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Shareholders' meeting according to article 107 section 3 AktG

Wienerberger AG: Explanation on Agenda Item 7 of the 148th Annual General Meeting

Vienna (pta032/05.05.2017/13:00) - **Explanation**
on Agenda Item 7 of the 148th Annual General Meeting
on Friday, May 19, 2017

The Managing Board of Wienerberger AG intends to introduce a Group-wide employee participation system open to all employees of the Group.

After the Managing Board had intensively studied various forms of employee participation systems last year, it became known in April 2017 that the Austrian legislator intends to create the legal basis for the establishment of specific **employee participation foundations** in the near future. A bill has already been introduced by the Austrian Federal Minister of Finance and is currently being discussed by the coalition partners. As soon as the legal situation in Austria permits such a move, the Managing Board intends to implement the planned participation model, preferably through the establishment of an employee participation foundation under Austrian law.

The basic outlines of a participation model of this type - subject to adoption of the necessary legal basis - could be as follows:

Scope of participation:

After its introduction in Austria, the participation program is to be implemented step by step in the local companies of the Group, i.e. the employee participation system is to be opened up for the employees of the local companies. In its final stage of implementation, the employees of all companies of the Wienerberger Group are to be able to participate in the program.

Own investment:

Access to the participation program is to be conditional on a predefined level of own investment by the participating employees. On the basis of their own investment, shares in the company are to be transferred to the employees either at no cost or on privileged conditions. For instance, for every two Wienerberger shares purchased by an employee (own investment), one share could be transferred to that employee at no cost. The shares to be transferred to employees at no cost or on privileged conditions are to come from the company's treasury stock.

Maximum investment:

A maximum level of own investment per participant qualifying for the transfer of additional shares at no cost or at a reduced price is to be determined. By imposing a cap on own investments by employees it is to be ensured that the annual financial expense incurred by the Wienerberger Group for the participation program does not exceed EUR 5 million.

Holding period:

Shares acquired within the framework of the participation program are to be held for a predefined period of at least three years.

Vienna, May 2017

The Managing Board of AG

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.

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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