

## INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS

### **Request to put additional items on the agenda pursuant to Section 109 of the Austrian Stock Corporation Act (hereinafter referred to as "Stock Corporation Act")**

Shareholders who collectively hold **5% of the share capital** and have **held such shares for at least three months prior to filing their motion** may request in writing the inclusion and announcement of additional items on the agenda of the Annual General Meeting, provided that such request is received by the company in writing **not later than on Friday, April 14, 2023**, exclusively at:

Wienerberger AG  
Corporate Secretary  
Attn. Georg Schuh  
Wienerbergerplatz 1  
1100 Vienna

Every item on the agenda so requested must be accompanied by a **proposed resolution, including reasons**. To prove a shareholder's capacity, it suffices to **submit a depository confirmation** as described in Section 10a of the Stock Corporation Act which states that the shareholders filing the motion have held their shares for at least three months before the motion is filed and which may not be older than seven days when submitted to the company.

Section 128 (5) of the Stock Corporation Act requires that any proposed resolution submitted in a language other than German must also be submitted in the German language.

### **Proposed resolutions by shareholders pursuant to Section 110 of the Stock Corporation Act**

Shareholders who collectively hold **1% of the share capital** can submit written **proposed resolutions, including reasons**, in respect of every item on the agenda and request that such proposals, including reasons and a statement, if any, by the Managing Board or the Supervisory Board be published on the company's website, provided that such request is received by the company in writing **not later than on Tuesday, April 25, 2023**, either

by fax to: +43 (0)1 8900 500 50

or in writing to: Wienerberger AG  
Corporate Secretary  
Attn. Georg Schuh  
Wienerbergerplatz 1  
1100 Vienna

To prove a shareholder's holding in order to exercise this shareholder right, it suffices to submit a depository confirmation as described in Section 10a of the Stock Corporation Act which may not be older than seven days when provided to the company. Multiple depository confirmations of shares which only together represent the 1% threshold must refer to the same reference date.

If a proposal for the election of a Supervisory Board member is made, the reasons given in respect of the proposed resolution are replaced by the statement made by the proposed individual as set forth in Section 87 (2) of the Stock Corporation Act.

Section 128 (5) of the Stock Corporation Act requires that any proposed resolution submitted in a language other than German must also be submitted in the German language.

In case shareholders propose a candidate for the Supervisory Board as set out in Section 110 of the Stock Corporation Act, the company provides the following information and refers to the related notes by the Supervisory Board made in the proposed resolutions:

Pursuant to a resolution adopted at the 153<sup>rd</sup> Annual General Meeting on May 3, 2022, the Supervisory Board of Wienerberger AG consists of nine members elected by the Annual General Meeting (capital representatives), six men and three women, and of three members delegated by the Works Council pursuant to Section 110 of the Austrian Labor Relations Act, two men and one woman. As a consequence of Ms. Kati TER HORST'S early resignation as of September 30, 2022 (hence seven months before the end of her term of office as provided in the Articles of Association), the number of capital representatives has been reduced to eight.

Six of the remaining eight capital representatives are men and two are women; two of the employee representatives are men and one is a woman. The Supervisory Board has therefore consisted of eight men and four women since the Annual General Meeting of May 3, 2022 and three women from October 2022, respectively, and thus complies with the minimum share of men and women under Section 86 (7) of the Stock Corporation Act.

No objection was raised under Section 86 (9) of the Stock Corporation Act. As a consequence, the first sentence of Section 86 (9) of the Stock Corporation Act provides that the minimum share of men and women must be complied with by the Supervisory Board as a whole. Taking into account nine capital representatives and three Supervisory Board members delegated by the Works Council, at least four members must be women and four members must be men.

Any proposal made by shareholders in respect of item 6 "Elections to the Supervisory Board" must take into account Section 86 (7) of the Stock Corporation Act and/or the aforementioned minimum share of men and women, also if there is a change in the number of capital representatives within the scope of the Articles of Association. If the General Annual Meeting decides to reduce the number of capital representatives in the Supervisory Board from currently nine to seven individuals (see the relevant note on item 6 in the proposed resolutions) and the Supervisory Board therefore consists of a total of ten members (seven capital representatives and three employee representatives delegated by the Works Council), at least three members must be women and three members must be men.

## **Record date and participation in the Annual General Meeting**

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted at the Annual General Meeting is based on the **shares held on Tuesday, April 25, 2023, midnight Vienna time (Record Date)**.

The Annual General Meeting may only be attended by persons who are shareholders on the Record Date and provide evidence thereof to the company. A depository confirmation pursuant to Section 10a of the Stock Corporation Act to be received by the company not later than **on Tuesday, May 2, 2023, midnight Vienna time**, only at one of the addresses indicated below shall be sufficient proof of a shareholder's shareholding on the Record Date.

By mail or courier to: Wienerberger AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen/Wechsel

By SWIFT: GIBAATWGGMS - Message Type MT598 or Type 599; please indicate ISIN AT0000831706 in the text.

By e-mail: [anmeldung.wienerberger@hauptversammlung.at](mailto:anmeldung.wienerberger@hauptversammlung.at) (depository confirmation as PDF-attachment)

By fax: +43 (0) 1 8900 500 50

## **Depository confirmation pursuant to Section 10a of the Stock Corporation Act**

The depository confirmation must be issued by the custodian bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD and must include the following information:

1. Information on the issuer: name/company name and address or a code commonly used in transactions between banks (SWIFT code);
2. Information on the shareholder: name/company name, address, date of birth of natural persons; register and registration number of legal entities, if applicable;
3. Securities account number or other designation;
4. Information on the shares: number of shares (ISIN AT0000831706) held by the shareholder;
5. Date to which the depository confirmation is related.

The depository confirmation must relate to the Record Date, **Tuesday, April 25, 2023, midnight Vienna time.**

The depository confirmation must be provided in **German or English.**

Provision of the depository confirmation is deemed registration for the Annual General Meeting. Shares will not be blocked by registration for the Annual General Meeting and/or provision of a depository confirmation; shareholders may therefore continue to freely dispose of their shares also after registration and/or provision of a depository confirmation.

## **Notice concerning the rights of shareholders to receive information pursuant to Section 118 of the Stock Corporation Act**

Section 118 of the Stock Corporation Act provides that upon request, every shareholder must be provided with information concerning the company's affairs at the Annual General Meeting, where such information is necessary to properly evaluate an item on the agenda. Such provision of information may be refused where, based on reasonable business assessment, the company or an affiliated company may suffer a considerable disadvantage or where such provision of information would be punishable.

For the sake of efficiency, any questions the response of which requires more time of preparation should be provided to the company in writing by email to [fragen.wienerberger@hauptversammlung.at](mailto:fragen.wienerberger@hauptversammlung.at) in due time before the Annual General Meeting takes place.

## **Information concerning the right of shareholders to make motions at the Annual General Meeting pursuant to Section 119 of the Stock Corporation Act**

At the Annual General Meeting, every shareholder may make motions in respect of every item of the agenda (except for the nomination of candidates for the Supervisory Board) without prior notice, provided that the shareholder has submitted documentary evidence of his/her right to participate as set out in the invitation to the Annual General Meeting.

### ***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.*