wienerberger

Articles of Association of Wienerberger AG Vienna

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Öffentlich/Public

I. General Provisions

Section 1

(1) The name of the Company shall be "Wienerberger AG".

(2) The Company's registered office shall be at Vienna.

(3) The Company shall be established for an indefinite period of time.

Section 2

(1) The Company's objects of business shall be

a) the exercise of holding company functions related to companies under its control as a corporate group in accordance with § 15 of the Austrian Stock Corporation Act. The object of business of these group companies comprises in particular the production, purchase and sale of all types of building materials, the pursuance of activities in the construction branch and the operation of filling stations;

b) the acquisition of and investment in other companies and corporations, in particular industrial companies, with the same or similar object of business as well as the establishment of branches and subsidiaries in Austria and other countries;

c) the performance of administrative, management and consulting duties (in particular in the areas of organization, data processing, insurance, etc.) for other companies and corporations;

d) the automatic processing of personal data;

e) trade in goods of all kinds.

(2) Moreover, the Company shall be entitled to engage in any and all transactions that are deemed necessary or expedient for realizing the objects of business, in particular transactions in the areas that are similar or related to the objects of business.

Section 3

Public announcements by the Company shall be made in accordance with the relevant legal requirements.

II. Registered Capital and Shares

Section 4

(1) The Company's registered capital shall be EUR 109,497,697.00.

(2) The registered capital shall be divided into 109,497,697 shares with zero par value.

(3) 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.

Section 5

(1) The shares shall be bearer shares.

(2) If in case of a capital increase the resolution on the increase does not state whether the shares shall be bearer shares or registered shares, they shall also be bearer shares.

Section 6

The shares shall be securitized in a global certificate that is deposited with a central securities depository bank.

III. Managing Board

Section 7

(1) The Managing Board shall consist of one, two, three or four person(s). The number of Managing Board members as well as of deputy Managing Board members, if any, shall be determined by the Supervisory Board.

(2) Only those persons may be appointed to the Managing Board who have not reached their 65th birthday on the date of appointment or reappointment.

(3) The Supervisory Board shall decide on the allocation of responsibilities among the Managing Board members as well as on those transactions which require the Supervisory Board's approval. The Supervisory Board shall pass internal rules for the Managing Board.

Section 8

(1) If the Managing Board consists of one member the Company shall be represented by the same; if the Managing Board consists of several members the Company shall be represented by two Managing Board members jointly or by one Managing Board member jointly with a *procurist* [authorized officer holding power of "Prokura"].

(2) The Company may also be represented by two *procurists* subject to the statutory limitations.

Section 9

If the Supervisory Board has appointed a member of the Managing Board chairman he shall have the casting vote in case of a tie.

IV. Supervisory Board

Section 10

(1) The Supervisory Board shall consist of a minimum of three and a maximum of ten members elected by the Shareholders' Meeting.

(2) The Supervisory Board may not include more than two persons who previously served as members of the Managing Board or key employees of the Company as defined by § 80 (1) of the Austrian Stock Corporation Act.

(3) Unless a member was elected for a shorter term of office, the term of office of every member of the Supervisory Board shall run until the end of the Shareholders' Meeting resolving on discharge for the third business year after the election, with the business year in which the Supervisory Board member was elected not being counted. The resigning members may be re-elected immediately.

(4) If a Supervisory Board member - apart from in Paragraph (3) described cases - resigns from his/her office prior to the end of his/her term of office, a by-election shall only be held at the next ordinary Shareholders' Meeting. If, however, the number of Supervisory Board members drops below three, a by-election by an extraordinary Shareholders' Meeting shall be held without delay.

(5) Members elected by way of by-elections shall be elected for the remaining term of office of the member who left the Board. If a Supervisory Board member is elected at an extraordinary Shareholders' Meeting his/her first year of office shall be deemed completed as of the end of the next ordinary Shareholders' Meeting.

(6) Any Supervisory Board member may also resign without important cause by giving four weeks’ notice in writing.

Section 11

(1) Every year, at a meeting following the Shareholders' Meeting the Supervisory Board shall elect a chairman and one or several deputy chairmen from among its members. For this meeting no separate invitations shall be necessary.

(2) If none of the candidates reaches an absolute majority a final ballot between those candidates who received most of the votes shall be held.

Section 12

(1) The Supervisory Board shall draw up its own internal rules.

(2) The chairman or, if he is incapable of doing so, a deputy chairman shall convene the Supervisory Board members by letter or e-mail to the address most recently advised by them.

(3) The Supervisory Board shall constitute a quorum if a minimum of three members which must include the chairman or a deputy chairman is present. The chairman or his/her deputy shall preside over the Meeting. The chairman shall decide on the mode of voting.

(4) Resolutions shall be passed by simple majority of the votes cast. In case of a tie the chairman shall - also in case of elections - have the casting vote.

(5) A Supervisory Board member may authorize another Supervisory Board member in writing to represent him/her at a specific meeting; the represented Supervisory Board member shall not be counted when determining whether a quorum is present (para (3)). The right to chair a meeting may not be transferred.

(6) Minutes shall be kept on the negotiations and resolutions of the Supervisory Board, which have to be signed by the chairman of the Meeting.

(7) Resolutions may also be passed in writing if the chairman or, in case he is incapable of doing so, a deputy chairman orders such procedure and if no member of the Supervisory Board objects to such procedure. For written voting the provisions of para (4) shall apply accordingly. Representation pursuant to para (5) shall not be admissible in case of written voting.

Section 13

(1) The Supervisory Board shall establish an Audit Committee in accordance with § 92 (4a) of the Austrian Stock Corporation Act.

(2) The Supervisory Board may establish committees out of its members. The Supervisory Board shall determine the duties and powers of the committees; the committees may also be given decision-making powers.

(3) The provisions of Section 12 paras (2) to (7) shall apply to the committees of the Supervisory Board accordingly. If a committee consists of only two members, the committee shall only constitute a quorum if both members are present.

Section 14

Declarations of will of the Supervisory Board and its committees shall be made by the chairman or, in case of his incapacity, by a deputy chairman.

Section 15

(1) Each member of the Supervisory Board elected by the Annual General Meeting shall receive remuneration for his/her activities that reflects international standards. The remuneration a member of the Supervisory Board is entitled to receive based on the resolution adopted by the Company's Shareholders' Meeting shall be paid after the end of the respective financial year. Furthermore, each member of the Supervisory Board shall be entitled to reimbursement of his/her documented out-of-pocket expenses.

(2) If a member of the Supervisory Board does not act during a full financial year, remuneration shall be paid on a pro-rated basis.

Section 16

Pursuant to Section 145 (1), second sentence, of the Austrian Stock Corporation Act, the Supervisory Board may adopt amendments to the Articles of Association which are only editorial in nature. Such authorization includes, but is not limited to, amendments to the Articles of Association resulting from any use of authorized capital or the non-exercise of an authorization to increase the Company's share capital.

V. Shareholders' Meeting

Section 17

(1) The Shareholders' Meeting shall be convened by the Managing Board or by the Supervisory Board.

(2) The Shareholders' Meetings shall be held at the Company's registered office, at one of its branches, on the business premises of the Company or of one of its domestic subsidiaries or at one of the provincial capitals.

(3) The invitation to the Shareholders' Meeting shall be published in consideration of the provisions of Section 18 of the Austrian Stock Corporation Act.

(4) The invitation to such Meeting shall be announced no later than the 28th day before the Annual General Meeting and no later than the 21st day before any other General Meeting.

Section 18

(1) Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights at this meeting will be determined for bearer shares based on the shareholding at the end of the tenth day before the Annual General Meeting (Record Date). For bearer shares held by a depository, proof of shareholding has to be presented through a depository confirmation pursuant to § 10a of the Austrian Stock Corporation Act; transmission of the depository confirmation by fax or email is deemed to be sufficient proof. For bearer shares not held by a depository, written confirmation by a notary public must be provided. The respective confirmation must be received by the Company no later than the third working day prior to the Annual General Meeting at the address specified in the invitation, unless the invitation indicates a later date.

(2) The depository confirmation must not be older than three days on the date it is submitted to the Company, if the Company accepts depository confirmations over a secured international communications network of financial institutions whose participants can be clearly identified. This will be published on the Company's website.

(3) The Company shall not be obliged to verify the correctness of the depository confirmations.

Section 19

Each share shall entitle to one vote.

Section 20

(1) The Shareholders' Meeting shall be chaired by the chairman of the Supervisory Board or by his/her deputy. If none of them is present or willing to chair the Meeting, the Meeting shall be chaired by the notary called in for certification purposes for the purpose of election of a chairman.

(2) The chairman shall conduct the negotiations; determine the sequence of the items on the agenda as well as the mode of voting.

Section 21

The Shareholders' Meeting shall pass its resolution by simple majority of the votes cast unless a different majority is mandatorily provided for by law; in cases where a majority of capital is required by simple majority of the registered capital represented at the time the resolution is passed.

Section 22

If in case of elections no simple majority can be reached in the first ballot a second ballot between those candidates who achieved most of the votes at the first ballot shall be held. In case of a tie of votes the chairman of the Meeting shall have the casting vote.

VI. Annual Financial Statements and Distribution of Profits

Section 23

The business year shall be identical to the calendar year.

Section 24

(1) Within the first three months of every business year the Managing Board shall submit the following documents to the Supervisory Board: the audited annual financial statements and review of operations for the preceding financial year as well as the audited consolidated financial statements and review of group operations as well as the proposal for the distribution of the profit and the Corporate Governance Report.

(2) During the first eight months of every business year the Shareholders' Meeting shall decide on the appropriation of the net profit for the year, the approval of the actions of the members of the Managing Board and the Supervisory Board, the election of the auditor and, in the cases provided for by law, on the adoption of the annual financial statements (ordinary Shareholders' Meeting).

(3) The Shareholders’ Meeting shall have the right to fully or partially exclude the net profit from distribution. The resulting changes to the annual financial statements have to be made by the Managing Board.

Section 25

(1) Net profit shall be distributed to the shareholders, unless the Annual General Meeting approves the exclusion of some or all of net profit from distribution.

(2) The Annual General Meeting shall be authorized to resolve on the distribution of shares of Wienerberger AG as dividend payable in kind in addition to or instead of the distribution of cash.

Section 26

(1) The dividends payable to shareholders shall be distributed in proportion to the contributions made on the nominal value of the shares; contributions made in the course of a business year shall be considered in proportion to the time that has elapsed since they were effected.

(2) In case new shares are issued a different form of entitlement to profits may be agreed upon.

Section 27

(1) Unless otherwise resolved by the Shareholders' Meeting, the dividends shall be due for payment ten days after the Meeting was held.

(2) Dividends which are not claimed by the shareholders within three years shall be forfeited and allocated to the Company's free reserve.

VII. Attainment of Control

Section 28

The threshold for the attainment of a controlling interest as defined in § 22 (2) of the Austrian Takeover Act shall be reduced to 20% in accordance with § 27 (1) no. 1 of the Austrian Takeover Act.

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.

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