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EANS-Other capital market information: Wienerberger AG / Acquisition and/or sale of treasury shares according to art. 119 para. 9 Stock Exchange Act

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The 151st Annual General Meeting of Wienerberger AG on May 5, 2020 passed the following resolutions:

In accordance with Section 65 (1) No 8 as well as (1a) and (1b) of the Austrian Stock Corporation Act [AktG], during a period of 30 months from the date of this resolution, the Managing Board of Wienerberger AG is authorized to purchase own shares of Wienerberger AG equal to not more than 8% of the share capital at a lowest equivalent of EUR 1.00 (one euro) per share and a highest equivalent of twice the stock market price of May 5, 2020 per share, without obtaining any further resolution by the Annual General Meeting. At the discretion of the Managing Board, in compliance with statutory requirements, own shares may be purchased on or off the stock exchange, also from individual shareholders or from a single shareholder. However, the Supervisory Board must be informed of such decision afterwards. An off-market purchase may also be carried out by excluding the shareholders' pro-rated rights of disposal which may be associated with such purchase (reverse exclusion of subscription rights). Any purchase may not be carried out for the purpose of trading in own shares. The Managing Board may exercise this authorization in whole or in part, individually or collectively, once or repeatedly, provided that the portion of the share capital associated with the shares held by the Company on the basis of this authorization or otherwise never exceeds 10% of the share capital.

This resolution replaces the authorization to repurchase own shares adopted by the Annual General Meeting on June 14, 2018.

Pursuant to Section 65 (1b) of the Austrian Stock Corporation Act, for a period of five years from the date of resolution, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG, for purposes of disposing of or using own shares, is authorized to adopt a form of disposal other than through the stock exchange or by public offer, applying by analogy the rules governing the exclusion of subscription rights of shareholders, if, for example, shares are to be offered to employees, executives and members of the Managing Board of the Company or an entity affiliated with the Company under a share-based remuneration program, an employee participation program or a share option program, and to define the related conditions of disposal. Such authorization may be exercised by the Company, by a subsidiary (Section 228 (3) of the Austrian Business Code [UGB]) or by third parties for the Company's account in whole or in part or in several instalments and by pursuing one or more purposes;

Pursuant to Section 65 (1) No 8, last sentence, of the Austrian Stock Corporation Act, during a period of 30 months of the date of this resolution, subject to approval by the Supervisory Board and without obtaining any further resolution by the Annual General Meeting, the Managing Board of Wienerberger AG is also authorized to decrease the share capital by redeeming own shares purchased based on this authorization, if necessary. The Supervisory Board is authorized to adopt amendments to the Articles of Association arising from such redemption of shares.

Within the limits prescribed by law, especially regarding the maximum number of own shares, the Managing Board may exercise this authorization in whole or in part, individually or collectively, once or repeatedly.

This resolution replaces the authorization to dispose of own shares adopted by the Annual General Meeting on June 14, 2018.

Vienna, May 05, 2020

The Managing Board

Further inquiry note:

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end of announcement

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