

## AMENDMENT OF THE ARTICLES OF ASSOCIATION

of

### Wienerberger AG

by the 155<sup>th</sup> Annual General Meeting on May 7<sup>th</sup>, 2024

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#### Version November 2022

#### Version May 2024

### II. Registered Capital and Shares

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#### § 4 (3)

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The Managing Board is authorized, with the approval of the Supervisory Board, to increase the share capital of the Company within five years from the date the amendment to the Articles of Association is registered in the Commercial Register – in multiple tranches, if required – against cash or contributions in kind by up to EUR 17,452,724.— (corresponding to 15% of the Company's share capital at the time of adoption of this resolution) through the issue of up to 17,452,724 new bearer no par value shares and to determine the issue price and the issue conditions.

The statutory subscription rights can be granted to the shareholders in such a way that the capital increase will be undertaken by a bank or a consortium of banks with the obligation to offer the shareholders the opportunity to participate in the capital increase in proportion to their subscription rights (indirect subscription right). The Managing Board is authorized, with the approval of the Supervisory Board, to exclude the subscription rights of shareholders for fractional amounts which arise as a consequence of subscription ratios.

The Managing Board is also authorized, with the

Pursuant to Section 169 of the 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 16,759,851 by issuing up to 16,759,851 new no-par value bearer shares and, in agreement with the Supervisory Board, to determine the issue price (which must not be below the pro-rated amount of the share capital) and the terms of issue as well as any other details regarding the execution of the capital increase. The statutory subscription right 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) Stock Corporation Act).

In addition, the Managing Board, subject to approval by the Supervisory Board, is authorized to exclude the statutory subscription

approval of the Supervisory Board, to exclude subscription rights in relation to a capital increase from the authorized capital (i) for contributions in kind for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies or (ii) for over-allotment options in connection with the placement of new shares of the Company (Greenshoe). The number of shares issued under exclusion of the subscription right may in total not exceed 5,817,574 (corresponding to 5% of the Company's outstanding shares at the time of adoption of this resolution).

The Supervisory Board is authorized to resolve on amendments to the Articles of Association resulting from the issue of shares under the authorized capital.

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-allotment options when placing new shares of the company (greenshoe). The sum total of all shares issued against contributions in cash under this authorization for 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.