

## Report by the Managing Board of Wienerberger AG

on agenda items 8 and 9  
of the 157<sup>th</sup> Annual General Meeting on May 7, 2026

### **Agenda item 8 of the 157<sup>th</sup> Annual General Meeting:**

#### **Authorization to repurchase treasury shares while excluding other shareholders' pro-rated selling 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 Austrian Stock Corporation Act, during a period of 30 months of the date of today's resolution, the Managing Board of Wienerberger AG is authorized to purchase treasury shares of Wienerberger AG at a lowest equivalent of EUR 1.00 per share and a highest equivalent per share which may not exceed 20% of the average unweighted closing price of the preceding ten trading days before the respective repurchase of shares, without obtaining any further resolution by the Annual General Meeting. The amount of treasury shares purchased based on such authorization and of any other treasury shares held may not exceed at any time 10% of the share capital of Wienerberger AG; the total number of treasury shares purchased according to the authorization after this resolution of May 7, 2026 may not exceed 10% of the share capital of Wienerberger AG as of the date of this resolution. The Managing Board may determine the terms of repurchase. At the discretion of the Managing Board, any 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. If consent by the Supervisory Board is not required under mandatory law, the Supervisory Board must be informed of any such decision by the Managing Board afterwards. An off-market purchase may also be carried out by excluding the shareholders' pro-rated selling rights (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. This authorization may be exercised by the Company, by a subsidiary (Section 228 (3) Austrian Business Act) or by third parties for the Company's account in furtherance of one or more purposes.*

*This resolution replaces the authorization of the Managing Board adopted at the 155<sup>th</sup> Annual General Meeting held on May 7, 2024 to repurchase treasury shares, in accordance with agenda item 9 (Authorization to repurchase treasury shares) of the 155<sup>th</sup> Annual General Meeting.*

## **Purchase of treasury shares while excluding other shareholders' pro-rated selling rights**

At the 157<sup>th</sup> Annual General Meeting of Wienerberger AG on May 7, 2026, the Managing Board is to be authorized anew to purchase treasury shares of the Company, which shares do not have to be used for a special purpose and may not be used for trading in treasury shares (Section 65 (1) No 8 Austrian Stock Corporation Act). This envisaged authorization is to replace the authorization of the Managing Board adopted at the 155<sup>th</sup> Annual General Meeting held on May 7, 2024 to repurchase treasury shares as set forth in agenda item 9 (Authorization to repurchase treasury shares) of the 155<sup>th</sup> Annual General Meeting, because said authorization was limited by law to a period of 30 months.

The Managing Board asks to be authorized to purchase treasury shares at a lowest equivalent of EUR 1.00 (one euro) per share and a highest equivalent per share which may not exceed 20% of the average unweighted closing price of the preceding ten trading days before the respective repurchase of shares, without obtaining any further resolution by the Annual General Meeting, with the amount of treasury shares held not exceeding at any time 10% of the share capital of Wienerberger AG (this would be 10,949,769 shares of Wienerberger AG on the date the 157<sup>th</sup> Annual General Meeting was called). The total number of treasury shares purchased according to the authorization after this resolution of May 7, 2026 may not exceed 10% of the share capital of Wienerberger AG as of the date of this envisaged resolution.

The authorization is to be valid for a maximum period of 30 months of the date of resolution by the Annual General Meeting, as prescribed by law.

Wienerberger AG is able to set up the reserve for treasury shares prescribed under Section 225 (5) of the Austrian Business Act without its net assets falling below the share capital and an appropriated reserve provided by law or the Articles of Association. The issue price on the shares has been fully paid up.

The exclusion of the shareholders' rights to tender (exclusion of reverse subscription rights) is of particular importance for Wienerberger AG because this enables Wienerberger AG to quickly and flexibly take advantage of market opportunities arising in its rapidly changing environment without having to handle shareholders' rights to tender, which would involve a lot of time and cost. Treasury shares may also be purchased from individual shareholders or from a single shareholder (block purchase), provided such purchase is objectively justifiable. A block purchase of treasury shares from one or more shareholders while excluding the other shareholders' rights to tender is in the Company's interests if, for example, the available timeframe, the general and special development of the market and of share prices, the trading volumes available on the stock exchange or the statutory volume restrictions applicable to share repurchase programs through the stock exchange suggest that the Company will not be able to purchase treasury shares through the stock exchange or by way of a public offer within the required period of time or at a reasonable price. A block purchase of treasury shares from one or more shareholders while excluding the other shareholders' rights to tender is also in the Company's interests if this enables the Company to stabilize its shareholder structure, in particular with regard to strategic investors, or to satisfy an immediate need for treasury shares in a capital-efficient manner.

## **Agenda item 9 of the 157<sup>th</sup> Annual General Meeting:**

### **Authorization to cancel treasury shares**

#### Proposed resolution:

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

- i) To revoke the authorization pursuant to the resolution under agenda item 10 (Authorization to sell treasury shares), sub-item b), of the 155<sup>th</sup> Annual General Meeting held on May 7, 2024, according to which pursuant to Section 65 (1) No 8, last sentence, of the Austrian Stock Corporation Act, during a period of 30 months of the date of resolution on May 7, 2024, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG was authorized to decrease the share capital by cancelling purchased treasury shares, and the Supervisory Board was authorized to adopt amendments to the Articles of Association arising from such cancellation of shares;*
- ii) while authorizing the Managing Board of Wienerberger AG pursuant to Section 65 (1) No 8, last sentence, of the Austrian Stock Corporation Act, during a period of 30 months of the date of resolution by the Annual General Meeting, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, to decrease the share capital by cancelling purchased treasury shares. The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from such cancellation of shares.*

*Within the limits prescribed by law, the Managing Board may exercise this authorization in whole or in part, individually or collectively, once or repeatedly. The authorization granted in item ii) above is valid both in respect of treasury shares already held by the Company on the date of this resolution and in respect of treasury shares to be purchased in the future.*

*This resolution does not affect the resolution in respect of agenda item 10 (Authorization to sell treasury shares), sub-item a), adopted at the 155<sup>th</sup> Annual General Meeting held on May 7, 2024.*

### **Cancellation of treasury shares**

The Managing Board asks the Annual General Meeting to be authorized to cancel treasury shares during a period of 30 months of the date of this resolution subject to approval by the Supervisory Board and thus to decrease the share capital by cancelling purchased treasury shares without obtaining any further resolution by the Annual General Meeting.

A cancellation of treasury shares may bring financial advantages to Wienerberger AG and its shareholders because Wienerberger AG is required to set up reserves for treasury shares. In addition, in the past, Wienerberger AG has adopted a strategy of pursuing a capital allocation policy to continuously increase its shareholder value and of regularly cancelling treasury shares if the latter are not needed otherwise. If this is the case and the purchased treasury shares are not needed and if there is no other more advantageous opportunity of use than to cancel them, the advance authorization granted to the Managing Board to cancel treasury shares subject to approval by the Supervisory Board and the advance authorization

granted to the Supervisory Board to adopt relevant amendments to the Articles of Association in case treasury shares are actually cancelled constitute appropriate means to avoid holding another general meeting to adopt such measures, which would involve a lot of time and cost.

The Managing Board will exercise the authorization to cancel lawfully purchased treasury shares only if the described requirements have been satisfied, a cancellation is objectively justified and an assessment of interests shows that instead of selling treasury shares by way of a public offer or through the stock exchange or by way of other lawful forms of sale, a cancellation is a suitable and appropriate way to achieve the envisaged goals, is not disproportionate and is necessary. Treasury shares may only be cancelled if the Supervisory Board of Wienerberger AG has given its approval. In addition, the Managing Board will satisfy all obligations of publication and notification under the laws on stock corporations and stock exchanges to be complied with when treasury shares are cancelled.

For the avoidance of doubt, this authorization to cancel treasury shares is also applicable to shares which were purchased by Wienerberger AG under a valid authorization granted by previous Annual General Meetings.

Vienna, this April 2026

### **The Managing Board of Wienerberger AG**

Heimo Scheuch

Dagmar Steinert

Gerhard Hanke

Harald Schwarzmayr

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#### ***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.*