

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

Invitation

to the **155th Annual General Meeting**

to be held on **Tuesday, May 7, 2024, at 10:00 am**
at **Wiener Stadthalle, Hall F, Roland-Rainer-Platz 1, 1150 Vienna**

Agenda

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
2. Resolution on the use of net profits shown in the 2023 Annual Financial Statements
3. Discharge of the Managing Board members for the financial year 2023
4. Discharge of the Supervisory Board members for the financial year 2023
5. Election of the auditors of the Annual Financial Statements and Consolidated Financial Statements for the financial year 2024
6. Resolution on the 2023 remuneration report
7. Resolution on the remuneration policy for the Managing Board
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
9. Authorization to repurchase treasury shares
10. Authorization to sell treasury shares
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)

Documents for the Annual General Meeting

Pursuant to Section 108 (3) and (4) of the Stock Corporation Act, not later than on **Tuesday, April 16, 2024** the following documents will be available on the company's website at www.wienerberger.com as registered in the commercial register:

- 2023 business report, including IFRS Consolidated Financial Statements and Group Management Report, Corporate Governance Report, non-financial report and report by the Supervisory Board on the financial year 2023
- 2023 annual financial report of Wienerberger AG, including Annual Financial Statements and Management Report
- Proposed resolutions on items 2 - 11 on the agenda
- Reports by the Managing Board on items 9 - 11 on the agenda
- 2023 remuneration report
- Remuneration policies for the Managing Board and the Supervisory Board
- Forms for granting and revoking powers of attorney pursuant to Section 114 of the Stock Corporation Act
- All other publications made by the company in relation to this Annual General Meeting

Record date and participation in the Annual General Meeting

Eligibility to participate in the Annual General Meeting and to exercise voting rights and any other shareholder rights to be asserted at the Annual General Meeting is based on the shares held on **Saturday, April 27, 2024, midnight Vienna time (Record Date)**.

A person may participate and exercise shareholder rights in the Annual General Meeting only if the person is a shareholder on the Record Date and submits related documentary evidence to the company.

A **depository confirmation** as defined in Section 10a of the Stock Corporation Act and/or § 18 of the Articles of Association constitutes sufficient proof of the shares held on the Record Date and must be received by the company not later than on **Thursday, May 2, 2024, midnight Vienna time**, exclusively by one of the following means of communication:

- By mail or courier to: Wienerberger AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60, 8242 St. Lorenzen/Wechsel
- By SWIFT ISO 15022: GIBAATWGGMS (Message Type MT598 and/or Type 599);
please indicate ISIN AT0000831706 in the text
- By SWIFT ISO 20022: ou=gms, o=gibaatwg
o=swift – seev.003.001.XX or seev.004.001.XX
in the version that contains the minimum fields necessary
(a detailed description is available at www.wienerberger.com)
- By e-mail: anmeldung.wienerberger@hauptversammlung.at
(depository confirmation as PDF-attachment)
- By facsimile: +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 which is to prove a shareholder's holding must relate to the above Record Date (Saturday, April 27, 2024, 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. The Record Date does not affect the alienability of shares or the entitlement to receive dividends.

Representation by proxies

Every shareholder who is entitled to participate in the Annual General Meeting and has submitted to the company related documentary evidence as set out herein has the right to appoint a proxy who participates in the Annual General Meeting on the shareholder's behalf and has the same rights as the shareholder represented by the proxy.

Power of attorney must be given in writing (Section 13 (2) Stock Corporation Act) to a certain (natural or legal) person; power of attorney may be granted to several persons.

Power of attorney may be granted both before and during the Annual General Meeting. If a power of attorney is not handed over on the date of the Annual General Meeting upon registration at the venue, it must be timely sent to ensure it is received by the company not later than on **Monday, May 6, 2024, 12 pm Vienna time**, using one of the following means:

- By mail or courier to: Wienerberger AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60, 8242 St. Lorenzen/Wechsel
- By SWIFT ISO 15022: GIBAATWGGMS (Message Type MT598 and/or Type 599);
please indicate ISIN AT0000831706 in the text
- By SWIFT ISO 20022: ou=gms, o=gibaatwg
o=swift – seev.003.001.XX or seev.004.001.XX
in the version that contains the minimum fields necessary
(a detailed description is available at www.wienerberger.com)
- By e-mail: anmeldung.wienerberger@hauptversammlung.at
the written power of attorney must be attached (e.g. in PDF-format)
- By facsimile: +43 (0) 1 8900 500 50

Sample forms for granting and revoking powers of attorney are available on the company's website at www.wienerberger.com. For the sake of efficiency, please use the forms provided. Information about how to grant power of attorney, including, but not limited to, information on the required text form and the contents of the power of attorney, can be found in the proxy form provided to the shareholders.

If a shareholder has granted power of attorney to the shareholder's custodian bank, in addition to providing the depository confirmation the custodian bank merely needs to issue a statement that it was granted power of attorney, such statement to be provided to the company by way of the above means of communication.

Even if shareholders have granted power of attorney, they may personally exercise their rights at the Annual General Meeting. Any power of attorney granted shall be deemed revoked if a shareholder appears in person at the Annual General Meeting.

The above provisions on how to grant power of attorney apply analogously to any revocation of a power of attorney.

As a special service, Mr. Florian Beckermann, managing director of the Interessenverband für Anleger (IVA), will be available to shareholders and/or institutions at the Annual General Meeting **as an independent proxy for the purpose of exercising voting rights as instructed**. A special proxy form is available on the company's website at www.wienerberger.com. In addition, Mr. Beckermann may be contacted directly:

- Florian Beckermann, LL.M.
c/o IVA Interessenverband für Anleger
Feldmühlgasse 22, 1130 Vienna
Tel.: +43 (0) 1 876 33 43-0
Email: beckermann.wienerberger@hauptversammlung.at

If power of attorney is granted to the above independent proxy, such power of attorney has to be sent to Mr. Beckermann's above email address.

Shareholders' rights under Sections 109, 110, 118 and 119 of the 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 can request the inclusion and announcement of **additional items on the agenda** of this Annual General Meeting, provided that such request is received by the company in writing (and signed by all shareholders filing the motion) not later than on **Tuesday, April 16, 2024, midnight Vienna time**, exclusively at the following address: Wienerberger AG, Attn.: Georg Schuh, LL.M., 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 received by the company. For further requirements concerning the depository confirmation, please refer to the section concerning the right to participate in the Annual General Meeting.

Shareholders who collectively hold at least **1% of the share capital** can submit **proposed resolutions**, including reasons, in respect of every item on the agenda and request that these proposals, including the names of the relevant shareholders, the statement of reasons to be attached, and a statement, if any, by the Managing Board or the Supervisory Board be published on the company's website registered in the commercial register, provided that such request is received by the company in writing not later than on **Thursday, April 25, 2024, midnight Vienna time**, either by facsimile at +43 1 8900 500 50 or by mail at Wienerberger AG, Attn.: Georg Schuh, LL.M., 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 point in time (date, time). For further requirements concerning the depository confirmation, please refer to the section concerning the right to participate in the Annual General Meeting.

At the Annual General Meeting every shareholder may file motions in respect of every item on the agenda which do not require prior announcement (Section 119 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 right to receive information also covers the company's legal and business relations to an affiliated company as well as the state of affairs of the group and the companies included in the Consolidated Financial Statements.

Additional information concerning the rights of shareholders under Sections 109, 110, 118 and 119 of the Stock Corporation Act is now available on the company's website at www.wienerberger.com.

Shareholders may also forward questions to the company in writing by email to be sent to fragen.wienerberger@hauptversammlung.at in due time before the Annual General Meeting takes place. It is recommended that shareholders do so in respect of more complex questions.

Privacy information for shareholders

For purposes of carrying out the Annual General Meeting, Wienerberger AG processes personal data of shareholders (including, but not limited to, data pursuant to Section 10a (2) of the Stock Corporation Act, i.e. name; address; date of birth; number of the securities account; number of shares held by the shareholder; type of shares, where applicable; number of the voting card and; where applicable, name(s) and date(s) of birth of the proxy/proxies) on the basis of applicable data protection provisions, including, but not limited to, the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act [DSG], in order to enable shareholders to exercise their rights at the Annual General Meeting. You cannot register for the Annual General Meeting without disclosing your personal data.

Pursuant to Section 104 (1) of the Stock Corporation Act, Wienerberger AG is obliged by law to convene an ordinary general meeting once a year. To comply with this legal obligation, the processing of personal data of shareholders is indispensable for shareholders and their proxies to participate in the Annual General Meeting. Article 6 (1) c) of the GDPR, according to which processing is lawful if necessary for compliance with a legal obligation to which the controller is subject, constitutes the legal basis for processing personal data.

Wienerberger AG is the controller responsible for processing personal data. For the purpose of organizing the Annual General Meeting, Wienerberger AG uses the services of external service providers, such as notaries, lawyers, banks and IT service providers. These receive from Wienerberger AG only such personal data as required for performing the contractually agreed services and process such data exclusively in accordance with instructions received from Wienerberger AG. Where required by law, Wienerberger AG has concluded data privacy agreements with these service providers. Personal data is not disclosed to third parties for any other purpose.

If a shareholder participates in the Annual General Meeting, all shareholders or their proxies present, the members of the Managing Board and the Supervisory Board, the notary and all other people having a statutory right to participate in the Annual General Meeting may view the legally required list of participants (Section 117 Stock Corporation Act) and thus also any personal data mentioned therein (such as name, place of residence, shareholding). Moreover, Wienerberger AG is obliged by law to file with the commercial register personal shareholder data (in particular the list of participants) as part of the minutes prepared by the notary (Section 120 Stock Corporation Act).

The aforementioned data is erased two years after the end of the Annual General Meeting, unless further processing of the data is necessary on a case-by-case basis to process motions, decisions or legal proceedings relating to the Annual General Meeting. On request, you have the right to request free access to your personal data stored by us. Moreover, you have the right to request rectification of inaccurate data, the right to request restriction of processing of data processed in excess of what is required, and the right to request erasure of personal data unlawfully processed and/or stored for too long a period of time (unless preservation of the data is required by law or other reasons under Art. 17 (3) GDPR apply). Moreover, you have the right to receive all data provided to us in a commonly used data format (right to data portability). To exercise your rights, all you need to do is send an email to privacy@wienerberger.com. Moreover, you have the right to lodge a complaint with a data protection supervisory authority.

For further information on data protection, please refer to our Privacy Policy on the website of Wienerberger AG at www.wienerberger.com.

Total number of shares and voting rights

On the date the Annual General Meeting was called, the company's share capital amounted to EUR 111,732,343 and was divided into 111,732,343 no-par value bearer shares. Each share grants one vote. As of the reference date, Monday, March 25, 2024, the company and its subsidiaries hold 339,332 treasury shares. No rights accrue to the company from such treasury shares. The total number of shares entitled to participate and to vote is 111,393,011 as of the above date. 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.

The venue may be entered for the purpose of collecting voting cards from 9 am. Please note that shareholders and/or their proxies will be required to present a valid official photo ID (driver's license, passport, identity card) at the entrance area of the Annual General Meeting to establish their identities. Proxies are asked to bring the power of attorney or a copy thereof along with their official photo IDs. Any individual whose identity cannot be established may be denied entry.

Please allow for some queue time due to the expected large number of participants and the usual security measures.

Vienna, April 2024

The Managing Board

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.