

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

## Proposed Resolutions

at the 155<sup>th</sup> Annual General Meeting of  
Wienerberger AG  
on May 7, 2024

- 1. Presentation of the adopted 2023 Annual Financial Statements and the Management Report of Wienerberger AG for the financial year 2023, the Consolidated Financial Statements and the Group Management Report, the Corporate Governance Report, the non-financial report and the report by the Supervisory Board on the financial year 2023**

Note:

*It is not intended to adopt a resolution on this item. The documents referred to in this item 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 2023 Annual Financial Statements**

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decides to distribute from the net profits of EUR 109,066,523.81 capable of being distributed and shown in Wienerberger AG's Annual Financial Statements for the year ended December 31, 2023 a dividend of EUR 0.90 per share of the company entitled to receive dividends as of the dividend date (Monday, May 13, 2024) and to carry forward the remaining portion of net profits. Dividends will be paid from Wednesday, May 15, 2024 by crediting them with the custodian banks.

Note:

*As of the date of publication of these proposed resolutions, the company has issued a total of 111,732,343 no-par value shares. As of the reference date, Monday, March 25, 2024, the company holds 339,332 treasury shares not entitled to receive dividends, so that based on the circumstances prevailing as of the reference date (March 25, 2024), a total dividend of EUR 100,253,709.90 will be distributed to the shareholders in respect of the total number of 111,393,011 shares of the company entitled to receive dividends and the remaining net profits of EUR 8,812,813.91 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.*

### **3. Discharge of the Managing Board members for the financial year 2023**

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decides that the members of Wienerberger AG's Managing Board acting during the financial year 2023 be discharged for that period.

Note:

*Such discharge for the financial year 2023 applies to the members of the Managing Board Heimo SCHEUCH, Gerhard HANKE, Solveig MENARD-GALLI und Harald SCHWARZMAYR.*

### **4. Discharge of the Supervisory Board members for the financial year 2023**

The Managing Board and the Supervisory Board of Wienerberger AG propose that the Annual General Meeting decides that the members of Wienerberger AG's Supervisory Board acting during the financial year 2023 be discharged for that period.

Note:

*Such discharge also applies to Peter Johnson, Regina Prehofer and Oswald Schmid who resigned from the Supervisory Board as of the end of the 154<sup>th</sup> Annual General Meeting.*

### **5. Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2024**

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting decides to elect, for the financial year 2024, Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, as auditors of the Annual Financial Statements and Consolidated Financial Statements and - subject to timely entry into force of national legislation for the financial year 2024 - as auditors of the consolidated sustainability report of Wienerberger AG, which report is to be prepared by mandatory law.

Note:

*If re-elected, the proposed auditor Deloitte Audit Wirtschaftsprüfungs GmbH would audit the Wienerberger Group in the financial year 2024 for the eighth time in a row. Law provides that a different auditing company must be appointed after ten audit years (obligatory rotation).*

*The Corporate Sustainability Reporting Directive (Directive (EU) 2022/2464, hereinafter: "CSRD") adopted in December 2022 will require large and listed companies to incorporate into the (consolidated) management report a sustainability report significant aspects of which exceed any reporting that may already have been provided by companies due to previous provisions (non-financial statement and/or non-financial report). At the same time, the CSRD, for the first time, requires a mandatory immediate external audit of such sustainability reporting with limited assurance, i.e. also in respect of companies that are required to provide such reporting already in the financial year 2024. As regards the selection and appointment of an external auditor of sustainability reporting, the current status of discussions to implement the CSRD in Austria suggests that already existing legal provisions to appoint an auditor as set forth in Section 270 (1) of the Austrian Business Code [UGB] will be extended to include relevant obligations in relation to an audit of sustainability reporting and that such auditor must be separately appointed by an annual general meeting. Since the legislation process to implement the CSRD in Austria has not been initiated as yet, it is likely that the adjusted provisions under business and corporate law will not have entered into force by the time the 155<sup>th</sup> Annual General Meeting of Wienerberger AG to be held on May 7, 2024, at which the auditor of the financial statements and of the sustainability report*

would have to be appointed, takes place. To avoid any necessity to hold an extraordinary general meeting on a later date which would have to adopt a resolution on the appointment of the auditor of the sustainability report, the Chamber of Tax Advisors and Public Accountants (KSW) and the Institute of Austrian Auditors (iwp), in coordination with the responsible Federal Ministry of Justice, recommend that - based on relevant preparations by an audit committee/supervisory board - such appointment be made by way of an "alternative resolution" in case such appointment becomes necessary by virtue of any subsequent legal requirement.

## **6. Resolution on the 2023 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 2023, as published on the company's website registered in the commercial register.

### Note:

*The managing board and the supervisory board of a listed company are required to prepare a clear and understandable remuneration report in respect of the emoluments of the members of the managing board and the supervisory board as set forth in Section 78c in conjunction with Section 98a of the Stock Corporation Act. Such remuneration report must provide a comprehensive overview of the emoluments granted or owed to the present and former members of the managing board and the supervisory board during the past financial year within a company's remuneration policy (Section 78a in conjunction with Section 98a Stock Corporation Act), including all benefits of any kind.*

*The remuneration report for the last financial year must be submitted to the general meeting to be put to the vote. Any vote has recommending character (Section 78d (1) Stock Corporation Act). Any resolution cannot be challenged (Section 78d (1) Stock Corporation Act). The managing board and the supervisory board are required to propose a resolution on the remuneration report pursuant to Section 108 (1) of the Stock Corporation Act and, pursuant to Section 108 (4) No 4 of the Stock Corporation Act, they are required to make available the proposed resolution and the remuneration report on the website registered in the commercial register as of the 21<sup>st</sup> day before the general meeting takes place.*

*At a meeting on March 22, 2024, the Managing Board and the Supervisory Board of Wienerberger AG adopted the remuneration report pursuant to Section 78c in conjunction with Section 98a of the Stock Corporation Act and approved the above proposed resolution pursuant to Section 108 (1) of the Stock Corporation Act. The 2020 remuneration policy for the Managing Board underlying the remuneration report and that for the Supervisory Board of Wienerberger AG were submitted to the 151<sup>st</sup> Annual General Meeting on May 5, 2020 for adoption and approved by the same.*

*The 2023 remuneration report is in full compliance with the principles and provisions of the 2020 remuneration policy. The Supervisory Board expressly notes that in 2023 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 to 78e of the Stock Corporation Act and Section 98a of the Stock Corporation Act and found that the remuneration report satisfies any statutory requirements.*

*The 2023 remuneration report will be available on the company's website at [www.wienerberger.com](http://www.wienerberger.com) not later than on April 16, 2024.*

## 7. Resolution on the remuneration policy for the Managing Board

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting approve the remuneration policy for the Managing Board of Wienerberger AG from 2024 onwards as developed and submitted by the Supervisory Board, which remuneration policy shall enter into force retroactively as of January 1, 2024.

### Note:

*The remuneration policy for the Managing Board from 2024 onwards is attached hereto and/or available on the company's website at [www.wienerberger.com](http://www.wienerberger.com). A vote on the remuneration policy at the Annual General Meeting has recommending character. The resolution cannot be challenged (Section 78b (1) of the Stock Corporation Act).*

## 8. Resolution on 1) the remuneration policy for the Supervisory Board and 2) the determination of the remuneration for the members of the Supervisory Board

### 1) Proposed resolution: Remuneration policy for the Supervisory Board:

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting approve the remuneration policy for the Supervisory Board of Wienerberger AG from 2024 onwards as developed and submitted by the Supervisory Board, which remuneration policy shall enter into force retroactively as of January 1, 2024.

### Note:

*The remuneration policy for the Supervisory Board of Wienerberger AG from 2024 is attached hereto and/or available on the company's website at [www.wienerberger.com](http://www.wienerberger.com).*

### 2) Proposed resolution: Determination of the remuneration for the members of the Supervisory Board:

The Supervisory Board of Wienerberger AG proposes that the Annual General Meeting resolve that the elected members of the Supervisory Board (shareholder representatives) shall be remunerated annually as follows from the financial year 2024 (inclusive) onwards until further notice:

#### a. Annual fixed remuneration for work on the Supervisory Board:

- for the chairperson of the Supervisory Board: EUR 213,750
- for the vice-chairperson of the Supervisory Board: EUR 133,000
- for each additional member of the Supervisory Board: EUR 95,000

The above amounts are gross amounts and are not subject to indexation.

An amount of 20% of the gross annual fixed remuneration per Supervisory Board member (shareholder representative) is to be invested in shares of Wienerberger AG (the "share component"). The shares are acquired via Wienerberger AG for the past financial year in the name and for the account of the respective Supervisory Board member on the third trading day on the Vienna Stock Exchange following the publication of the consolidated annual report of Wienerberger AG for the past financial year by a credit institution that processes the purchases independently. These shares which are acquired by way of the share component for each member of the Supervisory Board are to be held in a separate securities account of which the respective member of the Supervisory Board is the beneficial owner and kept until the end of the respective term of office as a member of the Supervisory Board of Wienerberger AG.

b. Annual remuneration for membership in Supervisory Board committees:

Audit and Risk Committee:

- for the chairperson: EUR 54,000
- for each ordinary member: EUR 31,000

Other committees:

- for the chairperson: EUR 35,000
- for each ordinary member: EUR 30,000

The committee remuneration is limited to one committee membership and is only paid once, even in the case of a membership in several committees. The highest paid committee membership is remunerated in each case. The committee remuneration is paid out fully in cash; no share component is applicable to the payment of committee remuneration. The above amounts are gross amounts and are not subject to indexation.

Any amount will be paid to the Supervisory Board members for the past financial year within one week after the Annual General Meeting.

Background of proposed adjustments:

The previous Remuneration System ("Remuneration System 2020") of the Supervisory Board was established by the 151<sup>st</sup> Annual General Meeting of Wienerberger AG on May 5, 2020. It has applied to all members of the Supervisory Board elected by the Annual General Meeting (shareholder representatives) since the 2020 financial year (inclusive).

The new Remuneration System of the Supervisory Board ("Remuneration System 2024" or "Remuneration System") is in line with the remuneration policy of the Supervisory Board of Wienerberger AG as of 2024, which is submitted to this 155<sup>th</sup> Annual General Meeting of Wienerberger AG for approval under item 8 on the agenda, resolution 1. The proposed adjustments compared to the Remuneration System 2020 can be summarized as follows:

Remuneration System 2020		Remuneration System 2024	
<b>Annual fixed remuneration</b>			
• EUR 170,000	<b>Chairperson</b>	• EUR 213,750	
• EUR 105,000	<b>Vice-chairperson</b>	• EUR 133,000	
• EUR 80,000	<b>Ordinary member</b>	• EUR 95,000	
• 100% in cash	<b>Payment</b>	<ul style="list-style-type: none"> <li>• 80% in cash</li> <li>• 20% in shares of Wienerberger AG</li> </ul>	
• None	<b>Share Ownership Guidelines</b>	<ul style="list-style-type: none"> <li>• <b>20% of annual fixed remuneration per year</b> of the respective term of office</li> </ul>	
<b>Annual committee remuneration</b>			
<ul style="list-style-type: none"> <li>• Chairperson: EUR 40,000</li> <li>• Vice-chairperson: EUR 30,000</li> <li>• Member: EUR 20,000</li> </ul>	<b>Audit and Risk Committee</b>	<ul style="list-style-type: none"> <li>• Chairperson: EUR 54,000</li> <li>• Member: EUR 31,000</li> </ul>	
<ul style="list-style-type: none"> <li>• Chairperson: EUR 30,000</li> <li>• Vice-chairperson: EUR 30,000</li> <li>• Member: EUR 20,000</li> </ul>	<b>Other committees</b>	<ul style="list-style-type: none"> <li>• Chairperson: EUR 35,000</li> <li>• Member: EUR 30,000</li> </ul>	
<ul style="list-style-type: none"> <li>• In cash</li> <li>• The committee remuneration is limited to one committee mandate</li> </ul>	<b>Payment</b>	<ul style="list-style-type: none"> <li>• In cash</li> <li>• The committee remuneration is limited to one committee mandate</li> </ul>	

The Supervisory Board's remuneration was last adjusted with effect from the 2020 financial year. Since then, the number of tasks, the workload and the time required for Supervisory Board members to properly perform their advisory and control functions for the Managing Board in a persistently tense environment have increased significantly. The work of the committees has also become more extensive, time-consuming and complex, for example due to constantly increasing regulatory requirements. At the same time, the number of shareholder representatives on the Supervisory Board was reduced from nine to seven members in 2023, which has further intensified this trend.

In order to appropriately reflect this development in the remuneration of the Supervisory Board, the annual fixed remuneration of Supervisory Board members shall be increased by around 20%. In addition, the remuneration for committee memberships shall be moderately increased. Overall, the adjustments proposed as part of the Remuneration System 2024 will result in an increase in total remuneration for all Supervisory Board members of around 25%.

At the same time, 20% of the gross annual fixed remuneration shall be invested by the member of the Supervisory Board in shares of the company; in order to simplify the acquisition process, purchases are to be carried out via Wienerberger AG in the name and for the account of the respective Supervisory Board member by a credit institution that independently handles the purchases on the defined and published purchase date. The proposed increase in Supervisory Board remuneration will therefore be made almost entirely in shares of the company which are subject to a holding period until the end of each Supervisory Board member's term of office. In this way, each member of the Supervisory Board will build up a significant holding of shares of the company, especially in the case of a longer-term activity on the Supervisory Board, which will anchor an equity culture also in the Supervisory Board and provide an additional incentive to act in the interests of the long-term development of Wienerberger.

In the course of determining the proposed remuneration, a comprehensive market comparison was carried out with different peer groups. The first peer group focuses on companies that are active in business areas comparable to those of Wienerberger. It is made up of companies from the STOXX® Europe 600 Construction & Materials Index as well as other competitors that are comparable to Wienerberger in terms of size:

Industry peer group		
Ackermans & Van Haaren	Genuit Group	ROCKWOOL
Arcadis	H+H International	Saint Gobain
Balfour Beatty	Heidelberg Materials	Signify
Boral	Holcim	Sika
CRH	lbstock	STO
Ferrovial	Kingspan Group	SWECO
Forterra	NIBE Industrier	Uponor
Geberit		

In addition, the ATX companies were considered in order to take into account the national environment as well. Overall, the proposed remuneration adjustment, taking into account the two peer groups, results in competitive remuneration for the Supervisory Board members of Wienerberger.

The changes proposed as part of the Remuneration System 2024 promote the long-term development of Wienerberger AG. They help to ensure that the remuneration of Supervisory Board members remains appropriate in view of the increased responsibility, workload, time commitment and increasingly dynamic market environment. The Remuneration System 2024 also ensures that

*Wienerberger AG remains competitive within its industry and is able to attract and retain Supervisory Board members with a comprehensive and broad range of expertise and skills (e.g. ESG, financial expertise or knowledge of technological advances such as AI) as well as international experience. This is also of key importance for Wienerberger as the company is fully free float, and this poses a particular challenge when recruiting professional Supervisory Board members. The acquired Supervisory Board members make an active contribution to the positive development of Wienerberger through their work on committees and in the plenary sessions of the Supervisory Board as well as through their cooperation with stakeholders.*

*The Remuneration System 2024 was developed by the Nomination and Remuneration Committee following a detailed review of the Remuneration System 2020 and consultation with the support of an independent corporate governance consultant. Following intensive discussions in the committee, the Remuneration System 2024 was recommended to and approved by the Supervisory Board before being submitted to the 155<sup>th</sup> Annual General Meeting for approval. The new Remuneration System for the Supervisory Board is intended to replace the Remuneration System for the Supervisory Board approved by the 151<sup>st</sup> Annual General Meeting in its entirety.*

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

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

In accordance with Section 65 (1) No 8 as well as (1a) and (1b) of the Stock Corporation Act, during a period of 30 months of the date of this 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 must 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 based on this resolution of May 7, 2024 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 rights of disposal (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. Such authorization may be exercised by the company, by a subsidiary (Section 228 (3) Austrian Business Code) 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 to repurchase treasury shares adopted by the 153<sup>rd</sup> Annual General Meeting on May 3, 2022.

### Note:

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

## 10. Authorization to sell treasury shares

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

- a) Pursuant to Section 65 (1b) of the Stock Corporation Act, for a period of five years from the date of today's resolution, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG, for purposes of selling and/or using treasury shares, is authorized to adopt a form of sale permitted by law other than through the stock exchange or by public offer, applying by analogy the rules governing the exclusion of subscription rights of shareholders, and to determine the terms of sale. Such authorization includes the sale and/or use of treasury shares in the form of a sale permitted by law other than through the stock exchange or by public offer, including, but not limited to, an off-market sale (excluding the repurchase rights of shareholders in whole or in part), e.g. in the form of an accelerated private placement, or as non-cash transaction currency for the acquisition of companies, shares, interests in companies or other assets.

Such authorization may be exercised by the company, by a subsidiary (Section 228 (3) Business Code) or by third parties for the company's account in whole or in part or in several instalments and in furtherance of one or more purposes.

- b) Pursuant to Section 65 (1) No 8, last sentence, of the Stock Corporation Act, during a period of 30 months of the date of this resolution, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG is authorized 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, especially regarding the maximum number of treasury shares, the Managing Board may exercise such authorizations in whole or in part, individually or collectively, once or repeatedly. The authorizations granted in items a) and b) above are 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 replaces the authorization to sell treasury shares adopted by the 153<sup>rd</sup> Annual General Meeting on May 3, 2022.

Note:

*The report by the Managing Board on item 10 on the agenda is attached hereto and available on the company's website at [www.wienerberger.com](http://www.wienerberger.com).*



**11. Resolution on authorization for 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 Stock Corporation Act (authorized capital) against contribution in cash, including 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 decides:

- (i) Revocation of the current authorization for the Managing Board as set forth in § 4 (3) of the Articles of Association to increase, pursuant to Section 169 of the 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 and/or in kind by up to EUR 17,452,724 (equivalent to 15% of the company's share capital on the date of resolution) by issuing up to 17,452,724 new no-par value bearer shares and to determine the issue price and the terms of issue;
- (ii) while authorizing the Managing Board, pursuant to Section 169 of the 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 16,759,851 (equivalent to approx. 15% (fifteen percent) of the company's share capital on the date of resolution) by issuing up to 16,759,851 new no-par value bearer shares and to determine, in agreement with the Supervisory Board, the issue price (which must not be below the pro-rated amount per share 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 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 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.

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

*"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 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."*

**Note:**

*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 Stock Corporation Act in conjunction with Sections 169 and 170 (2) of the Stock Corporation Act. Such report is attached to this proposed resolution and 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.*