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Wienerberger AG: Wienerberger acquires Tondach Gleinstätten

Vienna (pta021/01.07.2014/22:30) - **Wienerberger strengthens clay roof tile business and expands presence in Eastern Europe**

- **Value-creating transaction with above-average growth potential**
- **Transaction subject to approval by antitrust authorities**

Wienerberger today announced (subject to the approval of the antitrust authorities) the acquisition of the Tondach Gleinstätten Group ("Tondach"), the leading producer of clay roof tiles in Central-East Europe. This important development step will further expand Wienerberger's position in the roof tile segment and in Eastern Europe, and open above-average growth perspectives over the medium- and long-term. Clay roof tiles are the preferred covering material for pitched roofs, both in new construction and renovation, and have steadily increased market shares in recent years. Central-East Europe is also characterized by substantial pent-up demand for new construction and renovation, especially after the weak crisis years. After Wienerberger increased its investment in Tondach from 25% to 50% in 2010 (and divested the concrete roof tile business), this takeover represents the logical consequence and a further milestone in the transformation to a comprehensive provider of application-oriented building material solutions.

Wienerberger holds 82% of the shares after the transaction; the rest is owned by banks

Prior to the transaction, Tondach was owned by Wienerberger (50%) together with private family trusts (50%). The purchase of the shares held by the families was accompanied by negotiations with Tondach's financing banks regarding the reorganization of the capital structure and long-term financing for Tondach. These negotiations resulted in the banks' decision to swap Euro 26 million of Tondach's debt for equity. Wienerberger now holds 82% and the banks together 18% of the shares in Tondach. In addition, Wienerberger received call options for the shares owned by the banks which can be exercised in 2017 and 2018 respectively. The purchase price for the shares acquired by Wienerberger totaled Euro 41 million. The major component - Euro 23.4 million - will be paid in Wienerberger shares and the remainder from available cash. Even after the inclusion of Tondach's liabilities, Wienerberger is expected to have a ratio of net debt / operating EBITDA of less than 2.5 years at the end of 2014.

Tondach, FY 2014E:

Revenues: ~Euro 160 million

op. EBITDA: ~ Euro 23 million

Net debt: Euro 60 million

Tondach will be fully consolidated as soon as the transaction is approved by the antitrust authorities. For 2014, Tondach is expecting revenues of Euro 160 million and operating EBITDA of approx. Euro 23 million. Wienerberger plans to realize synergies over the next three years, which should add a total of approx. Euro 3 million to earnings from 2018 onwards. The related measures will be implemented by Wienerberger together with the Tondach's management. Net debt of Tondach should amount to approx. Euro 60 million at year-end 2014. This transaction will also result in positive non-recurring revaluation effects on Wienerberger's consolidated accounts. The exact impact for the full year 2014 will depend on the results of the pending purchase price allocation for the previously held 50% stake in Tondach and the timing of the decision by the antitrust authorities.

Tondach with EBITDA- potential of approx. Euro 35 mn.

Wienerberger also expects significant growth impulses from Tondach over the medium- and long-term. The current production capacity and expected synergies provide Tondach with a mid- to long-term EBITDA potential of roughly Euro 35 million in a normalized market environment.

Tondach Gleinstätten

Tondach Gleinstätten, which is headquartered in Gleinstätten (A), operates 15 production sites in 8 countries and is the market leader for high-quality, innovative clay roof tiles in Central-East Europe. In 2013 the company generated revenues of Euro 153.6 million and operating EBITDA of Euro 19.5 million with 1,830 employees. Tondach invested in a modern, efficient plant network in the years before the crisis and created a strong industrial base in Eastern Europe. The sharp drop in construction in this region led the company to carry out an extensive restructuring program in 2012 and 2013 to align corporate structures to the market. Tondach has established an excellent position as a full-service roofing supplier in recent years. The product portfolio includes high-quality clay roof tiles in various shapes, colors and sizes as well as an extensive range of ceramic and technical accessories and consulting services. The company's most important markets are Austria, Czech Republic, Serbia, Hungary and Croatia, where it holds leading positions in clay roof tiles.

Wienerberger AG

Wienerberger is the world's largest producer of bricks (Porotherm, Terca) as well as number one on the clay roof tile market (Koramic, Tondach) in Europe and on the concrete paver market (Semmelrock) in Central-East Europe. In pipe systems (Steinzeug-Keramo ceramic pipes and Pipelife plastic pipes), the company is one of the market leaders in Europe. With 213 plants, Wienerberger generated revenues of Euro 2,663 million and operating EBITDA of Euro 267 million in 2013.

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Wienerberger AG is a pure free float company, whereby the majority of shares are held by Austrian and international institutional investors. Additional information on the shareholder structure is provided under <http://www.wienerberger.com/investor-relations/the-wienerberger-share/the-wienerberger-share/shareholder-structure>.<http://www.wienerberger.com/investor-relations/the-wienerberger-share/the-wienerberger-share/shareholder-structure>.

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