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*Shareholders' meeting results*

## Wienerberger AG: Results of Voting at the 148th Annual General Meeting

Wien (pta042/19.05.2017/15:25) - **Results of Voting at the 148th Annual General Meeting of Wienerberger AG on May 19, 2017 at the Austria Center Vienna**

### **Point 2 of the Agenda: Resolution on the use of profit as shown in the Annual Financial Statements for 2016**

The Managing Board and the Supervisory Board recommend that the Annual General Meeting approve a dividend payment of EUR 0.27 per share, i.e. a total dividend of EUR 31,732,226.28, on issued capital of EUR 117,526,764.--, less a proportional amount of EUR 153,978.03 for treasury shares, for a total distribution of EUR 31,578,248.25 from retained earnings of EUR 32,345,528.13 and the carryforward of the remaining EUR 767,279.88.

Votes in favor: 57,989,146

Votes against: 56,562

Abstentions: 0

Number of shares, for which valid votes were made: 58,045,708

Percentage of the registered capital represented by these votes: 49.39%

Total number of valid votes: 58,045,708

### **Point 3 of the Agenda: Resolution on the release of the members of the Managing Board from liability for the 2016 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 2016 financial year.

Votes in favor: 57,912,666

Votes against: 42

Abstentions: 0

Number of shares, for which valid votes were made: 57,912,708

Percentage of the registered capital represented by these votes: 49.28%

Total number of valid votes: 57,912,708

### **Point 4 of the Agenda: Resolution on the release of the members of the Supervisory Board from liability for the 2016 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 2016 financial year.

Votes in favor: 57,860,549

Votes against: 29,661

Abstentions: 0

Number of shares, for which valid votes were made: 57,890,210

Percentage of the registered capital represented by these votes: 49.26%

Total number of valid votes: 57,890,210

### **Point 5 of the Agenda: Election of the auditor of the Annual Financial Statements and Consolidated Financial Statements for the 2017 financial year**

The Supervisory Board recommends that the Annual General Meeting elect Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, to audit the Annual Financial Statements and Consolidated Financial Statements for the 2017 financial year.

Votes in favor: 58,045,626

Votes against: 10

Abstentions: 62

Number of shares, for which valid votes were made: 58,045,636

Percentage of the registered capital represented by these votes: 49.39%

Total number of valid votes: 58,045,636

#### **Point 6 of the Agenda: Elections to the Supervisory Board**

The Supervisory Board recommends the election of two members and hereby nominates the following persons:

##### **a) Peter JOHNSON (re-election)**

Votes in favor: 57,849,943

Votes against: 195,755

Abstentions: 0

Number of shares, for which valid votes were made: 58,045,698

Percentage of the registered capital represented by these votes: 49.39%

Total number of valid votes: 58,045,698

##### **b) David Charles DAVIES (election)**

Votes in favor: 58,008,657

Votes against: 37,041

Abstentions: 0

Number of shares, for which valid votes were made: 58,045,698

Percentage of the registered capital represented by these votes: 49.39%

Total number of valid votes: 58,045,698

#### **Point 7 of the Agenda: Employee Participation Scheme**

The Managing Board and the Supervisory Board propose that the Annual General Meeting resolve to authorize the Managing Board of Wienerberger AG pursuant to § 65 (1.4) of the Stock Corporation Act for a period of 30 months from the day of adoption of this resolution to acquire own shares in the amount of 2% of the share capital

(i.) for the purpose of direct transfer of these shares, for no consideration or at a reduced price, to employees of the Wienerberger Group and/or

(ii.) for the purpose of transfer of these shares, for no consideration or at a reduced price, to an employee participation fund under Austrian or foreign law, in particular to such fund that exclusively holds shares of Wienerberger AG and whose owners of fund units are employees of the Wienerberger Group and/or

(iii.) for the purpose of transfer of these shares, for no consideration or at a reduced price, to an employee participation foundation whose beneficiaries are employees of the Wienerberger Group.

The shares acquired on the basis of this resolution must not be acquired at a price of less than EUR 1.00 or more than twice the stock exchange price on May 19, 2017 per share.

Votes in favor: 33,174,565

Votes against: 24,514,368

Abstentions: 356,765

Number of shares, for which valid votes were made: 57,688,933

Percentage of the registered capital represented by these votes: 49.09%

Total number of valid votes: 57,688,933

#### **Point 8 of the Agenda: Amendment of the Articles of Association**

a) The Managing Board and the Supervisory Board recommend that the Annual General Meeting approve the following amendments to the Articles of Association:

**§ 18 (1) will then read:**

"Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights at this meeting will be determined for bearer shares based on the shareholding at the end of the tenth day before the Annual General Meeting (Record Date). For bearer shares held by a depository, proof of shareholding has to be presented through a depository confirmation pursuant to § 10a of the Austrian Stock Corporation Act; transmission of the depository confirmation by fax or email is deemed to be sufficient proof. For bearer shares not held by a depository, written confirmation by a notary public must be provided. The respective confirmation must be received by the Company no later than the third working day prior to the Annual General Meeting at the address specified in the invitation, unless the invitation indicates a later date."

Votes in favor: 58,045,676

Votes against: 22

Abstentions: 0

Number of shares, for which valid votes were made: 58,045,698

Percentage of the registered capital represented by these votes: 49.39%

Total number of valid votes: 58,045,698

b) The Managing Board and the Supervisory Board recommend that the Annual General Meeting approve the following amendments to the Articles of Association:

**§ 24 (2) will then read:**

"During the first eight months of every business year the Shareholders' Meeting shall decide on the appropriation of the net profit for the year, the approval of the actions of the members of the Management Board and the Supervisory Board, the election of the auditor and, in the cases provided for by law, on the adoption of the annual financial statements (ordinary Shareholders' Meeting)."

**New § 24 (3) will read:**

"The Shareholders' Meeting shall have the right to fully or partially exclude the net profit from distribution. The resulting changes to the annual financial statements have to be made by the Managing Board."

Votes in favor: 58,045,676

Votes against: 10

Abstentions: 12

Number of shares, for which valid votes were made: 58,045,686

Percentage of the registered capital represented by these votes: 49.39%

Total number of valid votes: 58,045,686

**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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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>.

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