

wienerberger

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Wienerberger AG: Other admission duties to follow

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Report on the intended transfer of treasury shares of Wienerberger AG

The members of the Supervisory Board of Wienerberger AG (the "**Company**") as well as the members of the Management Board, in each case with the member of the Management Board abstaining from the vote concerning own claims with regard to the delivery of treasury shares, submit the following report to the shareholders of the Company pursuant to (analogously) § 153 para. 4 in conjunction with § 159 para. 2 no. 3 Austrian Stock Corporation Act on the intended use of treasury shares of the Company for delivery of treasury shares to the members of the Management Board of the Company under the stock-based remuneration system LTI Program 2021 (the "**LTI Program 2021**").

1. Authorization regarding the use of treasury shares

1.1 The 153rd Annual General Meeting of the Company, held on 3 May 2022, resolved under agenda item 9 to authorize the Management Board (*Vorstand*) for a period of five years, starting from the date of the resolution, pursuant to § 65 para. 1b of the Austrian Stock Corporation Act (*Aktiengesetz*, "**AktG**") and subject to the approval of the Supervisory Board (*Aufsichtsrat*) and without further resolution by the Annual General Meeting, to dispose of and/or use treasury shares by means other than through the stock exchange or by a public offering, applying *mutatis mutandis* the provisions dealing with the exclusion of shareholders' subscription rights, *inter alia*, for the offering of shares to employees, senior executives and members of the Management Board of the Company or an affiliated company as part of a share-based remuneration program, an employee participation program or a stock option program, and to determine the terms and conditions of the sale (the "**Use Authorization**").

1.2 The Use Authorization of Wienerberger AG may be exercised in full or in part or in several partial amounts and in pursuit of one or more purposes by the Company, by a subsidiary (§ 228 para. 3 Austrian Commercial Code (*Unternehmensgesetzbuch*, "**UGB**")) or by third parties for the account of the Company.

2. Granting of shares within the framework of a share-based remuneration system

2.1 The Company's 2020-2024 share-based remuneration system established by the Supervisory Board for the Managing Board stipulates that, in addition to a short-term stock based compensation component, each member of the Management Board is entitled to a long-term variable stock based compensation component, which is structured as the LTI Program 2021 and aims to focus the activities of Management Board members more strongly on increasing the value of the Company and increasing their identification with the Company's long-term planning and objectives.

2.2 The members of the Management Board and the Supervisory Board agreed to set exercise the share component under the LTI Program 2021 in an amount that entitles the Management Board members to receive as a share-based remuneration Wienerberger shares from the Company in an amount equal to 50% of the payout amount (subject to compensation of the tax and levy difference between calculation and transfer values). On 22 March 2024, the Supervisory Board *inter alia* consented to the share-based remuneration component in a ratio of 50% of the payout amount per Management Board member. The delivery claims lead to delivery of the following numbers of Wienerberger shares, with the remaining portion of 50% of the payout amount to be paid in cash:

- Heimo Scheuch: 13,494 Shares in the Company
- Gerhard Hanke: 5,591 Shares in the Company
- Solveig Menard-Galli: 5,886 Shares in the Company
- Harald Schwarzmayr: 6,052 Shares in the Company

This results in a total amount of 31,023 shares in the Company to be delivered to the members of the Management Board as the share component under the LTI Program 2021.

The shares to be delivered are based on a calculation price of EUR 28.50 per share in accordance with the provisions of the LTI Program 2021.

3. Exclusion of shareholders' repurchase rights

3.1 The possibility of use treasury shares by other means than through the stock exchange or by public offering for the delivery of treasury shares to the members of the Managing Board as part of the share-based remuneration system would, if implemented, be in the interest of the Company and proportionate: such share-based remuneration systems are common practice and widespread among listed companies today. The implementation of such share-based remuneration systems is generally recognized and expected by long-standing members of the management board of listed companies. Share-based remuneration systems providing for the allocation of treasury shares in the Company serve to enhance the motivation of executives, increase the length of services of executives within a company, and promote an executive's efforts to deliver revenue and earnings growth. A share-based remuneration system increases the attractiveness of a company as an employer. In the absence of a share-based remuneration system, the Company would be forced to pay out higher variable remuneration components in cash to individual members of the management. Finally, investors also expect the management to participate in the company's success. Consequently, the Company's 2020-2024 stock-based compensation policy was established by the Supervisory Board for the Management Board and stipulates that, in addition to a short-term compensation component, each member of the Management Board is entitled to a long-term variable compensation component, which is structured as an LTI program and aims to focus the activities of Management Board members more strongly on increasing the value of the Company and increasing their identification with the Company's long-term planning and objectives. In addition, the members of the Management Board agreed with the Supervisory Board that the shares to be delivered under this LTI Program 2021 would be subject to a retention period of 4 years (instead of the previous 2 years) in view of the long-term nature of the remuneration component.

3.2 The possibility of using treasury by other means than on the stock exchange or by a public offering for the purpose of delivering treasury shares under the share-based remuneration system is also necessary in order to implement such a system independently of any conditional and/or authorized conditional capital and its

requirements.

3.3 Pursuant to § 65 para. 1b of the Austrian Stock Corporation Act, the transfer of treasury shares to employees, executives and/or members of the management board of the company or an affiliated company for the granting of stock options is justified by law. The use of treasury shares, excluding the possibility for shareholders to purchase such shares, does not result in the "typical" dilution of shareholders. Initially, the shareholdings of existing shareholders and the voting power arising from the existing shareholders' "increased" merely due to the fact that the Company, based on the corresponding authorizations by the Annual General Meeting, purchased its own shares, and the rights from these shares were suspended as long as they were held by the Company as treasury shares. A reduction within the sphere of the individual existing shareholder only occurs when the Company re-uses the purchased treasury shares while excluding the possibility for shareholders to purchase these shares. After the treasury shares have been used, the shareholders again have the status they had before the Company acquired the treasury shares in question. In this context, it should also be noted that, due to the small size of the transaction, the members of the Management Board cannot acquire a controlling interest in the Company. The shareholders will not suffer any significant disadvantage due to the small size of the transaction: the intended sale only involves up to 31,023 shares in the Company (around 0.03% of the share capital of Wienerberger AG). As of the reporting date of this report, the Company holds a total of 339,332 treasury shares, with a total number of shares of 111,732,343. They are also subject to a long retention period of 4 years.

3.4 Overall, the exclusion of re-purchase rights (subscription rights) of existing shareholders is therefore objectively justified.

3.5 The use of treasury shares, excluding shareholders' re-purchase rights (subscription rights), for the delivery of treasury shares under a share-based remuneration system is a common and generally accepted practice. In addition, the extensive disclosure requirements in connection with the use of treasury shares – also in connection with any other disclosure requirements that apply to listed companies such as Wienerberger AG – ensure comprehensive transparency in connection with the use of treasury shares. Moreover, the exclusion of re-purchase rights (subscription rights) is only possible with the approval of the Supervisory Board. The Company's Management Board cannot decide independently in this matter. In addition, the respective member of the Management Board abstains from voting on its own behalf. This does not expose the interests of existing shareholders to any particular risk.

3.6 The Management Board, in each case with the member of the Management Board abstaining from the vote concerning own claims with regard to the delivery of treasury shares, and the Supervisory Board of the Company therefore come to the conclusion that the delivery of treasury shares under the share-based remuneration system, excluding re-purchase rights (subscription rights) of the shareholders, complies with the applicable statutory requirements.

4. Next steps

4.1 No earlier than two weeks after publication of this Report, the subsequent, mandatorily required Supervisory Board resolution on the technical implementation of the use of treasury shares and thereafter no earlier than three trading days after publication of the intended use (re-sale) of treasury shares, treasury shares in the Company may be delivered to the respective members of the Management Board on the conditions outlined above in accordance with the selected share components.

4.2 The delivery is to be completed by 30 April 2024 at the latest.

Vienna, April 2024

The Management Board of Wienerberger AG (in each case with the member of the Management Board abstaining from the vote concerning own claims with regard to the delivery of treasury shares)
The Supervisory Board of Wienerberger AG

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End of News

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