

Wienerberger AG  
Wienerbergerplatz 1, A-1100 Vienna  
Company Register Number 77676f  
ISIN AT0000831706

## Proposed Resolutions

at the 151<sup>st</sup> Annual General Meeting of  
Wienerberger AG  
on May 5, 2020

**Item 1: Presentation of the adopted 2019 Annual Financial Statements and the Management Report of Wienerberger AG for the financial year 2019 as well as the remuneration policy for the Managing Board and the Supervisory Board, the Consolidated Financial Statements and the Group Management Report, the Corporate Governance Report, the non-financial report and the report by the Supervisory Board on the financial year 2019**

*Comment: It is not intended to adopt a resolution on this item. A resolution on the remuneration policy will be adopted under items 6 and 7 of the agenda.*

**Item 2: Resolution on the use of net profits shown in the 2019 Annual Financial Statements**

### Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decide to distribute from net profits of EUR 69,089,603.81 on the share capital of EUR 115,187,982.00 a dividend of EUR 0.60 per share entitled to receive dividends, i.e. EUR 69,112,789.20, less a pro-rated amount of EUR 1,062,173.40 for own shares, thus EUR 68,050,615.80, and to carry forward remaining profits of EUR 1,038,988.01. The number of shares entitled to receive dividends may change until the time of the Annual General Meeting, in which case the proposed resolution will be adjusted to the number of shares entitled to receive dividends at the time of the Annual General Meeting. The dividend is payable starting on Friday, October 30, 2020 and will be credited to the custodian banks.

*Comment: In the wake of the Covid19 pandemic potential legal measures are being discussed at EU level that might prevent companies from paying dividends under certain circumstances. Both the resolution on and the payment of the dividend are hence conditional upon the lawfulness to pay a dividend at the moment the resolution is adopted and at the moment of payment.*

**Item 3: Discharge of the Managing Board members for the financial year 2019**

### Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decide that the members of Wienerberger AG's Managing Board acting during the financial year 2019 be discharged for that period.

## **Item 4: Discharge of the Supervisory Board members for the financial year 2019**

### Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decide that the members of Wienerberger AG's Supervisory Board acting during the financial year 2019 be discharged for that period.

## **Item 5: Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2020**

### Proposed resolution:

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting decide to elect Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2020.

## **Item 6: Resolution on the remuneration policy for the Managing Board**

### Proposed resolution:

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting adopt the 2020-2024 remuneration policy for the Managing Board as developed and submitted by the Supervisory Board.

*Comment: The 2020-2024 remuneration policy for the Managing Board is attached hereto and available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

## **Item 7: Resolution on the remuneration policy for the Supervisory Board and fixing of the Supervisory Board members' remunerations**

### 1) Proposed resolution: Remuneration policy for the Supervisory Board:

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting adopt the 2020-2024 remuneration policy for the Supervisory Board as developed and submitted by the Supervisory Board.

*Comment: The 2020-2024 remuneration policy for the Supervisory Board is attached hereto and available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

### 2) Proposed resolution: Fixing of the Supervisory Board members' remunerations

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decide that the elected members of the Supervisory Board (capital representatives) receive the following annual remuneration from the financial year 2020 (inclusive) until further notice:

#### a. Fixed annual remuneration for Supervisory Board work:

- For the Chairperson of the Supervisory Board: EUR 170,000
- For each Deputy Chairperson of the Supervisory Board: EUR 105,000
- For each other member of the Supervisory Board: EUR 80,000

The above amounts are gross amounts and not subject to indexation.

b. Fixed annual remuneration for committee work (such remuneration is limited to one committee mandate and is payable only once even if a member is active on several committees):

- For the Chairperson of the Audit and Risk Committee: EUR 40,000
- For the Chairperson of any other committee: EUR 30,000
- For the Deputy Chairperson of a committee: EUR 30,000
- For ordinary committee members: EUR 20,000

The above amounts are gross amounts and not subject to indexation.

Rationale:

*The proposed new remuneration scheme which is in line with Wienerberger's new remuneration policy for the Supervisory Board and complies with international remuneration standards introduces changes to the Supervisory Board's remuneration which has remained unchanged since 2011, with the exception of price index adaptations in 2014 and 2018. Over the past years, the duties and work intensity of the Supervisory Board have increased significantly. This includes:*

- *The ongoing strategic transformation of the group – from a mere producer to a system provider of building and infrastructure solutions;*
- *A strong focus on succession planning both for the Managing Board and the Supervisory Board (including the role of the Chairperson) resulting in an increased number of committees and committee meetings;*
- *Increasing focus on ESG subjects with a new Sustainability & Innovation Committee introduced to respond to this requirement; and*
- *Increased responsibility of Supervisory Board members as a result of increasing duties and work intensity.*

*The design of the proposed remuneration scheme for the Supervisory Board was guided by the notion that:*

- *The new scheme – by eliminating attendance fees that do not conform to modern international corporate governance standards anymore – shall be structured in a simple and transparent way;*
- *As committee work – being a self-evident obligation of every Supervisory Board member – is largely compensated by an increased base fee, only one committee fee shall be payable for membership in several committees;*
- *Wienerberger remains competitive within its industry in attracting Supervisory Board members of the highest repute with recognized expertise, who fully understand Wienerberger's markets and add to the Board a wealth of know-how and experience; and*
- *Supervisory Board members actively contribute to the group's development – not only during board/committee meetings but also by being available to our employees and stakeholders in the context of an open dialogue.*

*Following an in-depth analysis of the Supervisory Board remuneration introduced in 2011 by the Remuneration Committee with the support of an external adviser as well as after comprehensive discussions on the Committee, the proposed remuneration scheme was recommended to and approved by the Supervisory Board before being submitted to the Annual General Meeting for approval. The new remuneration scheme for the Supervisory Board shall entirely replace the remuneration scheme for the Supervisory Board approved by the 142nd Annual General Meeting of May 13, 2011.*

## **Item 8: 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.

*Comment: The report by the Managing Board on item 8 on the agenda is attached hereto and available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

## **Item 9: Resolution on the disposal of own shares, excluding subscription rights**

### Proposed resolution:

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.

*Comment: The report by the Managing Board on item 9 on the agenda is attached hereto and available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

## **Item 10: Amendment to the Articles of Association**

### Proposed resolution:

The Managing Board and the Supervisory Board propose that the Annual General Meeting decide to amend the Articles of Association of Wienerberger AG as follows:

### **(The new) § 15 shall read as follows:**

"(1) Each member of the Supervisory Board elected by the Annual General Meeting shall receive remuneration for his/her activities that reflects international standards. The remuneration a member of the Supervisory Board is entitled to receive based on the resolution adopted by the Company's Annual General Meeting shall be paid after the end of the respective financial year. Furthermore, each member of the Supervisory Board shall be entitled to reimbursement of his/her documented out-of-pocket expenses.

(2) If a member of the Supervisory Board does not act during a full financial year, remuneration shall be paid on a pro-rated basis."

*Comment: Remuneration of the Supervisory Board applicable as of the financial year 2020 is set out in detail in the remuneration policy and the relevant proposed resolution (both item 7). The provisions of the Articles of Association governing remuneration of the Supervisory Board must therefore be adapted accordingly.*

### **(The new) § 16 shall read as follows:**

"Pursuant to Section 145 (1), second sentence, of the Austrian Stock Corporation Act, the Supervisory Board may adopt amendments to the Articles of Association which are only editorial in nature. Such authorization includes, but is not limited to, amendments to the Articles of Association resulting from any use of authorized capital or the non-exercise of an authorization to increase the Company's share capital."

*Comment: This amendment specifies the original wording and reflects the current legal basis.*

**§ 17 (3) shall read as follows:**

"(3) The invitation to the Annual General Meeting shall be published in consideration of the provisions of Section 18 of the Austrian Stock Corporation Act."

*Comment: This amendment specifies the original wording and reflects the current legal basis.*

***Disclaimer***

*This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.*