

Wienerberger AG
c/o DDr. Regina Prehofer
Wienerberg City, Wienerbergstrasse 11
1100 Wien

And via E-Mail: regina.prehofer@wu.ac.at

Dr. Ingo Kapsch
kapsch@hlmk.at
B an Wienerberger AG.doc

40144909
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30 May 2018

Petrus Advisers Investments Fund L.P.
Power of attorney forms for the 149th Annual General Meeting of Wienerberger AG

Dear DDr. Prehofer!

our client Petrus Advisers Investments Fund L.P. has mandated us to inform you as Chairwoman of the upcoming Annual General Meeting of Wienerberger AG of the following shortcoming:

On your internet website you have made a proxy form available giving power of attorney to Dr. Knapp or other shareholder representatives (we refer to § 114 AktG). However, these power of attorney forms are not limited to the fact – as is standard practice¹ – that the shareholder designates a certain person vis-à-vis the company as his or her representative for the General Meeting within the meaning of § 113 Abs 1 AktG, but rather contain additional instructions that the shareholder gives to his / her representative in respect of individual agenda topics. If a shareholder fails to fully complete the power of attorney form, the instruction contained in the power of attorney you provided compels the representative to vote in accordance with the proposed resolution of the Management Board and/or (!) the Supervisory Board of Wienerberger AG. Furthermore, the forms say that it is **imperative to forward the power of attorney to you prior** to Wednesday, 13 June 2018.

These forms are against the law for the following reasons:

Firstly, there is a relationship of trust between the shareholder and his / her representative. The company does not have the right to know in advance in what way the shareholder intends to vote at the AGM. It is indeed common practice that shareholders request their representative to formulate questions during the Annual General Meeting and depending on the answers will reserve the right which way to vote. The forms you have provided do not leave room for any such provisions.

Secondly, the forms dictate that the proxy holder in a scenario where no explicit instruction has been provided to him / her by the person he represents must vote as per the proposed resolution by the Management Board and/or (!) the Supervisory Board of Wienerberger AG. This clause is – compare § 136 Abs 2 dAktG – unlawful, as it has the purpose to bind the proxy holder to the propositions of the management and/or supervisory board which will inevitably lead to conflicts of interests². It is all the more serious that the forms – albeit not provided for by law – indicate that these **should be sent to you in advance**. This obviously serves the purpose to receive advance information about your shareholders' voting behaviour in order to maintain the 'flexibility' to take certain measures either before or during the AGM.

On behalf and under the authority of our client we therefore are obliged to request that you immediately provide voting right forms on your website that solely serve as a power of attorney and do not contain a mandatory and broad instruction section. It is up to the respective shareholder representatives and also the shareholders to give concrete instructions for the exercise of the voting rights. The law does not provide for the patronising behaviour Wienerberger's corporate bodies exhibit. In this respect, may we also recommend that – as is customary for listed public companies – within the power of attorneys there shall be the possibility to grant a sub-power of attorney.

Should you not comply with our request, our client reserves the right to take legal action.

Yours faithfully

(Ingo Kapsch)
HLMK Rechtsanwälte GmbH

¹ See for instance downloadable power of attorney forms from S IMMO, CA Immo and IMMOFINANZ.

² Naturally, Wienerberger's Management and Supervisory Board have a self-interest that discharge will be granted, to give just an example.