

Remuneration Policy 2020 – 2024 for the Supervisory Board of Wienerberger AG

Introduction

This document sets forth the Remuneration Policy for the Supervisory Board of Wienerberger AG (“Wienerberger” or the “Company”) and is hereafter referred to as the “Remuneration Policy” or “Policy”. The Policy is elaborated by Wienerberger’s Supervisory Board in the context of its sole responsibility under the Austrian Stock Corporation Act (*Aktiengesetz – AktG*) for submitting a proposal to the Annual General Meeting for a resolution on the remuneration of the Supervisory Board.

It defines and summarizes the principles that apply in determining the remuneration for the Supervisory Board, the structure and the components of remuneration as well as any non-financial benefits that may be granted to Supervisory Board members. Finally, this document describes the procedures observed in drafting the Policy, and those to be observed in reviewing and amending it.

The Remuneration Policy will be submitted to a non-binding shareholders’ vote at the Company’s 151st Annual General Meeting in May 2020 according to the requirements of the Austrian Stock Corporation Act. It shall apply as of its approval and shall be valid until the 155th Annual General Meeting in 2024, unless the Supervisory Board seeks shareholder approval for a revised or amended policy at an earlier date. The Policy shall thus serve as a framework for the Supervisory Board and its Remuneration Committee in drawing up proposals for Supervisory Board remuneration.

This document will be made available to Wienerberger’s shareholders on the Company’s website (www.wienerberger.com) as of the date the 151st Annual General Meeting (in May 2020) is convened. It contains the following sections:

- I. Preparation of the Remuneration Policy
- II. Guiding Principles of the Remuneration Policy
- III. Remuneration of Supervisory Board Members
- IV. Notes to the Remuneration Policy

I. Preparation of the Remuneration Policy

As stipulated by the Austrian Stock Corporation Act, the Company’s Supervisory Board is responsible for drawing up a policy for Supervisory Board remuneration. The Supervisory Board delegated the preparatory drafting of the Remuneration Policy to its Remuneration Committee.

In drafting the Remuneration Policy, the Remuneration Committee made every effort to create a transparent and comprehensible system in line with shareholders' interests and the realization of key corporate targets. The Remuneration Committee was advised by Mercer Germany in the design of certain aspects of Supervisory Board remuneration and in the drafting of this Remuneration Policy.

The Remuneration Committee's objective was to provide the Supervisory Board with a well-founded proposal for resolution that is appropriate by all relevant national and international standards, taking into account the specific goals and measures set out by the Company in its Group Strategy and Sustainability Roadmap (as disclosed on the Company's website).

In defining this Remuneration Policy, the Supervisory Board engaged with several shareholders and proxy advisors to collect their feedback and further align the remuneration principles with market expectations and shareholders' interests.

Based upon the proposal submitted by the Remuneration Committee, the Supervisory Board approved this Remuneration Policy in its meeting of March 27, 2020.

II. Guiding Principles of the Remuneration Policy

The Supervisory Board remuneration at Wienerberger aims at ensuring that:

- Supervisory Board members remain fully independent;
- Each Supervisory Board member as well as the Supervisory Board in its entirety acts fully in accordance with the interests of Wienerberger's stakeholders;
- Wienerberger remains competitive compared to its international peers in the industry to attract Supervisory Board members of the highest repute with recognized expertise, who fully understand Wienerberger's industry and markets and add to the Board a wealth of know-how and experience;
- Supervisory Board members actively contribute to the Group's development – not only during board/committee meetings but are also available and accessible to our employees and stakeholders within the framework of an open dialogue, and
- The remuneration is in line with recognized national and international standards of good corporate governance, including the provisions of the Austrian Stock Corporation Act and the Austrian Code of Corporate Governance.

III. Remuneration of Supervisory Board Members

In implementing the guiding principles outlined under Sec. II. above, Supervisory Board remuneration is made up of the following:

- 1.) An annual base-fee for Supervisory Board work, graded by the roles of chairperson, vice-chairperson and ordinary board member; as well as
- 2.) a committee membership fee for committee membership, graded by the roles of committee chairperson, vice-chairperson (if any) and ordinary committee member.

This remuneration pattern may result in different remuneration for different Board members, reflecting each Board member's individual engagement in the Board's work.

Apart from the above remuneration components, there is no variable remuneration paid which is tied to the economic results achieved by the Company. Supervisory Board members do not receive any fringe benefits or pension arrangements and are not allowed to participate in the Companies' Employee Participation Program.

However, each member of the Supervisory Board is entitled to a refund of his/her verifiable cash expenditures in connection with their services on the Supervisory Board of Wienerberger AG in line with the provisions of the Company's Articles of Association.

This remuneration scheme outlined above only applies to Supervisory Board members elected by the Shareholders' Meeting or delegated by shareholders, and not to Supervisory Board Members delegated by the works council. Supervisory Members delegated by the works council are remunerated on the basis of individual employment agreements and are only entitled to reimbursement of their appropriate cash expenditure in accordance with Austrian legislation.

Wienerberger has concluded customary directors' and officers' (D&O) liability insurance for all members of the Supervisory Board, taking into account the Group's risk scenario from time to time prevailing. There is no deductible for the insured members of the Supervisory Board. The Company has also concluded customary legal protection insurance cover in favor of its Supervisory Board members.

IV. Terms and Termination of Supervisory Board Mandates

Unless a member was appointed for a shorter term, the term of office of every elected member of the Supervisory Board runs until the end of the Shareholders' Meeting resolving on discharge for the third business year after the election, with

the business year in which the Supervisory Board member was elected not being counted. If a person does not serve as a member of the Supervisory Board for a full business year, the remuneration shall be paid on a proportional basis for the respective financial year.

V. Notes to the Remuneration Policy

V.1. Review and Amendment of Remuneration Policy

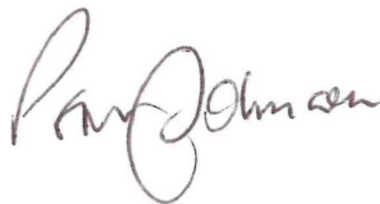
The Supervisory Board's Remuneration Committee reviews this Remuneration Policy on an annual basis, taking into account – *inter alia* - (personnel) changes in the corporate environment, the Company's overall economic standing and strategy as well as changes and trends in applicable global and national corporate governance standards. In addition, the allocation of the remuneration is reviewed each year by the Company's annual auditor (currently Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna).

Following such review, the Remuneration Committee may recommend to the Supervisory Board an amendment of the Remuneration Policy. If approved by the Supervisory Board, any amended Remuneration Policy will be submitted to the Company's shareholders for a non-binding resolution at the Annual General Meeting immediately following such approval.

V.2. Minor Amendments

The Supervisory Board may make minor changes to the Remuneration Policy for regulatory, exchange control, tax or administrative purposes or to take account of a change in legislation without seeking shareholder approval for that amendment. Each such amendment (if any) shall be resolved upon by the Supervisory Board following a respective recommendation by the Board's Remuneration Committee in order to become legally effective.

Vienna, March 27, 2020



Peter JOHNSON
Chairman of the Supervisory Board
Wienerberger AG

Disclaimer

This is a working translation from the German language provided for purposes of convenience only. In case of any inconsistency, the German version shall prevail.