

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

Proposed resolutions

at the 154th Annual General Meeting of
Wienerberger AG
on May 5, 2023

Item 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

Note: 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 2022 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 the net profits of EUR 104,269,196.62 capable of being distributed and shown in Wienerberger AG's Annual Financial Statements for the year ended December 31, 2022 a dividend of EUR 0.90 per share of the company entitled to receive dividends as of the dividend date (Wednesday, May 10, 2023) and to carry forward the remaining portion of net profits. Dividends will be paid from Friday, May 12, 2023 by crediting them with the custodian banks.

Note: In the light of the outstanding development of business in 2022, 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 20 % on last year.

As of the date of publication of these proposed resolutions, the company has issued a total of 111,732,343 no-par value shares. As of the reference date, Monday, March 27, 2023, the company holds 5,756,271 treasury shares not entitled to receive dividends, so that based on the circumstances prevailing as of the reference date (March 27, 2023), a total dividend of EUR 95,378,464.80 will be distributed to the shareholders in respect of the total number of 105,976,072 shares of the company entitled to receive dividends and the remaining net profits of EUR 8,890,731.82 will be carried forward. 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.

Item 3: Discharge of the Managing Board members for the financial year 2022

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 2022 be discharged for that period.

Note: Discharge for the financial year 2022 applies to the members of the Managing Board Heimo SCHEUCH, Gerhard HANKE, Solveig MENARD-GALLI and Harald SCHWARZMAYR.

Item 4: Discharge of the Supervisory Board members for the financial year 2022

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 2022 be discharged for that period.

Note: Such discharge also applies to Kati TER HORST who resigned from the Supervisory Board as of September 30, 2022.

Item 5: Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2023

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 2023.

Note: If re-elected, the proposed auditor Deloitte Audit Wirtschaftsprüfungs GmbH would audit the Wienerberger Group in the financial year 2023 for the seventh time in a row. 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: 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 nine members by two individuals to a total of seven 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, Dr. Myriam MEYER 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 2026.
- b.) Effective as of the end of this Annual General Meeting, Ms. Katrien BEULS 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 2026.
- c.) Effective as of the end of this Annual General Meeting, Ms. Effie Konstantine DATSON 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 2026.

Notes:

Pursuant to a resolution adopted by the 153rd Annual General Meeting on May 3, 2022, the company's Supervisory Board consists of nine 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. As a consequence of Ms. Kati TER HORST'S early resignation as of September 30, 2022 (hence seven months before the end of her term of office as provided in the Articles of Association), the number of capital representatives has been reduced to eight.

Six of the remaining eight capital representatives are men and two are women; two of the employee representatives are men and one is a woman. The Supervisory Board has therefore consisted of eight men and four women since the Annual General Meeting of May 3, 2022 and three women from October 2022, respectively, 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. As a consequence, the first sentence of Section 86 (9) of the Stock Corporation Act provides that the minimum share of men and women must be complied with by the Supervisory Board as a whole. Taking into account nine capital representatives and three Supervisory Board members delegated by the Works Council, at least four members must be women and four members must be men. If the General Annual Meeting decides to reduce the number of capital representatives in the Supervisory Board from currently nine to seven individuals (see the following note on item 6 proposed resolution 1) and the Supervisory Board therefore consists of a total of ten members (seven capital representatives and three employee representatives delegated by the Works Council), at least three members must be women and three members must be men. By re-electing Dr. MEYER and electing Ms. BEULS as well as Ms. DATSON, the Supervisory Board as a whole would comply with the minimum share of men and women under Section 86 (7) of the Stock Corporation Act also in this case.

Note on proposed resolution 1):

In the past two years, the Supervisory Board of Wienerberger AG has undergone dynamic development and continuously extended its skill set in accordance with current market circumstances and economic requirements. Due to the foreseeable retirements by rotation of long-standing members, it was recommended at last year's 153rd Annual General Meeting on May 3, 2022 that the number of capital representatives be temporarily increased to nine individuals to enable the newly elected members to optimally familiarize themselves with the company and their duties.

Upon the end of this year's Annual General Meeting, Mr. Oswald SCHMID as well as the two former chairpersons, DDr. Regina PREHOFER and Mr. Peter JOHNSON, will resign from the Supervisory Board of Wienerberger AG. Taking into account the above and the early resignation by Ms. Kati TER HORST, the Nomination Committee of the Supervisory Board has intensively dealt with the Supervisory Board's appropriate size, efficiency and diversity. In parallel, succession planning was consistently promoted.

As a result of its evaluations, the Nomination Committee concludes that due to prospective replacements and thorough succession planning, despite the imminent retirements by rotation, the Supervisory Board has a perfect mix of skills, experience and diversity to work efficiently and comply with all applicable corporate governance standards at all times.

To further efficiency and an intensive exchange among its members, the Supervisory Board, upon recommendation issued by the Nomination Committee, proposes that this year's Annual General Meeting reduce the number of capital representatives from currently nine to seven capital representatives.

Note on proposed resolution 2):

Of the current Supervisory Board members, Dr. Myriam MEYER, whose term of office lapses at the end of this year's Annual General Meeting, will stand for re-election upon recommendation by the Nomination Committee and upon proposal by the Supervisory Board. Dr. Myriam MEYER has been a member of the Supervisory Board of Wienerberger AG since 2015 and has been its deputy chair since 2021. A renowned top manager having many years of experience as CEO in international industrial companies as well as comprehensive technical background, Dr. Myriam MEYER has also chaired the Sustainability and Innovation Committee since 2020.

In the course of a transparent succession process, we were able to acquire two other internationally experienced top managers as candidates for the Supervisory Board, i.e. Ms. Katrien BEULS and Ms. Effie Konstantine DATSON.

Katrien BEULS is the CEO of the Strategic Transformation and Group M&A business of ISS World Services, a leading, Denmark-based global business for workplace experience und facility management. Before that, Katrien BEULS, for instance, worked for the international law firm of Freshfields. With her outstanding legal background and her more than 20 years of experience, Katrien BEULS, born in Belgium, is considered a proven expert in the field of portfolio management as well as in the M&A area that is of particular relevance to the growth strategy of the Wienerberger Group.

Due to her many years of professional experience with international financial institutions, Effie Konstantine DATSON has extensive knowledge of the financial markets. Until 2022 she was CEO of an international Fintech company focusing on financing and institutional markets. Before that, she held complex executive positions with renowned banks and asset managers, such as the State Street Corporation, Deutsche Bank AG and Goldman Sachs. In addition to her sound financial background, the US citizen with European roots

also has comprehensive experience in the Anglo-American markets which are hugely important to Wienerberger, in particular the US market.

Both candidates have remarkable track records and their specific expertise and backgrounds optimally complement the current spectrum of skills and diversity of the Supervisory Board.

Upon recommendation by the Nomination Committee, the Supervisory Board therefore proposes the election of Ms. Katrien BEULS and Ms. Effie Konstantine DATSON.

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 2022 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 2022, as published on the company's website registered in the commercial register.

Notes:

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. Any vote has recommending character (Section 78d (1) Stock Corporation Act). Any 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 24, 2023, 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 2022 remuneration report is in full compliance with the principles and provisions of the 2020-2024 remuneration policy. The Supervisory Board expressly notes that in 2022 no discretion whatsoever was exercised as regards the remuneration of the Managing Board members. Deloitte Audit

Wirtschaftsprüfungs GmbH evaluated the remuneration report of Wienerberger AG as regards compliance with the statutory requirements of the remuneration report pursuant to Sections 78c to 78e of the Stock Corporation Act and Section 98a of the Stock Corporation Act and found that the remuneration report satisfies any statutory requirements.

The 2022 remuneration report will be available on the company's website at www.wienerberger.com not later than on April 14, 2023.

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.