, in compliance with statutory requirements, own shares may be purchased on or off the stock exchange, also from individual shareholders or from a single shareholder. However, the Supervisory Board must be informed of such decision afterwards. An off-market purchase may also be carried out by excluding the shareholders' pro-rated rights of disposal which may be associated with such purchase (reverse exclusion of subscription rights). Any purchase may not be carried out for the purpose of trading in own shares. Within the limits prescribed by law, especially regarding the maximum number of own shares, the Managing Board may exercise this authorization in whole or in part, individually or collectively, once or repeatedly, provided that the portion of the share capital associated with the shares held by the Company on the basis of this authorization or otherwise never exceeds 10% of the share capital.

This resolution replaces the authorization to repurchase own shares adopted by the Annual General Meeting on June 14, 2018.

Purchase of own shares

At the 151st Annual General Meeting of Wienerberger AG to be held on Tuesday, May 5, 2020, it is intended to authorize the Managing Board to purchase own shares of the Company without identifying a specific purpose, and excluding trade in own shares (Section 65 (1) No 8 of the Austrian Stock Corporation Act).

The Managing Board seeks authorization to purchase own shares of not more than 8% of the share capital at a lowest equivalent of EUR 1.00 (one euro) per share and a highest equivalent of twice the stock market price of May 5, 2020 per share, without obtaining

any further resolution by the Annual General Meeting (at the time of calling of the 151st Annual General Meeting, this would be 9,215,039 shares of Wienerberger AG).

Such authorization is to be valid for a period of 30 months from the date on which the resolution is adopted by the Annual General Meeting.

Wienerberger AG is able to set up the reserve for own shares prescribed by Section 225 (5) of the Austrian Business Code [UGB] without net assets falling short of the share capital or any appropriated reserve provided by law or the Articles of Association. The issuing amount on the shares has been fully paid up.

An exclusion of shareholders' rights to tender (exclusion of reversed subscription rights) matters greatly to Wienerberger AG as this will enable Wienerberger AG to swiftly and flexibly benefit from market opportunities that may arise from the Company's fast changing environment, without having to handle shareholders' rights to tender, which is an expensive and time-consuming matter.

2. Item 9 on the agenda of the 151st Annual General Meeting:

Proposed resolution: Resolution on the disposal of own shares, excluding subscription rights

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting adopt the following resolutions:

- a) Pursuant to Section 65 (1b) of the Austrian Stock Corporation Act, for a period of five years from the date of resolution, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG, for purposes of disposing of or using own shares, is authorized to adopt a form of disposal other than through the stock exchange or by public offer, applying by analogy the rules governing the exclusion of subscription rights of shareholders, if, for example, shares are to be offered to employees, executives and members of the Managing Board of the Company or an entity affiliated with the Company under a share-based remuneration program, an employee participation program or a share option program, and to define the related conditions of disposal. Such authorization may be exercised by the Company, by a subsidiary (Section 228 (3) of the Austrian Business Code [UGB]) or by third parties for the Company's account in whole or in part or in several instalments and by pursuing one or more purposes.*
- b) Pursuant to Section 65 (1) No 8, last sentence, of the Austrian Stock Corporation Act, during a period of 30 months of the date of this resolution, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG is also authorized to decrease the share capital by redeeming own shares purchased based on this authorization, if necessary. The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from such redemption of shares.*

Within the limits prescribed by law, especially regarding the maximum number of own shares, the Managing Board may exercise this authorization in whole or in part, individually or collectively, once or repeatedly.

This resolution replaces the authorization to dispose of own shares adopted by the Annual General Meeting on June 14, 2018.

Disposal and redemption of own shares

The Managing Board seeks authorization from the Annual General Meeting to dispose of own shares in a manner other than through the stock exchange or by public offer. For this reason, the Managing Board submits the following written report pursuant to Section 65 (1b) in conjunction with Section 153 (4) of the Austrian Stock Corporation Act:

In the context of acquiring enterprises, businesses, parts of businesses or shares in companies, it may be beneficial to use own shares as consideration, e.g. to compensate shareholders of target companies or if the seller (e.g. for tax reasons) prefers to receive shares in Wienerberger AG instead of cash. This reduces liquidity needed for acquisitions and speeds up transaction handling because existing shares are used and there is no need to create new shares.

It is also necessary to be able to dispose of own shares in a manner other than through the stock exchange because in order to remain and become more competitive, the Company should be able to establish an internationally common remuneration scheme, e.g. as regards remuneration of Managing Board members. Such a scheme will be introduced by the Remuneration Policy 2020 - 2024 for the Managing Board, taking into account the Company's specific targets and sustainability efforts. The Remuneration Policy 2020 - 2024 for the Managing Board, which is in line with high international and national standards, was drafted in close agreement with the largest shareholders and proxy advisors and approved by the Supervisory Board in March 2020. Among other things, the Remuneration Policy defines that alongside fixed remuneration, the Managing Board – as is common practice in peer companies – is to receive variable remuneration (LTI program) in the form of shares in Wienerberger AG. In this context, the Remuneration Policy provides for a performance period of three years and a lock-up period of another two years for shares so received.

In addition, it matters greatly to Wienerberger AG to be able to dispose of own shares while excluding the shareholders' general ability to buy (exclusion of subscription rights) as this will enable Wienerberger AG to swiftly and flexibly benefit from market opportunities that may arise from the Company's fast changing environment, without having to handle shareholders' subscription rights, which is an expensive and time-consuming matter.

For this reason, pursuant to Section 65 (1b), third sentence, of the Austrian Stock Corporation Act, the Annual General Meeting should authorize the Managing Board to

dispose of own shares in a manner other than through the stock exchange or by public offer.

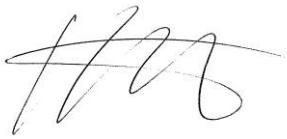
Own shares may only be disposed of and redeemed and all conditions of disposal may only be defined subject to approval by the Supervisory Board of Wienerberger AG.

If such authorization is exercised two weeks before the Supervisory Board adopts a resolution, another report under Section 65 (1b) in conjunction with Section 171 of the Austrian Stock Corporation Act has to be published.

For the above reasons, taking into account all circumstances to be considered, it is necessary, appropriate, proper, in the interest of Wienerberger AG and its shareholders and therefore objectively justified to authorize the Managing Board, subject to approval by the Supervisory Board, to exclude shareholders' general rights to buy in the context of a disposal of own shares.

Vienna, this April 2020

The Managing Board of Wienerberger AG



Heimo Scheuch



Carlo Crosetto



Solveig Menard-Galli

Disclaimer

This is a working translation from the German language version and for convenience purposes only. In the event of conflict with the German language version, the German language version shall prevail.