

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

## Invitation

to the **154<sup>th</sup> Annual General Meeting**

to be held on **Friday, May 5, 2023, at 10:00 am**  
at **Wiener Stadthalle, Hall F, Roland-Rainer-Platz 1, 1150 Vienna**

### Physical Annual General Meeting

The 154<sup>th</sup> Annual General Meeting of Wienerberger AG will be held in the form of a physical meeting.

### Agenda

1. Presentation of the adopted 2022 Annual Financial Statements and the Management Report of Wienerberger AG for the financial year 2022, 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 2022
2. Resolution on the use of net profits shown in the 2022 Annual Financial Statements
3. Discharge of the Managing Board members for the financial year 2022
4. Discharge of the Supervisory Board members for the financial year 2022
5. Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2023
6. Elections to the Supervisory Board
7. Resolution on the 2022 remuneration report

### Documents for the Annual General Meeting

Pursuant to Section 108 (3) and (4) of the Stock Corporation Act, not later than on **Friday, April 14, 2023** the following documents will be available on the company's website at [www.wienerberger.com](http://www.wienerberger.com) as registered in the commercial register:

- 2022 business report, including IFRS Consolidated Financial Statements and Group Management Report, Corporate Governance Report, non-financial report and report by the Supervisory Board on the financial year 2022
- 2022 annual financial report of Wienerberger AG, including Annual Financial Statements and Management Report
- Proposed resolutions on items 2 - 7 of the agenda
- 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
- 2022 remuneration report
- Forms for granting and revoking powers of attorney pursuant to Section 114 of the Stock Corporation Act
- 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 any other shareholder rights to be asserted at the Annual General Meeting is based on the shares held on **Tuesday, April 25, 2023, midnight Vienna time (Record Date)**.

A person may participate and exercise shareholder rights in the 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 **Tuesday, May 2, 2023, midnight Vienna time**, exclusively by one of the following means of communication:

By mail or courier to: 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 50

### **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 (Tuesday, April 25, 2023, 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.

### **Representation by proxies**

Every shareholder who is entitled to participate in the Annual General Meeting and has submitted related documentary evidence as set out herein 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.

Power of attorney must be given in writing (Section 13 (2) Stock Corporation Act) to a certain (natural or legal) person; power of attorney may be granted to several persons.

Power of attorney may be granted both before and during the Annual General Meeting. If a power of attorney is not handed over on the date of the Annual General Meeting upon registration at the venue, it must be timely sent to ensure it is received by the company not later than on **Thursday, May 4, 2023, 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 SWIFT: GIBAATWGGMS - Message Type MT598 and/or Type 599;  
please indicate ISIN AT0000831706 in the text

By email: [anmeldung.wienerberger@hauptversammlung.at](mailto:anmeldung.wienerberger@hauptversammlung.at)  
the power of attorney has to be attached in a text format (e.g. in pdf-format)

By facsimile: +43 (0) 1 8900 500 50

Sample forms for granting and revoking powers of attorney are available on the company's website at [www.wienerberger.com](http://www.wienerberger.com). For the sake of efficiency, please use the forms provided. Information about how to grant power of attorney, including, but not limited to, information on the required text form and the contents of the power of attorney, can be found in the proxy form provided to the shareholders.

If a shareholder has granted power of attorney to the shareholder's custodian bank, in addition to providing the depository confirmation the custodian bank merely needs to issue a statement that it was granted power of attorney, such statement to be provided to the company by way of the above means of communication.

Even if shareholders have granted power of attorney, they may personally exercise their rights at the Annual General Meeting. Any power of attorney granted shall be deemed revoked if a shareholder appears in person at the Annual General Meeting.

The above provisions on how to grant power of attorney apply analogously to any revocation of a power of attorney.

As a special service, Mr. Florian Beckermann, managing director of the Interessenverband für Anleger (IVA), will be available to shareholders and/or institutions at the Annual General Meeting **as an independent proxy for the purpose of exercising voting rights as instructed**. A special proxy form is available on the company's website at [www.wienerberger.com](http://www.wienerberger.com). In addition, Mr. Beckermann may be contacted directly:

- Florian Beckermann, LL.M.  
c/o IVA Interessenverband für Anleger  
Feldmühlgasse 22/4, 1130 Vienna  
Tel.: +43 (0) 1 876 33 43-0  
Email: [beckermann.wienerberger@hauptversammlung.at](mailto:beckermann.wienerberger@hauptversammlung.at)

If power of attorney is granted to the above independent proxy, such power of attorney has to be sent to Mr. Beckermann's above email address.

### **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 **Friday, April 14, 2023, midnight Vienna time**, exclusively at the following address: Wienerberger AG, Corporate Secretary, Attn.: Georg Schuh, 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 the names of the relevant shareholders, the statement of reasons to be attached, and a statement, if any, by the Managing Board or the Supervisory Board be published on the company's website registered in the commercial register, provided that such request is received by the company in writing not later than on **Tuesday, April 25, 2023, midnight Vienna time**, either by facsimile at +43 1 8900 500 50 or by mail at Wienerberger AG, Corporate Secretary, Attn.: Georg Schuh, 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.

At the 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) which do not require 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 notes by the Supervisory Board in the proposed resolutions:

Pursuant to a resolution adopted by the 153<sup>rd</sup> Annual General Meeting on May 3, 2022, the Supervisory Board of Wienerberger AG consists of nine members elected by the Annual General Meeting (capital representatives), six men and three women, and of three members delegated by the Works Council pursuant to Section 110 of the Austrian Labor Relations Act, two men and one woman. At the end of the 153<sup>rd</sup> Annual General Meeting, the Supervisory Board therefore consisted of eight 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 is not met separately, but collectively by the Supervisory Board as a whole pursuant to the first sentence of Section 86 (9) of the Stock Corporation Act.

Any proposal made by shareholders in respect of item 6 "Elections to the Supervisory Board" must take into account Section 86 (7) of the Stock Corporation Act and/or the aforementioned minimum share of men and women, also if there is a change in the number of capital representatives within the scope of the Articles of Association.

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.

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).

Shareholders may also send written questions to the company by email to [fragen.wienerberger@hauptversammlung.at](mailto:fragen.wienerberger@hauptversammlung.at) in due time before the Annual General Meeting takes place. We recommend this procedure in respect of more complex questions.

### **Privacy information for shareholders**

For purposes of carrying out the Annual General Meeting, Wienerberger AG processes 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(s) and date(s) of birth of the proxy/proxies) 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 proxies 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, 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, all shareholders or their proxies present, the members of the Managing Board and the Supervisory Board, the notary 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 any 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 (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 [privacy@wienerberger.com](mailto:privacy@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 Statement 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 Annual General Meeting was called, the company's share capital amounted to EUR 111,732,343 and was divided into 111,732,343 no-par value bearer shares. Each share grants one vote. As of the reference date, Monday, March 27, 2023, the company and its subsidiaries hold 5,756,271 treasury shares. No rights accrue to the company from such treasury shares. The total number of shares entitled to participate and to vote is 105,976,072 as of the above date. 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. The company will give notice thereof in compliance with applicable legal provisions.

The venue may be entered for the purpose of collecting voting cards from 9 am. Please note that shareholders and/or their proxies will be required to present a valid official photo ID (driver's license, passport, identity card) at the entrance area of the Annual General Meeting to establish their identities. Proxies are asked to bring the power of attorney or a copy thereof along with their official photo IDs. Any individual whose identity cannot be established may be denied entry.

Please allow for some queue time due to the expected large number of participants and the current usual security measures.

Vienna, April 2023

**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.*