

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

## Invitation

to the **153<sup>rd</sup> Annual General Meeting**

to be held on **Tuesday, May 3, 2022, at 10:00 am Vienna time**

at **Wienerberger Haus, Wienerberger AG, Wienerbergerplatz 1, 1100 Vienna,**

as a virtual Annual General Meeting within the meaning of the Austrian Corporate COVID-19 Act (hereinafter COVID-19 Act) and the Austrian Corporate COVID-19 Ordinance (hereinafter COVID-19 Ordinance)

### Agenda

1. Presentation of the adopted 2021 Annual Financial Statements and the Management Report of Wienerberger AG for the financial year 2021, 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 2021
2. Resolution on the use of net profits shown in the 2021 Annual Financial Statements
3. Discharge of the Managing Board members for the financial year 2021
4. Discharge of the Supervisory Board members for the financial year 2021
5. Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2022
6. Elections to the Supervisory Board
7. Resolution on the 2021 remuneration report
8. Authorization to repurchase treasury shares involving a reverse exclusion of subscription rights
9. Resolution on the sale of treasury shares, excluding subscription rights

### Annual General Meeting to be held as a virtual Annual General Meeting

In view of the time required to organize the 153<sup>rd</sup> Annual General Meeting and the pandemic-related uncertainties still prevailing at the time of its preparation, after due and careful consideration, the Managing Board has decided to hold this year's Annual General Meeting without any shareholders being physically present.

As a consequence, the 153<sup>rd</sup> Annual General Meeting of Wienerberger AG to be held on May 3, 2022 will be held as a "virtual Annual General Meeting" within the meaning of the COVID-19 Act (Federal Law Gazette I 16/2020), as amended, and the related Ordinance issued by the Federal Minister of Justice (COVID-19 Ordinance, Federal Law Gazette II 140/2020), as amended. Based on the current COVID-19 situation, Wienerberger AG reserves the right to postpone or cancel (also on short notice) the 153<sup>rd</sup> Annual General Meeting for good cause.

Subject to statutory provisions, holding the Annual General Meeting as a virtual Annual General Meeting involves modifications in respect of the procedure of the Annual General Meeting and the exercise of shareholder rights. The rights to vote, to propose resolutions and to raise objections may only be exercised by granting power of attorney and giving instructions to one of the proxies proposed by the company pursuant to Section 3 (4) of the COVID-19 Ordinance.

Provided that a depository confirmation as defined in Section 10a of the Austrian Stock Corporation Act [AktG] has been provided in due time and a special proxy has been granted power of attorney, the right to obtain information may be exercised by shareholders at the virtual Annual General Meeting as follows:

- By way of electronic communication, i.e. by providing questions and/or requests to speak in writing solely by sending an email to [fragen.wienerberger@hauptversammlung.at](mailto:fragen.wienerberger@hauptversammlung.at); please use the form of questions provided on the company's website at [www.wienerberger.com](http://www.wienerberger.com).
- By means of a video statement recorded at the company's premises before the 153<sup>rd</sup> Annual General Meeting takes place; related details will be available in the document 'Information concerning the organizational and technical requirements for participating in the virtual Annual General Meeting' on the company's website at [www.wienerberger.com](http://www.wienerberger.com) not later than on April 12, 2022.

### **Online transmission of the Annual General Meeting**

Pursuant to Section 3 (1), (2) and (4) of the COVID-19 Ordinance in conjunction with Section 102 (4) of the Stock Corporation Act, the 153<sup>rd</sup> Annual General Meeting will be fully transmitted online in real time. For purposes of data protection, this is permitted in accordance with Section 3 (1), (2) and (4) of the COVID-19 Ordinance and Section 102 (4) of the Stock Corporation Act.

All of the company's shareholders may follow the Annual General Meeting on May 3, 2022 from approx. 10 am, Vienna time, live on the Internet at [www.wienerberger.com](http://www.wienerberger.com), using appropriate technical means. Shareholders do not have to register or log in. By way of an acoustic and optical one-way connection, shareholders will be able to follow in real time the entire Annual General Meeting, including presentation of the Managing Board, answering of questions asked by shareholders, and adoption of resolutions.

For the avoidance of doubt, this live transmission does not include a two-way connection and does not facilitate remote participation pursuant to Section 102 (3) No 2 of the Stock Corporation Act or remote voting pursuant to Section 102 (3) No 3 of the Stock Corporation Act in conjunction with Section 126 of the Stock Corporation Act. In addition, please note that the company is responsible for the use of any technical means of communication only insofar as such means are attributable to its sphere (Section 2 (6) COVID-19 Ordinance).

Furthermore, reference is made to additional information concerning the organizational and technical requirements for participating in the virtual Annual General Meeting pursuant to Section 3 (3) in conjunction with Section 2 (4) of the COVID-19 Ordinance, which information will be available on the company's website at [www.wienerberger.com](http://www.wienerberger.com) not later than on April 12, 2022.

### **Special proxies**

Every shareholder who is entitled to participate in the Annual General Meeting has the right to appoint a proxy who participates in the Annual General Meeting on the shareholder's behalf and has the same rights as the shareholder represented by the proxy.

In accordance with Section 3 (4) of the COVID-19 Ordinance, the rights to propose resolutions, to vote and to raise objections at the virtual 153<sup>rd</sup> Annual General Meeting may only be exercised by a special proxy. Any cost of such special proxies will be borne by the company.

Every shareholder who is entitled to participate in the 153<sup>rd</sup> Annual General Meeting and has furnished related documentary evidence to the company as set forth herein has the right to appoint one of the following special proxies by granting power of attorney:

- Florian Beckermann, c/o IVA Interessenverband für Anleger  
Contact: Feldmühlgasse 22, 1130 Vienna  
[beckermann.wienerberger@hauptversammlung.at](mailto:beckermann.wienerberger@hauptversammlung.at)
- Ewald Oberhammer, attorney at law of Oberhammer Rechtsanwälte GmbH  
Contact: Karlsplatz 3/1, 1010 Vienna  
[oberhammer.wienerberger@hauptversammlung.at](mailto:oberhammer.wienerberger@hauptversammlung.at)

- Paul Fussenegger, attorney at law  
Contact: Rotenturmstrasse 12/6, 1010 Vienna  
[fussenegger.wienerberger@hauptversammlung.at](mailto:fussenegger.wienerberger@hauptversammlung.at)
- Arno Weigand, notary public  
Contact: Untere Donaustrasse 13-15/7<sup>th</sup> floor, 1020 Vienna  
[weigand.wienerberger@hauptversammlung.at](mailto:weigand.wienerberger@hauptversammlung.at)

The company's website at [www.wienerberger.com](http://www.wienerberger.com) provides to shareholders and/or their attorneys-in-fact a form to grant power of attorney and issue instructions to one of the above special proxies as well as a form to revoke such power of attorney. For the sake of efficiency, please use the forms provided.

The special proxies can be directly contacted as set out above. You are asked to get in touch in time in case you want to issue specific instructions.

For the purpose of verifying your identity, please insert on the forms in the relevant field the email address which is also used for sending instructions to the special proxy or questions and/or requests to speak to the company. In addition, the holder details referred to in the depository confirmation must be the same as those referred to in the power of attorney. Otherwise, the power of attorney is invalid.

If power of attorney is granted to another person, a valid chain of powers of attorney (sub-power of attorney) must ensure that one of the special proxies is granted power of attorney to exercise voting rights, to make motions and to raise objections. In accordance with the COVID-19 Ordinance, no other person may be granted power of attorney to exercise these rights at the virtual Annual General Meeting.

If a shareholder has granted power of attorney to the shareholder's custodian bank, the latter merely has to state that it was granted power of attorney, in addition to providing the depository confirmation. For the purpose of proposing resolutions, casting votes and raising objections at the Annual General Meeting, the custodian bank also has to use one of the proposed special proxies and timely provide the relevant power of attorney as described below.

Completed and signed powers of attorney must be timely sent to ensure they are received by the company in writing not later than on **Monday, May 2, 2022, 12 pm Vienna time**, using one of the following means:

By mail or courier to: Wienerberger AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60, 8242 St. Lorenzen/Wechsel

By fax to: +43 1 8900 500 53

By email to: If to Mr. Beckermann: [beckermann.wienerberger@hauptversammlung.at](mailto:beckermann.wienerberger@hauptversammlung.at)  
If to Mr. Oberhammer: [oberhammer.wienerberger@hauptversammlung.at](mailto:oberhammer.wienerberger@hauptversammlung.at)  
If to Mr. Fussenegger: [fussenegger.wienerberger@hauptversammlung.at](mailto:fussenegger.wienerberger@hauptversammlung.at)  
If to Mr. Weigand: [weigand.wienerberger@hauptversammlung.at](mailto:weigand.wienerberger@hauptversammlung.at)

The power of attorney has to be attached in text format (e.g. in pdf-format)

By SWIFT: GIBAAWGGMS - Message Type MT598 and/or Type 599;  
please indicate ISIN AT0000831706 in the text

This form of delivery grants the selected special proxy direct access to the power of attorney. The power of attorney may not be submitted by a shareholder in person at the venue of the meeting. Any details on how to grant power of attorney are set out in the proxy form provided on the company's website at [www.wienerberger.com](http://www.wienerberger.com) and in the document 'Information concerning the organizational and technical requirements for participating in the virtual Annual General Meeting'.

The above provisions apply mutatis mutandis to any revocation of a power of attorney.

## Documents for the Annual General Meeting

Pursuant to Section 108 (3) and (4) of the Stock Corporation Act, the following documents will be available on the company's website at [www.wienerberger.com](http://www.wienerberger.com) registered in the commercial register not later than on **Tuesday, April 12, 2022**:

- Information concerning the organizational and technical requirements for participating in the virtual Annual General Meeting pursuant to Section 3 (3) in conjunction with Section 2 (4) of the COVID-19 Ordinance
- The documents referred to in item 1 of the agenda
- Proposed resolutions on items 2 - 9 of the agenda
- 2021 remuneration report
- Statements by the candidates in respect of item 6 ("Elections to the Supervisory Board") pursuant to Section 87 (2) of the Stock Corporation Act, including CVs
- Report by the Managing Board on items 8 - 9 of the agenda
- Forms for granting and revoking a power of attorney issued to the special proxies pursuant to Section 3 (4) of the COVID-19 Ordinance
- Form of questions
- All other publications made by the company in relation to this Annual General Meeting

## Record date and participation in the Annual General Meeting

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted at the Annual General Meeting subject to the COVID-19 Ordinance is based on the shares held on **Saturday, April 23, 2022, midnight Vienna time (Record Date)**.

Subject to the COVID-19 Act and the COVID-19 Ordinance, a person may participate and exercise shareholder rights in this virtual Annual General Meeting only if the person is a shareholder on the Record Date and submits related documentary evidence to the company.

A **depository confirmation** as defined in Section 10a of the Stock Corporation Act and/or Section 18 of the Articles of Association constitutes sufficient proof of the shares held on the Record Date and must be received by the company not later than on **Thursday, April 28, 2022, midnight Vienna time**, exclusively by one of the following means of communication:

- By mail or courier: Wienerberger AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60, 8242 St. Lorenzen/Wechsel
- By SWIFT: GIBAAWGGMS - Message Type MT598 and/or Type 599;  
please indicate ISIN AT0000831706 in the text
- By e-mail: [anmeldung.wienerberger@hauptversammlung.at](mailto:anmeldung.wienerberger@hauptversammlung.at)  
(depository confirmation as PDF-attachment)
- By facsimile: +43 (0)1 8900 500 53

Please note that no special proxy can be validly appointed and shareholders cannot validly exercise their rights to obtain information, unless the depository confirmation is received in due time.

## Depository confirmation pursuant to Section 10a of the Stock Corporation Act

The depository confirmation must be issued by the custodian bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

1. Information on the issuer: name/company name and address or a code commonly used in transactions between banks (SWIFT code);
2. Information on the shareholder: name/company name, address, date of birth of natural persons; register and registration number of legal entities, if applicable;
3. Securities account number or other designation;

4. Information on the shares: number of shares (ISIN AT0000831706) held by the shareholder;
5. Date to which the depository confirmation is related.

The depository confirmation which is to prove a shareholder's holding must relate to the above Record Date (Saturday, April 23, 2022, midnight Vienna time).

The depository confirmation must be provided in German or English.

Provision of the depository confirmation is deemed registration for the Annual General Meeting. The Record Date does not affect the alienability of shares or the entitlement to receive dividends.

### **Shareholders' rights under Sections 109, 110, 118 and 119 of the Stock Corporation Act**

Shareholders who collectively hold **5% of the share capital** and have held such shares for at least three months prior to filing their motion can request the inclusion and announcement of **additional items on the agenda** of this Annual General Meeting, provided that such request is received by the company in writing (and signed by all shareholders filing the motion) not later than on **Tuesday, April 12, 2022, midnight Vienna time**, exclusively at the following address: Wienerberger AG, Corporate Legal Services, Attn.: Dr. Karl Wagner, Wienerbergerplatz 1, 1100 Vienna. Every item on the agenda so requested must be accompanied by a proposed resolution, including reasons. To prove a shareholder's capacity, it suffices to submit a depository confirmation as described in Section 10a of the Stock Corporation Act which states that the shareholders filing the motion have held their shares for at least three months before the motion is filed and may not be older than seven days when received by the company. For further requirements concerning the depository confirmation, please refer to the section concerning the right to participate in the Annual General Meeting.

Shareholders who collectively hold at least **1% of the share capital** can submit **proposed resolutions**, including reasons, in respect of every item on the agenda and request that these proposals, including reasons, and a statement, if any, by the Managing Board or the Supervisory Board be published on the company's website, provided that such request is received by the company in writing not later than on **Friday, April 22, 2022, midnight Vienna time**, either by facsimile at +43 (0)1 8900 500 53 or by mail at Wienerberger AG, Corporate Legal Services, Attn.: Dr. Karl Wagner, Wienerbergerplatz 1, 1100 Vienna. Any proposal for the election of a member of the Supervisory Board must include the professional qualifications of the person nominated, his/her professional or comparable functions as well as all circumstances that could give rise to concern over bias. To prove a shareholder's holding in order to exercise this shareholder right, it suffices to submit a depository confirmation as described in Section 10a of the Stock Corporation Act which may not be older than seven days when provided to the company. Multiple depository confirmations of shares which only together represent the 1% threshold must refer to the same point in time (date, time). For further requirements concerning the depository confirmation, please refer to the section concerning the right to participate in the Annual General Meeting.

Subject to the COVID-19 Ordinance, at the virtual Annual General Meeting every shareholder may file motions in respect of every item on the agenda (with the exception of elections to the Supervisory Board) through his/her special proxy, such motions not requiring prior announcement (Section 119 Stock Corporation Act).

As regards item 6 "Elections to the Supervisory Board" and a related proposal, if any, by shareholders pursuant to Section 110 of the Stock Corporation Act, the company provides the following information and asks to consider the related comments by the Supervisory Board in the proposed resolutions:

Given the current number of members of the Supervisory Board, at least three members must be men and at least three members must be women to comply with the minimum share of men and women under Section 86 (7) of the Stock Corporation Act.

The Supervisory Board of Wienerberger AG currently consists of seven members elected by the Annual General Meeting (capital representatives) and three members delegated by the Works Council pursuant to Section 110 of the Austrian Labor Relations Act. Four of the seven capital representatives are men and three 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 four women and thus complies with the minimum share of men and women under Section 86 (7) of the Stock Corporation Act.

Please note that neither the majority of capital representatives nor the majority of employee representatives have raised an objection pursuant to Section 86 (9) of the Stock Corporation Act, which means that the minimum share of men and women required under Section 86 (7) of the Stock Corporation Act is met not separately, but collectively by the entire Supervisory Board.

If in respect of item 6 "Elections to the Supervisory Board" the number of Supervisory Board members is increased within the scope of the Articles of Association, any proposal made by shareholders must take into account Section 86 (7) of the Stock Corporation Act and/or the aforementioned minimum share of men and women.

Section 118 of the Stock Corporation Act provides that upon request, every shareholder must be provided with information concerning the company's affairs at the Annual General Meeting, where such information is necessary to properly evaluate an item on the agenda. Such right to receive information also covers the company's legal and business relations to an affiliated company as well as the state of affairs of the group and the companies included in the consolidated financial statements.

Any details on how to exercise the right to receive information are set out in the document 'Information concerning the organizational and technical requirements for participating in the virtual Annual General Meeting', which document will be available at [www.wienerberger.com](http://www.wienerberger.com) not later than on April 12, 2022.

Additional information concerning the rights of shareholders under Sections 109, 110, 118 and 119 of the Stock Corporation Act is now available on the company's website at [www.wienerberger.com](http://www.wienerberger.com).

### **Privacy information for shareholders**

For purposes of the Annual General Meeting, Wienerberger AG processes the personal data of shareholders (including, but not limited to, data pursuant to Section 10a (2) of the Stock Corporation Act, i.e. name; address; date of birth; number of the securities account; number of shares held by the shareholder; type of shares, where applicable; number of the voting card and; where applicable, name and date of birth of the attorney(s)-in-fact) on the basis of applicable data protection provisions, including, but not limited to, the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act [DSG], in order to enable shareholders to exercise their rights at the Annual General Meeting. You cannot register for the Annual General Meeting without disclosing your personal data.

Pursuant to Section 104 (1) of the Stock Corporation Act, Wienerberger AG is obliged by law to convene an ordinary General Meeting once a year. To comply with this legal obligation, the processing of personal data of shareholders is indispensable for shareholders and their proxyholders to participate in the Annual General Meeting. Article 6 (1) c) of the GDPR, according to which processing is lawful if necessary for compliance with a legal obligation to which the controller is subject, constitutes the legal basis for processing personal data.

Wienerberger AG is the controller responsible for processing personal data. For the purpose of organizing the Annual General Meeting, Wienerberger AG uses the services of external service providers, such as notaries public, lawyers, banks and IT service providers. These receive from Wienerberger AG only such personal data as required for performing the contractually agreed services and process such data exclusively in accordance with instructions received from Wienerberger AG. Where required by law, Wienerberger AG has concluded data privacy agreements with these service providers. Personal data is not disclosed to third parties for any other purpose.

If a shareholder participates in the Annual General Meeting, the special proxies present, the members of the Managing Board and the Supervisory Board, the notary public and all other people having a statutory right to participate in the Annual General Meeting may view the legally required list of participants (Section 117 Stock Corporation Act) and thus also the personal data mentioned therein (such as name, place of residence, shareholding). Moreover, Wienerberger AG is obliged by law to file with the commercial register

personal shareholder data (in particular the list of participants) as part of the minutes prepared by the notary public (Section 120 Stock Corporation Act).

The aforementioned data is erased two years after the end of the Annual General Meeting, unless further processing of the data is necessary on a case-by-case basis to process motions, decisions or legal proceedings relating to the Annual General Meeting. On request, you have the right to request free access to your personal data stored by us. Moreover, you have the right to request rectification of inaccurate data, the right to request restriction of processing of data processed in excess of what is required, and the right to request erasure of personal data unlawfully processed and/or stored for too long a period of time (unless preservation of the data is required by law or other reasons under Art. 17 (3) GDPR apply). Moreover, you have the right to receive all data provided to us in a commonly used data format (right to data portability). To exercise your rights, all you need to do is send an email to [datenschutz@wienerberger.com](mailto:datenschutz@wienerberger.com). Moreover, you have the right to lodge a complaint with a data protection supervisory authority.

For further information on data protection, please refer to our Privacy Policy on the website of Wienerberger AG at [www.wienerberger.com](http://www.wienerberger.com).

### **Total number of shares and voting rights**

On the date the 153<sup>rd</sup> Annual General Meeting was called, the company's share capital amounted to EUR 115,187,982 and was divided into 115,187,982 no-par value bearer shares. Each share grants one vote. The company and its subsidiaries hold 977,017 treasury shares as of the cut-off date, Monday, March 28, 2022. Another 200,000 purchased treasury shares have not yet been added to the securities account of Wienerberger AG as of the cut-off date, Monday, March 28, 2022. No rights accrue to the company from treasury shares. The total number of shares entitled to participate and to vote (excluding the 200,000 purchased treasury shares not yet added to the securities account as of the above date) is 114,010,965. The number of treasury shares and thus the total number of shares entitled to participate and to vote may change until the date of the Annual General Meeting, in particular in light of the company's current share repurchase program. The company will give notice of any such change pursuant to Section 120 (2) No 1 of the Austrian Stock Exchange Act.

We would like to again point out and ask for your understanding that since the Annual General Meeting is held as a virtual meeting and in view of the associated legal basis (COVID-19 Act and COVID-19 Ordinance, as amended), neither shareholders nor any guests may attend the Annual General Meeting in person.

Vienna, April 2022

**The Managing Board**

### **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.*