

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

Proposed Resolutions

at the 152nd Annual General Meeting of
Wienerberger AG
on May 4, 2021

Item 1: Presentation of the adopted 2020 Annual Financial Statements and the Management Report of Wienerberger AG for the financial year 2020, 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 2020

Comment: It is not intended to adopt a resolution on this item. The documents listed under this item will be available at the company's website under www.wienerberger.com.

Item 2: Resolution on the use of net profits shown in the 2020 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 69,044,767.75 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 1,753,300.80 for treasury shares, thus EUR 67,359,488.40, and to carry forward remaining profits of EUR 1,685,279.35. The dividend is payable starting on Monday, May 10, 2021 and will be credited to the custodian banks. The record date for 2020 dividends is Friday, May 7, 2021.

Comment: In view of the continuing global Covid-19-Pandemic as well as the related volatile economic situation in the group's markets, the Managing Board and Supervisory Board of Wienerberger AG have decided not to raise the dividend proposal compared to last year.

Item 3: Discharge of the Managing Board members for the financial year 2020

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 2020 be discharged for that period.

Comment: The discharge for the 2020 financial year applies to the Managing Board members Heimo SCHEUCH, Carlo CROSETTO, Solveig MENARD-GALLI and Harald SCHWARZMAYR.

Item 4: Discharge of the Supervisory Board members for the financial year 2020

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 2020 be discharged for that period.

Comment: The discharge also applies to those Supervisory Board members who resigned from the Supervisory Board in the 2020 financial year.

Item 5: Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2021

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 2021.

Comment: In the case of its election, the proposed auditor Deloitte Audit Wirtschaftsprüfungs GmbH would audit the Wienerberger Group for the fifth time in succession in the 2021 financial year. A legal obligation to appoint a different audit firm (rotation requirement) applies after ten years.

Item 6: Elections to the Supervisory Board

1.) Proposed resolution: Reduction of the number of capital representatives

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting decide to reduce the number of Wienerberger AG's members of the Supervisory Board elected by the Annual General Meeting from currently eight members by one person to a total of seven members within the limit of three to ten members as provided by the Articles of Association.

2.) Proposed resolution: Candidate proposals

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting decide that with effect from the close of this Annual General Meeting

- a.) Mr. David DAVIES be re-elected to the Supervisory Board of Wienerberger AG for the statutory maximum term of office pursuant to Section 10 (3) of the Articles of Association of Wienerberger AG, i.e. until the close of the Annual General Meeting resolving on the granting of discharge for the financial year 2024;
- b.) Mr. Peter JOHNSON be re-elected to the Supervisory Board of Wienerberger AG for the statutory maximum term of office pursuant to Section 10 (3) of the Articles of Association of

Wienerberger AG, i.e. until the close of the Annual General Meeting resolving on the granting of discharge for the financial year 2024; and

- c.) Ms. Kati TER HORST be elected to the Supervisory Board of Wienerberger AG as a replacement for the remaining term of office of Ms. Caroline GREGOIRE SAINTE MARIE pursuant to Section 10 (5) of the Articles of Association of Wienerberger AG, i.e. until the close of the Annual General Meeting resolving on the granting of discharge for the financial year 2022.

Comment by the Supervisory Board:

- 1.) *Pursuant to a resolution adopted by the Annual General Meeting on May 22, 2015, the company's Supervisory Board – as of the beginning of 2020 – consisted of eight members elected by the Annual General Meeting (capital representatives) and three members delegated by the Works Council pursuant to Section 110 of the Labor Relations Act. Since Ms. Caroline GREGOIRE SAINTE MARIE prematurely resigned from office as of May 5, 2020 (i.e. two years prior to the lapse of her statutory term of office) and Mr. Christian JOURQUIN prematurely resigned from office as of the end of March 2021, the number of capital representatives has been reduced to six members.*

Four of the remaining six capital representatives are men and two are women; two of the three employee representatives are men and one is a woman. The Supervisory Board therefore currently consists of six men and three women and thus complies with the minimum share of men and women under Section 86 (7) of the Stock Corporation Act [AktG].

No objection was raised under Section 86 (9) of the Stock Corporation Act, which means that the requirement under Section 86 (7) of the Stock Corporation Act must be complied with by the Supervisory Board as a whole. Taking into account six capital representatives and three Supervisory Board members delegated by the Works Council, at least three members must be women and three members must be men.

The Nomination Committee of the Supervisory Board has intensively discussed the appropriate size of the Board in the course of 2020. Evaluations led to the recommendation to reduce the number of capital representatives on the Supervisory Board by one person to seven such representatives.

In order to assure that the Supervisory Board has the required expertise and experience available to fulfill its responsibilities after the resignation of Ms. GREGOIRE SAINTE MARIE and Mr. JOURQUIN, a transparent succession process was started in 2020 that was assisted by professional recruitment consultants of international repute. This process was also aimed at assuring that all applicable standards of good corporate governance (including in relation to gender diversity on the Supervisory Board) are complied with.

With Ms. Kati TER HORST, we were able to acquire an internationally experienced manager having comprehensive industry know how to join the Supervisory Board. In addition to her professional expertise, Ms. TER HORST, being a Finnish citizen, has thorough knowledge of the markets which are particularly relevant to Wienerberger's infrastructure business.

For more than 20 years, Ms. TER HORST has continuously held complex executive offices with Stora Enso, one of the top three paper producers worldwide, and since 2014 she has been Executive Vice President, Head of Paper Division. In the course of her career, Ms. TER HORST

substantially contributed to a large number of performance-based change processes. The focus of her current operative activities is on innovation and sustainability - topics which are also of major importance for Wienerberger.

Ms. Kati TER HORST is proposed for election for the remaining term of office of Ms. GREGOIRE SAINTE MARIE, i.e. until the Annual General Meeting 2023.

- 2.) *Of the currently six capital representatives, Mr. David DAVIES and Mr. Peter JOHNSON will resign from office by rotation as of the end of the 152nd Annual General Meeting on May 4, 2021.*

The Supervisory Board, as recommended by the Nomination Committee and following the above-mentioned professional succession process, proposes to re-elect Mr. David DAVIES and Mr. Peter JOHNSON (each of them for a full term of office).

With its proposal to re-elect Mr. David DAVIES and Mr. Peter JOHNSON, the Supervisory Board aims at preserving both candidates' comprehensive experience for the company and ensuring continuity of the Supervisory Board's work. Since 2017, Mr. DAVIES has chaired the Audit and Risk Committee, consistently covering the relevant duties in his capacity as a renowned financial expert. In the past years, Mr. JOHNSON, not least by temporarily acting as chairman during the financial year 2020, has significantly shaped the Supervisory Board's work with his commitment, his strategic know how and his profound knowledge of the construction materials industry.

Please refer to the company's website at www.wienerberger.com to find the CVs of the above candidates, the statement under Section 87 (2) of the Stock Corporation Act concerning their expert qualifications, and their professional or comparable functions as well as a notice that there are no circumstances which could give rise to concern over bias.

Item 7: Resolution on the 2020 Remuneration Report

Proposed resolution:

The Managing Board and the Supervisory Board propose that the Annual General Meeting adopt the Remuneration Report on the remuneration of the Managing Board and the Supervisory Board of Wienerberger AG for the financial year 2020.

Comment: *The Remuneration Policy 2020 – 2024 for the Managing Board as well as the one for the Supervisory Board of Wienerberger AG were submitted for approval to the 151st Annual General Meeting on May 5, 2020 and were adopted by the latter. The Supervisory Board has subsequently implemented the contents of these Remuneration Policies, taking suggestions by some of our shareholders into consideration. The 2020 Remuneration Report documents this implementation and is available at the company's website under www.wienerberger.com.*

Disclaimer:

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