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Report of the Supervisory Board

Dear shareholders,

2019 marks a milestone in Wienerberger's 200-year history. Over the past ten years, Wienerberger has been successfully transformed from an Austrian brick manufacturer with international activities to a leading international company for building materials and infrastructure solutions based in Austria. In 2019, despite a broadly flat market environment, the Wienerberger Group generated revenues at a record level of € 3.5 billion, thereby growing at a rate of 5%. EBITDA went up by 38% to € 610 million, whilst EBITDA LFL increased by 24% to € 587.5 million. This strong performance is attributable to the determined implementation of our growth strategy. With the launch of Fast Forward in the second half of 2018, we began to identify potential for improvement in all operating segments. Through the consistent implementation of this optimization program we are well on track to reach our ambitious target of € 120 million in contributions to earnings set for the period from 2018 to 2020. In 2019, the second year of implementation, we have already achieved around 58% of the target with a further € 50 million EBITDA contribution and are thus ahead of our schedule.

2019 was a year marked by organizational and structural changes on both the Managing Board and the Supervisory Board. As of July 1, the Managing Board was enlarged through the appointment of Solveig Menard-Galli from the company's own ranks to serve as „Chief Performance Officer“ (CPO). In November, we announced Carlo Crosetto as the successor to Willy Van Riet, who has been our Chief Financial Officer for over 12 years. The new appointments were made within the framework of a thorough selection procedure as provided for in our succession management policy.

At the Supervisory Board meeting of October 10, 2019, my colleagues elected me as Chairman of the Supervisory Board. Regina Prehofer, my long-standing predecessor in this position, remains a member of the Supervisory Board. In order to exercise its advisory and supervisory function effectively, I have set up four committees, which deal with key governance and the strategic

issues the business will face in the coming years. These are:

- Audit and Risk Committee, with its remit extended to include risk management;
- Nomination Committee, with its role embracing talent and succession management for key senior roles as well as the Supervisory and Managing Boards;
- Remuneration Committee, with a stronger link to business strategy; and
- Sustainability and Innovation Committee, whose role is to ensure that all matters relating to sustainability, innovation and digitalization are fully incorporated into both the company's strategy and the discussions in the Supervisory Board.

Priority areas of work in 2019

In the course of eight meetings during the reporting year, the Supervisory Board and the Managing Board intensively discussed the company's economic situation as well as important growth projects and the strategic orientation of the Group. In addition to its advisory and steering functions, the Supervisory Board focused in particular on monitoring the legality, efficiency and regularity of the company's management. The Managing Board provided the Supervisory Board with timely and comprehensive information at all meetings and between meetings through regular written and oral reports on the economic and financial situation of the Group as well as its personnel situation, acquisition and investment projects. In addition, the committee chairpersons and I met regularly with the Managing Board to discuss the Wienerberger Group's strategy, its business development and its approach to risk management. Certain subjects were dealt with in greater detail by the committees and reported to the full Supervisory Board. In 2019, the overall rate of attendance by the capital representatives at Supervisory Board meetings has reached nearly 100%; no member of the Supervisory Board was absent from more than half of the meetings. A detailed overview of meeting attendance by the members of the Supervisory Board is contained in the Remuneration Report starting on page 25.

In the course of its discussions, the Supervisory Board focused in particular on the following topics:

- The continuous analysis of Wienerberger's product portfolio, strategic positioning of the Group and its most important operational entities.
- The assessment of projects intended to generate sustainable, value-creating growth and further development of the industrial portfolio.
- The assessment of candidates for election to the Supervisory Board.
- The examination, discussion and approval of the budget for 2020 and, on that basis, the determination of the targets for the variable remuneration components of the Managing Board.
- The amendment of the Rules of Procedure of the Supervisory Board.
- The nomination process and the decision on the enlargement of the Managing Board.
- Succession planning and the search for candidates for the position of Chief Financial Officer.

The Supervisory Board meeting on June 13, 2019, was held within the framework of a two-day Supervisory Board trip to Sweden, in the course of which the Supervisory Board engaged in an intensive discussion of the Wienerberger Group's updated growth strategy. In particular, the discussion focused on current M&A activities in the building materials industry. The further development of Fast Forward, Wienerberger's transformation program, was discussed with the Managing Board. Moreover, the Western European operations of Wienerberger Piping Solutions were reviewed with members of the senior management in charge. During a visit to a plant in Ljung (Sweden), the members of the Supervisory Board obtained a first-hand impression of the broad range of products on offer and the marketing strategy pursued in the plastic pipe segment.

Report of the Audit and Risk Committee

The committee met five times in 2019. At its meeting on October 10, 2019, the Supervisory Board decided to change the committee's name to Audit and Risk Committee. The change of name reflects the increased focus on

the company's risk management. Representatives of the external auditor attended all committee meetings. At its meetings on February 21 and March 25, 2019, the Audit and Risk Committee discussed the Consolidated Financial Statements, the Separate Financial Statements of Wienerberger AG, the Management Report, the Group Management Report, the Corporate Governance Report and the Non-Financial Performance on the business year 2018 as well as the Managing Board's proposal for profit distribution. After a thorough examination, the Audit Committee unanimously recommended the approval and adoption thereof by the Supervisory Board. In the interest of timely communication with the capital market, the preliminary results for the financial year 2018 were published in the form of a short report on February 27, 2019. The full annual report was published on March 28, 2019. Other focal points in the work of the Audit and Risk Committee included:

- Discussion of the auditor's report on Wienerberger's risk management. The report described the implementation of the Group's active risk management system, which permits the effective identification, assessment and monitoring of risk factors as well as fast reactions to risks.
- Verification of the statement submitted by the external auditor on its legal relations with the Wienerberger Group and the members of the Group's Boards for the year 2019.
- Verification and confirmation of compliance with regards to the Austrian Corporate Governance Code, rule 77-83.
- Discussion of the results of the IFRS 16 audit in 2019.
- Approval of the internal audit plan for 2019. Analysis of the reports on the audits performed in accordance with the internal audit plan and discussion of measures to be taken.
- Discussion on a fundamental revision of the existing catalogue of risks.
- Revision of the rules of procedure in view of the enlarged scope of the Audit and Risk Committee.

David Davies, Chairman of the Audit and Risk Committee

Report of the Personnel and Nomination Committee

The Personnel and Nomination Committee, which also exercised the function of a remuneration committee, met twice in 2019. The committee dealt with the following issues:

- Evaluation of candidates for election to the Supervisory Board in cooperation with Korn Ferry, an international HR consultant specializing in executive search.
- Discussion on a new remuneration scheme for the Supervisory Board.
- Reflections on the potential benefits of an enlarged Managing Board.

On May 6, 2019, the Supervisory Board decided to dissolve the Personnel and Nomination Committee and to replace it by a Nomination Committee and a Remuneration Committee.

Regina Prehofer, Chairwoman of the Personnel and Nomination Committee

Report of the Nomination Committee

At the Supervisory Board meeting on October 10, 2019, my colleagues elected me Chairman of the newly created Nomination Committee. Regina Prehofer, the long-standing Chairwoman of the Personnel and Nomination Committee, became a member of the Remuneration Committee. The Nomination Committee met five times in 2019 and dealt with the following issues:

- The nomination process in the course of the enlargement of the Managing Board. The steady growth of the Group and its focus on topics such as IT and digitalization within the framework of the Fast Forward program were the main factors underpinning the decision. After a structured search process, supported by Egon Zehnder as an external consultant, candidates suited for a Managing Board position were evaluated. On March 16, 2019, the Supervisory Board decided to appoint Solveig Menard-Galli to the newly created position of "Chief Performance Officer". Ms. Menard-Galli assumed her position on the Managing Board as of June 1, 2019.

- The change of the chairmanship of the Supervisory Board, which came into force on October 10, 2019.
- Co-option of the Chief Financial Officer after a thorough and extensive succession process. Carlo Crosetto took over from Willy Van Riet as Chief Financial Officer as of March 1, 2020.
- Discussion on a new organizational structure at Managing Board level and presentation of the position "Group Organizational Development and HR".

Peter Johnson, Chairman of the Nomination Committee

Report of the Remuneration Committee

The Remuneration Committee met four times in 2019. At the Supervisory Board meeting on October 10, 2019, Peter Steiner became Chairman of the Remuneration Committee. The main issues dealt with by the Remuneration Committee in 2019 included:

- Verification and confirmation of the entitlements to the variable components of remuneration for Managing Board members earned for the year 2018.
- Determination of the targets for the variable remuneration components for the Managing Board members for 2020.
- Elaboration of a remuneration policy in conformity with the amendments to the Stock Corporation Act entering into force in 2020. The remuneration policy will be submitted to the 2020 Annual General Meeting for a non-binding shareholders' vote.
- Restructuring of Managing Board and Supervisory Board remuneration on the basis of a study performed by Mercer as an external consultant. The study analyzes the remuneration systems against the background of current soft law and governance standards and on the basis of the criteria applied by proxy advisers.

Peter Steiner, Chairman of the Remuneration Committee

Report of the Sustainability and Innovation Committee

The Sustainability and Innovation Committee was set up by the Supervisory Board at its meeting on October 10, 2019, to support the Group's top management in matters relating to sustainability and innovation in the

construction sector. The first meeting of the committee will take place in 2020.

Changes on the Supervisory Board

Wilhelm Rasinger's term of office as a member of the Supervisory Board ended as of the 150th Annual General Meeting on May 6, 2019. On behalf of my colleagues on the Supervisory Board and the Managing Board, I would like to thank Wilhelm Rasinger most cordially for his work on the Supervisory Board of our company, which he joined in 2006. In particular, he contributed his profound expertise to the Audit Committee of the Supervisory Board, the work of which he enriched with his long-standing experience in the field of finance and the capital market. We wish Wilhelm Rasinger all the best for the future. At the 150th Annual General Meeting, Regina Prehofer, Caroline Grégoire Sainte Marie and Myriam Meyer were re-elected. Oswald Schmid was newly elected to the Supervisory Board. I am happy to report that Oswald Schmid, who has a wealth of valuable experience in business facing similar working priorities to ours, agreed to join the Supervisory Board. At the Supervisory Board meeting held immediately after the Annual General Meeting, Regina Prehofer was re-elected Chairwoman, with Peter Steiner and David Davies appointed to serve as her deputies.

At the Supervisory Board meeting of October 10, 2019, my colleagues elected me as Chairman of the Supervisory Board. Peter Steiner was elected as my first Deputy Chairman and Caroline Grégoire Sainte Marie as my second Deputy Chairwoman. Regina Prehofer, my long-standing predecessor in this position, remains a member of the Supervisory Board. On behalf of my colleagues on the Supervisory Board and the Managing Board, I would like to thank her most cordially for her valuable contribution to the successful development of Wienerberger in the last years.

During the same meeting, pursuant to sect. 270 (1) of the Austrian Company Code, the Supervisory Board appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Wien, elected by the Annual General Meeting, as external auditor for the financial year 2019.

Prior to the first Supervisory Board meeting in February 2020, the members of the Supervisory Board reiter-

ated their declarations of independence in accordance with the Austrian Corporate Governance Code.

Approval and adoption of the 2019 Consolidated Financial Statements

The Annual Financial Statements and the Management Report of Wienerberger AG as well as the Consolidated Financial Statements for 2019 and the Group Management Report prepared in accordance with IFRS rules were audited by Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, and granted an unqualified audit opinion. The notes to the Financial Statements, the Managing Board's proposal for profit distribution and the audit reports of the external auditors were discussed in detail with the external auditor by the Audit Committee and submitted to the Supervisory Board. The Supervisory Board examined the documents pursuant to sect. 96 of the Austrian Stock Corporation Act and endorsed the result of the audit. Moreover, the Supervisory Board approved the Annual Financial Statements, which are thus deemed adopted pursuant to sect. 96 (4) of the Stock Corporation Act. Having analyzed the financial position of the company, the Supervisory Board agreed with the Managing Board's profit distribution proposal.

On behalf of the Supervisory Board, I would like to thank the Managing Board, the senior management and all the employees of the company for their outstanding commitment. The company's strong performance and the strategic milestones reached in 2019 confirm the success of our growth course. The most important factor for the successful implementation of our growth strategy is the energy and dedication of our employees. Their professionalism, their passion and their entrepreneurial spirit enable us to seize opportunities, act with determination, and create value for our shareholders. I am therefore confident that the Wienerberger Group will continue its successful course in 2020, and would like to thank you, our valued shareholders, for accompanying us on this path.

Vienna, March 30, 2020



Peter Johnson, Chairman of the Supervisory Board

Corporate Governance at Wienerberger

Commitment to the Corporate Governance Code

As a listed company with international operations, Wienerberger is committed to strict principles of good corporate governance and transparency as well as to the further development of an efficient system of corporate control. We regard a responsible, long-term approach to the management of the Wienerberger Group an essential prerequisite for the achievement of our corporate target: the sustainable increase of the enterprise value on the basis of ecological, social and economic considerations. This understanding of our role as a company is based on Austrian law, the Austrian Corporate Governance Code, our articles of association, the rules of procedure of the Boards of the company, and our internal policies.

Since 2002, Wienerberger has committed itself to follow the rules of the Austrian Corporate Governance Code (see www.corporate-governance.at). The Code provides a framework for the management and supervision of a company and is intended to strengthen the confidence of investors in the company and in Austria as a financial marketplace. Its guiding principles include the following:

- Equal treatment of all shareholders under highest possible level of transparency;
- Independence of the Supervisory Board;
- Open communication between the Supervisory Board and the Managing Board;
- Avoidance of conflicts of interest between the Boards of the company;
- Efficient monitoring by the Supervisory Board and the external auditor.

In 2019, Wienerberger complied with the rules of the Austrian Corporate Governance Code, including its R Rules, almost completely. The only exceptions are two C Rules out of a total of 83 rules of the Code, where the company deviated slightly from the requirements of the Code, as explained and justified below in accordance with the principle of “Comply or Explain”:

Deviations: C Rule 27 of the Austrian Corporate Governance Code

The Supervisory Board is making every effort to design a transparent and comprehensible remuneration system for the Managing Board of Wienerberger AG and to align the incentive structure with the creation of sustainable values and the achievement of central corporate targets. The definition of the targets for the variable remuneration components therefore hinges on their relevance to the further development of the Group and their measurability. As clearly illustrated in our Sustainability Roadmap, we have defined individual targets and measures for the various activities of the Group, which take the specific nature of its business into account. The determination of uniform non-financial targets for the Group as benchmarks for variable remuneration is to meet the following criteria:

- The criteria selected should be of high relevance within the framework of a detailed materiality analysis. The materiality analysis serves as a standardized tool for the presentation of non-financial factors within the framework of a company’s sustainability communication. It illustrates the influence of external factors, such as the environment, political decisions and technology, in relation to the company and its stakeholders.
- Moreover, the criteria are closely examined for their conformity with the current corporate strategy of Wienerberger AG.
- For a meaningful assessment of target attainment, the criteria must be clearly measurable.

In the course of an update of the materiality analysis in 2020, Wienerberger will elaborate clear non-financial targets for the remuneration of the Managing Board as of 2021. For 2019, the Supervisory Board limited the targets for the variable components of Managing Board remuneration to purely financial indicators, with special emphasis on the long-term development of EBITDA through measures supporting the creation of sustainable values.

C Rule 43 of the Austrian Corporate Governance Code

The provision according to which the Remuneration Committee shall be chaired by the Chairman of the Supervisory Board was nearly complied with. Since the reorganization of the committees of the Supervisory Board in October 2019, the Remuneration Committee has no longer been chaired by the Chairman of the Supervisory Board, but by his First Deputy Peter Steiner. However, Supervisory Board Chairman Peter Johnson is a member of the Remuneration Committee. This decision was taken in the interest of good corporate governance. On the one hand, it was motivated by linguistic reasons, as it was felt that a German-speaking Chairman would be able to conduct contract negotiations with members of the Managing Board more efficiently. On the other hand, it takes account of the fact that Peter Johnson has served on the Supervisory Board for more than ten years, whereas Peter Steiner has been a member for only two years. The decision on a potential deviation from this practice will be taken after the annual evaluation by the Nomination Committee on the basis of the latter's recommendation, depending on the future composition of the Supervisory Board.

Compliance

In order to prevent insider trading and the unlawful disclosure of insider-relevant information, the company has adopted a compliance policy that implements the provisions of European and Austrian insider and market abuse law. A compliance officer and his/her deputy are in charge of monitoring compliance. The principles governing lobbying activities have been laid down in a code of conduct based on the provisions of the Austrian Lobbying and Transparency Act, which applies to all boards and employees of Austrian companies in which Wienerberger AG holds a majority interest. This code of conduct can be downloaded from the Wienerberger website.

Internal audit and risk management

In order to further improve Wienerberger's system of risk management, an internal audit function has been set up as a staff unit reporting to the Managing Board. The Managing Board and Internal Audit regularly analyze operational processes for potential risks and possible improvements in efficiency; they also monitor compliance with legal provisions, internal policies and processes. These

activities are based on an audit plan approved by the Managing Board and agreed upon with the Audit and Risk Committee, as well as a Group-wide system of risk assessment covering all the company's operations. Internal Audit reports to the Managing Board and the Audit and Risk Committee on the audit findings. Moreover, the internal control system (ICS) is being further developed to permit the early identification and management of risks, and the implementation of the respective measures is being reviewed (see Management Report, page 34). The management letter drawn up by the external auditor and the auditor's report on the efficiency of risk management in the Group were submitted to the Chairman of the Supervisory Board and discussed in detail by the Supervisory Board.

Disclosures required pursuant to § 243 of the Austrian Company Code

The disclosures required pursuant to § 243a of the Austrian Company Code can be found in the following chapters: Information on the composition of Wienerberger's capital, types of shares, restrictions and rights, as well as the authorization of the members of the Managing Board to issue or buy back shares is contained in the Management Report in the chapter "Wienerberger Share and Shareholders" beginning on page 30 and in the Consolidated Financial Statements under Note 28 ("Group Equity") beginning on page 82. Furthermore, the chapter "Wienerberger Share and Shareholders" contains information on direct and indirect investments in Wienerberger's share capital. The "Remuneration Report" (pages 25 to 32) explains the principles and structure of the company's remuneration policy, specifies the amounts of remuneration due to the individual members of the Managing Board and the Supervisory Board, and provides an overview of Wienerberger shares held by Board members. Updates on the purchase and sale of Wienerberger shares by members of the Managing and Supervisory Boards are disclosed on the Wienerberger Investor Relations website under Corporate Governance in the section "Shareholdings by the Managing and the Supervisory Board". Change of control clauses are included in the employment contracts of the members of the Managing Board, the terms of corporate bonds, the hybrid bond, and syndicated loans and other loans.

Related party transactions

Business transactions with companies in which members of the Supervisory Board of Wienerberger AG are active are carried out at arm's length. No loans were granted to members of the Supervisory Board or the Managing Board. Information on related party transactions is provided in the Notes to the Consolidated Financial Statements on page 119.

Statutory Audit

The 150th Annual General Meeting appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Wien, to audit the 2019 Consolidated and Separate Financial Statements of Wienerberger AG. In addition to its auditing function, Deloitte also provides certain tax and financial consulting services for the Group through its global network of partner offices. Consultancy fees for non-audit services charged by Deloitte, excluding fees for auditing the Finan-

cial Statements, amounted to TEUR 135 (2018: TEUR 376) in 2019. The fee for the audit of the Financial Statements of the Wienerberger Group and related services amounted to TEUR 1,829 (2018: TEUR 1,700).

Shareholders

As of December 31, 2019, Wienerberger AG had 116,351,496 shares in circulation. On February 18, 2020, 1,163,514 treasury shares were cancelled. Since that time, 115,187,982 shares have been in circulation. There are no preferred shares or restrictions on common shares. The "One Share – One Vote" principle therefore applies in full. In accordance with the Austrian Corporate Takeover Act, each shareholder will receive the same price for his/her Wienerberger shares in the event of a takeover bid (mandatory offer). Wienerberger AG has no core shareholder. The company's shareholder structure is shown on page 32 and 33 in the Management Report.

Diversity Policy

Success through diversity

We are convinced that diverse teams deliver a better performance and therefore contribute to a company's success. Being aware of the great diversity of talents in our society, Wienerberger is making every effort to identify, address and tap this talent pool. We believe that our sustainable economic success is based on the skills and dedication of our employees as well as our corporate culture. We therefore want to bring men and women with different talents, personality features, career histories and cultural backgrounds together. The resultant diversity of competencies and the internationality of our employees reflect the diversity of our customers, investors, business partners and markets, reaffirm our innovative mindset and make us fit for the challenges of a dynamic and fast changing business environment.

The principles of human resources management at Wienerberger ensure that all employees have the same rights and opportunities, regardless of age, gender, culture, religion, origin or other diversity features. Based on these principles, Wienerberger does not tolerate any form of discrimination. In 2009, we started to collect data on diversity and equal opportunities within the framework of our sustainability reporting. Since the beginning of data collection, no incidents of discrimination have been found.

Our corporate values include integrity and respect. As an international Group of companies with a decentralized structure, Wienerberger respects local cultures and regards regionally recruited teams as a central factor of success. In our human resources planning, we deliberately focus on employing local staff and executives, which enables us to gain a profound knowledge of the local market and adapt our strategic developments accordingly. The international character of the company is strengthened through a system of job rotation between different functional areas and country organizations, which enables our employees to gain new insights and a deeper understanding of various business areas. In 2019, 30 nationalities were represented among the staff working at the Wienerberger headquarters in Vienna.

Measures for the advancement of women

Our uniform Group-wide human resources policy guarantees the same rights and opportunities for all employees. As a company of the building materials industry, Wienerberger traditionally has a high percentage of male employees, given the fact that most of the company's workers employed in production are men. We are therefore making every effort to promote the career development of women and to provide initial and further training for them. In particular, our objective is to increase the percentage of women in middle and senior management positions. By nominating an above-average number of women for internal training and development programs for future executives, we ensure that high-potential women candidates are guided toward senior management positions. We also offer attractive part-time models and home office options, and we are continuously developing further measures to introduce working time models that suit the needs of both women and men employed at Wienerberger. In 2019, the share of women in executive positions within the Wienerberger Group amounted to 12% (2018: 11%). Currently, women on the Supervisory Board account for 36% of its membership.

We are convinced that a higher percentage of women in executive positions has a positive impact on the company's success.

An increase in the percentage of women on the Managing Board is an important criterion to be considered in succession management or in the case of an enlargement of the Managing Board. Wienerberger acted fully in line with this principle when the company decided in 2019 to enlarge its Managing Board by creating the position of "Chief Performance Officer" (CPO). By resolution of the Supervisory Board, Ms. Solveig Menard-Galli was appointed to this new position. In her capacity as CPO as of June 1, 2019, Ms. Menard-Galli assumed responsibility at Managing Board level for the Group's further performance enhancements and its digitalization agenda.

Supervisory Board

The international orientation and balanced composition of the Supervisory Board are essential prerequisites for the further development and the lasting success of the Wienerberger Group. As the terms of office of the individual Supervisory Board members overlap, the composition of the Supervisory Board is subject to continuous renewal. At the same time, consistent succession planning ensures that the necessary skills and professional qualifications are represented on the Supervisory Board at any point in time. This is a prerequisite for the Supervisory Board to fulfil its monitoring function and advise the Managing Board on strategic issues.

To facilitate the objective assessment and transparent comparisons of different candidates for election to the Supervisory Board, the Nomination Committee defines many-faceted requirements profiles. Apart from the general requirements of professional competencies and experience, a proven track record in the management of international companies and the ability to contribute to strategic discussions on a variety of geographic markets are important criteria for the selection process. In order to ensure a comprehensive and diversified body of expertise on the Supervisory Board, the need for specialized knowledge, depending on the current priorities of the Group's strategy, is taken into account. When a position falls

vacant, a first analysis serves to identify the type of expertise to be replaced or strengthened on the Supervisory Board. On this basis, special emphasis is placed on maximum diversity of the membership in terms of gender, age and nationality.

To cover these diverse aspects, a qualifications matrix was elaborated in 2018 in cooperation with Korn Ferry, an international HR consultant specializing in executive search, and Boston Consulting Group. The matrix shows the specific expertise of the individual members of the Supervisory Board and reflects the high degree of diversity of its current membership. Moreover, the matrix serves as a useful tool for the transparent search for new candidates for the Supervisory Board, as it illustrates the competencies that have been identified as essential and need to be taken into account in the nomination process. This is to ensure that the search for successors to outgoing members is based on a specific requirements profile, which facilitates long-term succession management in the interest of a balanced composition of the Supervisory Board.

In 2019, six nationalities were represented among the eight capital representatives. The mandatory 30% quota for women on Supervisory Boards introduced in 2018 has been more than fulfilled by Wienerberger since 2015, with 36% of its Supervisory Board members being women.

Expertise in	Peter Johnson	Peter Steiner	Caroline Grégoire Sainte Marie	Regina Prehofer	David Davies	Christian Jourquin	Myriam Meyer	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 Market				✓	✓			✓
European Markets	✓	✓	✓	✓	✓	✓	✓	✓
North American Markets	✓	✓	✓		✓	✓	✓	✓

Managing Board

In an international company like Wienerberger, the members of the top Executive Board must have outstanding professional qualifications and international leadership experience.

As of December 31, 2019, the Managing Board of Wienerberger AG consists of three persons (percentage of women: 33%), who are distinguished by lengths of international careers, complementary professional expertise, and a profound knowledge of the industry. In the event of a new appointment, this qualifications profile guides the

search for suitable candidates, which includes both women and men.

In the interest of long-term succession planning, the Supervisory Board and the Managing Board are making a continuous effort to identify and promote high-potential candidates for top level positions, if possible, within the Wienerberger Group. Nomination decisions are taken on the basis of a uniform catalogue of criteria, which is used for the evaluation of both internal and external candidates.

Managing Board



f.l.t.r. Heimo Scheuch (CEO), Solveig Menard-Galli (CPO), Willy Van Riet (CFO)

Heimo Scheuch

CEO

Chief Executive Officer

*appointed for a term of office
ending on March 31, 2023
born 1966*

Heimo Scheuch is responsible for the strategic and operational development of the company. Thanks to his many years of industry and management experience and his strong focus on sustainability, digitalization, innovation and growth, he has succeeded in putting the company on a successful growth course. Heimo Scheuch is a truly international manager, having studied and worked in various countries. He obtained several university degrees in business administration and law. His professional career began in corporate finance. Since becoming Group CEO on August 1, 2009, he has focused on implementing a strong set of corporate values within the organization. His international experience helped him to develop Wienerberger into a leading building solutions and infrastructure provider. Speaking six languages and constantly being in contact with customers, stakeholders and employees helped him to foster a strong local presence and encouraged the need for transformation and innovation.

Functions in subsidiaries:

Managing Director of Wienerberger West European Holding GmbH

Other functions:

Chairman of the Supervisory Board of Wiener Börse AG and CEESEG AG, President of Association of Vienna Stock Exchange Issuers, Vice President Construction Materials Europe

Solveig Menard-Galli

CPO

Member of the Managing Board

*appointed for a term of office
ending on May 31, 2022
born 1969*

Solveig Menard-Galli studied economics and obtained a master's degree in controlling, strategic management, marketing and international management at the University of Klagenfurt, where she also held a position as an external lecturer. She continued her studies abroad at Fontainebleau (INSEAD) and in Hawaii, where she obtained a Certificate in International Management. She began her career with the Brau Union Group, a member of the Heineken Group. In 2008, she moved on to the Heineken Group Headquarters in Amsterdam and was appointed CFO of Heineken Netherlands in 2011. Subsequently, she held executive positions at L'Oréal Austria. Since October 2016, Solveig Menard-Galli has held various management positions within the Wienerberger Group. As of June 1, 2019, she was appointed CPO and has since been responsible for the performance enhancement and digitalization agendas of the Wienerberger Group.

Willy Van Riet

CFO

Member of the Managing Board

*resigned as of December 31, 2019
born 1957*

Having obtained his master's degree in business economics at the University of Ghent, Willy Van Riet began his professional career as a certified public accountant and senior manager with PWC in Belgium. He has been active in the building materials sector since 1993, first as Chief Financial Officer of Terca Brick Industries and later as Chief Financial Officer of Koramic Building Products. In 2004, he took over the management of Wienerberger Ltd. in UK. From April 1, 2007, until December 31, 2019, Willy Van Riet was Chief Financial Officer of Wienerberger AG.

Functions in subsidiaries:

Managing Director of Wienerberger Roof Asset Management GmbH, Tondach Holding GmbH, WIBRA Tondachziegel Beteiligungs-GmbH, Wienerberger Anteilsverwaltung GmbH, Wienerberger Dach Beteiligungs GmbH, Wienerberger Finanz Service GmbH, Wienerberger Gamma Asset Management GmbH, Wienerberger Industriebeteiligungsverwaltung GmbH, Wienerberger West European Holding GmbH, Wienerberger Finance Service B.V. (Netherlands) and Wienerberger International N.V., Chairman of the Supervisory Board of TONDACH Gleinstätten GmbH, Member of the Supervisory Board of Wienerberger B.V. (Netherlands), Vice-President of Wienerberger NV (Belgium), Director of General Shale Brick Inc. (USA)

Organization



Heimo Scheuch

CEO

Heimo Scheuch is responsible for the strategic and operating development of the Wienerberger Group.

The management of the respective operating unit reports to the Wienerberger Managing Board. The following Corporate Functions report directly to him:

Corporate Technical Key Projects
Group-wide Special Projects
Corporate Communications
Corporate Development
Corporate Human Resources
Corporate Sustainability
Corporate Secretary
CFO (on an interim basis)
as of January 1 to March 1, 2020



Solveig Menard-Galli

CPO

Solveig Menard-Galli has been responsible for the Group's performance enhancement and digitalization agenda since June 1, 2019. The management of the respective operating unit reports to the full Managing Board. The following corporate functions report directly to Solveig Menard-Galli:

Corporate IT & Digitalization
Corporate Procurement
Business Process Improvement
Transformation Office



Willy Van Riet

CFO

Until December 31, 2019, Willy Van Riet* was responsible primarily for financial matters. The management of the respective operating unit reports to the Wienerberger Managing Board. The following Corporate Functions report directly to him:

Corporate Reporting & Treasury
Corporate Investor Relations
Corporate Risk Management
Corporate Internal Audit
Corporate Legal Services

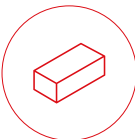
* Willy Van Riet left the company as of December 31, 2019. Carlo Crosetto took over his position as of March 1, 2020

Our Operating Units

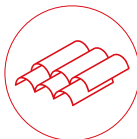
Wienerberger Building Solutions



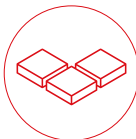
Clay Blocks



Facing Bricks



Roof Tiles



Concrete Pavers

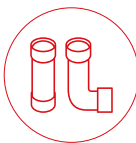
Austria
Belgium
Bosnia and
Herzegovina
Bulgaria
Czech Republic
Croatia

Denmark
Estonia
Finland
France
Germany
Great Britain
Hungary

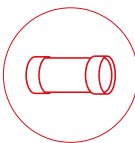
India
Italy
Netherlands
North Macedonia
Norway
Poland
Romania

Russia
Serbia
Slovakia
Slovenia
Sweden
Switzerland
Ukraine

Wienerberger Piping Solutions



Plastic Pipes

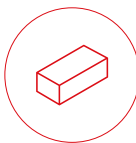


Ceramic Pipes

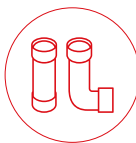
Austria
Belgium
Bulgaria
Croatia
Czech Republic
Estonia
Finland
France
Germany
Great Britain
Greece

Hungary
Ireland
Netherlands
Norway
Poland
Romania
Russia
Slovakia
Slovenia
Sweden
Turkey

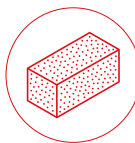
North America



Facing Bricks



Plastic Pipes



Concrete Products
Calcium Silicate

Canada
USA

Members and Committees of the Supervisory Board

8 capital representatives



Peter Johnson

Chairman

Independent, born 1947, appointed for a term of office ending with the 152nd AGM (2021), first elected: May 12, 2005

Current mandates

Chairman of the Board of Directors of Electrocomponents plc, Chairman of the Remuneration Committee of St Edmund Hall, University of Oxford

Career

1965-1970 Studies in economics at Oxford University, 1970-1973 Unilever plc, 1973-1996 various senior management positions at Redland plc, responsible for the brick and roof tile business from 1988-1996; 1996-2000 CEO of Rugby Group plc, 2000-2006 CEO of George Wimpey plc, 2007-2012 Chairman of the Board of Directors of DS Smith plc



Peter Steiner

First Deputy Chairman

Independent, born 1959, appointed for a term of office ending with the 153rd AGM (2022), first elected: June 14, 2018

Current mandates

Member of the Board of Directors, Chairman of the Audit Committee and Member of the Executive Committee of Clariant AG, Deputy Chairman of the Supervisory Board and Chairman of the Audit Committee of Zeal Network SE, Chairman of the Supervisory Board of Lotto 24 AG, Member of the Supervisory Board of RKW SE, Member of the Board of Directors of RKW Holding SARL

Career

1985 Degree in Business Administration from the Universities of Cologne and Mannheim, 1985-1989 Arthur Andersen (Frankfurt/Chicago), 1989 tax advisor, 1990 certified public accountant; from 1991 Member of the Managing Board of SÜBA Freie Baugesellschaft mbH & Co KG responsible for finance, controlling and international business; 1995 CFO of SÜBA Bau AG, 1998 CFO of Dyckerhoff AG, 2001 Member of the Board (COO) of Dyckerhoff AG and Chairman of the Managing Board of Dyckerhoff Zement GmbH; 2002 Chief Executive Officer of Dyckerhoff AG; 2004 Member of the Board and CFO of MG Technologies AG (renamed GEA Group AG); 2006 Partner at One Equity Partners; since 2012 certified public accountant, tax advisor, business consultant with special focus on M&A, finance and investment management



Caroline Grégoire Sainte Marie

Second Deputy Chairwoman

Independent, born 1957, appointed for a term of office ending with 154th AGM (2023), first elected: May 22, 2015

Current mandates

Chairwoman of the Nomination and Remuneration Committee and Member of the Audit Committee of Groupama, Managing Partner of Caylos, Senior Advisor at HIG European Capital, Member of the Supervisory Board and Member of the Nomination Committee of Elkem ASA, Member of the Corporate, Environmental and Social Responsibility Committees of Fnac Darty, Member of the Supervisory Board and Member of the Remuneration Committee of the Vinci Group

Career

1979 Institut d'études politiques de Paris, 1980 graduation in Commercial Law in Paris, 1981-1984 Controller at Rank Xerox, 1984-1994 Roussel Uclaf S.A., 1994-1996 CFO of Albert Roussel Pharma GmbH, 1996-1997 Finance and IT Manager and CFO of Volkswagen France, 1997-1999 CFO and Member of the Division Management of Lafarge Specialty Products, 2000-2004 Senior Vice-President of the Lafarge Cement Division, 2004-2006 CEO of Lafarge Germany and Lafarge Czech Republic, Member of the Board of the German Cement Association, 2007-2009 President and CEO of Tarmac France and Belgium, 2009-2011 President and CEO of FRANS Bonhomme



David Davies

Independent, born 1955, appointed for a term of office ending with the 152nd AGM (2021), first elected: May 19, 2017

Current mandates

Non-Executive Director and Chairman of the Audit Committee of Uniper SE, Member of the Board of Directors and Chairman of the Audit committee of Petrofac Ltd and Member of the Advisory Committee of First Alpha Energy LLP

Career

1975-1978 Studies in economics at the University of Liverpool, 1986-1988 MBA Program at the Cass Business School in London, 1978-1981 Chartered Accountant at Touche Ross & Co., 1981-1983 Senior Auditor at Price Waterhouse SA, 1983-1988 various positions at BOC plc (Internal Auditor, Finance Manager BOC Special Gases, Financial Controller BOC Health Care - Disposable Products Division), 1988-1994 various positions at Grand Metropolitan plc (1988-1989 Commercial Director - Retail Enterprises Division, 1989-1991 Finance Director – European Restaurant Division, 1991-1994 Corporate Controller - Burger King Corporation), 1994-1997 Vice President at Walt Disney Company - The Disney Store Europe, 1997-2000 Group Finance Director at London International Group plc, 2000-2002 Group Finance Director at Morgan Crucible plc, 2002-2016 Member of the Executive Board (CFO) and Deputy Chairman of the Executive Board of OMV AG



Regina Prehofer

Independent, born 1956, appointed for a term of office ending with the 154th AGM (2023), first elected: May 13, 2011

Current mandates

Second Deputy Chairwoman of the Supervisory Board of AT&S Austria Technologie & Systemtechnik AG, Chairwoman of the Supervisory Board of Wiener Sozialdienste Förderung & Begleitung GmbH, Member of the Supervisory Boards of SPAR Holding AG and SPAR Österreichische Warenhandels-AG and 6B47 Real Estate Investors AG, Member of the Board of Karlheinz und Agnes Essl Privatstiftung, Member of the Advisory Board of the AWS Venture Capital Initiative, Member of the Conference of Presidents of the Austrian Red Cross, Member of the Shareholders' Committee of VAMED Engineering GmbH, Chairwoman of the supervisory body of the Wiener Krankenanstaltenverbund

Career

1974-1980 studies in business and law in Vienna, 1981-2010 senior positions in the Austrian banking industry, i.a. Member of the Executive Board of Bank Austria Creditanstalt AG from 2003-2008, Member of the Managing Board of BAWAG P.S.K. from 2008-2010; 2011-2015 Vice-Rector for Financial Affairs and Infrastructure at the Vienna University of Economics and Business



Christian Jourquin

Independent, born 1948, appointed for a term of officer ending with the 153rd AGM (2022), first elected: May 16, 2014

Current mandates

Member of the Royal Academy of Belgium, Honorary Chairman of the Executive Committee of SOLVAY S.A., Chairman of the Board of KNDS, Honorary Member of ING Belgium, Member of the Board of Innovation Circle, Chairman of the Board of Theravet and Graftys

Career

1966-1971 studies in Commercial Engineering in Brussels, 1992 International Senior Management Program at Harvard Business School, 1971-2012 various senior positions at SOLVAY S.A., i.a. 2006-2012 CEO and Chairman of the Executive Committee of the Board of Directors, 2008-2010 Chairman of CEFIC (European Federation of the Chemical Industry) and Chairman of ICCA (International Council of Chemical Associations), 2011-2015 Chairman of the Executive Board of EIFF (European Institute of Innovation and Technology Foundation)

Three employee representatives

Gerhard Seban

First delegated: February 3, 2006

Chairman of the Works Council at the Hennersdorf plant (Austria), Chairman of the Central Works Council of Wienerberger Österreich GmbH, the Group Works Council and the European Works Council of Wienerberger AG

Claudia Schiroky

First delegated: July 2, 2002

Chairwoman of the Works Council and the Central Works Council of Wienerberger AG, Deputy Chairwoman of the Group Works Council of Wienerberger AG

Wolfgang Wallner

First delegated: May 6, 2019

Deputy Chairman of the Group Works Council of Wienerberger AG, Foreman and Works Council Member at Pipelife Austria GmbH & Co KG

Gernot Weber

First delegated: May 16, 2014, stepped down from the Supervisory Board as of May 6, 2019

Electrician and Chairman of the Works Council at the Göllersdorf plant (Austria), Deputy Chairman of the Central Works Council of Wienerberger Österreich GmbH, Member of the Works Council of Wienerberger AG

Four committees

Audit and Risk Committees

David Davies (*Chairman*), Caroline Grégoire Sainte Marie, Oswald Schmid, Gerhard Seban*

Nomination Committee

Peter Johnson (*Chairman*), Caroline Grégoire Sainte Marie, Peter Steiner, Christian Jourquin, David Davies, Gerhard Seban*

Remuneration Committee

Peter Steiner (*Chairman*), Regina Prehofer, Myriam Meyer, Peter Johnson, Gerhard Seban*

Sustainability and Innovation Committee

Caroline Grégoire Sainte Marie (*Chairwoman*), Myriam Meyer, Christian Jourquin, Oswald Schmid, Gerhard Seban*

* Employee representative



Myriam Meyer

Independent, born 1962, appointed for a term of office ending with the 154th AGM (2023), first elected: May 22, 2015

Current mandates

Member of the Supervisory Board of KUKA AG, Member of the Supervisory Board of Lufthansa Technik AG, Member of the Board of Directors of Bedag Informatik AG, Member of the Board of Trustees of Swisscontact, Member of the Industry Advisory Board of ETH Zurich/Department of Mechanical Engineering

Career

1987 Master of Science in Mechanical Engineering from ETH Zurich, 1994 Ph.D. in Mechanical Engineering at ETH Zurich, 1994-2001 Vice-President and Member of the Management of Swiss Air Flight Operations and General Manager of SR Technics, 2002-2005 Vice-President Global Human Resources & Organization Development at F. Hofmann La Roche and Member of the Executive Committee of Roche Consumer Health, 2005-2008 CEO and Member of the Executive Committee of RUAG Group, 2009-2010 Group CEO of WIFAG-Polytype Holding, since 2011 owner and General Manager of mmtec



Oswald Schmid

Independent, born 1959, appointed for a term of office ending with the 154th AGM (2023), first elected: May 6, 2019

Current mandates

Founder and owner of Sinigual Consulting GmbH, COO of N.V. Bekaert SA

Career

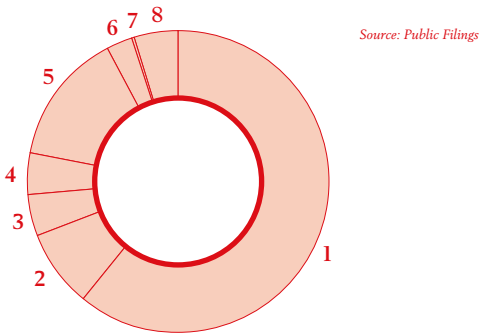
1983 Studies in Mechanical Engineering in Vienna, 1984-1990 responsible for procurement and distribution at Semperit AG Holding, 1990-1994 Head of Procurement at Continental AG, 1994-1995 Group Head of Materials Management at RHI AG (formerly Veitsch-Radex), 1995-2002 various executive positions at Continental AG, 2002-2017 various executive positions and CEO of Schindler Austria (2007-2010) and CEO of Schindler Germany (2010-2013), 2017-2018 CEO of Kalle Group

Corporate Governance

Over-view

Our Commitment to International Governance Standards

Shareholder Structure



1 Institutional Shareholders 61.1%	5 Retail 14.2%
2 FMR, LLC (Fidelity) 8.1%	6 Treasury Shares & Management 2.7%
3 Marathon Asset Management 4.6%	7 Employee Participation 0.3%
4 Teachers Insurance and Annuity Association 4.4%	8 Other 4.6%

- › 100% free float company

› No restrictions on common shares

› Experienced management team with strong track record
- › No preferred shares

› One Share – One Vote principle

› Open and transparent communication with all stakeholders

Supervisory Board

Experienced, diverse, independent

8

Shareholder Representatives

Elected by the Annual General Meeting for a fixed term

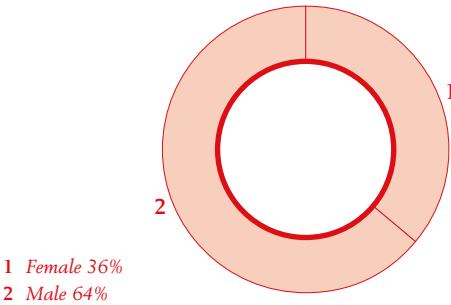
Members

3

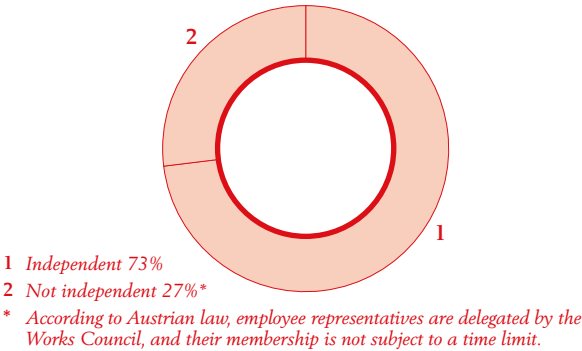
Employee Representatives

Delegated by the Works Council for an unlimited period of time

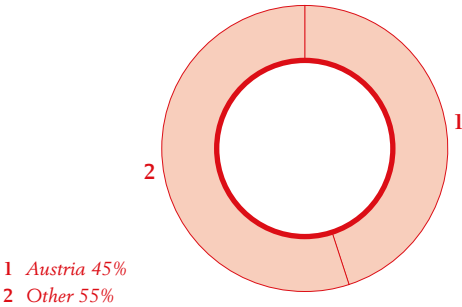
Gender Diversity on the Supervisory Board



Independence



Place of Birth



Corporate Governance

Mode of operation of the Supervisory Board

The Supervisory Board decides on issues of fundamental importance and on the strategic orientation of the company.

In particular, the Supervisory Board is responsible for:

- › The appointment of members of the Managing Board, succession management and the structure of remuneration
- › The preparation of lists of candidates for the Supervisory Board to be voted on at the Annual General Meeting
- › The formal adoption of the Annual Financial Statements and the report thereon to the Annual General Meeting
- › Resolutions on transactions requiring the approval of the Supervisory Board or its committees in accordance with the rules of procedure

Cooperation with the Managing Board

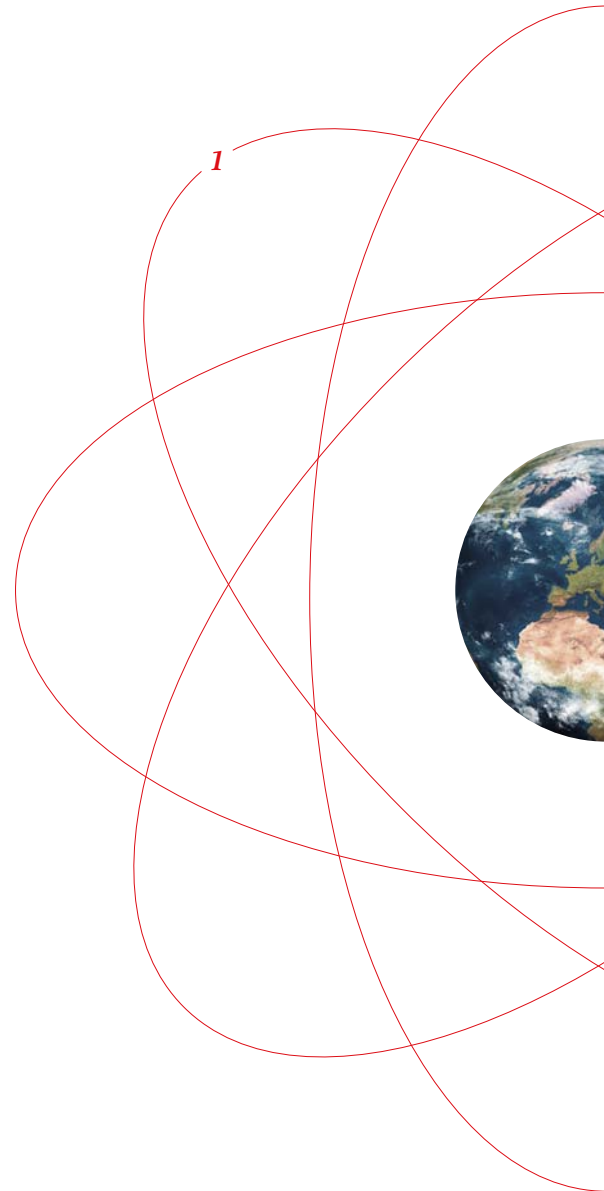
- › Close collaboration between the Supervisory Board and the Managing Board
- › Ongoing discussion on the development and strategic direction of the company
- › Efficient exercise of advisory and controlling functions by four specialized committees

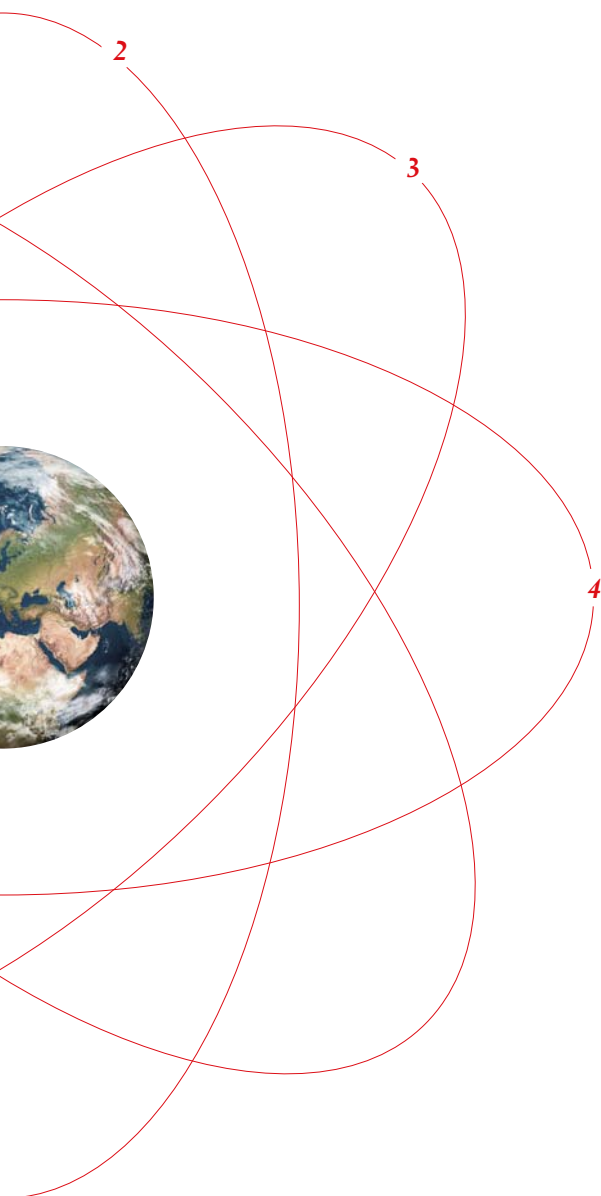
1. Audit and Risk Committee

- › 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

2. 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





3. **Nominations 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
- › Prepares decisions on appointments to the Managing Board
- › Chairman: Peter Johnson

4. **Sustainability and Innovation Committees**

- › 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: Caroline Grégoire Sainte Marie

Mode of operation of the Managing Board

- › As of December 31, 2019, the Managing Board of Wienerberger AG consisted of three members
- › Priorities:
 - CEO Heimo Scheuch – strategic and operational development of the Wienerberger Group
 - CFO Willy Van Riet ¹⁾ – financial matters
 - CPO Solveig Menard-Galli – performance enhancement and digitalization
- › Continuous information exchange as a basis for the Managing Board's work on strategic and operational matters
- › Decisions by the Managing Board require unanimity. The four-eyes principle applies when contracts are signed
- › The management of the company is based on an effective reporting system

¹⁾ Willy Van Riet left the company as of December 31, 2019. Carlo Crosetto took over his position as of March 1, 2020

Mode of Operation of the Supervisory and Managing Board

Mode of operation of the Supervisory Board

The Supervisory Board decides on issues of fundamental importance and on the strategic orientation of the company. In particular, the Supervisory Board is responsible for:

- the appointment of members of the Managing Board, succession management and the structure of remuneration;
- the preparation of lists of candidates for the Supervisory Board to be voted on at the Annual General Meeting;
- the formal adoption of the Annual Financial Statements and the report to the Annual General Meeting on the Annual Financial Statements;
- resolutions on transactions requiring the approval of the Supervisory Board or its committees in accordance with the rules of procedure.

The Managing Board and the Supervisory Board maintain intensive cooperation. Their chairpersons regularly engage in discussions on the development and strategic orientation of the company. In order to exercise its advisory and monitoring function in an efficient manner, the Supervisory Board has set up four committees, which deal with specific issues and prepare the relevant decisions to be taken by the Supervisory Board. The rules of procedure of the Supervisory Board are published on the Wienerberger website.

Audit and Risk Committee

The Audit and Risk Committee monitors the Group's system of accounting as well as the effectiveness of the systems of internal control, internal audit and risk management. An integral part of the work performed by this Committee consists in monitoring the audit process in a preparatory capacity for the Supervisory Board. This includes the annual verification of the independence of the external auditor. The Chairman of the Audit and Risk Committee, David Davies, is a renowned financial expert, given his experience as the CFO of a publicly listed company.

Personnel and Nomination Committee

The Personnel and Nomination Committee also acted as a Remuneration Committee. On May 6, 2019, the

Supervisory Board decided to dissolve the Personnel and Nomination Committee and replace it by a Nomination Committee and a Remuneration Committee.

Nomination Committee

The Nomination Committee deals with all personnel matters relating to the Supervisory Board and the Managing Board and is responsible for evaluating qualified candidates for Board functions and for succession management. Based on a requirements profile derived from a qualifications matrix and our diversity policy, the Committee submits candidates for election to the Supervisory Board as capital representatives, who are then submitted to a shareholders' vote at the Annual General Meeting. Moreover, the Committee prepares decisions on appointments to the Managing Board. Peter Johnson, Chairman of the Supervisory Board, who has many years of experience in Managing Board functions in industrial companies, chairs the Nomination Committee.

Remuneration Committee

The Remuneration Committee deals with all matters relating to the remuneration of Managing Board members and the content of their employment contracts. Moreover, it submits proposals regarding the remuneration of the Supervisory Board. In particular, the Remuneration Committee elaborates the remuneration policy applicable to the members of the Managing Board and the Supervisory Board, which is to be adopted by the Supervisory Board. Peter Steiner, Chairman of the Remuneration Committee, owes his profound knowledge of the industrial sector to many years of experience as a certified public accountant and a tax advisor.

Sustainability and Innovation Committee

The Sustainability and Innovation Committee is mandated to provide to support the top management in the development of the Group's sustainability and innovation strategy. An essential aspect of the Committee's work consists in supporting the management in identifying relevant new legislation, requirements and trends at global and European levels impacting the sustainability and innovation policies of the various business areas of the Group. Moreover, the Committee monitors the implementation of the Group's sustainability and innovation strategy. The Committee is chaired by Caroline Grégoire

Sainte Marie, whose relevant expertise derives from many years of experience gained in Board functions, including in the building materials sector.

Independence

The Austrian Corporate Governance Code requires the majority of capital representatives on a Supervisory Board to be independent. A Supervisory Board member is deemed to be independent if he or she has no relationship, either business or personal, with the company or its Managing Board that constitutes a material conflict of interest and consequently may influence his or her behavior. In accordance with these guidelines, the Supervisory Board defined six criteria, pursuant to which a member of the Supervisory Board is considered to be independent if he or she:

- has not served as a member of the Managing Board or in an Executive position of Wienerberger AG or a company of the Wienerberger Group during the past five years;
- does not maintain, or did not maintain in the past year, business relations with Wienerberger AG or a company of the Wienerberger Group to an extent of significance for the member of the Supervisory Board concerned (this also applies to business relations with companies in which the Supervisory Board member has a material economic interest);
- has not acted as an external auditor of Wienerberger AG or been a partner or an employee of the public accounting firm mandated to perform the audit during the past three years;
- is not a member of the Managing Board of another company in which a member of the Managing Board of Wienerberger AG serves on the Supervisory Board;
- has not been a member of the Supervisory Board for more than 15 years;
- is not closely related to a member of the Managing Board of Wienerberger AG or to persons holding one of the aforementioned positions.

The criteria for independence are published in full on our website. As of December 31, 2019, the Supervisory Board of Wienerberger AG consisted of eight elected capital representatives, who reconfirmed their independence in accordance with the above criteria at the begin-

ning of 2020. None of the capital representatives holds an investment of more than 10% or represents the interests of such a shareholder.

Employee representatives

The representation of the company's employees on the Supervisory Board and its committees is regulated by law as an integral part of the Austrian corporate governance system. In accordance with the Austrian Labor Relations Act, the body representing employee interests is entitled to delegate to the Supervisory Board of a joint stock corporation and its committees one member from among its ranks for every two members elected by the Annual General Meeting (capital representatives). Currently, three employee representatives are delegated to the Supervisory Board. Unlike the elected capital representatives, the members delegated by the employees serve on the Supervisory Board for an unlimited term of office.

Mode of operation of the Managing Board

As of December 31, 2019, the Managing Board of Wienerberger AG consists of three members. Heimo Scheuch, serving as CEO, is primarily responsible for the strategic and operational development of the Group, while CFO Willy Van Riet is responsible for financial matters. CPO Solveig Menard-Galli is in charge of all initiatives relating to performance enhancement and digitalization. CFO Willy Van Riet resigned from the Managing Board as of December 31, 2019. Carlo Crosetto took over from Willy Van Riet as Chief Financial Officer as of March 1, 2020.

The work of the Managing Board is premised on shared responsibility for strategic and operational issues and a continuous exchange of information. The formal framework for such exchange is provided by the Managing Board meetings, which are normally held once a week, supplemented by continuous informal communication.

Transactions requiring the approval of the Supervisory Board are first discussed and agreed upon at the Managing Board meetings and then submitted to the Supervisory Board. Decisions taken by the Managing Board require unanimity. The four-eyes principle applies when contracts are to be signed by the Managing Board. Monthly meetings are held with the management of the Business

Units to discuss current business developments and, in particular, trends in demand, prices and costs, as well as capacity utilization. Strategic issues are also discussed at these meetings, with a special focus on the development of markets, products and technologies. The measures agreed upon are implemented by the management of the Business Unit concerned.

The management of the company is based on an effective reporting system of high quality. Monthly reporting is of special importance and covers data aggregated at Group level as well as essential detailed information relating to the Business Units. Moreover, the Managing Board receives monthly reports on energy consumption and the financial situation of the Group as well as the status of projects in the process of implementation. Data relating to markets and the macroeconomic situation, as well as non-financial indicators, are also collected regularly.

Remuneration Report

The remuneration report summarizes the principles that are used to determine the remuneration for the Managing and Supervisory Boards of Wienerberger AG. The report provides details of the resulting amount and structure of the payments to these persons and discloses the number of shares held by members of the Managing and Supervisory Boards.

Managing Board Remuneration

The Remuneration Committee, in close cooperation with the Supervisory Board, is responsible for the structure of the remuneration system. The goal of the remuneration system is to align corporate goals with corporate strategy and shareholders' interests. Moreover, the members of the Managing Board are to be provided with compensation that is appropriate by national and international standards. The fixed remuneration component reflects the functions and scopes of responsibility of the Managing Board members. The variable remuneration components are designed to create an adequate incentive scheme for achieving material corporate goals and sustainable value creation. Great attention is paid to ensuring the greatest possible goal congruency between shareholders' interests and Managing Board remuneration. On this basis the short-term variable remuneration component is linked to short-term financial

targets, whereas the long-term remuneration component is primarily linked to the sustainable improvement of shareholder value.

Fixed remuneration

The fixed component of remuneration reflects the scope of responsibility of the respective Managing Board member. This results in different base salaries that correspond to the individual Board members' strategic and operating responsibilities. Following common practice in Austria, fixed remuneration is divided into fourteen installments and paid at the end of each month.

In 2019, the fixed remuneration of CEO Heimo Scheuch was € 879,705 (2018: € 841,051), that of CFO Willy Van Riet was € 569,520 (2018: € 559,903) and that of the new Managing Board member Solveig Menard-Galli € 245,385. This increase in the total remuneration of the Managing Board in comparison with 2018 is attributable to the adjustment made on the basis of Statistics Austria consumer price index and the addition of a third Managing Board member. All in all, fixed remuneration equaled approximately 40% of the Managing Board's total remuneration in 2019.

Fixed remuneration in EUR	2019	2018
Heimo Scheuch	879,705	841,051
Willy Van Riet	569,520	559,903
Solveig Menard-Galli ¹⁾	245,385	-
Total	1,694,610	1,400,953

1) The calculation refers to the period from June 1 to December 31, 2019

Variable remuneration

Variable remuneration is linked to the aim of sustainably increasing the enterprise value and since 2018 consists of a short-term and a long-term variable component. The remuneration model developed by the Supervisory Board ensures a high degree of transparency by linking the goals to clearly defined indicators of earnings and profitability. In addition, the incentive structure built into the Managing Board remuneration system is reviewed each year with regard to its suitability in promoting the sus-

tainable improvement of shareholder value. Adjustments are made if necessary.

Short-term variable remuneration

The short-term variable remuneration component is conditional on the attainment of short-term corporate financial targets. For the CEO and CFO, the achievement of these targets is measured on the basis of an organic EBITDA (EBITDA LFL) target and a target for profit

after tax (50% for each indicator). The target “efficiency enhancement measures” was set for the CPO. The targets EBITDA LFL, profit after tax and efficiency enhancement measures are defined by the Remuneration Committee at the end of the prior year and submitted to the full Supervisory Board for approval. The target “efficiency enhancement measures” (includes not only Fast Forward but also additional efficiency enhancement measures as well as the optimization of IT) was defined when the Managing Board was expanded and submitted to the full Supervisory Board for approval. The target was defined on the basis of all information available at that time. The target

achievement is determined on a linear basis within the designated range, and the overfulfillment of one target is offset against the partial fulfillment of the second target, where applicable. The maximum entitlement is limited to 100% of annual fixed remuneration and is paid out in the following period. No short-term variable remuneration is paid if the minimum target is not reached. In 2019, the entitlements to the short-term variable remuneration component came to € 1,640,625, € 879,705 thereof for Heimo Scheuch (2018: € 789,032), € 569,520 for Willy Van Riet (2018: € 525,273) and € 191,400 for Solveig Menard-Galli. These entitlements will be paid out in 2020.

Attainment of short-term variable remuneration in EUR

					Entitlement 2019		
Target	Relevance	Target value in MEUR	Amount reported in MEUR	Attainment of target	Heimo Scheuch	Willy Van Riet	Solveig Menard-Galli ¹⁾
EBITDA LFL	50%	600	587.5	86%	378,723	245,185	-
Profit after tax	50%	255	262.8	119%	525,217	340,025	-
Efficiency enhancement measures ²⁾	100%	80	75.6	78%	-	-	191,400
Total before calculation of maximum entitlement				102%	903,940	585,209	191,400
Total after calculation of maximum entitlement ³⁾				97%	879,705	569,520	191,400

1) The calculation refers to the period from June 1 to December 31, 2019 // 2) Fast Forward, optimization of IT, additional efficiency enhancement measures
// 3) The maximum entitlement of Heimo Scheuch and Willy Van Riet is capped at 100% of annual fixed remuneration

Short-term variable remuneration in EUR

	Entitlement		Payout	
	2019	2018	2019	2018
Heimo Scheuch	879,705	789,032	789,032	739,917
Willy Van Riet	569,520	525,273	525,273	549,653
Solveig Menard-Galli ¹⁾	191,400	-	-	-
Total	1,640,625	1,314,304	1,314,304	1,289,570

1) The calculation refers to the period from June 1 to December 31, 2019

Long-term variable remuneration component

The long-term variable remuneration component is designed as a long-term incentive (LTI) program. The LTI program covers the Managing Board and selected Group Executives. Its goal is to focus the actions of top Executives more intensively on shareholder value enhancement and to strengthen their identification with corporate planning and goals. With this LTI program, Wienerberger fully

meets the requirements of the Austrian Corporate Governance Code, which stipulates that remuneration systems for Managing Boards and management be geared towards the sustainable development of the company.

The LTI program is renewed each year and involves the allocation of virtual shares, so-called performance share units (PSUs). A total of 83,519 PSUs was allocated to the

Managing Board in 2019 (Heimo Scheuch: 43,250 PSUs, Willy Van Riet: 28,000 PSUs, Solveig Menard-Galli: 12,269 PSUs). The target CFROI is defined at the end of the prior year by the Remuneration Committee on the basis of all information available at that time and submitted to the full Supervisory Board for approval. A corridor with upper and lower limits is also defined. The monetary value of the PSUs is determined at year-end by multiplying the number of PSUs by the target achievement in percent and the average price of the Wienerberger share. For 2019 it was determined that the average price was the price during the last 20 trading days of the calendar year (€ 25.77).

The target achievement is calculated as the difference between the CFROI calculated on the basis of the annual results for the respective year and the defined target and is determined on a linear basis within the target corridor. There is no payout if the CFROI falls below the target corridor. If the upper limit is exceeded, the payment for the CEO and CFO is capped at 150% of fixed remuneration. The upper limit for the CPO was capped at 50% of fixed remuneration. In 2019, the Managing Board earned entitlements to the long-term variable remuneration component of € 1,883,418 (2018: € 1,159,466), € 1,068,791 of which was attributable to CEO Heimo Scheuch (2018: € 664,988), € 691,934 to Willy Van Riet (2018: € 494,478) and € 122,693 to Solveig Menard-Galli.

Remuneration entitlement LTI in 2019 in EUR	Allocated PSUs	Share price	CFROI target	CFROI in 2019	Target achievement	Entitlement
Heimo Scheuch	43,250	25.77	10%	9.9%	96%	1,068,791
Willy Van Riet	28,000	25.77	10%	9.9%	96%	691,934
Solveig Menard-Galli ¹⁾	12,269	25.77	10%	9.9%	96%	122,693
Total	83,519					1,883,418

1) The entitlement refers to the period from June 1 to December 31, 2019 and is capped at 50% of fixed remuneration

Payouts resulting from the target achievement are not made at once, but in three equal installments over a period of three years. The installment payout will be canceled if the CFROI in the respective financial year falls below the actual CFROI in the year the PSUs were granted.

In 2019, payments to the Managing Board for the long-term variable remuneration component equaled € 1,237,773 (2018: € 1,267,305), € 710,105 thereof for Heimo Scheuch (2018: € 727,142) and € 527,669 for Willy Van Riet (2018: € 540,163).

Payout LTI	Year	Entitlement ¹⁾	Payout in 2019 ²⁾	Payout in 2020 ²⁾
Heimo Scheuch	2019	1,068,791		356,264
	2018	664,988	221,663	221,663
	2017	739,917	246,639	246,639
	2016	725,409	241,803	
Willy Van Riet	2019	691,934		230,645
	2018	494,478	164,826	164,826
	2017	549,653	183,218	183,218
	2016	538,875	179,625	
Solveig Menard-Galli	2019	122,693		40,898

1) In the years from 2015 to 2017 the payment of the entitlement was capped at 100% of the annual fixed remuneration // 2) As the CFROI achieved in the year of payment exceeded the comparative figures from the two prior years, the condition precedent for the payment of installments was met in each case

Earned entitlements and payments in 2019

In 2019, the Managing Board remuneration amounted to a total of € 4,246,688 (2018: € 5,892,183), € 2,378,842 thereof for Heimo Scheuch (2018: € 3,417,985), € 1,622,462 for Willy Van Riet (2018: € 2,474,199) and € 245,385 for Solveig Menard-Galli. In

addition to the fixed remuneration, the installments of the entitlements from previous years under the short-term and long-term variable remuneration components were paid out. In 2019, entitlements under the medium-term variable remuneration components were no longer applicable.

Payout in EUR	Fixed remuneration		Short-term component		Medium-term component		Long-term component		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Heimo Scheuch	879,705	841,051	789,032	739,917	0	1,109,875	710,105	727,142	2,378,842	3,417,985
Willy Van Riet	569,520	559,903	525,273	549,653	0	824,480	527,669	540,163	1,622,462	2,474,199
Solveig Menard-Galli ¹⁾	245,385	-	-	-	-	-	-	-	245,385	-
Total	1,694,610	1,400,953	1,314,304	1,289,570	0	1,934,355	1,237,773	1,267,305	4,246,688	5,892,183

1) The entitlement refers to the period from June 1 to December 31, 2019

In 2019, the Managing Board earned entitlements for the short-term and long-term variable remuneration components totaling € 3,524,043 (2018: € 2,473,770),

€ 1,948,496 for Heimo Scheuch (2018: € 1,454,019), € 1,261,454 for Willy Van Riet (2018: € 1,019,751) and € 314,093 for Solveig Menard-Galli.

Entitlements earned in EUR	Short-term component		Long-term component ¹⁾		Total	
	2019	2018	2019	2018	2019	2018
Heimo Scheuch	879,705	789,032	1,068,791	664,988	1,948,496	1,454,019
Willy Van Riet	569,520	525,273	691,934	494,478	1,261,454	1,019,751
Solveig Menard-Galli ²⁾	191,400	-	122,693	-	314,093	-
Total	1,640,625	1,314,304	1,883,418	1,159,466	3,524,043	2,473,770

1) The above amounts are based on the earned entitlements under the assumption that the targets for delayed payment will be met // 2) The calculation refers to the period from June 1 to December 31, 2019

Other remuneration components and agreements

Pension fund agreements

The members of the Managing Board are covered by defined-contribution pension agreements that require the company to make contributions each year. Contributions to pension funds (defined-contribution commitments) on behalf of the Managing Board amounted to € 658,848 in 2019 (2018: € 610,227). Of this total, € 303,430 was attributable to Heimo Scheuch (2018: € 253,796), € 355,417 to Willy Van Riet (2018: € 356,431) and € 36,808 to Solveig Menard-Galli (for the period from June 1 to December 31, 2019). Payments of € 877,860 were made to former members of the Managing Board

and their surviving dependents during the reporting year (2018: € 861,162).

Severance compensation

The members of the Managing Board are entitled to severance compensation upon termination of employment. This compensation is calculated in accordance with the legal regulations in Austria on the basis of total compensation and the length of service with the company. In the 2019 financial year, the provision for statutory severance compensation entitlements amounted to € 318,261 (2018: € 405,673). In 2019, € 1,254,284 in severance compensation was paid out to Managing Board member Willy Van

Riet. He left the company effective on December 31, 2019.

Employee participation program

The employee participation program was launched in Austria at the end of 2018. In 2019 the employees of the Austrian Wienerberger companies were able to make investments for the first time. The investment is limited to € 9,000 per person and year.

Employees residing in Austria must have been employed at Wienerberger for at least twelve months to qualify for participation in the program. Every program participant must acquire two Wienerberger shares in order to receive one free share from the Wienerberger Employee Participation Foundation. Shares purchased by a Managing Board member, as well as the bonus shares allocated, must be held until the member leaves the Wienerberger Group.

Change of control clauses

The employment contracts with the members of the Managing Board include change of control clauses, which regulate payment obligations in the event that a Board member's appointment is terminated prematurely following a change in the control of the company. The articles of association of Wienerberger AG define a change of control as an increase in a shareholding to over 20%, which triggers a mandatory takeover offer to all other shareholders. Under these change of control clauses, the payment obligations agreed upon in the employment contracts with the members of the Managing Board are to be met until the end of the contract period as originally specified. Total entitlements are capped at three annual remuneration payments. There are no further entitlements.

Directors' and officers' liability insurance

Wienerberger has concluded directors' and officers' liability insurance with a sum insured of € 100 million for the members of the Supervisory Board, Managing Board, operational bodies and key employees. This insurance also covers any loss to the company arising from the failure of these parties to act conscientiously (without any intentional or conscious violation of their responsibilities). There is no deductible for the insured corporate bodies and employees of the Wienerberger Group.

Incidental benefits

Incidental benefits provided to members of the Managing Board include, without limitation, a secretariat, a company car as well as mobile and other communication devices. No loans were granted to members of the Managing Board.

Outside activities

The members of the Managing Board require the prior approval of the Supervisory Board in order to enter into any activities outside the scope of their work with Wienerberger. This guarantees that neither the time required, nor the related compensation could lead to a conflict with their duties for the company. All outside activities that involve seats on Supervisory Boards or comparable positions for publicly traded companies are listed from page 16 to 18 in the Consolidated Corporate Governance Report and disclosed on the Wienerberger website. No compensation is provided for positions in Group companies.

Remuneration of senior management

The remuneration of the senior management within the Wienerberger Group is designed along the lines of the incentive scheme for Managing Board members. Apart from fixed remuneration reflecting the scope of responsibility, a short-term remuneration component is regarded as an adequate incentive. Depending on the scope of responsibility of each Executive, the targets for the short-term remuneration component are determined on the basis of the Group budget or the budget of their respective areas of responsibility and supplemented by individually agreed financial or non-financial targets. The degree of target attainment can be measured for each goal and is determined on a linear basis within a corridor. The entitlement earned is paid out in the following period. In addition, selected Executives participate in the LTI program. Both the short-term and the long-term variable remuneration components are capped at agreed limits.

Supervisory Board Remuneration

The following remuneration system for the Supervisory Board was approved in 2011 by the 142nd Annual General Meeting: Each elected member of the Supervisory Board receives a fixed annual remuneration of € 15,000. The fixed remuneration for the chairperson's deputies and the chairperson equals € 22,500 and € 30,000, respectively. For membership of a committee, the annual fixed remuneration is € 7,500 for an ordinary member, € 11,250 for the chairperson's deputies and

€ 15,000 for the chairperson. The fixed remuneration is limited to one committee membership per person and is paid only once, even if a Supervisory Board member is active on several committees. Each elected member of the Supervisory Board also receives an attendance fee of € 5,000 per meeting day. The attendance fee for committee meetings not held on the same day as a Supervisory Board meeting amounts to € 2,500. The following table contains an overview of the frequency of meeting attendance by Supervisory Board members in 2019.

Attendance 2019	Supervisory Board	Committees
Peter Johnson (<i>Chairman</i>)	100%	100%
Peter Steiner (<i>1st Deputy Chairman</i>)	100%	100%
Caroline Grégoire Sainte Marie (<i>2nd Deputy Chairwoman</i>)	100%	100%
Regina Prehofer	100%	100%
David Davies	7 out of 8	100%
Christian Jourquin	100%	100%
Myriam Meyer	100%	100%
Wilhelm Rasinger ¹⁾	100%	100%
Oswald Schmid ²⁾	100%	100%
Gerhard Seban ³⁾	100%	100%
Claudia Schiroky ³⁾	7 out of 8	n/a ⁴⁾
Gernot Weber ^{1), 3)}	100%	n/a ⁴⁾
Wolfgang Wallner ^{2), 3)}	5 out of 6	n/a ⁴⁾

1) Member of the Supervisory Board up to May 6, 2019 // 2) Member of the Supervisory Board since May 6, 2019 // 3) Employee representative // 4) No committee member

The Supervisory Board remuneration is adjusted on the basis of Statistics Austria consumer price index for 2005 or a subsequent index where applicable. Increases and decreases up to and including 5% will not be taken into account, but an adjustment will be made for the full change if this corridor is exceeded. To date, two index adjustments have been made. The remuneration was increased by 5.5% in 2014 and by 5.6% in 2018. No index adjustment was made in 2019. The Supervisory Board remuneration for 2019 (payment in 2020) totaled € 690,413 (2018: € 799,567).

No compensation is paid for services outside the aforementioned Supervisory Board duties, in particular for consulting or agency services. The salaries received by the employee representatives as part of their employment contracts represent exceptions to this rule. No pension commitments were made to the members of the Supervisory Board of Wienerberger AG, nor were any loans granted to them. Business transactions with companies in which members of the Supervisory Board of Wienerberger AG are active are carried out at arm's length. Information on related party transactions is provided in the Notes to the Consolidated Financial Statements (Management Report) on page 119.

**Supervisory Board
remuneration
in EUR**

	2018				2019			
	Fixed remuneration	Work on a committee	Attendance fees	Total remuneration	Fixed remuneration	Work on a committee	Attendance fees	Total remuneration
Peter Johnson ¹⁾	24,855	16,570	63,518	104,943	23,175	11,588	57,995	92,758
Peter Steiner ²⁾	9,125	4,562	38,663	52,350	22,018	13,733	57,995	93,745
Caroline Grégoire Sainte Marie ³⁾	16,570	8,285	74,565	99,420	18,454	8,285	52,471	79,210
Regina Prehofer ⁴⁾	33,140	16,570	66,280	115,989	29,372	14,686	57,995	102,053
David Davies ⁵⁾	24,855	16,570	66,280	107,704	22,971	16,570	46,948	86,489
Christian Jourquin	16,570	8,285	74,565	99,420	16,570	8,285	52,471	77,326
Myriam Meyer	16,570	8,285	60,756	85,611	16,570	8,285	55,233	80,088
Wilhelm Rasinger ⁶⁾	16,570	12,427	71,803	100,800	5,675	4,256	16,570	26,501
Oswald Schmid ⁷⁾	-	-	-	-	10,895	5,448	35,901	52,244
Franz Josef Haslberger ⁸⁾	7,491	3,745	22,093	33,329	-	-	-	-
Total	165,745	95,300	538,522	799,567	165,699	91,135	433,579	690,413

1) Chairman since October 10, 2019 // 2) 1st Deputy Chairman since October 10, 2019 // 3) 2nd Deputy Chairwoman since October 10, 2019 // 4) Chairwoman up to October 10, 2019 // 5) Chairwoman's Deputy up to October 10, 2019 // 6) Member of the Supervisory Board up to May 6, 2019 // 7) Member of the Supervisory Board since May 6, 2019 // 8) Member of the Supervisory Board up to June 14, 2018

Shareholdings

The members of the Managing and Supervisory Boards have voluntarily agreed to disclose their holdings of Wienerberger shares. In accordance with Article 19 of Regulation (EU) No 596/2014, any purchase or sale by members of the Supervisory Board and Managing Board is reported to the Austrian Financial Market Authority. Moreover, the transactions are also disclosed via an EU-wide dissemination system as well as on the Wienerberger

Investor Relations website under Corporate Governance in the section "Shareholdings by the Managing and the Supervisory Board". In 2019, members of the Supervisory Board and the Managing Board purchased a total of 14,069 Wienerberger shares; no sales of Wienerberger shares were made. The number of Wienerberger shares held by members of the Managing and Supervisory Boards totaled 271,853 at the end of 2019.

Number of shares held		December 31, 2018	Purchase	Sale	December 31, 2019
Managing Board	Heimo Scheuch	143,680	10,663	0	154,343
	Willy Van Riet	55,000	2,663	0	57,663
	Solveig Menard-Galli	0	663	0	663
Supervisory Board	Peter Johnson	0	0	0	0
	Peter Steiner	2,100	0	0	2,100
	Caroline Grégoire Sainte Marie	400	0	0	400
	Regina Prehofer	0	0	0	0
	David Davies	2,280	0	0	2,280
	Christian Jourquin	0	0	0	0
	Myriam Meyer	1,000	0	0	1,000
	Wilhelm Rasinger	53,324	0	0	53,324
	Oswald Schmid	0	0	0	0
	Gernot Weber	0	73	0	73
	Claudia Schiroky	0	7	0	7
	Wolfgang Wallner	0	0	0	0
Total		257,784	14,069	0	271,853

External evaluation of the Consolidated Corporate Governance Report

The rules of the Code go beyond the requirements of the law and take effect upon the company's voluntary self-commitment. Once committed to the Code, the company has to explain any non-compliance with the C Rules of the Code ("Comply or Explain"). The implementation of the Code and the correctness of our public statements were evaluated by the external auditor, Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, within the framework of its review of the Consolidated Corporate Governance Report; the auditor's report on review is published on our website (www.wienerberger.com). The most recent evaluation of the Report in 2019 did not result in any negative findings regarding our public statements on compliance with the Code.

Compliance with the provisions of the Code relating to the external auditor was verified by the Audit and Risk Committee. In its report to the Supervisory Board, the Audit and Risk Committee stated that no deviations from the rules of the Code were identified in 2019.

Vienna, March 19, 2020

Managing Board of Wienerberger AG



Heimo Scheuch

Chairman of the Board of Wienerberger AG,
CEO



Carlo Crosetto

Board Member of Wienerberger AG,
CFO



Solveig Menard-Galli

Board Member of Wienerberger AG,
CPO

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Both documents are available online and can be downloaded under www.wienerberger.com.



