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Shareholders' meeting results

Wienerberger AG: Results of Voting at the 150th Annual General Meeting

Wien (pta033/06.05.2019/16:45) - **Results of Voting at the 150th Annual General Meeting of Wienerberger AG on May 6, 2019 at the Hall F of Stadthalle Wien**

Point 2 of the Agenda: Resolution on the use of profit as shown in the Annual Financial Statements for 2018

The Managing Board and the Supervisory Board propose that the Annual General Meeting approve a dividend payment of EUR 0.50 per share, i.e. a total dividend of EUR 58,175,748 on issued capital of EUR 116,351,496.--, less a proportional amount of EUR 885,144.50 for treasury shares, for a total distribution of EUR 57,290,603.50 from retained earnings of EUR 64,047,147.82 and the carryforward of the remaining EUR 6,756,544.32. The payment of the dividend will take place from Friday, May 10, 2019, by crediting the custodian banks.

Votes in favor: 57,945,256

Votes against: 80,034

Abstentions: 1

Number of shares, for which valid votes were made: 58,025,290

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,025,290

Point 3 of the Agenda: Resolution on the release of the members of the Managing Board from liability for the 2018 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 2018 financial year.

Votes in favor: 57,507,765

Votes against: 6,688

Abstentions: 313,520

Number of shares, for which valid votes were made: 57,514,453

Percentage of the registered capital represented by these votes: 49.43%

Total number of valid votes: 57,514,453

Point 4 of the Agenda: Release of the members of the Supervisory Board from liability for the 2018 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 2018 financial year.

Votes in favor: 57,690,721

Votes against: 6,688

Abstentions: 314,360

Number of shares, for which valid votes were made: 57,697,409

Percentage of the registered capital represented by these votes: 49.59%

Total number of valid votes: 57,697,409

Point 5 of the Agenda: Election of the auditor of the Annual Financial Statements and Consolidated Financial Statements for the 2019 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 2019 financial year.

Votes in favor: 57,721,752

Votes against: 304,224

Abstentions: 1,030

Number of shares, for which valid votes were made: 58,025,976

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,025,976

Point 6 of the Agenda: Elections to the Supervisory Board

Re-election of Regina PREHOFER

Votes in favor: 57,537,671

Votes against: 489,324

Abstentions: 1

Number of shares, for which valid votes were made: 58,026,995

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,026,995

Re-election of Caroline GREGOIRE SAINTE MARIE

Votes in favor: 56,870,016

Votes against: 1,156,979

Abstentions: 1

Number of shares, for which valid votes were made: 58,026,995

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,026,995

Re-election of Myriam MEYER

Votes in favor: 57,537,071

Votes against: 489,224

Abstentions: 701

Number of shares, for which valid votes were made: 58,026,295

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,026,295

Election of Oswald SCHMID

Votes in favor: 56,576,125

Votes against: 1,450,870

Abstentions: 1

Number of shares, for which valid votes were made: 58,026,995

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,026,995

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

Proposal:

The Managing Board and the Supervisory Board propose that the Annual General Meeting resolve as follows:

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 17,452,724.- (corresponding to 15% of the Company's share capital at the time of adoption of this resolution) through the issue of up to 17,452,724 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 5,817,574 (corresponding to 5% of the Company's outstanding shares at the time of adoption of this resolution). 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: 56,447,194

Votes against: 1,579,801

Abstentions: 1

Number of shares, for which valid votes were made: 58,026,995

Percentage of the registered capital represented by these votes: 49.87%

Total number of valid votes: 58,026,995

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

Sec. 10 Para. 6 shall read:

"Any Supervisory Board member may also resign without important cause by giving four weeks notice in writing."

Sec. 12 Para. 2 shall read:

"The chairman or, if he is incapable of doing so, a deputy chairman convene the Supervisory Board members by letter or e-mail the address most recently advised by them".

Sec. 15 Para. 1 shall read:

Every member of the Supervisory Board who is elected by the Shareholders' Meeting shall receive remuneration for his/her activities that reflects international standards as well as an appropriate attendance fee for each meeting. The remuneration and attendance fees due to the individual members of the Supervisory Board shall be paid after the end of the respective financial year based on the resolution passed by the Company's Shareholders' Meeting. Furthermore, each member of the Supervisory Board shall be entitled to reimbursement of his/her verifiable cash expenses."

Sec. 15 Para. 4 shall be deleted in its entirety

Sec. 17 Para. 2 shall read:

"The Shareholders' Meetings shall be held at the Company's registered office, at one of its branches, on the business premises of the Company or of one of its domestic subsidiaries or at one of the provincial capitals."

Votes in favor: 57,147,370

Votes against: 0

Abstentions: 1

Number of shares, for which valid votes were made: 57,147,370

Percentage of the registered capital represented by these votes: 49.12%

Total number of valid votes: 57,147,370

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 <https://wienerberger.com/en/investors/share>

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