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Report on the intended transfer of treasury shares of Wienerberger AG

The members of the Managing Board of Wienerberger AG (the "Company"), with the exception of Heimo Scheuch, and the members of the Supervisory Board of the Company submit the following report on the intended transfer of treasury shares of the Company to a member of the Company's Managing Board within the framework of a share-based remuneration system, pursuant (mutatis mutandis) to sect.153 para.4 in conjunction with sect.159 para.2 point 3 of the Stock Corporation Act.

1. Authorization regarding the use of treasury shares

1.1 The 151st Annual General Meeting of the Company held on May 5, 2020, re-solved under agenda item 9 to authorize the Managing Board for a period of five years, starting from the date of the resolution, pursuant to sect.65 para.1b of the Stock Corporation Act, with the approval of the Supervisory Board and with-out further resolution by the Annual General Meeting, to dispose of and/or use treasury shares in a manner other than through the stock exchange or by public offer, subject to the provisions, mutatis mutandis, regarding the exclusion of shareholders' subscription rights, inter alia for the offer of shares to employees, executives and members of the Managing Board of the Company or an affiliated company within the framework of a share-based remuneration program, an employee participation program, or a stock option program, and to set the terms and conditions thereof (the "authorization for use of shares").

1.2 The authorization for the use of shares granted by the 151st Annual General Meeting of Wienerberger AG may be exercised by the Company, by a subsidiary (sect.228 para.3 of the Austrian Company Code), 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.

2. Granting of shares within the framework of a share-based remuneration system

2.1 On December 21, 2020, the Supervisory Board of the Company decided to allocate a total of 40,258 shares of the Company to Heimo Scheuch within the framework of the applicable share-based remuneration system without payment of consideration by Heimo Scheuch. The allocated shares of the Company are to be transferred to Heimo Scheuch by the end of May 2021.

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3. On the exclusion of the shareholders' repurchase right

3.1 The possibility of using treasury shares in a manner other than through the stock exchange or by public offer for the purpose of fulfilling the obligation to deliver shares to Heimo Scheuch within the framework of the share-based remuneration system would, if implemented, be in the interest of the Company and proportionate: Such share-based remuneration systems are common practice and widely used by listed companies. The implementation of such share-based remuneration system is generally recognized and expected by long-serving members of the management board of listed companies. Share-based remuneration systems providing for the allocation of shares of the Company serve to enhance the motivation of executives, increase the length of services of executives within a given company, and promote an executive's efforts to deliver revenue and earnings growth. A share-based remuneration system makes a Company more attractive as an employer. In the absence of a share-based remuneration system, the Company would be forced to pay out higher variable remuneration components in cash to individual members of the management. Finally, investors also expect the management to participate in the success of the company. Heimo Scheuch was therefore allocated a total of 40,258 shares of the Company within the framework of the share-based remuneration system without payment of consideration on his part.

3.2 Furthermore, the possibility of using treasury shares in a manner other than through the stock exchange or by public offer for the purpose of fulfilling obligations within the framework of a share-based remuneration system is a necessary prerequisite for such remuneration system to be implemented independent of any conditional and/or approved conditional capital and the requirements there-of.

3.3 Pursuant to sect.65 para.1b, last sentence, of the Stock Corporation Act, the transfer of treasury shares to employees, executives and/or members of the Managing Board of the Company or an affiliated company for the granting of stock options is justified by law. This also applies to cases of direct allocation of shares to the aforementioned group of persons within the framework of comparable programs without prior granting of an option; the possibility of offering treasury shares to these persons would not require a resolution (i.e. a separate authorization) by the Annual General Meeting. Additionally, however, the resolution to authorize the Managing Board for a period of five years from the date of adoption of the resolution, pursuant to sect.65 para.1b of the Stock

Corporation Act, with the approval of the Supervisory Board and without further resolution by the Annual General Meeting, to sell and/or use treasury shares in a manner other than through the stock exchange or by public offer, was submitted to and adopted by the 151st Annual General Meeting on May 5, 2020, under agenda item 9.

3.4 Through the use of treasury shares, excluding the possibility for shareholders to purchase such shares, the “typical” dilution of shareholders does not occur. Initially, the shareholdings of the existing shareholders and the voting power arising from the shares held by the existing shareholders “increased” merely due to the fact that the Company, based on the corresponding authorizations by the Annual General Meeting, purchased its own shares, and the rights arising from these shares were dormant as long as the Company held them as treasury shares. A reduction within the sphere of the individual shareholder only occurs when the Company re-uses the purchased own shares while excluding the possibility for shareholders to buy these shares. After the Company’s use of its own shares, the shareholders again have the status which they already had before the Company purchased the respective own shares. In this context, it must also be pointed out that on account of the small scope of the transaction a dominant stake in the Company by Heimo Scheuch can be ruled out. Given the small scope of the transaction, it does not result in any noteworthy disadvantage for the shareholders in terms of their ownership rights: The intended transfer comprises no more than up to 40,258 shares of the Company (approximately 0.03% of the share capital of Wienerberger AG). As of the date of this report, the Company holds a total of 2,922,168 treasury shares, the total number of shares in circulation being 115,187,982 shares.

3.5 Thus, the exclusion of the repurchase right (subscription right) of the existing shareholders is materially justified.

3.6 The use of treasury shares for the purpose of fulfilling obligations under a share-based remuneration system, excluding the repurchase right of shareholders, is a common and generally recognized practice. Moreover, given the extensive dis-closure obligations in connection with the use of treasury shares – also in connection with any further disclosure obligations applicable to listed companies, such as Wienerberger AG – full transparency regarding the use of treasury shares is guaranteed. Moreover, the exclusion of the repurchase right (subscription right) is possible only with the approval of the Supervisory

Board. The decision cannot be taken by the Managing Board of the Company alone. Further-more, the member of the Managing Board concerned, i.e. CEO Heimo Scheuch, abstains from voting in this matter. The interests of the existing shareholders are not jeopardized in any particular way.

3.7 The Managing Board, with the exception of Heimo Scheuch, and the Supervisory Board have therefore come to the conclusion that meeting the obligation under the share-based remuneration system through the use of treasury shares and excluding the repurchase right (subscription right) of the shareholders is in conformity with the legal provisions in effect.

4. Next steps

4.1 Upon expiry of a deadline of no less than 14 days after publication of this report and no less than three stock exchange days after publication of the intended use (transfer) of treasury shares, the Company's treasury shares can be transferred to Heimo Scheuch on the conditions outlined above and subject to allocation by the Supervisory Board.

4.2 Transfer is to be completed by the end of May 2021.

Vienna, May 2021

The Managing Board of Wienerberger AG (except Heimo Scheuch)

The Supervisory Board of Wienerberger AG