

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

Proposed resolutions

at the 153rd Annual General Meeting of
Wienerberger AG
on May 3, 2022

Item 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

Comment: It is not intended to adopt a resolution on this item. The documents referred to in this item are available on the company's website at www.wienerberger.com.

Item 2: Resolution on the use of net profits shown in the 2021 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 93,518,814.26 on the share capital of EUR 115,187,982.00 a dividend of EUR 0.75 per share entitled to receive dividends, i.e. EUR 86,390,986.50, less a pro-rated amount of EUR 286,432.50 for treasury shares, thus EUR 86,104,554.00, and to carry forward remaining profits of EUR 7,414,260.26. The number of shares entitled to receive dividends may change until the date on which the Annual General Meeting takes place. In such case, the proposed resolution will be adjusted to reflect the number of shares entitled to receive dividends as of the date of the Annual General Meeting. The dividend is payable starting on Monday, May 9, 2022 and will be credited to the custodian banks. The record date for the 2021 dividend is Friday, May 6, 2022.

Comment: In the light of the strong business performance in 2021, for the purpose of a balanced distribution policy in the long run, the Supervisory Board and the Managing Board decided to increase the proposed dividend by 25% on last year.

Item 3: Discharge of the Managing Board members for the financial year 2021

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 2021 be discharged for that period.

Comment: Discharge for the financial year 2021 applies to the members of the Managing Board Heimo SCHEUCH, Gerhard HANKE, Solveig MENARD-GALLI, Harald SCHWARZMAYR and Carlo CROSETTO (retired from the Managing Board as of February 28, 2021).

Item 4: Discharge of the Supervisory Board members for the financial year 2021

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 2021 be discharged for that period.

Comment: Such discharge also applies to Christian JOURQUIN who resigned from the Supervisory Board at the end of March 2021.

Item 5: Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2022

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 2022.

Comment: The proposed auditor Deloitte Audit Wirtschaftsprüfungs GmbH would audit the Wienerberger Group for the sixth time in a row if re-elected in the financial year 2022. Law provides that another auditing company must be appointed after ten audit years (obligatory rotation).

Item 6: Elections to the Supervisory Board

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

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

2.) Proposed resolution: Candidates

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting decide:

- a.) Effective as of the end of this Annual General Meeting, Mr. Peter STEINER is re-elected as a member of the Supervisory Board of Wienerberger AG for the maximum period under Section 10 (3) of the Articles of Association of Wienerberger AG, i.e. until the end of the Annual General Meeting which decides on the discharge for the financial year 2025.
- b.) Effective as of the end of this Annual General Meeting, Mr. Marc GRYNBERG is elected as a member of the Supervisory Board of Wienerberger AG for the maximum period under Section 10 (3) of the Articles of Association of Wienerberger AG, i.e. until the end of the Annual General Meeting which decides on the discharge for the financial year 2025.
- c.) Effective as of the end of this Annual General Meeting, Dr. Thomas BIRTEL is elected as a member of the Supervisory Board of Wienerberger AG for the maximum period under Section 10 (3) of the Articles of Association of Wienerberger AG, i.e. until the end of the Annual General Meeting which decides on the discharge for the financial year 2025.

Comments by the Supervisory Board:

- 1.) *Pursuant to a resolution adopted by the Annual General Meeting on May 4, 2021, the company's Supervisory Board 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 Austrian Stock Corporation Act [AktG] (hereinafter Stock Corporation Act).*

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 seven 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. If the number of capital representatives is increased to nine individuals by resolution adopted at the 153rd General Annual Meeting, at least four members must be women and four members must be men.

In 2020 and 2021, the Nomination Committee of the Supervisory Board intensively dealt with the issue of what would be an appropriate size of the Supervisory Board. As a consequence of unscheduled retirements until March 2021, relevant evaluations carried out early last year resulted in a recommendation that at the 152nd Annual General Meeting on May 4, 2021 the number of capital representatives in the Supervisory Board be temporarily reduced from eight to seven individuals. Such recommendation was put forward in the light of an ongoing succession process accompanied by internationally acknowledged personnel consultants.

Due to the retirement by rotation of long-standing Supervisory Board members in the mid-term, the Nomination Committee recommends that the number of capital representatives now be increased to nine individuals. This is to ensure compliance at any time with all applicable corporate governance standards (including in terms of diversity aspects, such as gender, internationality, and age) while guaranteeing that the Supervisory Board at all times has a perfect mix of skills and experience to work efficiently.

2.) *As a result of the aforementioned professional succession process, we were able to acquire as candidates for the Supervisory Board Mr. Marc GRYNBERG and Dr. Thomas BIRTEL, two internationally renowned managers having longstanding CEO experience and extensive industry know how.*

From 2008 until 2021, Marc GRYNBERG was CEO of the global Belgium material technology and recycling group Umicore, after having held complex executive positions with Umicore from 1996. In his capacity of CEO, Marc GRYNBERG pursued a consistent growth strategy with a focus on sustainable value creation and developed Umicore into one of the internationally leading players in the fields of clean mobility and recycling and thus a pioneer in terms of sustainability.

Since 2006 Dr. Thomas BIRTEL has been a member of the managing board of STRABAG SE, and since 2013 he has been CEO of STRABAG SE. Before that he was a member of the managing boards of other companies of the STRABAG group. In his capacity of director, Dr. Thomas BIRTEL advanced the further internationalization and enhanced the strategic orientation of STRABAG SE to turn it into a financially sound European technology group for innovative construction services.

Both candidates have a remarkable track record as CEOs and - in addition to strategic vision - have thorough knowledge of the geographic markets relevant to Wienerberger. Moreover, due to their specific industry expertise and focus, Marc GRYNBERG and Thomas BIRTEL optimally complete the skills spectrum of the Supervisory Board, especially in terms of industry know how and sustainability.

Of the currently seven capital representatives, Mr. Peter STEINER will retire by rotation as of the end of the 153rd Annual General Meeting on May 3, 2022. Mr. STEINER has been a member of the Supervisory Board since 2018 and has chaired the Supervisory Board since January 2021. A renowned financial expert having extensive industry experience and strategic know how, he has shaped the successful work of the Supervisory Board during the past years, especially in times of crisis.

On recommendation by the Nomination Committee, the Supervisory Board therefore proposes that Mr. Marc GRYNBERG and Dr. Thomas BIRTEL be elected and Mr. Peter STEINER be re-elected (each for a full term of office).

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 2021 remuneration report

Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting approve the remuneration report for the financial year 2021, as published on the company's website registered in the commercial register.

Comment: *The 2021 remuneration report is in full compliance with the principles and provisions of the 2020-2024 remuneration policy. The Supervisory Board expressly points out that no discretion whatsoever was exercised in 2021 as regards the remuneration of Managing Board members. Deloitte Audit Wirtschaftsprüfungs GmbH evaluated the remuneration report of Wienerberger AG in terms of compliance with the statutory requirements regarding the remuneration report pursuant to Sections 78c to 78e of the Stock Corporation Act and Section 98a of the Stock Corporation Act and has*

found that the remuneration report complies with statutory requirements.

The managing board and the supervisory board of a listed company are required to prepare a clear and understandable remuneration report in respect of the emoluments of the members of the managing board and the supervisory board as set forth in Section 78c in conjunction with Section 98a of the Stock Corporation Act. Such remuneration report must provide a comprehensive overview of the emoluments granted or owed to the present and former members of the managing board and the supervisory board during the past financial year within a company's remuneration policy (Section 78a in conjunction with Section 98a Stock Corporation Act), including all benefits of any kind.

The remuneration report for the last financial year must be submitted to the general meeting to be put to the vote. The vote has recommending character (Section 78d (1) Stock Corporation Act). The resolution cannot be challenged (Section 78d (1) Stock Corporation Act).

The managing board and the supervisory board are required to propose a resolution on the remuneration report pursuant to Section 108 (1) of the Stock Corporation Act and, pursuant to Section 108 (4) No 4 of the Stock Corporation Act, they are required to make available the proposed resolution and the remuneration report on the website registered in the commercial register as of the 21st day before the general meeting takes place.

At a meeting on March 25, 2022, the Managing Board and the Supervisory Board of Wienerberger AG adopted the remuneration report pursuant to Section 78c in conjunction with Section 98a of the Stock Corporation Act and approved the above proposed resolution pursuant to Section 108 (1) of the Stock Corporation Act. The 2020 - 2024 remuneration policy for the Managing Board underlying the remuneration report and that for the Supervisory Board of Wienerberger AG were submitted to the 151st Annual General Meeting on May 5, 2020 for adoption and approved by the same. The 2021 remuneration report documents the implementation of the remuneration scheme included therein.

The 2021 remuneration report will be available on the company's website at www.wienerberger.com not later than on April 12, 2022.

Item 8: Authorization to repurchase treasury shares involving a reverse exclusion of subscription rights

Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decide:

In accordance with Section 65 (1) No 8 as well as (1a) and (1b) of the Stock Corporation Act, during a period of 30 months of the date of this resolution, the Managing Board of Wienerberger AG is authorized to purchase treasury shares of Wienerberger AG at a lowest equivalent of EUR 1.00 (one euro) per share and a highest equivalent of twice the closing price of May 3, 2022 per share, without obtaining any further resolution by the Annual General Meeting, with the amount of repurchased shares not exceeding 8% of the share capital of Wienerberger AG. At the discretion of the Managing Board, such purchase may be carried out on or off the stock exchange or by way of a public offer. Shares may also be purchased from individual shareholders or from a single shareholder. 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 (reverse exclusion of subscription rights). Any purchase may not be carried out for the purpose of trading in treasury shares. Within the limits prescribed by law, especially regarding the maximum number of treasury 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 8% of the share capital.

This resolution replaces the authorization of the Managing Board to repurchase treasury shares adopted by the Annual General Meeting on May 5, 2020.

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.

Item 9: Resolution on the sale of treasury shares, excluding subscription rights

Proposed resolution:

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decide:

- a) Pursuant to Section 65 (1b) of the 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 selling and/or using treasury shares, is authorized to adopt a form of sale permitted by law other than through the stock exchange or by public offer, applying by analogy the rules governing the exclusion of subscription rights of shareholders, and to determine the terms of sale. Such authorizations include the sale and/or use of treasury shares in the form of a sale permitted by law other than through the stock exchange or by public offer, including, but not limited to, an off-market sale (excluding the repurchase rights of shareholders in whole or in part), e.g. in the form of an accelerated private placement, or as non-cash transaction currency for the acquisition of companies, shares or various other assets.

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 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 authorized to decrease the share capital by redeeming purchased treasury shares. 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 treasury shares, the Managing Board may exercise such authorizations in whole or in part, individually or collectively, once or repeatedly.

This resolution replaces the authorization to sell treasury shares adopted by the Annual General Meeting on May 5, 2020.

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.

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.