

Appendix 1 to the Rules of Procedure for the Supervisory Board of Wienerberger AG

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Responsibilities of the Supervisory Board

In addition to the list of transactions of Sec. 95 Para. 5 *Stock Corporation Act*, the Supervisory Board shall be responsible for approving the following:

1. General Subjects

The following actions may only be taken upon resolution of the full Supervisory Board:

- 1.1. Appointment and dismissal of members of the Managing Board;
- 1.2. Preparation of Rules of Procedure for the Supervisory Board and Managing Board;
- 1.3. Election of a chairperson and vice-chairperson for the Supervisory Board;
- 1.4. Establishment of committees and appointment of members to these committees;
- 1.5. Approval of the annual financial statements and report on these annual financial statements to the annual general meeting;
- 1.6. Nominations to the annual general meeting for the election of members to the Supervisory Board.

2. Transactions and Measures requiring Approval

2.1. Transactions and measures that require the approval of the full Supervisory Board

- 2.1.1. Determination of the general principles of the Company's business and corporate strategy;
- 2.1.2. Annual budget and annual investment program (consolidated on holding level);
- 2.1.3. The following transactions and measures in terms of para. 2.1.3.1. to 2.1.3.4., in cases where the individual value exceeds EUR 10,000,000.- (Euro ten million):
 - 2.1.3.1. the acquisition and sale of stakes in other companies, entire companies, or business operations as well as the closing of companies and business operations;
 - 2.1.3.2. the acquisition, sale or encumbrance of real estate;
 - 2.1.3.3. investments to the extent not covered by para. 2.1.2.;
 - 2.1.3.4. the flotation of bonds or contracting of loans, credits or lines of credit with an individual volume exceeding EUR 30,000,000.- (Euro thirty million), unless these transactions involve previously approved lines of credit or are designed to restructure existing lines of credit

or loans under similar conditions or are required to cover liquidity needs for the working capital during the fiscal year, in which case no approval is required;

2.1.3.5. the granting of loans and credits and the initial provision of guarantees, to the extent that these are not related to ordinary business operations (ordinary business operations include e.g. Group financing and the investment of cash and cash equivalents through short-term deposit with companies outside the Wienerberger Group);

2.1.3.6. the purchase or sale of patents, and the purchase or granting of licenses;

2.1.3.7. the conclusion of contracts for the exclusion of profit or loss;

2.1.4. the founding and closing of branch offices of the Company;

2.1.5. the establishment and closing of lines of business and forms of production as well as any significant changes to the products and services offered;

2.1.6. entry into a syndicate or similar association as well as the conclusion of joint ventures;

2.1.7. the conclusion of contracts with members of the Supervisory Board, which oblige these members to provide services to the Company or a related company outside the scope of their activities on the Supervisory Board in exchange for compensation that is not immaterial. Transactions in which a supervisory board member, a close relative (para. 2.1.8.) of the supervisory board member or an enterprise closely related to the supervisory board member or his/her close relative (para. 2.1.8.) has an own business interest. Own business interest is deemed to exist in the case of any of the following relations between the supervisory board member or his/her close relative (para. 2.1.8.) or an enterprise closely related to the supervisory board member (para.2.1.8.) and the contracting party of the company: (i) holding of a stake which serves not merely for the investment of assets, but is not necessarily material, or (ii) exercise of a management, consultant or supervisory function. In applying this provision, an economic approach is to be given preference over a purely formalistic approach. The receipt of goods or services of the company or a company of the group at market price within the framework of routine daily business transactions is exempt from the requirement of authorization.

2.1.8. Transactions in which a management board member, a close relative of the management board member or an enterprise closely related to the management board member or his/her close relative has an own business interest. Close relatives in the meaning of this provision are spouses, partners equivalent to spouses, parents, legitimate and illegitimate children,

stepchildren and foster children, and siblings. Closely related enterprises in the meaning of this provision are enterprises of any legal structure in which the management board member or a close relative, as defined above, directly or indirectly holds a participating interest, possibly together with other close relatives of the management board member or other closely related enterprises, which conveys the power to exercise a material but not a dominating or controlling influence on the management of the company. Moreover, the definition also applies to enterprises of any legal structure in which the management board member or a close relative of the management board member is either employed in a management position or exercises the function of a consultant. Own commercial interest is deemed to exist in the case of any of the following relations between the management board member or his/her close relative or an enterprise closely related to the supervisory board member and the contracting party of the company: (i) holding of a participating interest which serves not merely for the investment of assets, but is not necessarily material, or (ii) exercise of a management, consultant or supervisory function. In applying this provision, an economic approach is to be given preference over a purely formalistic approach. The receipt of goods or services of the company or a company of the group at market price within the framework of routine daily business transactions is exempt from the requirement of authorization.

2.1.9. Granting of loans by the company to management board members, supervisory board members and senior executives of the company. This also applies to the granting of loans to legal representatives or senior executives of an affiliate of the company.

2.1.10. Granting of loans to close relatives (para. 2.1.8.) of managing board members or supervisory board members and granting of loans to third parties acting for the account of a person to whom loans must not be granted except with the supervisory board's approval.

2.1.11. Conclusion of material transactions of the company with related parties in the meaning of Art.9c of the Shareholders' Rights Directive and sec. 95a of the Stock Corporation Act adopted by way of transposition of said Directive into national law.

2.2. Transactions and measures that require the approval of the Personnel and Nomination Committee

The following transactions and measures shall require the approval of the Personnel and Nomination Committee:

- 2.2.1. the determination of general guidelines for pension commitments and profit or revenue sharing as well as the conclusion of pension agreements or agreements for profit or revenue sharing with key managers as defined in § 80 Par. 1 of the Austrian Stock Corporation Act;
- 2.2.2. the granting of options for stock in the Company to employees or key managers of the Company or a related firm as well as to members of the Managing Board or Supervisory Board of the Company, or to members of the managing boards or supervisory boards of related companies; representation of the Company with respect to the granting of options for stock in the Company to members of the Managing Board;
- 2.2.3. the appointment of Company officers.

2.3. Miscellaneous Regulations

- 2.3.1. The requirements for approval that are set forth in para. 2.1. and 2.2. shall also apply to measures and transactions in subsidiaries with a direct or indirect investment of more than 50% ("subsidiaries"); an exception to this regulation shall be the permanent or temporary closing of production facilities without strategic importance, unless the planned action involves the last production facility in that country;
- 2.3.2. The amount stated under para. 2.1. shall represent net amounts excluding VAT. Approvals shall include all related ancillary costs – consulting, commissions – as well as financing, unless determined otherwise for a specific transaction. Such costs are to be omitted when assessing the requirement of approval.

Appendix 1: Summary of measures and transactions that require the approval of the Supervisory Board

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