



Remuneration Report 2019

Wienerberger AG, 151st Annual General Meeting, May 5, 2020

New Managing Board

Supervisory Board Remuneration 2019

Managing Board Remuneration 2019

New Managing Board

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Heimo Scheuch
Chief Executive
Officer

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



Solveig Menard-Galli
Chief Performance
Officer

Solveig Menard-Galli is in charge of the performance enhancement program and digitalization strategy of the Wienerberger Group



Carlo Crosetto
Chief Financial
Officer

Carlo Crosetto is responsible for the finance agenda of the Wienerberger Group

New Managing Board

Supervisory Board Remuneration 2019

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Remuneration system

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- > The **remuneration system** for the Supervisory Board was approved in 2011 by the 142nd Annual General Meeting and stands **unchanged since then**
- > No **index adjustment** was made in 2019
- > The entitlements are **paid out in the subsequent year**

> Fixed remuneration

- > Chairman / Vice-Chairperson / Member

€ 33,140 / € 24,855 / € 16,570

> Work on committee

- > Chairperson / Member

€ 16,570 / € 8,285

> Attendance fees

- > Supervisory Board meeting / Committee meeting

€ 5,523 / € 2,762

Note:

Supervisory Board members are only entitled to attendance fees for Supervisory Board meetings actually attended.

Committee members are only entitled to attendance fees for committee meetings that are not held on the same day as a Supervisory Board meeting.

Earned Entitlements 2019

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in €	Remuneration 2018	Fixed remuneration	Work on a committee	Attendance fees	Remuneration 2019
Peter Johnson ¹⁾	104,943	23,175	11,588	57,995	92,758
Peter Steiner ²⁾	52,350	22,018	13,733	57,995	93,745
Caroline Grégoire Sainte Marie ³⁾	99,420	18,454	8,285	52,471	79,210
Regina Prehofer ⁴⁾	115,989	29,372	14,686	57,995	102,053
David Davies ⁵⁾	107,704	22,971	16,570	46,948	86,489
Christian Jourquin	99,420	16,570	8,285	52,471	77,326
Myriam Meyer	85,611	16,570	8,285	55,233	80,088
Wilhelm Rasinger ⁶⁾	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⁾	33,329	-	-	-	-
Summe	799,567	165,699	91,135	433,579	690,413

1) Chairman since October 10, 2019 // 2) Re-elected as 1st Deputy Chairman on 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

New Managing Board

Supervisory Board Remuneration 2019

Managing Board Remuneration 2019

- > The remuneration of the Managing Board consists of **three components**:
 - > Fixed remuneration component reflecting the scope of responsibility
 - > Short-term variable remuneration component
 - > Long-term Incentive Program (LTI)
- > The structure of the variable remuneration is aimed at **ensuring the greatest possible goal congruency** between **shareholders' interests** and the **incentive scheme of the Managing Board** remuneration
- > The **targets** of the variable remuneration components are **determined** by the Supervisory Board at **the end of the prior year**
- > Other remuneration components include :
 - > Defined-contribution pension agreement, employee participation program, severance compensation, change of control clauses, directors' and officers' liability insurance (D&O) and incidental benefits such as a secretariat, a company car as well as mobile and other communication devices

Variable remuneration 2019

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> Short-term variable remuneration component

- > The short-term variable remuneration component is conditional on the attainment of short-term corporate financial goals
- > The maximum entitlement is limited to 100% of annual fixed remuneration

> Long-term variable remuneration component

- > The remuneration entitlement is determined based on the target achievement in percent, the number of allocated Performance Share Units and the average share price
- > The maximum entitlement ³⁾ is limited to 150% and 50% of annual fixed remuneration

Targets	Relevance	Target value <i>in MEUR</i>	Amount reported <i>in MEUR</i>	Attainment of target
Short-term variable remuneration¹⁾				102%
EBITDA LFL	50%	600	587.5	86%
Profit after tax	50%	255	262.8	119%
Efficiency enhancement measures ²⁾	100%	80	75.6	78%
Long-term variable remuneration				96%
CFROI	100%	10%	9.9%	96%

1) Total before calculation of maximum entitlement - 102%; Total after calculation of maximum entitlement - 97% // 2) Fast Forward, optimization of IT, additional efficiency enhancement measures concerning the entitlement of von Solveig Menard-Galli // 3) The CEO and CFO entitlements are capped with 150 % of annual fixed remuneration. The CPO entitlement refers to the period from June 1 to December 31, 2019

Managing Board remuneration 2019

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- > In 2019, entitlements under the **medium-term variable** remuneration components were **no longer applicable**
- > The year-on-year entitlements increase results from **overachieving of the goals** and the **Managing Board enlargement**
- > In 2019 **fixed remuneration** equaled 22% of the Managing Board's total remuneration (payout & entitlements)

in €	Payout ¹⁾		Entitlements ¹⁾	
	2018	2019	2018	2019
Heimo Scheuch	3,417,985	2,378,842	1,454,019	1,948,496
Willy Van Riet	2,474,199	1,622,462	1,019,751	1,261,454
Solveig Menard-Galli	-	245,385	-	314,093
Gesamt	5,892,183	4,246,688	2,473,770	3,524,043

*1) Sum of fixed remuneration and entitlements to variable compensation
Note: Rounding differences may arise from automatic processing of data.*

Managing Board remuneration 2020

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- > The targets of the variable remuneration components are **determined by the Supervisory Board at the end of the prior year**
- > These **targets⁵⁾ are defined** on the basis of all information available at that time

Targets 2020	Heimo Scheuch		Carlo Crosetto ¹⁾		Solveig Menard-Galli	
	Relevance	Target <i>in MEUR</i>	Relevance	Target <i>in MEUR</i>	Relevance	Target <i>in MEUR</i>
Short-term remuneration²⁾						
EBITDA LFL	50%	625	30%	625	10%	625
Free cash flow	50%	300	30%	300	10%	300
Efficiency enhancement measures ³⁾	-	-	40%	80	80%	80
Long-term remuneration⁴⁾						
CFROI	100%	10%	100%	10%	100%	10%

1) Targets for the period March 1 to December 31, 2020 // 2) Short-term variable remuneration is capped with 100% of annual fixed remuneration // 3) Fast Forward, optimization of IT, additional efficiency enhancement measures // 4) Long-term remuneration for the Managing Board is capped as follows: CEO 150%, CFO 100% and CPO 50%. These caps takes into account the different areas of responsibility. // 5) The Remuneration Committee / Supervisory Board will review the applicable Key Performance Indicators (KPIs) on an annual basis. It may weigh them differently for each Managing Board member against the background of strategic requirements, in circumstances which are materially adverse to the business (e.g. economic crisis) and taking into account the specific responsibilities of the individual members in line with their assigned functions and allocate differently weighted KPIs to each of them.

Further development of the Managing Board remuneration system

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- > The remuneration system for the Managing Board complies **with international standards** and its effectiveness and adequacy is evaluated routinely
- > For **2020 the implementation of the incentive and remuneration system** is an area of focus for the work of the Supervisory Board
- > The Personal and Nomination Committee was replaced by a **Nomination Committee** and a **Remuneration Committee already in 2019**, which is responsible for all remuneration topics
- > Assuring an adequate incentive system of the Managing Board and top management as well as the optimal **alignment** of the **incentive structure with investors and proxy advisors** is the goal for the continuous development of the remuneration system (*see remuneration policy*)