



# ESG Roadshow

20-25 January 2021

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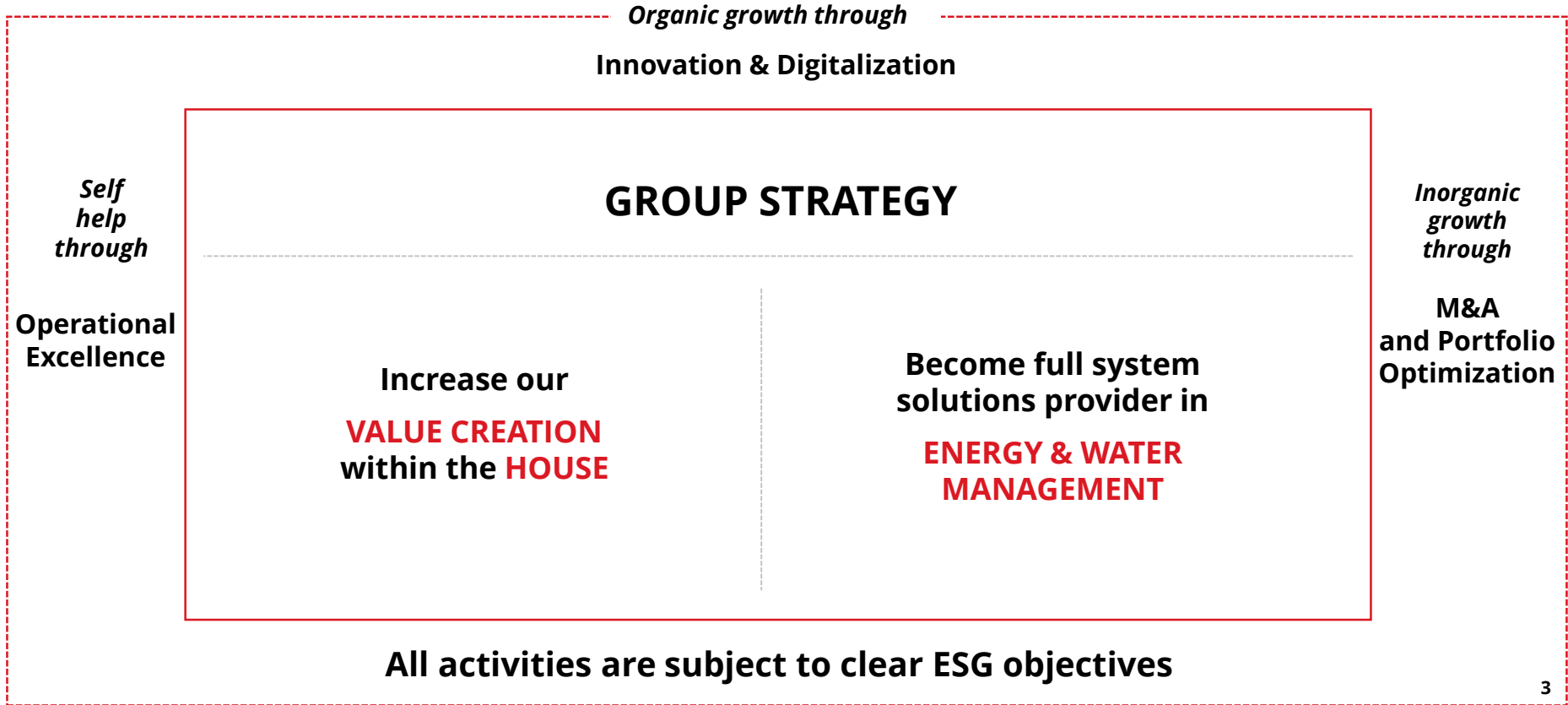
# Disclaimer

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# Growth through self help, organic growth and M&A



# Handling the Covid-19 pandemic as a Group

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## Employees



### > Physical measures

- > Strict H&S measures implemented throughout the entire value chain
- > Immediate constitution of internal business resilience team
- > Implementation of home office within 48h

### > Psychological measures *(2<sup>nd</sup> lockdown in autumn)*

- > Regular management/team calls
- > Set up of psychological support hotline

## Financial implication



### > Strong focus on cash flow

- > Cost savings across all activities
- > Strict Working Capital management
- > Enhanced liquidity by issuing a € 400 mn bond and secure additional credit lines
- > Share buyback program of 1% between March and June 2020 successfully completed
- > Maintaining commitment to 2019 dividend – payment was made in October 2020

## Communication



### > Keeping all stakeholders up to date

- > Transparent and timely communication to all stakeholders
- > Weekly employee updates from CEO
- > Regular updates to the financial market *(2 per month)*



**With an effective and proactive crisis management we secured sustainable business performance over the whole year**

# Health & Safety: Top priority across the organization

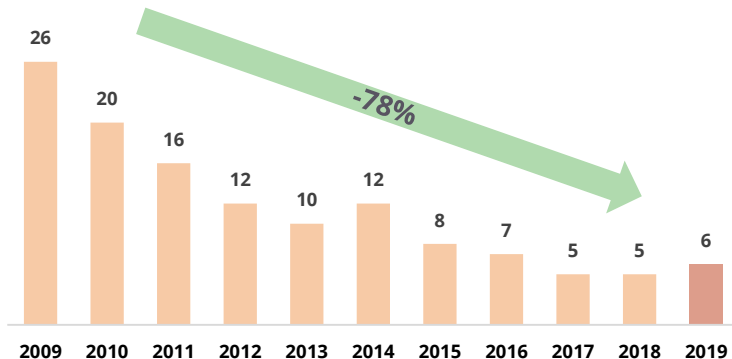
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## We have a clear goal – zero accidents!

- › **Health & Safety (H&S)** is a **leading indicator** of our operational performance
- › **Involvement of the top management** and regular updates and discussions in the **Sustainability and Innovation Committee** and **Supervisory Board**
- › A **new groupwide H&S Policy** published in January 2021 [Link](#)
  - › Translated already in **17 languages**
  - › H&S Pledge requesting **everyone to 'Sign-Up'** to the Policy
- › **Intensive training offer for employees**, also during Covid times in virtual format
- › **Effective Health & Safety Management Systems** throughout the whole organization:
  - › Risks are identified and mitigated to the lowest practicable level
  - › H&S concerns are fully investigated to determine the root cause

## Strong track record in AFR improvement

### AFR<sup>1)</sup> development since 2009

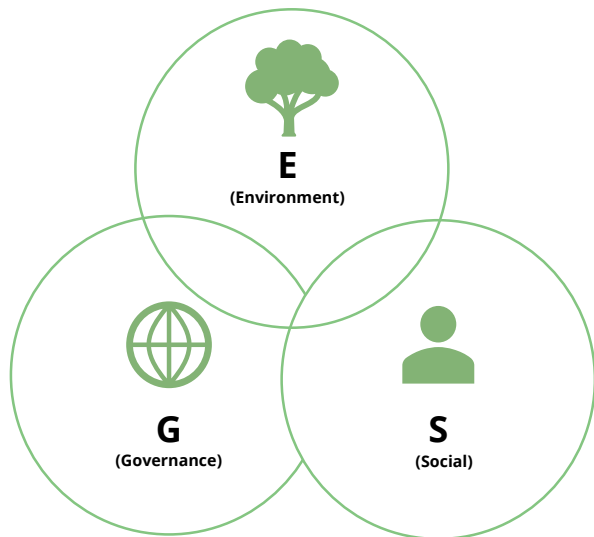


**Our vision is to be the safest producer and provider of building materials and infrastructure solutions within our industry sector. We have a clear goal – Zero Accidents!**

1) Accident frequency rate measured in number of occupational accidents/number of hours worked x 1,000,000

# Wienerberger's commitment to ESG is recognized with strong performance in all key ratings

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## Continuous improvements of our ratings in 2020

- › **EcoVadis Silver:** Awarded with silver medal due to improvements in all evaluation areas (Nov 2020)
- › **Confirmation of our AAA rating** by MSCI for the second time in a row (Nov 2020)
- › **Prime status confirmed by ISS ESG** for the fourth time. Rating scoring vs. 2019 further improved (Sept 2020)
- › **Further improvement of our ESG Risk rating** with Sustainalytics with a score of 22.6 (July 2020)















**Sustainability**

## Sustainability Roadmap 2020

# Wienerberger accomplished its Sustainability Roadmap 2020

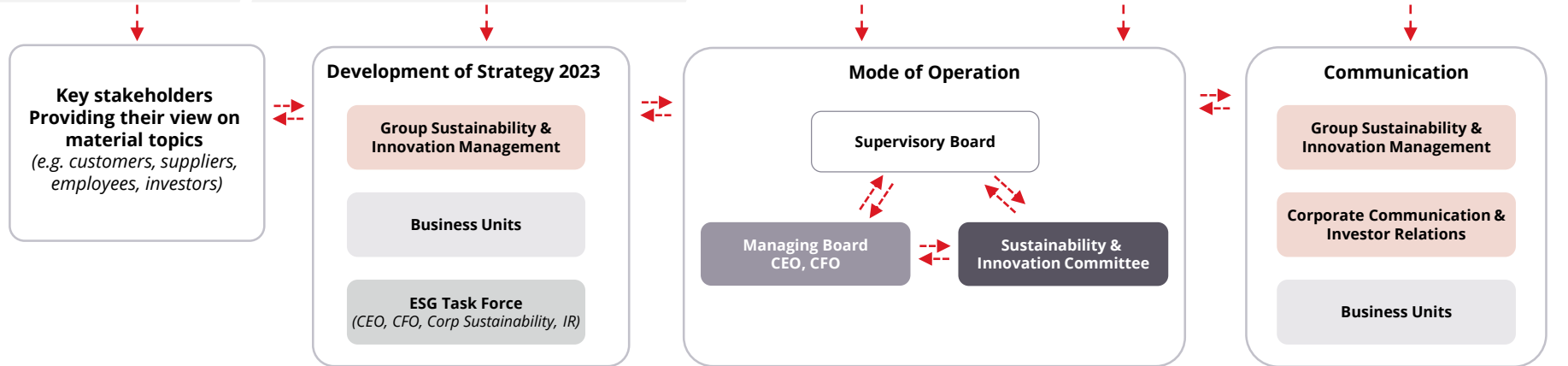
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	AREA	TARGET	ACHIEVEMENT
	EMPLOYEES	» Zero accidents	 Continuous track record of AFR <sup>1)</sup> improvement: 2019 -6% vs. 2018
	PRODUCTS	» Achieve more than 25% of Group revenues from innovative products	 > 30% in 2019
	PRODUCTION	» Reduce energy consumption and CO <sub>2</sub> emissions in WBS ceramic production by 20% until 2020	 For clay blocks
	RECYCLABILITY	» Increase the share of recycled material per ton of plastic pipes produced	 Initial target achieved 2 years in advance
	SOCIAL RESPONSIBILITY	» Zero incidents of corruption	 Achieved in 2019

1) Accident frequency rate 2019 vs. 2018 measured in number of occupational accidents/number of hours worked x 1,000,000  
Note: 2020 non-financial figures will be published in the Annual Report 2020 and Sustainability Report 2020



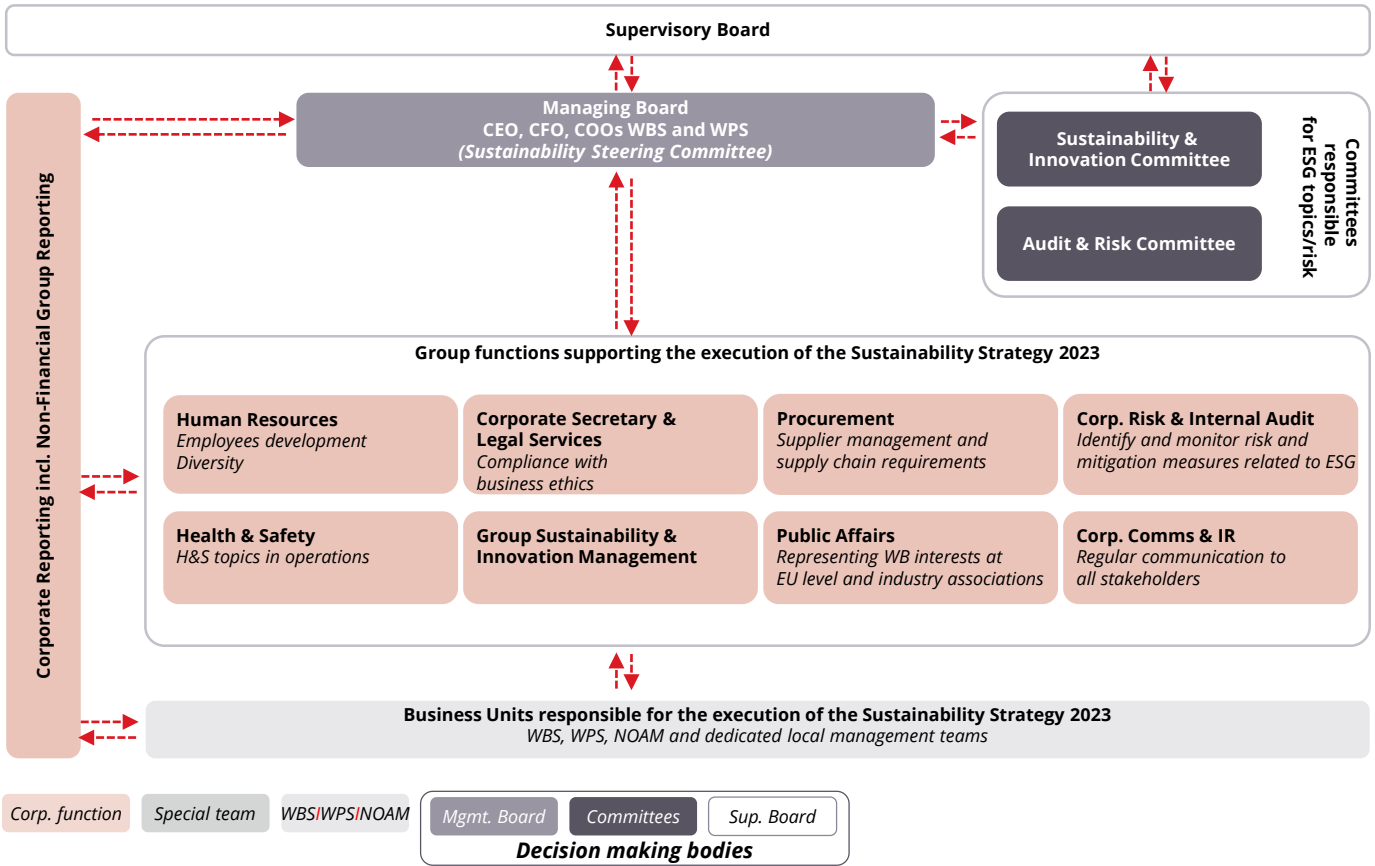
### Performed steps



# Sustainability Governance

## Clear governance for strategy oversight and execution in place

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> Regular updates and discussions regarding **ESG** between the **Managing Board** and the **Supervisory Board (SB)**

> **Sustainability and Innovation Committee** is responsible for monitoring the implementation of the ESG strategy

> **Group functions** are supporting the target setting, execution and monitoring of progress

> **Operations** responsible for **local communication and implementation**

## Sustainability Strategy 2023

We continue our sustainability commitment and consider the bigger picture when managing our business

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2023

### PROGRAM

Wienerberger's  
**near-term** target

2050

We **are committed**  
**to NET ZERO GHG**  
emissions  
in line with the  
**EU Green Deal**

»» We are acting responsibly, improving people's quality of life and ensuring that future generations have the same opportunities as we have today

## Our 2023 sustainability targets are fully in line with the EU Green Deal

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### ENVIRONMENT



#### Climate Protection

**-15%** CO<sub>2e</sub><sup>1)</sup> emissions vs. 2020



#### Circular Economy

**100%** Of new products will be designed in a way that they are recyclable or reusable



#### Biodiversity

**Biodiversity program**  
for all our sites in place

### SOCIAL



#### Diversity

**>15%** Female employees in senior management

**>30%** Female employees in white collar positions



#### Training and Development

**+10%** More training hours per employee



#### CSR Projects

**200** Housing units built with our products per year for people in need in our local markets

### GOVERNANCE



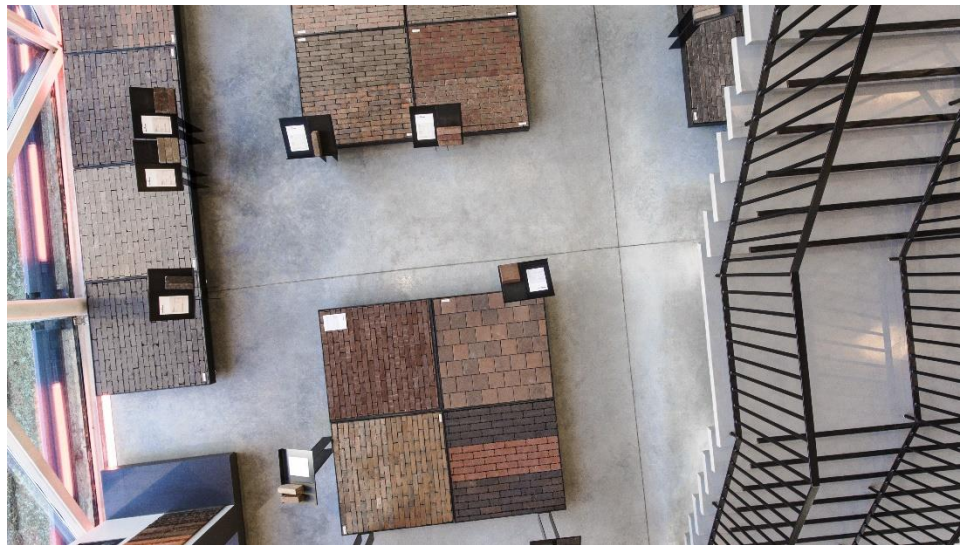
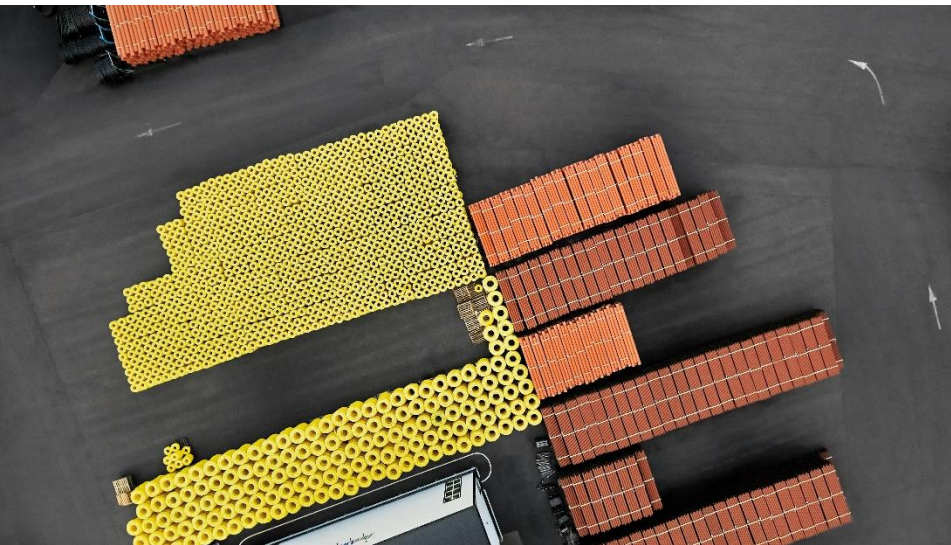
Committed to highest national and international governance standards and with focus on:



- > Business strategy
- > Board diversity and composition
- > Executive compensation
- > Succession management

1) "Carbon dioxide equivalents" or "CO<sub>2e</sub>" is a term used to describe the global warming potential (GWP) of various greenhouse gases in a single unit

Note: All goals are set vs. the reference year 2020



# Corporate Governance

## **Investor Feedback and Wienerberger's Reaction**

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## **Supervisory Board: Composition and Topics of Focus**

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## **Managing Board: Strengthened Management Team and Remuneration Update**

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## Strong commitment to international governance standards and continuous shareholder engagement

### Areas for Action – Feedback from Shareholder Engagements

#### What We Heard

The new Board structure makes sense and seems to be more effective. Outcomes of external Board reviews should be published

Sustainability reporting should be enhanced with additional reporting standards (e.g. TCFD)

Enhance Supervisory Board skills matrix with ESG expertise

Remuneration: Ex-ante disclosure of performance measure weightings and target values requested, as well as retrospective disclosure of target achievements in remuneration report (*STI and LTI*)

Remuneration: Disclose more detailed framework for LTI 2020-2024 including vesting schedule for different levels of target achievements

#### What We Are Doing

An independent performance review of the new Board composition and its functioning was conducted after a 12 months period. The results will be published in the Annual Report 2020

A TCFD roadmap has been worked out and first recommendations (*governance and risk management*) will be included in the Annual Report 2020. Climate risk topics will regularly be discussed in the Supervisory Board and Sustainability and Innovation Committee

ESG know-how will be a focus topic for future director nominations and the skills matrix will be expanded once new Board members are appointed. The Board is continuously supported by external and internal experts

Ex-ante target disclosure will be published before AGMs. Transparent retrospective disclosure of target achievements and resulting pay outs will be disclosed in annual remuneration reports

Remuneration Committee worked on a detailed framework for the LTI including payout curves per KPI (*see slide 28*)

## **Investor Feedback and Wienerberger's Reaction**

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## **Supervisory Board: Composition and Topics of Focus**

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## **Managing Board: Strengthened Management Team and Remuneration Update**

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# Supervisory Board

## The structure increases commitment to intl. Governance Standards and development of strategy

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Structure as of January 2021

As of January 1, 2021 - successful appointment of a new, independent, Supervisory Board Chair

Management Supervisory Board



Peter Steiner (C)



Myriam Meyer (VC)

Audit & Risk Committee



David Davies (C)  
Financial expert



Regina Prehofer



Oswald Schmid

Remuneration Committee



Peter Steiner (C)



Regina Prehofer



Peter Johnson

Nomination Committee



Peter Steiner (C)



Myriam Meyer



Peter Johnson



Christian Jourquin



David Davies

Sustainability & Innovation Committee



Myriam Meyer (C)



Christian Jourquin



Oswald Schmid 17

# The new Chairman will focus on his strategic role to...



...further develop a **good succession management** and **senior HR development**



...act as an **active sparring partner** to the **CEO** and **the executive management team** by:

- › supporting them for the **implementation of strategic and performance topics**
- › ensuring **alignment** between Managing Board and Supervisory Board in all matters



...ensure that together with the established Supervisory Board committees, they will deal with:

- › **key digitalisation and sustainability topics**
- › **projects** intended to generate **organic growth via innovation** and **inorganic growth via M&A**



...make sure that the **Supervisory Board will continue to deliver best standards of governance** by **international** as well as **Austrian** standards

## Structured Supervisory Board nomination process to strengthen the Board



**Professional and structured succession planning process using Board skills matrix as a basis to define profiles for future Board members**

## Skills matrix as basis for future Board candidates

### Skills matrix as of January 2021

	Peter Steiner (C)	Myriam Meyer (VC)	Peter Johnson	Regina Prehofer	David Davies	Christian Jourquin	Oswald Schmid
Building materials & construction	✓		✓			✓	✓
CEO Experience	✓	✓	✓	✓		✓	✓
CFO Experience	✓			✓	✓		
M&A	✓	✓	✓	✓	✓	✓	✓
Capital Markets/IR	✓		✓	✓	✓	✓	✓
Senior HR	✓	✓					
Sales & Marketing	✓		✓	✓			✓
Manufacturing			✓		✓		
Innovation		✓				✓	✓
Supply Chain & Logistics		✓	✓			✓	✓
Digital	✓	✓	✓				
Austrian markets				✓	✓		✓
European markets	✓	✓	✓	✓	✓	✓	✓
North America markets			✓				✓



### Focus skills for future potential profile(s)

- **Structured succession planning** process not only for the upcoming AGM, but also with **regard to future strategic needs**
- **New Supervisory Board members** should bring a **combination/expertise** of the following **capabilities**:
  - Sustainability & ESG
  - Finance expertise
  - Digitalisation
  - Sector expertise
- **Potential candidates** shall meet the governance criteria on **diversity** and have sufficient **international experience**

**Investor Feedback and Wienerberger's Reaction**

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**Supervisory Board: Composition and Topics of Focus**

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**Managing Board: Strengthened Management Team and  
Remuneration Update**

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# Strengthened Managing Board to drive future growth

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**Heimo Scheuch**  
as CEO is responsible for the strategic and operational development of the company  
*Prolonged as CEO until 31<sup>st</sup> December 2025*



**Carlo Crosetto**  
as CFO took over the responsibilities of the Chief Performance Officer role  
*Appointed until 28<sup>nd</sup> February 2023*



**Solveig Menard-Galli**  
as COO for Wienerberger Building Solutions  
*Appointed until 31<sup>st</sup> May 2022*



**Harald Schwarzmayr**  
as COO for Wienerberger Piping Solutions  
*Appointed until 30<sup>th</sup> June 2023*



**Allows us to move even closer to our customers, increasing our responsiveness and reinforcing our innovative strength**

# Mode of operation of the Managing Board

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## Managing Board as of June 2020



## Principals of operation

- › As of **June 2020** the Managing Board of Wienerberger Group consists of four members, which allows:
  - › **Increased synergies** between the **Business Units**
  - › **25% share** of women with Solveig Menard-Galli as COO for WBS
- › **Decisions** by the Managing **Board require unanimity**
- › **Four-eyes principle** applies on key decisions and when large contracts are signed
- › The management of the company is based on **an effective reporting system**

## Remuneration: Recap of 2020-2024 Policy

# Fixed Remuneration

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- › 2020 and 2021 fixed salaries are in line with the Remuneration Policy 2020-2024
- › Fixed remuneration is divided into fourteen instalments (*common practice in Austria*) and paid at the end of each month

Managing Board member	Base salary FY 2020	Base Salary FY 2021
Heimo Scheuch (CEO)	EUR 898,067	EUR 900,000 next index adjustment in 2022
Carlo Crosetto (CFO)	EUR 510,000	2020 salary adjusted based on AT consumer price index
Solveig Menard-Galli (COO WBS)	EUR 429,675	2020 salary adjusted based on AT consumer price index
Harald Schwarzmayr (COO WPS)	EUR 425,000	2020 salary adjusted based on AT consumer price index



**Amounts are consistent with the respective roles and responsibilities**



# Adjustment of STI 2020 for the whole Group during pandemic

## Covid-19 showcased a practical example of the Supervisory Board's usage of discretionary power

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### Remuneration Policy – STI 2020 (*pre Covid-19*)

- › Short-term variable remuneration for all members is capped at **100% of annual fixed remuneration**
- › **Short-term variable remuneration allocation<sup>1)</sup> based on:**
  - › **EBITDA LFL**
  - › **Free Cash Flow**
  - › **Efficiency enhancement measures** (*e.g. Fast Forward*)

### Remuneration Committee Adjustments (*post Covid-19*)

Exceptional situation due to Covid-19: **re-align incentive structures to meet stakeholder expectations**

STI 2020 adaptations:

- › **Significantly decrease the maximum entitlement limitation** (cap) to 70%
- › Focus on **EBITDA LFL (100% of award)** as a performance measure in 2020 only
- › **Re-align performance targets** with revised guidance to reflect the impact of Covid-19 whilst **ensuring they remained stretching** [Link](#):
  - › Lower range: EUR 480 mn (0% bonus)
  - › Upper range: EUR 520 mn (70% bonus cap)
- › **Target achievement** and **resulting payout** will be communicated in the 2020 Remuneration Report

**STI targets have been adapted for all bonus entitled employees accordingly to reflect the efforts made during the challenging times**

<sup>1)</sup> Weightings 2020: EBITDA LFL | Free Cash Flow | Efficiency enhancement measures → CEO: 50% | 50% | 0%; CFO: 30% | 30% | 40%; COO WBS: 10% | 10% | 80%, targets for COO WPS, who joined the Managing Board as of July 1, 2020 will be disclosed retrospectively

# Remuneration Policy 2020-2024 – no change for STI going forward

## Short-term incentive 2021-2024 focuses on operational performance and efficiency enhancement

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Parameter	Short-term incentive 2021-2024	Link to strategy
Plan type	> Annual Bonus	
Performance period	> 1 year	
Performance measures	<p>Allocation based on:</p> <ul style="list-style-type: none"><li>&gt; EBITDA</li><li>&gt; Free Cash Flow</li><li>&gt; Efficiency enhancement measures</li></ul> <p>Annual target amounts for each business year will be disclosed before each AGM</p>	<ul style="list-style-type: none"><li>&gt; <b>EBITDA LFL and Free Cash Flow measure the company's operating results.</b> Both KPIs are a result of the execution of Wienerberger's value enhancing strategy.</li><li>&gt; <b>Efficiency enhancement is linked to a continuous improvement of Wienerberger's internal processes</b> as well as <b>the positioning in our markets.</b> It is a key enabler in Wienerberger's Group strategy and a major driver of future EBITDA enhancement from own strength.</li></ul>
Cap	100% of base salary	
Target achievement	<ul style="list-style-type: none"><li>&gt; Clearly defined values for 0%, 100% and 150% target achievement</li><li>&gt; Linear pay-out</li></ul>	
Vesting	> Cliff vesting (paid in one instalment)	
Settlement	> Cash	

# Remuneration Policy 2020-2024 – no change for LTI

## Long-term incentive focuses on long-term profitability and shareholder value creation

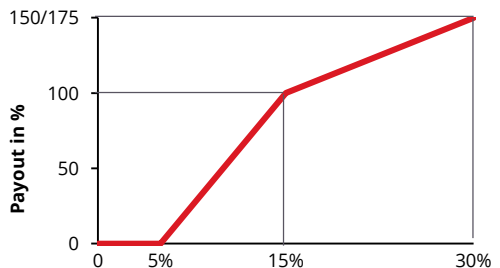
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Parameter	Long-term incentive 2021-2024	Link to strategy
Plan type	› Performance Share Units	
Performance period	› 3 years + 2 years lock-up period	
Performance measure	<ul style="list-style-type: none"><li>› 1/3: Relative TSR benchmarked vs STOXX Europe 600 Construction &amp; Materials Index</li><li>› 1/3: ROCE</li><li>› 1/3: ESG Targets (CO2 reduction, diversity and training and development)</li></ul>	<ul style="list-style-type: none"><li>› <b>TSR creates an incentive to increase the Company's long-term earnings performance on a relative basis.</b> It reflects the Managing Board's incentive to maximize shareholder value. <b>Furthermore, it reflects shareholder feedback.</b></li><li>› <b>ROCE is Wienerberger's key KPI for value management.</b> It reflects the value creation by single Business Units and by the Group as a whole. It is also a main driver for future M&amp;A decisions. Wienerberger has a clear target to surpass a 10% ROCE</li><li>› <b>ESG targets are key enablers in Wienerberger's Group strategy,</b> clearly measurable and transparently reported on an annual basis. <b>Furthermore, it reflects shareholder feedback.</b></li></ul>
Cap	› CEO up to 175% › CFO up to 150% › COOs up to 150%	
Target achievement	› Clearly defined values for 0%, 100% and 150% target achievement	
Vesting	› Vesting in two installments: 1) max 50% of LTI entitlement after 3 years in cash 2) min 50% of LTI entitlement in shares, vesting after two further years	
Settlement	› Cash after 3 and 5 years	

## LTI payout/entitlement curve per KPI after 3 years performance period

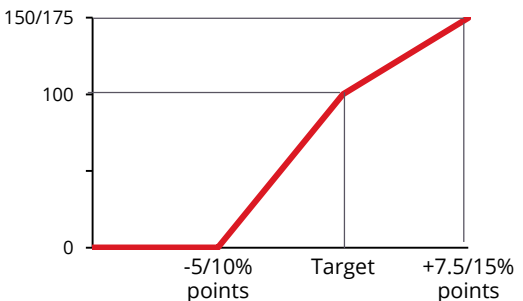
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**11,1%** CO2e reductions



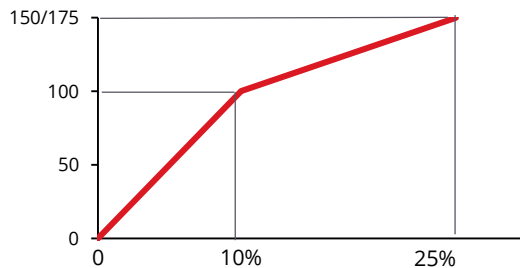
Less CO2e emissions vs. 2020

**11,1%** Diversity



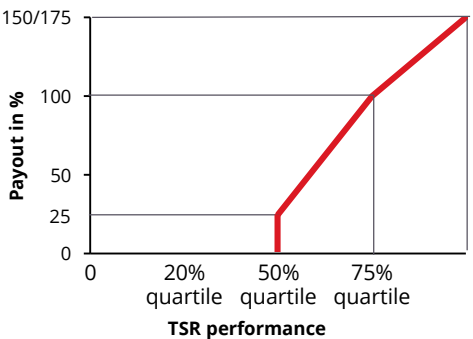
Share of female employees in senior management/white collars

**11,1%** Training & development



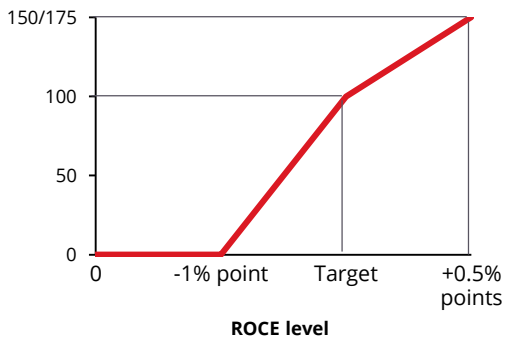
More training hours per employee

**33,3%** Relative TSR<sup>1)</sup>



1) vs. STOXX Europe 600 Construction & Materials Index

**33,3%** ROCE



# CEO Remuneration Update

## LTI for the CEO to deliver 2023 targets

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### Strategic rationale

- > The **Remuneration Policy approved** by shareholders works well
- > A **"Sustainable Growth Award"** (a long-term equity award), **has been granted to the CEO** to ensure Wienerberger continues to deliver on its long-term commitments to its stakeholders
- > **CEO invests into the future of Wienerberger** by
  - > channeling outstanding LTI and 2020 variable opportunity into the special LTI
  - > paying taxes upfront from private funds
  - > showing strong commitment to delivering strategy 2023 targets
- > This is a one-time award, in light of Covid-19, and will **not be replicated in the future**

**Growth Award designed in line with shareholders' interests**, to ensure Wienerberger navigates the (post) Covid-19 crisis with a long-term objective

### Key parameters of award

Parameter	Details
<b>Grant amount</b>	> EUR 2.5 mn
<b>Plan type</b>	> RSU* (40% with 5 year holding period) and PSU (60%) * RSU - taxes paid directly by CEO upfront
<b>Performance period for PSU</b>	> 3 years + 2 years lock-up period
<b>Performance measure</b> (see details next slide)	> 70%: EBITDA enhancement according to strategy 2023 > 30%: ESG targets <ul style="list-style-type: none"><li>&gt; CO2e emissions reduction</li><li>&gt; Diversity</li><li>&gt; Training and development</li></ul>
<b>Underpin</b>	> STIs must payout at least 50% each year, otherwise PSU awards reduced by 1/3 each year
<b>Target achievement</b>	> Clearly defined values for 0%, and 100% and 250%
<b>Vesting</b>	> In one instalment after 5 years
<b>Claw-back, malus and leaver regulation</b>	> Same rules apply as outlined in Remuneration Policy 2020-2024

# Special LTI for CEO

## Special LTI entitlement curve per KPI after 3 years performance period

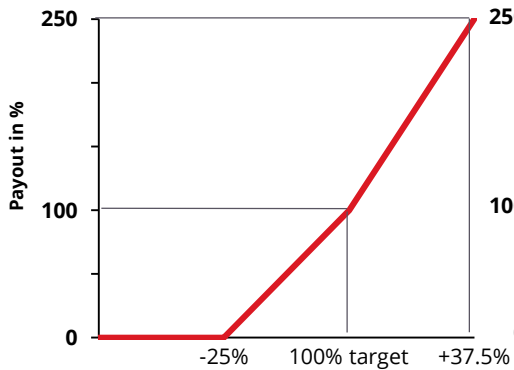
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70% EBITDA enhancement

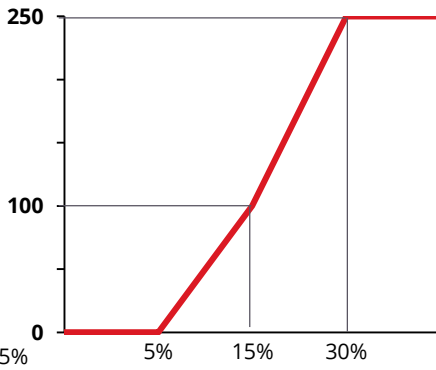
10% CO2e reductions

10% Diversity

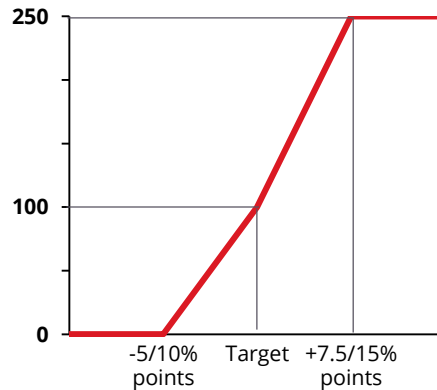
10% Training & Development



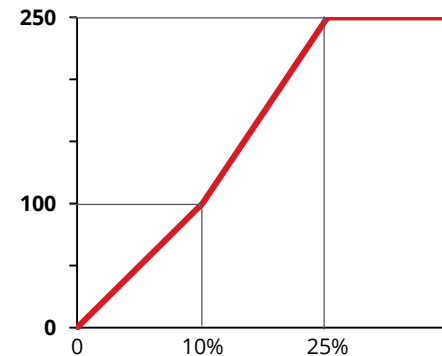
Incremental EBITDA contribution



Less CO2e emissions vs. 2020



Share of female employees



More training hours per employee

Incremental EBITDA contribution in EUR mn

Year	0%	Target	250%
2021	22.5	30.0	41.3
2022	31.1	41.5	57.1
2023	47.6	63.5	87.3
<b>Total</b>	<b>101.2</b>	<b>135</b>	<b>185.7</b>

*Exane: "CMD unveils ambitious three-year plan. The group 2023 strategy provides a positive message on the group ability to drive further cost-reduction and efficiency measures in these uncertain times as well as incremental EBITDA from innovative and ESG investments."*

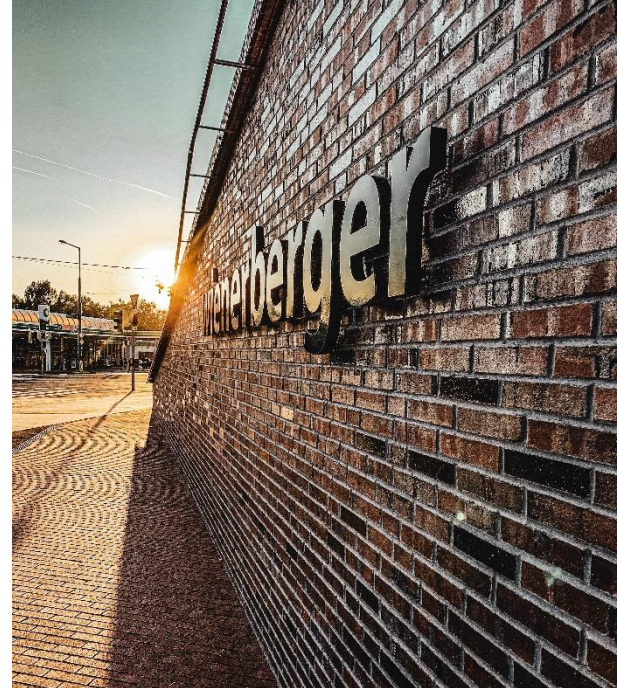
Level	0%	Target	250%
Senior mgmt	10%	15%	22.5%
White collar	20%	30%	45%

# Executive Summary

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- 1 Wienerberger professionally managed the Covid-19 crisis and came out stronger than before
- 2 Strong track record of strategy execution with clear targets for 2023
- 3 New, independent Board established and Managing Board further strengthened
- 4 Update to remuneration policy in line with shareholders' interests



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# Appendix

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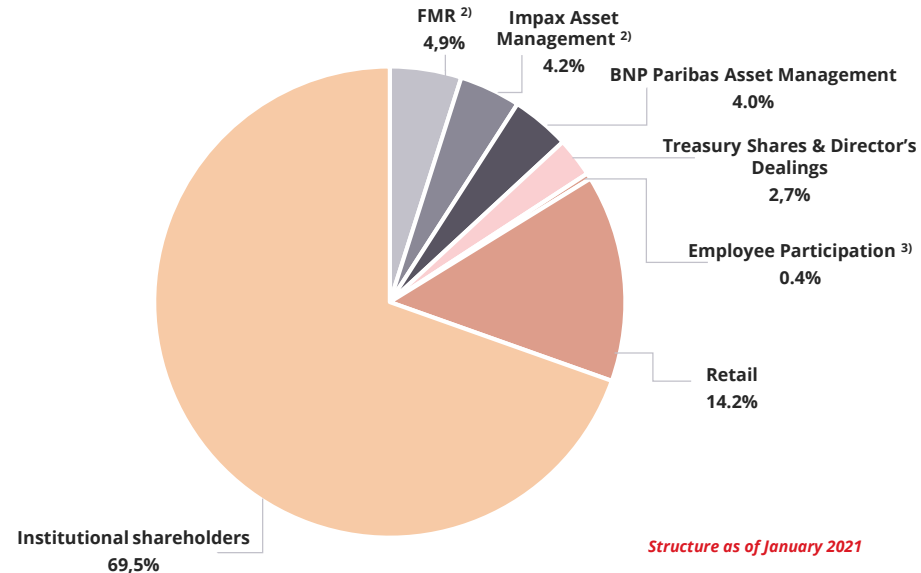


# Commitment to International Governance Standards

> As a **100% free float company** our commitment to **highest governance standards** comes natural to US

- ✓ No preferred shares
- ✓ No restrictions to common shares
- ✓ One share – one vote principle
- ✓ Independent, diverse and international Supervisory Board
- ✓ Experienced management team with strong track-record
- ✓ Open and transparent communication with all stakeholders
- ✓ Employee participation scheme being further rolled out

## Shareholder Structure<sup>1)</sup>



1) Source: Nasdaq (Public Holdings) // 2) Nasdaq, as of Jan 15, 2021 // 3) Excl. Director's Holdings

## Skills matrix – experienced and diverse team of experts

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	Peter Steiner (C)	Myriam Meyer (VC)	Peter Johnson	Regina Prehofer	David Davies	Christian Jourquin	Oswald Schmid
Building materials & construction	✓		✓			✓	✓
CEO Experience	✓	✓	✓	✓		✓	✓
CFO Experience	✓			✓	✓		
M&A	✓	✓	✓	✓	✓	✓	✓
Capital Markets/IR	✓		✓	✓	✓	✓	✓
Senior HR	✓	✓					
Sales & Marketing	✓		✓	✓			✓
Manufacturing		✓	✓		✓	✓	✓
Innovation		✓				✓	✓
Supply Chain & Logistics		✓	✓			✓	✓
Digital	✓	✓	✓				✓
Austrian markets				✓	✓		✓
European markets	✓	✓	✓	✓	✓	✓	✓
North America markets	✓	✓	✓		✓	✓	✓

# Supervisory Board

## Experienced, diverse, independent

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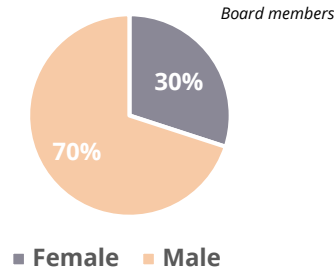
### Supervisory Board overview including employee representatives

Structure as of January 2021

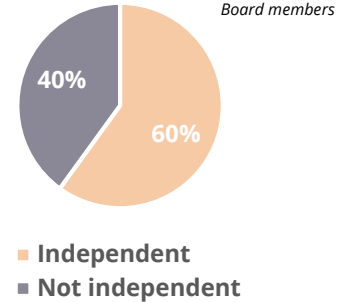
#### Board Members

- 7** Shareholder Representatives  
Elected by the Annual General Meeting for a fixed term
- 3** Employee Representatives  
Delegated by the Works Council for an unlimited period of time

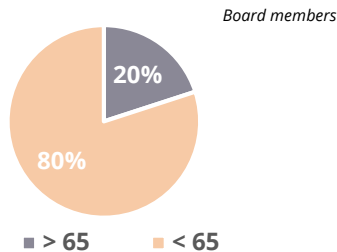
#### Gender Diversity



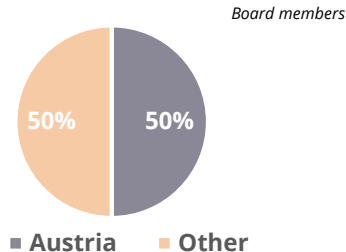
#### Independence<sup>1)</sup>



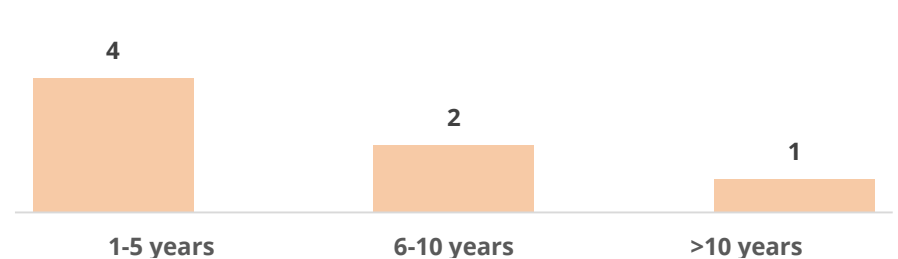
#### Age: avg. 60



#### Place of Birth



#### Tenure of Shareholder Representatives<sup>2)</sup>



1) 6/7 of the shareholder representatives are independent as of January 2020. Peter Johnson is not independent since May 13, 2020 according to declaration of independence in terms of the Austrian Corporate Governance Code // 2) According to Austrian law, employee representatives are delegated by the Works Council, and their membership is not subject to a time limit. The three employee representatives have been members of the Supervisory Board for 1, 14 and 18 years, respectively

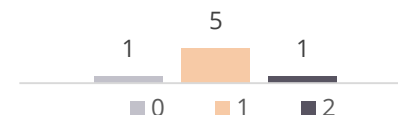
# Supervisory Board

## Increased Board workload

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Attendance 2020	Supervisory Board	Committees			
		Audit & Risk	Nomination	Remuneration	Sustainability & Innovation
<b>Shareholder representatives</b>					
Peter Johnson <sup>1)</sup>	15/16	5/5	-	4/4	-
Peter Steiner <sup>2)</sup>	16/16	5/5	-	4/4	-
Caroline Grégoire Sainte Marie <sup>3)</sup>	4/4	1/1	2/2	-	1/1
Myriam Meyer <sup>4)</sup>	15/16	5/5	-	-	3/3
David Davies <sup>5)</sup>	14/16	5/5	5/5	-	-
Regina Prehofer	13/16	-	5/5	4/4	-
Oswald Schmid	15/16	-	5/5	-	3/3
Christian Jourquin	14/16	4/5	-	-	3/3
<b>Employee representatives</b>					
Gerhard Seban	16/16	5/5	5/5	4/4	3/3
Claudia Schiroky	13/16	-	-	-	-
Wolfgang Wallner	8/16	-	-	-	-

### # mandates held in publicly listed companies



### 33 board meetings in 2020

- 16** Supervisory Board
- 5** Nomination
- 5** Audit & Risk
- 4** Remuneration
- 3** Sustainability & Innovation

1) Chairman of the Supervisory Board and Chairman of the Nomination Committee until September 22, 2020 // 2) 1<sup>st</sup> Supervisory Board Vice Chairman and Senior Independent Director until December 31<sup>st</sup>, 2020, Chairman of the Remuneration Committee and Chairman of the Nomination Committee as of September 22, 2020 // 3) 2<sup>nd</sup> Supervisory Board Vice Chairwoman and Chairwoman of the Sustainability and Innovation Committee until May 5, 2020. Ms. Gregoire Sainte Marie resigned from the Supervisory Board as of May 5, 2020 // 4) 2<sup>nd</sup> Supervisory Board Vice Chairwomen from May 5 until December 31, 2020 and Chairwoman of the Sustainability and Innovation Committee as of May 5, 2020. First Vice Chairwoman of the Supervisory Board as of January 1, 2021 // 5) Chairman of the Audit and Risk Committee

# Remuneration Policy 2020-2024 – no changes

## Termination and Awards

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### > Post-mandate vesting (LTI-plan)

Awards at the time of a beneficiary's termination (for good leavers<sup>1)</sup>):

- > All awards remain conditional upon the achievement of the initial performance conditions
- > Final award is prorated for time

### > Severance Compensation

- > Regulated according to the Austrian law, capped with one annual salary (fixed and all variable components)

### > Change of Control Clauses

- > All payments agreed upon in the employment contracts with the members of the Managing Board are in principle payable until the end of the contract period as originally specified
- > Capped at two annual remuneration payments

### > Claw-Back Clause

- > Applicable where the underlying information for remuneration calculation is found to be inaccurate or erroneous
- > Or where mandatory internal corporate rules or applicable law are subsequently proven to have been breached

### Pro-rating for time example: "How it works?"

With the current LTI structure, a maximum of 3 plans can run at the same time. As a result, this is how the pro-rating for time would be calculated for a termination on June 30 of year 3 in our example



	Performance period					Pro rata
PSU FY1	Year 1	Year 2	Year 3	Year 4	Year 5	2.5/3 : 83.3%
PSU FY2	Year 1	Year 2	Year 3	Year 4	Year 5	1.5/3 : 50.0%
PSU FY3	Year 1	Year 2	Year 3	Year 4	Year 5	0.5/3 : 16.6%
Termination	June 30 of year 3					-

1) The decision to classify a leaver as good leaver will be disclosed under the ex post vote at the time the mandate is terminated

## Priorities of Supervisory Board and Committees Overview

### Audit and Risk Committee

- › Monitors the Group's system of accounting and the effectiveness of its internal control, audit and risk management systems
- › Monitors the audit process in a preparatory capacity for the Supervisory Board
- › Verifies the independence of the external auditor on an annual basis
- › **Chairman: David Davies**



### Supervisory Board committees

### Nomination Committee

- › Ensures compliance of the Supervisory Board structure with national and international legal provisions
- › Evaluates the qualification of candidates for the Managing Board and the Supervisory Board
- › Deals with succession management
- › Elaborates proposals for the election of capital representatives to the Supervisory Board on the basis of a defined requirements profile
- › **Chairman: Peter Steiner**

### Remuneration Committee

- › Deals with all matters concerning the remuneration of Managing Board and Supervisory Board members
- › Monitors the remuneration practices and related incentive structures
- › Develops the remuneration policy for the members of the Managing Board and the Supervisory Board
- › Resolutions are adopted by the Supervisory Board
- › **Chairman: Peter Steiner**

### Sustainability and Innovation Committee

- › Supports the Managing Board in revising and further developing the Group's sustainability and innovation strategy
- › Discusses new provisions and global trends in sustainability and innovation management
- › Monitors the implementation of the Group's sustainability and innovation strategy
- › **Chairwoman: Myriam Meyer**