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*Shareholders' meeting according to article 107 section 3 AktG*

## Wienerberger AG: Invitation to the 149th Annual General Meeting

Wien (pta009/16.05.2018/08:30) - Wienerberger AG

Company Register Number 77676f

ISIN AT0000831706

### Invitation

to the **149th Annual General Meeting**

held on **Thursday, June 14, 2018, at 10:00 am**

at the Austria Center Vienna, Bruno-Kreisky-Platz 1, A-1220 Vienna

### Agenda

1. Presentation of the approved Annual Financial Statements for the 2017 financial year and Review of Operations for the company, which was combined with the Review of Operations for the group, the Corporate Governance Report, the Non-Financial Report and the Consolidated Financial Statements for the 2017 financial year as well as the Report of the Supervisory Board on the 2017 financial year
2. Resolution on the use of profits as shown in the Annual Financial Statements for 2017
3. Release of the members of the Managing Board from liability for the 2017 financial year
4. Release of the members of the Supervisory Board from liability for the 2017 financial year
5. Election of the auditor of the Annual Financial Statements and Consolidated Financial Statements for the 2018 financial year
6. Elections to the Supervisory Board
7. Authorization to buy back own shares and sale of treasury shares

### Documents for the Annual General Meeting

The following documents will be available for review by shareholders no later than **Thursday, May 17, 2018** at the registered headquarters of the company in A-1100 Vienna, Wienerberg City, Wienerbergstrasse 11, during regular business hours from Monday to Thursday between 9:00 am and 5:00 pm and on Friday between 9:00 am and 3:00 pm:

- \* Annual report for 2017, including the IFRS Consolidated Financial Statements for 2017 and the Review of Operations for the group, the Annual Financial Statements for 2017 and the Review of Operations for the company, the Corporate Governance Report, the Non-Financial Report and the report of the Supervisory Board on the 2017 financial year
- \* Proposed resolutions on points 2-7 of the agenda
- \* Statements pursuant to § 87 (2) of the Austrian Stock Corporation Act, incl. curricula vitae, on point 6 of the agenda
- \* Report of the Managing Board on point 7 of the agenda

The above documents and the complete text of this invitation to the Annual General Meeting as well as forms for the granting and cancellation of a proxy in accordance with § 114 of the Austrian Stock Exchange Act will also be available on **Thursday, May 17, 2018** at the latest on the Internet under [www.wienerberger.com](http://www.wienerberger.com) and at the Annual General Meeting.

### Proof of shareholding and participation in the Annual General Meeting

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights that apply to the Annual General Meeting will be based on the shareholding on **Monday, June 4, 2018 midnight Vienna time (Record Date)**.

A person is only eligible to participate in the Annual General Meeting, if he/she is a shareholder on this Record Date and proves this status to the company.

A **depository confirmation** as defined in § 10a of the Austrian Stock Corporation Act or § 18 of the Articles of Association, respectively, is considered to be sufficient proof of the shareholding. This confirmation must be received by the company no later than **Monday, June 11, 2018, midnight Vienna time** exclusively at one of the following addresses:

By mail: Wienerberger AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, A-8242 St. Lorenzen/Wechsel

Via SWIFT: GIBAATWGGMS - Message Type MT598 or Type 599; please indicate in the wording ISIN AT0000831706.

By e-mail: anmeldung.wienerberger@hauptversammlung.at (depository confirmation as PDF-attachment)

By telefax: (+43 (0)1 8900 500 53)

#### **Depository confirmation pursuant to § 10a of the Austrian Stock Corporation Act**

The depository confirmation must be issued by a depository institution that maintains its registered offices 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 issuing institution: name/company name and address or a code commonly used in transactions between financial institutions (SWIFT code);
2. Information on the shareholder: name/company name, address, date of birth for natural persons or register and registration number for legal entities;
3. Information on the shares: number of shares (ISIN AT0000831706) held by the shareholder;
4. Depository number or other designation;
5. Record date covered by the depository confirmation.

The depository confirmation to verify the shareholding must relate to the above Record Date (Monday, June 4, 2018, midnight Vienna time).

Depository confirmations will only be accepted in German or English language.

The filing of a depository confirmation is also considered to represent valid registration for the Annual General Meeting. The rights of shareholders to dispose over their shares will not be blocked by this filing; shareholders therefore retain the right to freely dispose over their shares after registration.

#### **Representation by proxy**

Every shareholder who is entitled to participate in the Annual General Meeting also has the right to delegate a proxy, who will participate in the Annual General Meeting on behalf of the shareholder and exercise the same rights as the shareholder who he/she represents.

The instrument of proxy must designate a specific person (a natural person or legal entity) in text form, whereby more than one person may be authorized.

The instrument of proxy must be received by the company exclusively at one of the following addresses:

By telefax: +43 (0)1 8900 500 53

By e-mail: anmeldung.wienerberger@hauptversammlung.at (as scanned attachment: .tif, .pdf, etc.)

By mail: Wienerberger AG, Investor Relations, attn.: Mr. Klaus Ofner, Wienerberg City, Wienerbergstrasse 11, A-1100 Vienna

Via SWIFT: GIBAATWGGMS - Message Type MT598 or Type 599; please indicate in the wording ISIN AT0000831706.

Personally: Upon registration at the venue for the Annual General Meeting

If the shareholder has designated his/her depository institution as the proxy, the institution may verify this proxy by submitting a statement together with the depository confirmation.

Forms for granting and cancelling a proxy will be sent to shareholders on request and are also available for download on the company's website under [www.wienerberger.com](http://www.wienerberger.com).

If the proxy is not to be submitted personally at the registration desk on the day of the Annual General Meeting, it must be received by the company no later than **4 pm Vienna time on Wednesday, June 13, 2018**. The above rules for granting a proxy apply analogously to the cancellation of a proxy.

As a special service for shareholders, the following persons and institutions are prepared to serve as proxies for the exercise of voting rights at the Annual General Meeting in accordance with instructions:

- Mr. Michael Knap, c/o IVA Interessenverband für Anleger, Feldmühlgasse 22/4, A-1130 Vienna,  
T: +43 (0)664 213 87 40, michael.knap@iva.or.at;

- BROADRIDGE Investor Communication Solutions Inc., 51 Mercedes Way, Edgewood, NY 11717, USA, [www.proxyedge.com](http://www.proxyedge.com)

Special proxy forms are available for the above persons/institutions on the company's website under [www.wienerberger.com](http://www.wienerberger.com). If a proxy is granted to one of these independent representatives, the relevant form must be sent to the company as described above.

Shareholders should note that they must also meet the requirements for participation stated under "Proof of shareholding and participation in the Annual General Meeting" above, if they grant a proxy to a representative. Anonymous participation as an "undisclosed representative" is no longer permissible.

#### **Reference to the rights of shareholders as defined by §§ 109, 110 and 118 of the Austrian Stock Corporation Act**

Shareholders whose stakes reach a combined total of **5% of share capital** and who have held these shares for at least three months prior to the filing of their motion can petition in writing for the inclusion and announcement of **additional points to the agenda** for this Annual General Meeting, if this request is received by the company in writing (with the signatures of all shareholders filing the motion) no later than **midnight Vienna time on Thursday, May 24, 2018** exclusively at the following address: Wienerberger AG, Corporate Legal Services, Attn.: Mr. Bernd Braunstein, Wienerberg City, Wienerbergstrasse 11, A-1100 Vienna. Each point submitted for the agenda in this manner must include a proposed resolution together with a statement of the reasons. Proof of the status as a shareholder may be provided by the submission of a depository confirmation as described § 10a of the Austrian Stock Corporation Act; this confirmation must verify that the shareholder(s) filing the motion has (have) held these shares for at least three months prior to the motion and may not be older than seven days when it is received by the company. Further requirements for depository confirmation are listed under the section on the right to participate in the Annual General Meeting.

Shareholders whose stakes reach a combined total of at least **1% of share capital** can submit written **proposed resolutions** together with a statement of the reasons for any point on the agenda and require that these proposals, together with the statement of reasons and any statement by the Managing Board or Supervisory Board, be published on the company's website, if this request is received by the company in writing no later than **midnight Vienna time on Tuesday, June 5, 2018** either by telefax to +43 (0)1 8900 500 53 or by mail to Wienerberger AG, Corporate Legal Services, Attn.: Mr. Bernd Braunstein, Wienerberg City, Wienerbergstrasse 11, A-1100 Vienna. Any nomination for the election of a member of the Supervisory Board must include the professional qualifications of the person nominated as well as his/her professional or comparable functions and also disclose any circumstances that could give rise to concern over bias. Proof of the status as a shareholder for the exercise of this shareholder right may be provided by the submission of a depository confirmation as described in § 10a of the Austrian Stock Corporation Act; this confirmation may not be older than seven days when it is received by the company. Multiple depository confirmations of shareholdings, which only together reach the threshold of 1%, must refer to the same point in time (date, time). Further requirements for the depository confirmation are listed under the section on the right to participate in the Annual General Meeting.

Every shareholder may also submit a motion on any point of the agenda (with the exception of elections to the Supervisory Board) directly at the Annual General Meeting; these motions do not require prior announcement.

Regarding item 6 of the Agenda, "Elections to the Supervisory Board", and any candidates proposed by shareholders pursuant to § 110 of the Stock Corporation Act, the Company provides the following information:

The Supervisory Board of Wienerberger AG currently comprises eight members elected by the Annual General Meeting (capital representatives) and three members delegated by the Works Council pursuant to § 110 of the Austrian Labor Relations Act. Five of the eight capital representatives are men and three are women; two of the three employee representatives are men and one is a woman. Thus, the Supervisory Board currently consists of seven men and four women and complies with the minimum quota of men and women required by § 86 (7) of the Stock Corporation Act.

The Company states that objections pursuant to § 86 (9) of the Stock Corporation Act were raised neither by the majority of capital representatives nor by the majority of employee representatives. Hence, the minimum quota of men and women required by § 86

(7) of the Stock Corporation Act is met not separately, but collectively by the entire Supervisory Board.

Unless under item 6 of the Agenda, "Elections to the Supervisory Board", the number of Supervisory Board members is increased within the framework of the Articles of Association, any shareholder proposing candidates for election has to bear in mind that, in the event of election of the candidates proposed, at least three of eleven Supervisory Board members must be women.

Upon request, every shareholder must be provided with information concerning the business matters of the company at the Annual General Meeting, if this information is necessary for the correct evaluation of a point on the agenda. This right to information also covers the legal and business relations of the company to affiliated entities and to the operations of the group, and also extends to the companies included in the consolidated financial statements.

Additional information on the rights of shareholders under §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act is now available on the company's website under [www.wienerberger.com](http://www.wienerberger.com).

### **Number of shares and voting rights**

At the time the invitation to the Annual General Meeting was issued, the share capital of the company totaled EUR 117,526,764.- and was divided into 117,526,764 bearer shares with no par value. Each share carries one voting right. The company and its subsidiaries hold 1.005.289 shares as treasury stock as of the cut-off date on Friday, May 11, 2018. No rights accrue to the company from these shares. Therefore, the number of shares eligible for participation and voting equaled 116.521.475 at the time the invitation to the Annual General Meeting was issued. The number of treasury shares as well as the total number of shares entitled to participate and vote may change until the time of the Annual General Meeting. The company will report on any such change in accordance with § 120 Abs. 2 Z 1 BörseG.

The admission for collection of the voting cards starts at 9 am. We kindly ask shareholders or their proxies to have a valid official photo identification (driver's license, passport, identity card) for identity verification at the entrance to the General Meeting available. Please plan your arrival in sufficient time to permit the registration of the expected large number of participants and to allow the customary security checks.

The Managing Board

Vienna, May 2018

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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ISIN(s): AT0000831706 (share)

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**wienerberger**

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