



wienerberger

CORPORATE GOVERNANCE REPORT

2021

Corporate Governance Report

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Report of the Supervisory Board

Dear Shareholders,

It is with great appreciation for what has been accomplished that I look back on an extraordinary, challenging but nevertheless very successful year 2021.

The second year of the worldwide Covid-19 pandemic was at the same time the most successful year in the Wienerberger Group's history of more than 200 years. In 2021, the management of Wienerberger AG again demonstrated its ability to react swiftly to volatile situations, made the right decisions, and communicated regularly with financial market participants. Thanks to the successful transformation of our product portfolio in recent years and our presence in diversified end markets, the company proved to be highly resilient in these uncertain times, as reflected in the excellent results of the 2021 business year.

In 2021, owing to the pandemic, most of the meetings of the Supervisory Board and its committees were held virtually, i.e. in the form of videoconferences. The topics discussed included, in particular, the fast-changing economic environment and the reactions required on the part of Wienerberger, as well as the strategic orientation of the Group. The objective was to optimally position Wienerberger and to ensure that the company can benefit from opportunities that may arise in the future. In this context, the health and safety of our employees was always the highest priority on our agenda. In the course of the Covid-19 pandemic, various

measures above and beyond the legal requirements were introduced to protect our employees. The company demonstrated its commitment to ensuring a safe and healthy working environment through continuous improvements and thorough analyses of accidents in each individual case.

The year 2021 also brought some organizational changes concerning both the Managing Board and the Supervisory Board. After a thorough selection procedure, Gerhard Hanke took over the position of Chief Financial Officer (CFO) from Carlo Crosetto as of March 1, 2021.

Having previously served as Senior Independent Director and Chairman of the Nomination Committee and the Remuneration Committee, I was very honored to have been additionally appointed Chairman of the Supervisory Board as of January 1, 2021, and to witness the outstanding performance of the company from the front row, so to speak. Myriam Meyer was appointed Deputy Chair of the Supervisory Board and as such is in constant exchange with me. After the early resignation of Christian Jourquin, Member of the Supervisory Board for many years, whom I wish to thank most cordially for his valuable contributions, Kati ter Horst joined the Supervisory Board as of May 2021.



Evaluation of the Supervisory Board

In November 2021, the Supervisory Board performed a self-evaluation of its work, in the course of which the Supervisory Board members answered numerous questions regarding the composition, organization, way of working, and chairmanship of the Supervisory Board. The answers to these questions were evaluated and discussed in detail at the Supervisory Board meeting in December 2021. The self-evaluation followed up on the external assessment of the Supervisory Board's work performed in October 2020.

Results of the evaluation

Positive findings:

The members of the Supervisory Board agreed that the working atmosphere and the chairmanship of the Supervisory Board and its committees are conducive to an open exchange of opinions and the efficient fulfillment of their duties. This also holds for the interaction between the Supervisory Board and the Managing Board, which is described as constructive, balanced, and mutually appreciative. The work done by the committees is perceived as a valuable contribution to the activities of the Supervisory Board. In the members' opinion, the skills and qualifications required for the performance of all its tasks are well represented on the Supervisory Board in its current composition. Moreover, the members are in agreement as regards the qualifications and expertise as well as the diversity criteria to be met by future candidates for the Supervisory Board.

Areas with room for further improvement:

The members of the Supervisory Board agree that succession planning, both for themselves and the Managing Board, remains a topic of high priority. Presentations delivered during meetings could be shortened. More of the Supervisory Board's discussion time could be devoted to the work done by the committees.

Overall, the self-evaluation led to the conclusion that the entire Supervisory Board is working very efficiently under my chairmanship.

Evaluation of mandates of the Supervisory Board members

The Nomination Committee conducted an evaluation of my mandates as well as those of my colleagues and reached the following conclusions:

As part of the Nomination Committee's annual review of the external mandates of Supervisory Board members,

(and recognizing the views expressed by some shareholders in this area), the Committee reviewed closely the external mandates of Chair Peter Steiner, who serves as chair of Zeal Network SE and as non-executive director and chair of the audit committee of Clariant AG.

The Committee's review, without the presence of Mr. Steiner, noted that since Mr. Steiner's appointment to the Supervisory Board at the 2018 AGM, he has not missed any Supervisory Board or Committee meetings. The Committee also noted Mr. Steiner's positive contribution to the Supervisory Board since his appointment as Chair, and his commitment to Wienerberger has remained unchanged despite the increase in the Supervisory Board's workload as a result of the COVID-19 pandemic. The Committee finally noted that Mr. Steiner does not have any full-time commitment.

Following discussion with Mr. Steiner, who has reassured the Committee of his commitment to Wienerberger, the Committee is satisfied that he will continue to effectively carry out his duties as Chair of Wienerberger as has been the case since his appointment and his two other mandates do not adversely impact on his role as Chair. Furthermore, Mr. Steiner's availability and proactive outreach to Wienerberger's shareholders clearly confirms that he can fulfill the Chair role without any hinderance.

The Nomination Committee remains satisfied of the time commitment of all other Supervisory Board members and will continue to monitor closely any new appointments taken by current members to ensure that they continue to be able to effectively fulfil their duties at Wienerberger.

Priority areas of work of the Supervisory Board in 2021

For a 100% free float company, it is crucial to keep investors informed of the Group's activities. We therefore expect our financial reporting to meet the highest national and international standards. The Supervisory Board took great care in fulfilling its obligations during the financial year in accordance with the relevant legal provisions, the Articles of Association and the Rules of Procedure.

In 2021, the Supervisory Board held ten meetings, including two extraordinary ones. In the course of these meetings, 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 on its personnel situation and its acquisition and investment projects. In addition, the committee chairpersons and the Chairman met regularly with the Managing Board, mostly virtually but also in person, to discuss the Group's strategy, its business development and its approach to risk management, giving due consideration to the growing importance of sustainability aspects. Certain subjects were dealt with in greater detail by the committees and reported to the full Supervisory Board. In 2021, the overall rate of attendance by the capital representatives at Supervisory Board meetings was very high. For a detailed overview of meeting attendance by the members of the Supervisory Board, please refer to page 181.

The discussions of the Supervisory Board on the following topics led to results of crucial importance:

- › Review and approval of the 2020 annual financial statements presented by the Managing Board
- › Preparation of the virtual Annual General Meeting and the Capital Markets Day
- › Resolution on the 2020 Remuneration Report
- › Examination of strategic acquisitions aimed at generating sustainable and value-accretive growth and expanding the Group's industrial portfolio, such as Struxura, FloPlast, and Cork Plastics
- › Assessment of candidates for election to the Supervisory Board
- › Resolution on the appointment of Gerhard Hanke as the CFO of the company
- › Resolution on the prolongation of the mandate of Solveig Menard-Galli (COO WBS) for another three years
- › Approval of the sale of 2.5 million treasury shares of the company
- › Examination, discussion, and approval of the budget for 2022 and, on that basis, determination of the targets for the variable remuneration components of the Managing Board
- › Discussion of progress made toward attaining the targets of the Sustainability Program 2023
- › Resolution on a succession planning and recruiting policy, a diversity policy, and a shareholding policy for the Supervisory Board

Report of the Audit and Risk Committee

The committee met five times in 2021. Representatives of the external auditor were present at all committee meetings. At its meetings on February 22 and March 25, 2021, the Audit and Risk Committee discussed the Consolidated and Separate Financial Statements of Wienerberger AG, the Management Report, the Group Management Report, the Corporate Governance Report, the report on the functioning of the risk management system, and the report on the Group's non-financial performance in the business year 2020, as well as the Managing Board's proposal for profit distribution. After thorough examination, the Audit Committee unanimously recommended the approval and adoption of these reports by the Supervisory Board. In the interest of timely communication with the capital market, the preliminary results for the financial year 2020 were published in the form of a short report on February 24, 2021. The full annual report was published on March 29, 2021.

Other focal points of the Audit and Risk Committee's work included:

- › Verification of the statement submitted by the external auditor regarding its legal relations with the Wienerberger Group and the members of the Group's Boards for the year 2021
- › Evaluation of the quality of the external auditor's performance
- › Verification and confirmation of compliance with rules 77–83 of the Austrian Code of Corporate Governance
- › Approval of the internal audit plan for 2022; analysis of the reports on the audits performed in accordance with the internal audit plan and discussion of measures to be taken
- › Discussion of the reorganized group-wide risk management system as well as the implementation of a new risk management policy and a whistleblowing tool.

David Davies (*financial expert*),
Chairman of the Audit and Risk Committee



Report of the Nomination Committee

The Nomination Committee held three meetings in 2021, including one joint meeting with the Remuneration Committee, and dealt with the following priority topics:

- › Nomination procedure preceding the appointment of the new Chief Financial Officer (CFO) of the Wienerberger Group and subsequent continuous evaluation of the CFO's performance
- › Review of the performance of the Managing Board members, also with a view to forthcoming extension of mandates, and feedback to the full Supervisory Board
- › Succession planning and the continuous search for and evaluation of potential candidates for the Supervisory Board, supported by an internationally renowned consultant, taking into consideration future strategic requirements and the diversity criteria established by the Supervisory Board as well as the skills matrix
- › Submission of proposals for suitable candidates to the full Supervisory Board
- › Adaptation of the skills matrix and elaboration of the diversity policy and the succession and recruiting policy for the Supervisory Board
- › Reorientation of the organizational structure of the Group against the background of its fast growth in recent years

Peter Steiner,

Chairman of the Nomination Committee

Report of the Remuneration Committee

The Remuneration Committee held three meetings in 2021, including one joint meeting with the Nomination Committee, and dealt with the following priority topics:

- › Elaboration of the 2020 Remuneration Report and submission of the report to the full Supervisory Board for adoption
- › Elaboration and negotiation of arrangements with Carlo Crosetto, former CFO, following the early termination of his mandate as of the end of February 2021
- › Confirmation of attainment of the targets for the variable short-term and long-term remuneration components of the Managing Board members for 2021
- › Determination of the targets for the variable remuneration components for the members of the Managing Board for 2022
- › Discussion of the increase of the fixed annual salary of the Managing Board members on the basis of the performance review performed by the Nomination Committee, and submission of the proposal to the full Supervisory Board for resolution
- › Elaboration of a shareholding policy for the Supervisory Board

Peter Steiner,

Chairman of the Remuneration Committee

Report of the Sustainability and Innovation Committee

The Sustainability and Innovation Committee met three times in 2021 and dealt with the following priority topics:

- › Updates on the Wienerberger sustainability strategy, innovation, and circular economy
- › Discussion of the Biodiversity Action Plan, which was launched in 2021 and is to be implemented at all Wienerberger sites by 2023
- › Progress report on the implementation of the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD)¹⁾. For more information see page 41 of the Sustainability Report.
- › Progress report on Wienerberger's decarbonization strategy and related research projects and risk analyses
- › Update on the group-wide Health & Safety Strategy
- › Discussion of important HR topics, such as diversity and succession management for managerial positions
- › Presentation of the group-wide Code of Conduct and the whistleblower tool implemented in the fall of 2021

Myriam Meyer, Chairwoman of the Sustainability and Innovation Committee

Changes to the Managing Board

Effective March 1, 2021, Gerhard Hanke was appointed Chief Financial Officer of Wienerberger AG as the successor to Carlo Crosetto, who left the company upon his own request as of February 28, 2021. In his new function as Chief Financial Officer (CFO), Gerhard Hanke is responsible not only for the financial matters of the Group, but also for procurement, IT and digitalization, and performance management.

The decision to nominate Gerhard Hanke for this position was made on the basis of a uniform set of criteria, which serves as a basis for the assessment of internal and external candidates. For details, please refer to the section "Diversity Concept" starting on page 178.

Composition of the Supervisory Board

On January 1, 2021, I took over the chair of the Supervisory Board from Peter Johnson, whom I would like to thank for his excellent chairmanship and his invaluable work in 2020. Since January 1, 2021, I have been supported by Myriam Meyer as my deputy.

After the early departure of Christian Jourquin, Member of the Supervisory Board for many years, Kati ter Horst was elected as a new member of the Supervisory Board at the 152nd Annual General Meeting in May 2021. On behalf of my colleagues, I would like to thank Christian Jourquin, who had served on the Supervisory Board since 2014, for his extraordinary commitment and his valuable contribution to the success of the Wienerberger Group. At the same time, I am pleased to welcome Kati ter Horst as a new colleague, an internationally experienced manager with broad industry know-how, especially regarding ESG-related topics.

1) In June 2017, the Task Force on Climate-related Financial Disclosures (TCFD) issued recommendations for the voluntary and consistent disclosure of climate-related financial information.



Also at the 152nd Annual General Meeting in May 2021, Peter Johnson and David Davies were reelected to the Supervisory Board of the company.

At its meeting on May 4, 2021, pursuant to section 270 (1) of the Austrian Company Code, the Supervisory Board appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, elected at the Annual General Meeting, as external auditor for the financial year 2021.

Prior to the first Supervisory Board meeting in February 2021, the members of the Supervisory Board reiterated their declarations of independence in accordance with the Austrian Code of Corporate Governance. In line with the provisions of the code, Peter Johnson is no longer deemed “independent” since May 13, 2020, due to his tenure on the Supervisory Board of over 15 years.

2021 Financial Statements and Consolidated Financial Statements

The 2021 Financial Statements and the Management Report of Wienerberger AG as well as the Consolidated Financial Statements for 2021 and the Group Management Report prepared in accordance with IFRS rules were audited for the fifth consecutive year by Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, and received 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 auditor were discussed in detail with the external auditor by the Audit and Risk Committee and submitted to the Supervisory Board. The Supervisory Board examined the documents pursuant to section 96 (4) of the Austrian Stock Corporation Act and endorsed the result of the audit. Having analyzed the financial position of the company, the Supervisory Board agreed to 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 in 2021. The company’s extremely strong performance in the second year of the Covid-19 crisis and the strategic milestones reached in 2021 confirm the success of our growth course and testify to Wienerberger’s resilience gained through its successful transformation in recent years. 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. The 2021 business year demonstrated our ability to react swiftly to changing circumstances, cope with new challenges, and grow in a time of crisis. I am therefore confident that the Wienerberger Group is well positioned for the future with its clear medium-term strategy and will continue on its successful course in 2022. With this in mind, I would like to thank you, our valued shareholders, for accompanying us on this path.

Vienna, March 25, 2022

Peter Steiner,
Chairman of the Supervisory Board

Corporate Governance at Wienerberger

Commitment to the Code of Corporate Governance

As a listed company with international operations, Wienerberger is committed to strict principles of good corporate governance, a maximum level of transparency, and the continuous further development of an efficient system of corporate control. We regard a responsible, long-term approach to the management of the Wienerberger Group as an essential prerequisite for the achievement of our corporate targets, which are all set in accordance with our ESG strategy. This understanding of our role as a company is based on Austrian law, the Austrian Code of Corporate Governance, 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 Code of Corporate Governance in their entirety (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 and the 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 2021, Wienerberger fully complied with the rules of the Austrian Code of Corporate Governance including its R Rules, i.e. those rules which do not require public disclosure of deviations from the recommendations.

Compliance

In order to prevent insider trading and the unlawful disclosure of inside information, the company has a compliance policy in place that implements the provisions of European and Austrian law on insider trading and market abuse. A compliance officer, supported by a deputy, has been appointed to monitor compliance.

Wienerberger AG introduced a large number of internal policies, which apply across the Group and are designed to ensure compliance with relevant legal provisions. Among others, there are policies on competition law, the fight against corruption, data privacy, and lobbying. Compliance with these policies is verified at regular intervals. Moreover, compliance training programs are being organized throughout the Group.

In October 2021, a group-wide Code of Conduct was implemented, which constitutes a binding guideline for all employees, suppliers, and representatives of joint ventures in which Wienerberger has a stake of at least 50%. At the same time, a whistleblowing service was installed through which any illegal, unethical, or inappropriate conduct can be reported anonymously. Each report is verified by a Whistleblowing Committee which, depending on the circumstances of the case, imposes sanctions or initiates corrective measures. Among other provisions, the Code of Conduct stresses in particular the prohibition of corruption and bribery and explains how to deal with inside information. For detailed information, please refer to the section "ESG: Governance & Management Approach" starting on page 38. The document can also be downloaded on our website under Investors – Download Center.



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 as well as internal policies and processes. These activities are based on an internal audit plan approved by the Managing Board and 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; the implementation of the respective measures is subject to regular reviews (see Management Report, page 231).

The external auditor reviews the risk management process once a year, confirms its effectiveness, and reports thereon to the Managing Board. No material deficiencies were found in the internal auditing and accounting processes. The management letter drawn up by the external auditor and the auditor's report on the effectiveness of the Group's risk management were submitted to the Chairman of the Supervisory Board and discussed in detail by the Supervisory Board.

Data privacy and cybersecurity

Wienerberger's security concept is based on four pillars – prevention, protection, detection, and response.

We strive to prevent security incidents by properly training our employees, simulating phishing and cyber-attacks, assessing our office locations and plants, testing the security of our information systems, defining our risk posture, and continually assessing and reducing our cyber related risk.

We protect our systems by defining and enforcing policies and standards, keeping our infrastructure up to date, deploying state of the art technical protection measures, and providing adequate metrics to ensure the effectiveness of our security controls. Together with external specialists, we have successfully implemented a quality standard for data protection across the Group that is regularly reviewed and optimized. Our data protection measures include the business units, national organizations, and partner companies that process data on our behalf.

We use best-in-class technology ranging from artificial intelligence to highly specialized external cyber security analysts in our cyber defense center to detect irregularities in our systems and data and provide effective processes to promptly react.

We have implemented best practices in business continuity management, enabling us to respond to evolving situations and stay operational in case of disruptive events. This includes adequate backup strategies, disaster exercises, and a proper organizational setup for unforeseen situations.

All of this is overseen and managed at the Group level by our Head of Information Security (reporting to the Chief Information and Digital Officer) together with a Privacy and Security Expert and two Security Analysts. In addition, we have four regional IT Security Coordinators and national Information Security Managers. For more detailed information, please refer to the section "ESG: Governance & Management Approach" starting on page 38.

Employee satisfaction

Every other year, we conduct an employee satisfaction survey. The most recent survey was performed in March 2021 and yielded highly satisfactory results. The participation rate, the engagement, and the enablement of our employees improved significantly compared to previous years.

- › Participation rate up from 66% to 80%
- › Employee engagement increased by 3%
- › Employee enablement increased by 2%

The feedback from our employees provides the basis for specific plans of action to be implemented in the following months and years. For detailed information, please refer to the section “Employees & Social Impact” starting on page 109.

Health and safety

As an industrial manufacturer, we regard the health and safety of our employees as our top priority. At the beginning of 2021, we elaborated a group-wide health and safety policy, which represents a clear commitment on our part to doing our utmost in order to protect our employees from potential health and safety risks. Throughout the Group, management systems as well as health and safety programs have been implemented by each of our business units.

Our goal is to reduce the annual number of accidents across the Group to zero. We are consistently pursuing this goal through structural, technical, and organizational measures and by implementing group-wide safety standards as well as individual safety programs for our business units. Moreover, we have introduced training programs and incentive systems to promote a strong safety culture. We are additionally putting a special focus on the mental health of our employees. For detailed information, please refer to the section “Employees & Social Impact” starting on page 109.

Disclosures required pursuant to section 243 of the Austrian Company Code

The disclosures required pursuant to section 243 of the Austrian Company Code can be found in the following sections: Information on the composition of Wienerberger’s capital, types of shares, restrictions and rights, as well as the authorization of the Managing Board to issue or buy back shares is contained in the Management Report in the section “Wienerberger Share and Shareholders” from page 226 and in the Consolidated Financial Statements under Note 28 (“Group Equity”) starting on page 278. Furthermore, the section “Wienerberger Share and Shareholders” contains information on direct and indirect investments in Wienerberger’s share capital. The principles and structure of the Company’s remuneration policy, a table indicating the amounts of remuneration due to the individual members of the Managing Board and the Supervisory Board, and an overview of Wienerberger shares held by Board members are contained in the Remuneration Report and can be downloaded on our website and under Investors – Corporate Governance. Updates on the purchase and sale of Wienerberger shares by members of the Managing Board and the Supervisory Board are disclosed on the Investor Relations website in the section “Shareholdings by members of the Managing Board and the Supervisory Board” of the “Corporate Governance” section. Change of control clauses are included in the employment contracts of the members of the Managing Board and in the terms and conditions of corporate bonds 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 313.

External audit

The 152nd Annual General Meeting appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Vienna, to audit the 2021 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. In 2021, consultancy fees for non-audit services charged by Deloitte excluding fees for auditing the financial statements amounted to € 297 thousand (2020: € 1,036 thousand). The fee for the audit of the financial statements of the Wienerberger Group and related services amounted to € 2,317 thousand (2020: € 2,320 thousand). To ensure the independence of the external auditor, we comply with the respective provisions of the Austrian Code of Corporate Governance (L Rule 78). Pursuant to this rule, lead auditors are not allowed to hold a Board function or an executive position in the company within two years of having signed the audit opinion on that company.

Shareholders

As of December 31, 2021, Wienerberger AG had 115,187,982 shares 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 in the Management Report on page 228.

Diversity Concept

Success through diversity

We are convinced that diversity in teams results in higher performance and therefore contributes to a company's economic success. This has been confirmed by several studies. Being aware of the great diversity of talents in our society, Wienerberger is making every effort to identify, address, and tap into this talent pool. We believe that our sustainable economic success is based on the skills and dedication of our employees as well as on our corporate culture. We therefore want to bring together people with diverse talents, personality features, gender identities, career histories, and cultural backgrounds. 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.

We have set ourselves targets in the areas of "Environment," "Social," and "Governance" (ESG) to be achieved by 2023. For details, please refer to page 15. Regarding social targets, we focus primarily on two pillars:

- Diversity: >15% women in senior management positions (2021: 15%) and a further increase in the percentage of female employees to >30% (2021: 32.6%)
- Initial and further training: +10% more training hours per employee (2021: +23.2%).

Our principles

The principles of Wienerberger's human resources policy provide the basis for the achievement of our targets for diversity and initial and further training. They can be summarized as follows:

- To ensure that all employees have the same rights and opportunities, regardless of age, gender, culture, religion, origin, or other diversity features
- To ensure the integration of minorities
- To facilitate the integration of people with disabilities
- To promote equal opportunities by not allowing any gender-specific pay gap
- To establish apprenticeship programs to support the young generation
- To expand the range of initial and further training programs

Based on these principles, we take a firm stance against any form of discrimination. Since 2009, we have collected data on diversity and equal opportunities within the framework of our sustainability reports. Discrimination is a matter we take very seriously. If necessary, corrective measures are taken to counteract any such manifestation as quickly as possible. The Code of Conduct implemented in October 2021 also covers issues such as fairness, diversity, and inclusion. It provides a possibility for employees to report any illegal, unethical, or inappropriate conduct anonymously via an external whistleblowing service. For detailed information, please refer to the section "ESG: Governance & Management Approach" on page 38 and on our website under Investors – Download Center.



Local employment and internationality within the company

The values of our corporate culture include integrity and respect. As an international group of companies with a decentralized structure, Wienerberger respects local cultures. Additionally, internal talents and potential future executives are being developed as successors for certain key positions through targeted training and further training measures, e.g. within the framework of group-wide talent management initiatives such as Ready4Excellence (since 2012), Ready4Expertise (since 2020), or the Plant Manager Program (based on a new structure since 2016). These programs are intended to promote local employment and at the same time foster international mobility.

Within the framework of our new talent management and succession planning process, we design individual development plans for both women and men identified as high-potential employees and candidates for succession. Job rotation schemes between different functional areas and country organizations are an important component of employee development. They enable our employees to gain new insights and a deeper understanding of various business areas and strengthen the international character of the company.

These statistics from 2021 serve as a good example for our policies in practice:

- › People from 31 countries were employed at the Wienerberger headquarters in Vienna.
- › Our senior management consisted of 29 nationalities across the Group, with 76% international executives and 15% women.

Measures for the advancement of women

The next generation of our executives and the composition of our teams will be even more diverse. While we aim to maintain the degree of internationality of our management teams, we regard gender diversity as very important and are making every effort to increase the percentage of women in middle and senior management positions. To this end, we implement the following measures targeted at both internal and external female candidates:

External:

- › We ensure that diversity is part of our employer branding, especially when recruiting in schools and universities.
- › When recruiting staff externally for administrative positions (e.g. in finance, HR, legal) and certain commercial functions such as marketing, communication, and customer service, the list of candidates is to include at least 50% women in order to reflect the potential pool of applicants.

Internal:

- › By continuously nominating female employees for internal training and development programs, we ensure that high-potential women candidates are guided toward senior management positions.
- › We offer attractive working time models (including part-time) and remote working options that suit the needs of our employees, both women and men.
- › We introduce and support mentoring and networking programs for women (from within and outside the company).
- › We facilitate access to child-care facilities or day-care institutions.

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. However, we are making every effort to promote the career development of women and provide initial and further training for them, thus enabling them to apply for any vacant position at Wienerberger.

Supervisory Board

The international orientation and balanced composition of the Supervisory Board are essential prerequisites for the further development and 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 all times. 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 comparison of different candidates for election to the Supervisory Board, the Nomination Committee defines a multi-faceted requirements profile. Apart from the general requirements of professional competencies and experience, a proven track record in the management of international companies, ESG experience, 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 know-how is taken into account in accordance with the current priorities of the Group's strategy. When a position falls vacant, an initial 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 skills 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. The skills matrix was updated in 2021. The matrix also 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 and strengthened 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.

These principles were laid down in the Diversity Policy adopted by the Supervisory Board in December 2021 and which is to serve as a basis for succession management. The implementation of the policy is being monitored by the Nomination Committee.

As of December 31, 2021, five nationalities were represented among the seven capital representatives and the three employee representatives. The mandatory 30% quota for women on supervisory boards, which was introduced in 2018, has been fulfilled by Wienerberger since 2015. Following the election of Kater Horst by the 152nd Annual General Meeting, the percentage of women on the Supervisory Board increased to currently 40%*.

* Including employee representatives



Attendance 2021	Supervisory Board	Audit and Risk Committee	Nomination Committee	Remuneration Committee	Sustainability and Innovation Committee
Capital representatives					
Peter Steiner ¹⁾	10/10	-	3/3	3/3	-
Myriam Meyer ²⁾	9/10	-	3/3	-	3/3
Kati ter Horst ³⁾	8/8	-	-	-	1/1
Peter Johnson	10/10	-	3/3	3/3	-
David Davies ⁴⁾	10/10	5/5	3/3	-	-
Regina Prehofer	10/10	5/5	-	3/3	-
Oswald Schmid	10/10	5/5	-	-	3/3
Christian Jourquin ⁵⁾	2/2		0/1		1/1
Employee representatives					
Gerhard Seban	10/10	5/5	3/3	3/3	3/3
Claudia Schiroky	9/10	-	-	-	-
Wolfgang Wallner	6/10	-	-	-	-

1) Chairman of the Supervisory Board, the Nomination Committee, and the Remuneration Committee

2) Deputy Chairwoman of the Supervisory Board, Chairwoman of the Sustainability and Innovation Committee

3) Member of the Supervisory Board and the Sustainability and Innovation Committee since May 4, 2021

4) Chairman of the Audit and Risk Committee

5) Until March 31, 2021

Managing Board

In an international group of companies like Wienerberger, the members of the top executive body must have not only outstanding professional qualifications but also international leadership experience.

As of December 31, 2021, the Managing Board of Wienerberger AG consisted of four members (percentage of women: 25%), who look back on international professional careers of different lengths and are distinguished by mutually complementary professional expertise and a profound knowledge of the industry. In the event of a new appointment, the search for suitable candidates is to be guided by this diverse skills profile.

Gerhard Hanke succeeded Carlo Crosetto and has held the position of the Group's Chief Financial Officer (CFO) since March 1, 2021. He is responsible for all financial matters of the Group as well as procurement, IT and

digitalization, and performance management. Gerhard Hanke looks back on 20 years of experience within the Wienerberger Group, most recently as COO of the East/Central Region of the Wienerberger Building Solutions Business Unit. As an experienced expert with excellent industry and finance know-how, he successfully implemented numerous strategic growth projects and M&A transactions. He also has a strong track record in setting up high-performing financial organizations.

In the interest of long-term succession planning at all levels, the Supervisory Board and the Managing Board are making a continuous effort to identify and promote high-potential candidates, if possible from within the Wienerberger Group. Nomination decisions are made on the basis of a uniform catalogue of criteria, which is in line with Wienerberger's strategic orientation and used for the assessment of both internal and external candidates.



OVERVIEW

CORPORATE GOVERNANCE

OUR COMMITMENT TO INTERNATIONAL GOVERNANCE STANDARDS

The Supervisory Board and the Managing Board engage in open and transparent communication with all stakeholders. In order to effectively exercise its advisory and supervisory function, the Supervisory Board has installed committees dealing with the following areas: audit and risk, remuneration, nomination, and sustainability and innovation:

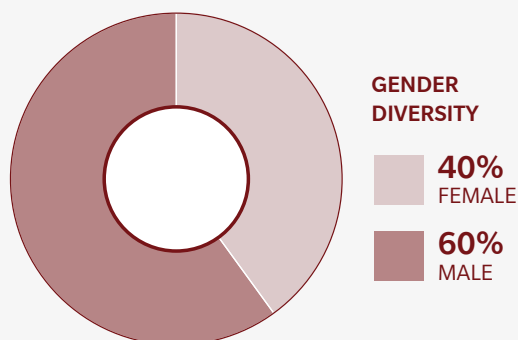
SUPERVISORY BOARD

EXPERIENCED, DIVERSE, INDEPENDENT

7 BOARD MEMBERS 3

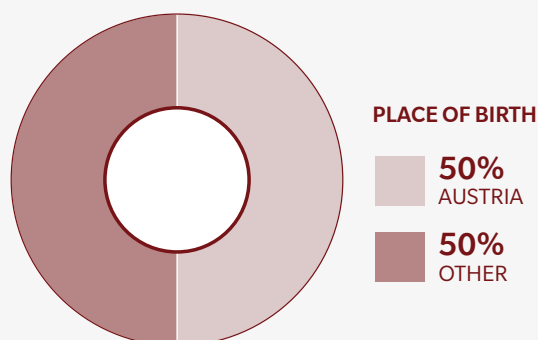
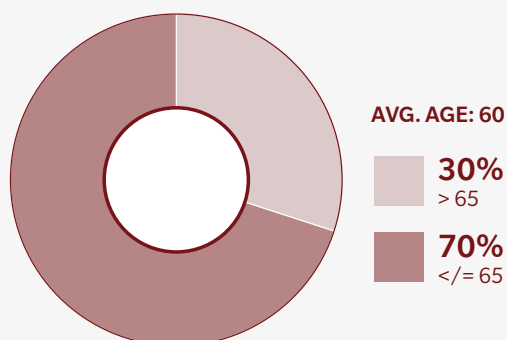
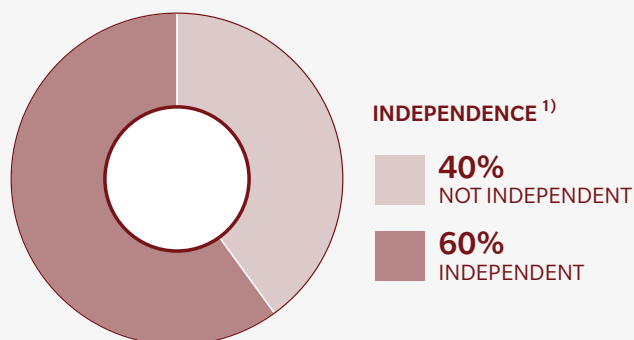
SHAREHOLDER REPRESENTATIVES

Elected by the Annual General Meeting
for a fixed term



EMPLOYEE REPRESENTATIVES

Delegated by the Works Council for an unlimited
period of time (mandatory in Austria)



1) 6/7 of the shareholder representatives are independent as of January 2022. Peter Johnson is not independent since May 13, 2020 according to understanding of the Austrian Corporate Governance Code. The three employee representatives have been members of the Supervisory Board for ~2, 15 and 19 years, respectively

Managing Board



f.l.t.r Harald Schwarzmayr, Solveig Menard-Galli, Heimo Scheuch, Gerhard Hanke

HEIMO SCHEUCH

CEO of Wienerberger AG Chief Executive Officer

*Appointed for a term of office ending on
December 31, 2025*

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 led the Group onto a successful course of renewed growth. Heimo Scheuch has a great wealth of international professional and management experience. He obtained several university degrees in law and economics and began his professional career as a lawyer in corporate finance. Since he

was appointed Group CEO on August 1, 2009, he has focused on implementing a set of strong corporate values within the organization. His international experience enabled him to develop Wienerberger into a leading provider of building material and infrastructure solutions. Speaking six languages and being in constant contact with customers, stakeholders, and employees helped him to develop Wienerberger's strong local presence and transform the Group into an international provider of smart and sustainable system solutions.

Functions in material subsidiaries:

Managing Director of Wienerberger West European Holding GmbH

Other functions:

Chairman of the Supervisory Board of Wiener Börse AG, President of the Association of Vienna Stock Exchange Issuers, Vice President of the European Ceramic Industry Association



GERHARD HANKE

CFO of Wienerberger AG

Member of the Managing Board

Appointed for a term of office ending on February 29, 2024

Born 1971

Gerhard Hanke has held the position of Chief Financial Officer (CFO) of Wienerberger AG since March 1, 2021. He is responsible for the financial matters of the Group as well as for procurement, IT and digitalization, and performance management. Previously, he successfully held various executive positions, often combining financial and operational responsibilities, within the Wienerberger Group for more than 20 years, most recently as COO of the East/Central Region of the Wienerberger Building Solutions Business Unit. As an experienced expert with excellent industry and finance know-how, he successfully implemented numerous strategic growth projects and M&A transactions. Among other projects, he was responsible for the integration of Tondach Gleinstätten into the Wienerberger Group. He also has a strong track record in setting up high-performing financial organizations. Before he joined Wienerberger, the graduate in business management worked for a leading international audit firm.

SOLVEIG MENARD-GALLI

COO of Wienerberger Building Solutions

Member of the Managing Board of Wienerberger AG

Appointed for a term of office ending on May 31, 2025

Born 1969

Solveig Menard-Galli has held the position of Chief Operating Officer of Wienerberger Building Solutions on the Managing Board since January 2020. In her previous position of Chief Performance Officer (CPO), she was responsible for the Group's performance-enhancing and digitalization measures. She was highly successful in implementing the Fast Forward program and the associated transformation process. She 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 teaching assignments. She attended international study courses, e.g. at Fontainebleau (INSEAD) and in Hawaii, where she obtained a Certificate of International Management. Solveig Menard-Galli began her career with the Heineken Group, where she was appointed Finance Director of Heineken Netherlands in 2011. Subsequently, she assumed executive positions at L'Oréal Austria. She began her career with Wienerberger in 2016 as CFO of the Clay Building Materials Europe Division.

HARALD SCHWARZMAYR

COO of Wienerberger Piping Solutions

Member of the Managing Board of Wienerberger AG

Appointed for a term of office ending on June 30, 2023

Born 1969

Harald Schwarzmayer was appointed Member of the Managing Board and Chief Operating Officer of Wienerberger Piping Solutions in July 2020. He is an experienced manager with excellent industry know-how. Since 1997, Harald Schwarzmayer has held various executive positions within the Group and implemented numerous strategic growth projects and M&A transactions in the course of his 23-year career at Wienerberger. He was instrumental in developing Wienerberger UK into a leading provider of products and services for the entire building envelope and making the UK one of Wienerberger's largest markets. Heading Wienerberger Piping Solutions since 2018, he took important strategic steps in developing the business unit into one of the leading suppliers of piping systems in Europe. Thanks to his outstanding leadership skills, he has succeeded in driving operational and cultural improvements in a multinational environment. Before he joined Wienerberger, the graduate in mechanical engineering worked as a management consultant.

Organization



HEIMO SCHEUCH

CEO

Heimo Scheuch is responsible for the strategic and operational development of the Wienerberger Group with a special emphasis on sustainability, digitalization, and innovation. Since he was appointed CEO of the Group on August 1, 2009, he has focused on generating sustainable and organic growth.

The following corporate functions report directly to Heimo Scheuch:

Corporate Communications
Corporate Investor Relations
Corporate Development
Organizational Development & Human Resources
Sustainability Management
Corporate Secretary
Corporate Technical Key Projects



GERHARD HANKE

CFO

Gerhard Hanke has held the position of Chief Financial Officer (CFO) of the Wienerberger Group since March 1, 2021, and as such is in charge of the financial matters of the company. He is also responsible for procurement, IT and digitalization, and performance management.

The following corporate functions report directly to Gerhard Hanke:

Corporate Reporting & Treasury
Business Support & Controlling Operations
Corporate Risk Management
Corporate Internal Audit
Corporate IT & Digitalization
Corporate Procurement
Transformation Office
Corporate Legal Services



SOLVEIG MENARD-GALLI

COO WBS

Solveig Menard-Galli has held the Managing Board position of Chief Operating Officer (COO) of Wienerberger Building Solutions (WBS) since January 2020. In her previous position of Chief Performance Officer (CPO), she was responsible for the Group's performance-enhancing and digitalization measures. Her current field of activity is focused on the development of innovative system solutions as well as the implementation of digital business models and new smart services for the building envelope.

All functions of the WBS Business Unit report directly to Solveig Menard-Galli.



HARALD SCHWARZMAYER

COO WPS

Harald Schwarzmayer was appointed Chief Operating Officer of Wienerberger Piping Solutions (WPS) in July 2020. Since 1997, he has held various executive positions within the Wienerberger Group and implemented numerous strategic growth projects. Since taking over the leadership of Wienerberger Piping Solutions in 2018, he has been taking important strategic steps in developing the business unit into an innovative supplier of piping systems in Europe. His current field of responsibility is focused on enhancing the Group's systemic competence in infrastructure solutions and on expanding the in-house portfolio.

All functions of the WPS Business Unit report directly to Harald Schwarzmayer.



Members and Committees of the Supervisory Board

Seven capital representatives



PETER STEINER

Chairman since January 1, 2021

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

Mandates in publicly listed companies

Member of the Board of Directors, Chairman of the Audit Committee, and Member of the Nomination Committee of Clariant AG, Chairman of the Supervisory Board of Zeal Network SE

Other mandates

None

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



MYRIAM MEYER

Deputy Chairwoman

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

Mandates in publicly listed companies

Member of the Supervisory Board of KUKA AG

Other mandates

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 the Swisscontact Foundation, Member of the Industry Advisory Board of ETH Zurich/ Department of Mechanical Engineering

Career

1987 Master of Science in Mechanical Engineering at ETH Zurich, 1994 Ph.D. in Mechanics at ETH Zurich, 1994–2001 Vice President of Swissair Flight Operations and Member of the Executive Committee, General Manager of SR Technics, 2002–2005 Vice President of Global Human Resources & Organization Development of F. Hoffmann 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 Managing Partner of mmtec



PETER JOHNSON

Member of the Supervisory Board

Not independent since May 13, 2020 according to the declaration of independence within the meaning of the Austrian Code of Corporate Governance, born 1947, appointed for a term of office ending with the 156th AGM (2025), first elected: May 12, 2005

Mandates in publicly listed companies

Chairman of the Board of Directors of Electrocomponents plc until January 31, 2021

Other mandates

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 positions at Redland plc, among others 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



DAVID DAVIES

Member of the Supervisory Board

Independent, born 1955, appointed for a term of office ending with the 156th AGM (2025), first elected: May 19, 2017

Mandates in publicly listed companies

Member of the Board of Directors and Chairman of the Audit Committee of Petrofac Ltd

Other mandates

None

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 at OMV AG



REGINA PREHOFER

Member of the Supervisory Board

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

Mandates in publicly listed companies

First Deputy Chairwoman of the Supervisory Board of AT&S Austria Technologie & Systemtechnik AG

Other mandates

Chairwoman of the Supervisory Board of Förderung & Begleitung GmbH (non-profit), Member of the Supervisory Boards of SPAR Holding AG and SPAR Österreichische Warenhandels-AG, Member of the Supervisory Board of 6B47 Real Estate Investors AG, Member of the Board of Karlheinz und Agnes Essl Privatstiftung, Member of the Advisory Board of “venture-capital-Initiative” and “aws Kapitalgarantie Covid 19”, Member of the Conference of Presidents of the Austrian Red Cross, Member of the Committee of Shareholders of Vamed Engineering GmbH, Chairwoman of the Supervisory Body of Wiener Gesundheitsverband (until December 31, 2021)

Career

1974–1980 studies in business and law in Vienna, 1981–2010 career in the Austrian banking industry, including positions as Member of the Managing Board of Bank Austria Creditanstalt AG from 2003–2008 and 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



KATI TER HORST

Member of the Supervisory Board

Independent, born 1968, appointed for a term of office ending with the 154th AGM (2023), first elected: May 4, 2021

Mandates in publicly listed companies

Executive Vice President Stora Enso Paper Division, Member of the Supervisory Board and the Audit/Remuneration Committee of Outokumpu

Other mandates

Member of the Board of the Finnish Forest Industries Federation, Chairwoman of the Supervisory Board of EURO-GRAPH asbl; Member of the Board of the Climate Leadership Coalition

Career

1992 Master of Science (Economics) at the University of Tampere, Finland; 1993 MBA (International Business), University of Oregon, USA; 1994–1996 business analyst at Jaakko Pöyry Consulting, Singapore; 1996–2009 various managerial positions in paper sales in the Netherlands; 2009–2010 responsible for the restructuring program to establish European customer service centers at Stora Enso Publication, Netherlands; 2010–2014 various managerial positions at Stora Enso in Belgium and Finland; since 2014 Executive Vice President, Head of Stora Enso Paper, Finland; 2018 Advanced Management Program of Harvard Business School, Boston/USA



OSWALD SCHMID

Member of the Supervisory Board

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

Mandates in publicly listed companies

Chief Executive Officer and Member of the Board of Directors of Bekaert NV

Other mandates

Founder and owner of Sinigual Consulting GmbH

Career

1983 Degree 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 at Schindler Austria (2007–2010) and CEO of Schindler Germany (2010–2013), 2017–2018 CEO of Kalle Group; 2019–2021 COO of Bekaert Group

Three employee representatives

GERHARD SEBAN

First delegated: February 3, 2006

Chairman of the Works Council at the Hannersdorf 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

Four Committees

Audit and Risk Committee

David Davies (Chairman), Regina Prehofer, Oswald Schmid, Gerhard Seban*

Nomination Committee

Peter Steiner (Chairman), Myriam Meyer, Peter Johnson, David Davies, Gerhard Seban*

Remuneration Committee

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

Sustainability and Innovation Committee

Myriam Meyer (Chairwoman), Kati ter Horst, Oswald Schmid, Gerhard Seban*

* Employee representative

Mode of Operation of the Supervisory Board and the 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 following:

- › Appointment of members of the Managing Board, succession planning, elaboration of the remuneration policy, and determination of Managing Board and Supervisory Board remuneration
- › Preparation of lists of candidates for the Supervisory Board to be voted on by the Annual General Meeting
- › Formal adoption of the Annual Financial Statements and the report 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
- › Elaboration of the remuneration report in cooperation with the Managing Board

The Supervisory Board and the Managing Board cooperate effectively and are in regular dialogue. Their chairpersons in particular regularly engage in discussions on the sustainable 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 made by the Supervisory Board. The Rules of Procedure of the Supervisory Board are published on the Wienerberger website, including details on the tasks of the individual committees.

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 of monitoring the audit process in a preparatory capacity for the Supervisory Board. This includes the annual verification of the independence of the external auditor, who is regularly invited to attend the committee meetings.

The Audit and Risk Committee is chaired by **David Davies**, a financial expert with years of experience gained as chief financial officer of a listed company.

Nomination Committee

The Nomination Committee deals with all personnel matters relating to the Supervisory Board and the Managing Board. It is responsible in particular for evaluating qualified candidates for Board functions and for succession management. On the basis of a requirements profile derived from a skills matrix and our diversity policy, the committee proposes candidates for election to the Supervisory Board as capital representatives. They are then submitted to a shareholders' vote at the Annual General Meeting. Moreover, the Committee prepares decisions on appointments to the Managing Board.

Peter Steiner, Chairman of the Supervisory Board, has many years of experience in managing board functions in industrial companies and 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 has to be adopted by the Supervisory Board and submitted to the Annual General Meeting for adoption at least once every four years. The remuneration of holders of managerial positions below the Managing Board level as well as all other employees is not within the remit of the Nomination Committee.

In accordance with C Rule 43 of the Austrian Code of Corporate Governance, the Chairman of the Supervisory Board must also be a member of the Remuneration Committee. **Peter Steiner**, with his profound industry knowledge and many years of experience as a certified public accountant and a tax advisor, therefore chairs the Remuneration Committee.

Sustainability and Innovation Committee

By contributing its experience, the Sustainability and Innovation Committee supports the top management in the review and implementation of the Group's sustainability and innovation strategy. An essential aspect of the committee's work consists of supporting the management in identifying relevant new legislation,



requirements, and trends at a global and European level that impact the sustainability and innovation endeavors of the Group's business units. Moreover, the Committee monitors the implementation of the Group's sustainability and innovation strategy.

The Committee is chaired by **Myriam Meyer**, whose relevant expertise derives from many years of experience in the fields of technology and innovation gained in board functions in various sectors of industry.

Independence

Pursuant to C Rule 53 of the Austrian Code of Corporate Governance, the majority of capital representatives on a supervisory board should be independent. The Code specifies that in companies with a free float of more than 50%, at least two capital representatives must be independent (C Rule 54). 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. Annex 1 of the Austrian Code of Corporate Governance – Guidelines for Independence – specifies six criteria of independence. Accordingly, a supervisory board member is considered to be independent if he or she

- › (1) 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;
- › (2) 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);
- › (3) 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;
- › (4) is not a member of the management board of another company in which a member of the Managing Board of Wienerberger AG serves on the supervisory board;
- › (5) has not been a member of the Supervisory Board for more than 15 years;
- › (6) is not closely related to a member of the Managing Board of Wienerberger AG or to persons holding one of the aforementioned positions.

As of December 31, 2021, the Supervisory Board of Wienerberger AG consisted of seven elected capital representatives, who reconfirmed their independence in accordance with the above criteria at the beginning of 2022. Peter Johnson, having been a member of the Supervisory Board for more than 15 years, has no longer qualified as "independent" since May 13, 2020. None of the capital representatives holds an investment of more than 10% or represents the interests of such a shareholder.

Conflict of interest

Pursuant to the provisions of the Austrian Code of Corporate Governance (Rule 44 onward), the members of the Supervisory Board undertake to disclose any conflict of interest without delay and, if applicable, abstain from votes taken by the Supervisory Board.

Employee representatives

Pursuant to L Rule 59 of the Austrian Code of Corporate Governance, the representation and participation 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). The employee representatives act in accordance with the following principles:

- › They exercise their function in an honorary capacity and their appointment can only be terminated (at any time) by the works council (central works council).
- › They have the same rights and duties as the capital representatives (which applies in particular to their rights to information and monitoring rights, the duty of diligence, the duty of confidentiality, and liability for any breach of duty).
- › In the event of personal conflicts of interest, employee representatives and capital representatives must abstain from voting.

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.

Succession management

The succession management process for the Managing Board and the Supervisory Board involves a structured search and nomination process that is supported by external consultants. On the basis of a predefined requirements profile, a list of potential internal and external candidates is drawn up. After the examination of the list of nominees by the Nomination Committee, the short-listed candidates are subjected to an assessment and interview. As a result of this process, the best candidate is selected by the full Supervisory Board and proposed to the Annual General Meeting for election. This process was laid down in a succession planning and recruiting policy adopted by the Supervisory Board in December 2021. It is up to the Nomination Committee to regularly revise this policy for its efficiency and, if necessary, adapt it accordingly.

Term of office

The members of the Wienerberger Supervisory Board are elected for a term of office of three years (not counting the year of election). This is one year below the upper limit allowed by the Austrian legislator.

Training

In accordance with Art. 6 (10) of the Rules of Procedure of the Supervisory Board, training sessions on relevant topics are organized for the members of the Supervisory Board when necessary.

Other mandates and external positions

To ensure that the members of the Supervisory Board have sufficient time and resources to perform their functions at Wienerberger, no member should hold more than a total of five mandates at listed companies. In determining the number of mandates held by each member, non-executive roles count as one mandate, chair roles as two, and executive roles as three.

The Nomination Committee conducts an annual review of the external mandates held by each Supervisory Board member, to ensure that all members have sufficient time to perform their duties at Wienerberger. More specifically, the Nomination Committee will consider the following factors, among others: size and location of the other companies, the extent of service on large private company boards, board tenure, and attendance.

Before accepting external mandates in supervisory or executive bodies, the members of the supervisory board will inform the chairperson of the supervisory board and reach an agreement with them before assuming the mandate.

Mode of operation of the Managing Board

As of December 31, 2021, the Managing Board of Wienerberger AG consists of four members. The division of responsibilities is as follows:

- CEO Heimo Scheuch is primarily responsible for the strategic and operational development of the Wienerberger Group;
- CFO Gerhard Hanke is responsible for all financial matters and for procurement, IT and digitalization, and performance management;
- COO Solveig Menard-Galli is in charge of the Wienerberger Building Solutions Business Unit;
- COO Harald Schwarzmayer is in charge of the Wienerberger Piping Solutions Business Unit.

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, sustainability, and technologies. The measures agreed upon are implemented by the management teams 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 the Group level as well as essential detailed information relating to the business units. Moreover, the Managing Board receives monthly reports on various topics such as energy consumption and the financial situation of the



Group, raw materials for plastic pipe production, and 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.

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 justify any non-compliance with C Rules ("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, which can be accessed on our website

under Investors – Corporate Governance. The most recent evaluation of the report for 2021 did not result in any negative findings regarding our 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 2021.

Vienna, March 16, 2022

Heimo Scheuch
Chairman of the Managing
Board of Wienerberger AG
CEO

Gerhard Hanke
Member of the
Managing Board
CFO

Solveig Menard-Galli
Member of the
Managing Board
COO WBS

Harald Schwarzmayr
Member of the
Managing Board
COO WPS

Auditor's report

Report on the evaluation of Wienerberger AG's compliance with the Austrian Corporate Governance Code in the financial year 2021

Due to the listing of the shares of Wienerberger AG on the Prime Market of the Vienna Stock Exchange, the Management Board, together with the Supervisory Board, are obligated to apply the rules of the Austrian Corporate Governance Code 2021 ("ÖCGK 2021") in the current version. According to rule 62 of the ÖCGK, a regular external evaluation of compliance with the ÖCGK is recommended.

Wienerberger AG follows this recommendation, which is why the Management Board of Wienerberger AG commissioned us to assess Wienerberger AG's compliance with the rules of the ÖCGK 2021 in the 2021 financial year ("evaluation"). The aim of the evaluation is to give the public a picture of Wienerberger AG's compliance with the principles of Corporate Governance.

Responsibility of the legal representative

The proper preparation of the Corporate Governance Report 2021 in accordance with the ÖCGK 2021 lies with the legal representative of Wienerberger AG.

Responsibilities of the Practitioner

Our responsibility is to express a conclusion as to whether, based on our procedures performed and the evidence obtained, any matters have come to our attention that cause us to believe that the Corporate Governance Report is not in compliance, in all material respects, with the Austrian corporate law regulations and the regulations of the ÖCGK 2021 on the preparation of a (consolidated) corporate governance report.

We have performed the engagement in accordance with ISAE 3000 („International Standard on Assurance Engagements 3000 – Assurance Engagements other than Audits or Reviews of Historical Financial Information"). Those standards require that we comply with ethical requirements, including independence rules, and plan and perform the engagement, taking into account the principle of materiality, so as to provide our conclusion with limited assurance.

In a limited assurance engagement, the audit procedures performed are less extensive than in a reasonable assurance engagement, and accordingly, less assurance is obtained.

The procedures selected depend on the Practitioner's professional judgment and included, in particular, the following activities:

- › Inquiry with legal representatives and employees of Wienerberger AG
- › Random inspection of relevant documents and papers (in particular the articles of association of Wienerberger AG, rules of procedure for the supervisory board and management board, minutes of the supervisory board, etc.), insofar as these or their content must be consistent with the rules of the ÖCGK 2021
- › Review of the explanations on the deviations from "C Rules" as part of the corporate governance report of Wienerberger AG for the 2021 financial year and examination of their compliance with the requirements of the ÖCGK 2021

The subject of our engagement is neither an audit nor an auditor's review of financial statements. Likewise, neither the detection and clarification of criminal facts, such as embezzlement or other acts of fraud and administrative offenses, nor the assessment of the effectiveness and profitability of the management is the subject of our evaluation. Since we are also the auditors for Wienerberger AG in the 2021 financial year, the evaluation does not include compliance with C and R Rules 77 to 83 of the ÖCGK 2021.

Conclusion

No deviations from the C rules in the Corporate Governance Report of Wienerberger AG were identified.

Based on the procedures performed, nothing has come to our attention that causes us to believe that the Corporate Governance Report of Wienerberger AG, for the year 2021 has not been prepared, in all material respects, in accordance with the requirements with the ÖCGK 2021.



Restriction on Distribution and Use

This audit serves to support your company in proving an external evaluation of the Corporate Governance Report of Wienerberger AG. Our report on the audit may only be published on the homepage of Wienerberger AG and may only be shared on the condition that our overall responsibility towards you and any other recipient who receives the report with our consent is limited to the total amount, which results from the attached General Conditions of Contract for Public Accounting Professions (AAB 2018). A distribution in extracts of the report (e.g., enclosures to the report) is not permitted.

Terms and Conditions of the Engagement

We prepare this report based on the contract concluded with you, which is based on the General Conditions of Contract for Public Accounting Professions (AAB) attached to this report.

We are only liable for verbal information and advice if they are confirmed by us in writing. Beyond the scope of services, we do not have any protection and due diligence obligations of any kind, in particular no warning obligations.

Our liability is limited to claims for damages based on at least grossly negligent behaviour on our part. Liability for slight negligence is excluded. We are not liable for the work of any external auditors or lawyers. All limitations of liability also apply to Deloitte employees engaged by us. Insofar as claims for damages against us do not exist or no longer exist, claims for another legal reason (e.g., warranty, error) are also excluded.

To the extent permitted by law, our liability for gross negligence towards Wienerberger AG and also towards third parties (this also applies if there are several beneficiaries or bases for a claim) is limited to a maximum total liability of five times the fee received (excluding any cash expenses and expenses and excluding sales tax) towards Wienerberger AG and also towards third parties (this also in the case of several beneficiaries or bases of claims), but limited to a maximum of ten times the minimum sum insured for professional liability insurance in accordance with section 11 of the “Wirtschaftstreuhandberufsgesetz” (WTBG). Claims for damages are limited to positive damage. We are only liable for lost profits in the event of intent or gross negligence, to the extent permitted by law. We are not liable for unforeseeable or atypical damage that we could not have expected.

Vienna, March 17, 2022

Deloitte Audit Wirtschaftsprüfungs GmbH

Mag. Gerhard Marterbauer
Certified Public Accountant