

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

## **Proposed resolutions** **at the 157<sup>th</sup> Annual General Meeting of Wienerberger AG** **on May 7, 2026**

- 1. Presentation of the adopted Annual Financial Statements and the Management Report of Wienerberger AG, the Consolidated Financial Statements and the Group Management Report, including the consolidated non-financial statement, the Corporate Governance Report, and the report by the Supervisory Board on the financial year 2025**

Remark:

*It is not intended to adopt a resolution on this item. The above documents are available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

- 2. Resolution on the use of net profits shown in the 2025 Annual Financial Statements**

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 114,618,797.00 capable of being distributed and shown in Wienerberger AG's Annual Financial Statements for the year ended December 31, 2025 a dividend of EUR 0.95 per share of the Company entitled to receive dividends as of the dividend date (Wednesday, May 13, 2026) and to carry forward the remaining portion of net profits. Dividends will be paid from Monday, May 18, 2025 by crediting them with the custodian banks.

Remark:

*As of the date of publication of this proposed resolution, the Company has issued a total of 109,497,697 no-par value shares. As of the reference date, Wednesday, March 25, 2026, the Company holds 295,831 treasury shares not entitled to receive dividends, so that based on the circumstances prevailing as of the reference date (March 25, 2026), a total dividend of EUR 103,741,772.70 will be distributed to the shareholders in respect of the total number of 109,201,866 shares of the Company entitled to receive dividends, and the remaining net profit of EUR 10,877,024.30 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 and amend, as required, any actual distributions in accordance with such changes.*

### **3. Discharge of the Managing Board members for the financial year 2025**

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 2025 be discharged for that period.

### **4. Discharge of the Supervisory Board members for the financial year 2025**

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 2025 be discharged for that period.

### **5. Election of auditors of the Annual Financial Statements and Consolidated Financial Statements and of sustainability reporting for the financial year 2026**

Upon recommendation and in agreement with the preference expressed by the Audit and Risk Committee, the Supervisory Board of Wienerberger AG proposes that the Annual General Meeting elect PwC Wirtschaftsprüfung GmbH, Vienna, as auditors of the Annual Financial Statements and Consolidated Financial Statements and as auditors of the Consolidated Sustainability Report of Wienerberger AG for the financial year 2026.

#### Remark:

*The Audit and Risk Committee submitted to the Supervisory Board a recommendation in relation to the election of an auditor for the audit services referred to in the proposed resolution. The first proposal of said recommendation is PwC Wirtschaftsprüfung GmbH, Vienna, and the second proposal is KPMG Austria GmbH, Vienna, with the Audit and Risk Committee preferring PwC Wirtschaftsprüfung GmbH, Vienna.*

*The recommendation and the preference by the Audit and Risk Committee are based on the results of a selection procedure executed under Article 16 of Regulation (EU) No. 537/2014. Based on the transparent and non-discriminatory selection criteria applied in this procedure, PwC Wirtschaftsprüfung GmbH, Vienna, was identified as best bidder.*

*In its recommendation submitted to the Supervisory Board, the Audit and Risk Committee stated that its recommendation was issued free and clear of any improper influence by third parties and no clause of the manner referred to in Article 16 (6) of Regulation (EU) 537/2014 was imposed upon the Audit and Risk Committee.*

*As of February 18, 2026, the Austrian Sustainability Reporting Act [NaBeG] entered into force, resulting in the transposition into national law of EU Directive 2022/2464 Corporate Sustainability Reporting Directive ("CSRD"), which requires listed companies to have their sustainability reports audited externally. The Austrian Sustainability Reporting Act amended Section 268 of the Austrian Business Act which now also provides for an audit of sustainability reporting.*

## 6. Elections to the Supervisory Board

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

- a) Effective as of the end of this Annual General Meeting, 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 2029.
- b) Effective as of the end of this Annual General Meeting, Thomas Birtel 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 2029.
- c) Effective as of the end of this Annual General Meeting, Marc Grynberg 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 2029.

### Remarks:

*Pursuant to Section 10 (1) of the Articles of Association of Wienerberger AG, the Supervisory Board consists of at least three and not more than ten members elected by the Annual General Meeting ("Capital Representatives").*

*Since the 154<sup>th</sup> Annual General Meeting held on May 5, 2023, the Supervisory Board has consisted of seven capital representatives and three members appointed by the Works Council pursuant to Section 110 of the Austrian Workplace Labor Relations Act. Wienerberger AG is subject to the scope of application of Section 86 (7) of the Austrian Stock Corporation Act [AktG] and must therefore comply with a minimum share of men and women.*

*At present, the capital representatives include four men and three women and the employee representatives include two men and one woman. The Supervisory Board therefore consists of a total of six men (60%) and four women (40%), satisfying the minimum share of men and women under Section 86 (7) of the Austrian Stock Corporation Act (= minimum share of 30%). No objection was raised under Section 86 (9) of the Austrian Stock Corporation Act, which means that the requirement under Section 86 (9), first sentence, of the Austrian Stock Corporation Act must be complied with by the Supervisory Board as a whole. Taking into account seven capital representatives and three members appointed by the Works Council, at least three members must be women and three members must be men to comply with the minimum share of men and women.*

*Of the seven capital representatives, Peter Steiner, Thomas Birtel and Marc Grynberg will retire as of the end of the 157<sup>th</sup> Annual General Meeting on May 7, 2026. Peter Steiner has been a member of the Supervisory Board since 2018 and has acted as chairman since January 2021. Thomas Birtel and Marc Grynberg have been members of the Supervisory Board since 2022.*

*With a view to retaining the vast experience of the above individuals and ensuring continuity on the Supervisory Board, the Nomination and Remuneration Committee recommended that the Supervisory Board propose Peter Steiner, Thomas Birtel and Marc Grynberg for re-election. The Nomination and Remuneration Committee submitted its recommendation on the basis of the requirements of Section 87 (2a) of the Austrian Stock Corporation Act and the Code of Corporate*

*Governance. The Supervisory Board discussed in detail the proposal made by the Nomination and Remuneration Committee and decided to endorse the proposal.*

*Each of the proposed individuals issued a statement under Section 87 (2) of the Austrian Stock Corporation Act which is available on the Company's website ([www.wienerberger.com](http://www.wienerberger.com)) along with their CVs.*

## **7. Resolution on the 2025 remuneration report**

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting approve the remuneration report for the financial year 2025, as published on the Company's website registered in the commercial register.

### Remark:

*The 2025 remuneration report published on the Company's website at [www.wienerberger.com](http://www.wienerberger.com) is fully consistent with the principles and provisions of the remuneration policy. The Supervisory Board expressly points out that in 2025 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 and 98a of the Austrian Stock Corporation Act and found that the remuneration report satisfies the statutory requirements.*

## **8. Authorization to repurchase treasury shares while excluding other shareholders' pro-rated selling rights**

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.

**Remark:**

*The report by the Managing Board on this agenda item 8 is attached hereto and/or available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

## **9. Authorization to cancel treasury shares**

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.

**Remark:**

*The report by the Managing Board on this agenda item 9 is attached hereto and/or available on the Company's website at [www.wienerberger.com](http://www.wienerberger.com).*

**10. Resolution on the authorization of the Managing Board to increase, subject to approval by the Supervisory Board, the Company's share capital as set forth in Section 169 of the Austrian Stock Corporation Act (authorized capital) against contribution in cash, including partial authorization to exclude subscription rights, including relevant amendments to § 4 of the Articles of Association (share capital and shares)**

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

- i) To revoke the current authorization of the Managing Board as set forth in § 4 (3) of the Articles of Association to increase, pursuant to Section 169 of the Austrian Stock Corporation Act, subject to approval by the Supervisory Board, within five years of registration of the amendment to the Articles of Association in the commercial register, the Company's share capital - also in several tranches - against contribution in cash by up to EUR 16,759,851 by issuing up to 16,759,851 new no-par value bearer shares and to determine in agreement with the Supervisory Board the issuing price and the terms of issue as well as any other details regarding the execution of the capital increase;
- ii) while authorizing the Managing Board, pursuant to Section 169 of the Austrian Stock Corporation Act, subject to approval by the Supervisory Board, within five years of registration of the amendment to the Articles of Association in the commercial register, to increase the Company's share capital - also in several tranches - against contribution in cash by up to EUR 21,899,539 (equivalent to approx. 20% (twenty percent) of the Company's share capital on the date of resolution) by issuing up to 21,899,539 new no-par value bearer shares and to determine in agreement with the Supervisory Board the issuing price (which must not be below the pro-rated amount per share in respect of the share capital) and the terms of issue as well as any other details regarding the execution of the capital increase.

Shareholders must generally be granted a right to subscribe to the new shares to be issued from authorized capital. The statutory subscription rights may be granted to shareholders in such manner that the capital increase is subscribed to by a credit institution or a consortium of credit institutions subject to an obligation to offer such capital increase to shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153 (6) Austrian Stock Corporation Act).

In addition, the Managing Board, subject to approval by the Supervisory Board, is authorized to exclude the statutory subscription rights of shareholders (authorization to exclude statutory subscription rights) if (i) the shares are used to compensate fractional amounts, or (ii) the shares are used to service over-allocation options when placing new shares of the Company (greenshoe). The sum total of all shares issued against contributions in cash under this authorization of the Managing Board to exclude the subscription rights of shareholders must not account for more than 5% (five percent) of the Company's share capital registered in the commercial register on the date of the amendment to the Articles of Association.

The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from any utilization of authorized capital.

§ 4 (3) of the Articles of Association is therefore completely deleted and replaced by the following provision:

*"Pursuant to Section 169 of the Austrian Stock Corporation Act, the Managing Board, subject to approval by the Supervisory Board, within five years of registration of the amendment to the Articles of Association in the commercial register, is authorized to increase the Company's share capital - also in several tranches - against contribution in cash by up to EUR 21,899,539 by issuing up to 21,899,539 new no-par value bearer shares and to determine in agreement with the Supervisory Board the issuing price (which must not be below the pro-rated amount per share in respect of the share capital) and the terms of issue as well as any other details regarding the execution of the capital increase.*

*Shareholders must generally be granted a subscription right in respect of the new shares to be issued from authorized capital. The statutory subscription rights may be granted to shareholders in such manner that the capital increase is subscribed to by a credit institution or a consortium of credit institutions subject to an obligation to offer such capital increase to shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153 (6) Austrian Stock Corporation Act).*

*In addition, the Managing Board, subject to approval by the Supervisory Board, is authorized to exclude the statutory subscription rights of shareholders (authorization to exclude statutory subscription rights) if (i) the shares are used to compensate fractional amounts, or (ii) the shares are used to service over-allocation options when placing new shares of the Company (greenshoe). The sum total of all shares issued against contributions in cash under this authorization of the Managing Board to exclude the subscription rights of shareholders must not account for more than 5% (five percent) of the Company's share capital registered in the commercial register on the date of the amendment to the Articles of Association.*

*The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from any utilization of authorized capital."*

**Remark:**

*As regards the proposed authorization to exclude subscription rights, the Managing Board has drafted a detailed written report pursuant to Section 153 (4) of the Austrian Stock Corporation Act in conjunction with Sections 169 and 170 (2) of the Austrian Stock Corporation Act, which report is attached hereto and/or available on the Company's website at [www.wienerberger.com](http://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.*