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Shareholders' meeting results

Wienerberger AG: Results of Voting at the 145th Annual General Meeting

Vienna (pta024/16.05.2014/16:45) - Point 2 of the Agenda: Resolution on the use of profit as shown in the Annual Financial Statements for 2013

The Managing Board and the Supervisory Board recommend that the Annual General Meeting approve a dividend payment of EUR 0.12 per share, i.e. a total dividend of EUR 14,103,211.68, on issued capital of EUR 117,526,764, less a proportional amount of EUR 295,696.56 for treasury shares, for a total distribution of EUR 13,807,515.12 from retained earnings of EUR 18,793,934.15 and the carryforward of the remaining EUR 4,986,419.03.

Votes in favor: 56,388,792

Votes against: 62,823

Abstentions: 1

Number of shares, for which valid votes were made: 56,451,615

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,451,615

Point 3 of the Agenda: Resolution on the release of the members of the Managing Board from liability for the 2013 financial year

The Managing Board and the Supervisory Board recommend that the Annual General Meeting approve the release from liability of the persons who served on the Managing Board during the 2013 financial year.

Votes in favor: 55,918,205

Votes against: 346,310

Abstentions: 187,151

Number of shares, for which valid votes were made: 56,264,515

Percentage of the registered capital represented by these votes: 47.87%

Total number of valid votes: 56,264,515

Point 4 of the Agenda: Resolution on the release of the members of the Supervisory Board from liability for the 2013 financial year

The Managing Board and the Supervisory Board recommend that the Annual General Meeting approve the release from liability of the persons who served on the Supervisory Board during the 2013 financial year.

Votes in favor: 55,511,981

Votes against: 347,473

Abstentions: 592,212

Number of shares, for which valid votes were made: 55,859,454

Percentage of the registered capital represented by these votes: 47.53%

Total number of valid votes: 55,859,454

Point 5 of the Agenda: Elections to the Supervisory Board

(1) The Supervisory Board recommends that the Annual General Meeting approve an increase in the size of the Supervisory Board of Wienerberger AG within the limit defined by the articles of association (three to ten members) from the current level of five members by two persons to a total of seven members.

Votes in favor: 56,441,032

Votes against: 8,248

Abstentions: 586

Number of shares, for which valid votes were made: 56,449,280

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,449,280

(2) The Supervisory Board recommends the election of the following persons:

a) Mr. Franz-Josef HASLBERGER

Votes in favor: 56,291,632

Votes against: 156,174

Abstentions: 2,060

Number of shares, for which valid votes were made: 56,447,806

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,447,806

b) Mr. Christian JOURQUIN

Votes in favor: 56,292,332

Votes against: 155,474

Abstentions: 2,060

Number of shares, for which valid votes were made: 56,447,806

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,447,806

Point 6 of the Agenda: Election of the auditor of the Annual Financial Statements and Consolidated Financial Statements for the 2014 financial year

The Supervisory Board recommends that the Annual General Meeting elect KPMG Wirtschaftsprüfungs- und Steuerberatungs AG, Vienna, to audit the Annual Financial Statements and Consolidated Financial Statements for the 2014 financial year.

Votes in favor: 56,288,898

Votes against: 158,047

Abstentions: 2,921

Number of shares, for which valid votes were made: 56,446,945

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,446,945

Point 7 of the Agenda: Authorized Capital with the possibility of excluding subscription rights

(a) Resolution on an authorized capital and on the amendment of § 4 (3) of the Articles of Association (Authorized Capital) as follows:

"(3) 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 17,629,014 through the issue of up to 17,629,014 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 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 5,876,338.

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

Votes in favor: 54,818,567

Votes against: 1,630,253

Abstentions: 1,046

Number of shares, for which valid votes were made: 56,448,820

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,448,820

(b) Not forwarded for voting.

Point 8 of the Agenda: Resolution on authorization to buy back own shares and sale of treasury shares

The Managing Board and the Supervisory Board recommend that the Annual General Meeting authorize the Managing Board, in accordance with § 65 (1) nr. 8 of the Austrian Stock Corporation Act, to repurchase the Company's shares up to the maximum amount permitted by law during a period of 30 months beginning on the date this resolution is passed, whereby the price for this buyback may not be higher than twice the stock exchange price on May 16, 2014 and not lower than one euro per share. Furthermore, the Managing Board will be authorized, without a further resolution by the Annual General Meeting, to withdraw or resell these repurchased shares or to sell these repurchased shares in another manner than over the stock exchange or through a public tender. This authorization replaces the authorization for the repurchase of the Company's shares that was approved by the Annual General Meeting on May 11, 2012.

Votes in favor: 55,944,933

Votes against: 503,904

Abstentions: 1,029

Number of shares, for which valid votes were made: 56,448,837

Percentage of the registered capital represented by these votes: 48.03%

Total number of valid votes: 56,448,837

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.

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