

# Corporate Governance at Wienerberger

## Commitment to the Corporate Governance Code

As a listed company with international operations, Wienerberger is committed to strict principles of good corporate governance and transparency as well as to the further development of an efficient system of corporate control. We regard a responsible, long-term approach to the management of the Wienerberger Group as an essential prerequisite for the achievement of its corporate target: the sustainable increase of the enterprise value on the basis of ecological, social and economic principles. This understanding of our role as a company is based on Austrian law, the Austrian Corporate Governance Code, our articles of association, the rules of procedure of the boards of the company and our internal policies. Since 2002, Wienerberger has committed itself to observe the rules of the Austrian Corporate Governance Code in their entirety (see [www.corporate-governance.at](http://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.

The rules of the Code go beyond the requirements of the law and take effect upon the company's voluntary self-commitment. Once committed to the Code, the company has to explain any non-compliance with the rules of the Code ("comply or explain"). The implementation of the Code and the correctness of our public statements are evaluated by the external auditor, Deloitte Audit Wirtschaftsprüfungs GmbH, Wien, within the framework of its review of the corporate governance report; the auditor's report on review is published on our website ([www.wienerberger.com](http://www.wienerberger.com)). The most recent evaluation of the corporate governance report for 2018 did not result in any negative findings regarding our public statements on compliance with the Code. Compliance with the provi-

sions of the Code relating to the external auditor was verified by the Audit Committee. In its report to the Supervisory Board, the Audit Committee stated that no deviations from the rules of the Code were identified in 2018.

## Compliance

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

## Internal audit and risk management

In order to further improve Wienerberger's system of risk management, an internal audit function has been set up as a staff unit reporting to the Managing Board. The Managing Board and Internal Audit regularly analyze operational processes for potential risks and possible improvements in efficiency; they also monitor compliance with legal provisions, internal policies and processes. These activities are based on an audit plan approved by the Managing Board and agreed upon with the Audit 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 Committee on the audit findings. Moreover, the internal control system (ICS) is being further developed to permit the early identification and management of risks, and various measures have been implemented and reviewed (see page 118). The management letter drawn up by the external auditor and the auditor's report on the efficiency of risk management in the Group were submitted to the chairwoman of the Supervisory Board and discussed in detail by the Supervisory Board.

## Disclosures required pursuant to § 243 of the Austrian Company Code

The disclosures required pursuant to § 243 of the Austrian Company Code can be found in the following

chapters: information on the composition of Wienerberger's capital, types of shares, restrictions and rights, as well as the authorization of the members of the Managing Board to issue or buy back shares is contained in the Management Report in the chapter "Wienerberger Share and Shareholders" beginning on page 114 and in the Notes to the Consolidated Financial Statements under Note 29 ("Group Equity") beginning on page 172. Furthermore, the chapter "Wienerberger Share and Shareholders" contains information on direct and indirect investments in Wienerberger equity capital. The "Remuneration Report" (pages 65 to 71) explains the principles and structure of the company's remuneration policy, specifies the amounts of remuneration due to the individual members of the Managing Board and the Supervisory Board, and provides an overview of Wienerberger shares held by board members. Updates on the purchase and sale of Wienerberger shares by members of the Managing and Supervisory Boards are disclosed on the Wienerberger website under "Managers' Transactions". Change of control clauses are included in the contracts concluded with the members of the Managing Board, the terms of corporate bonds, the hybrid bond, and the 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 209.

### Statutory audit

The 149<sup>th</sup> Annual General Meeting appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Wien, to audit the 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 2018, consultancy fees for non-audit services charged by Deloitte, excluding fees for auditing the financial statements, amounted to TEUR 376 (2017: TEUR 160). The fee for the audit of the financial state-

ments of the Wienerberger Group and related services amounted to TEUR 1,700 (2017: TEUR 1,636).

### Measures for the advancement of women

Our uniform Group-wide human resources policy guarantees the same rights and opportunities for all employees. As a company of the building materials industry, Wienerberger traditionally has a high percentage of male employees, given the fact that most of the company's workers employed in production are men. We are therefore making every effort to promote the career development of women and to provide initial and further training for them. In particular, our objective is to increase the percentage of women in middle and senior management positions. By nominating an above-average number of women for internal training and development programs for future executives, we ensure that high-potential women candidates are guided toward senior management positions. We also offer attractive part-time models and home office options, and we are continuously developing further measures to introduce working-time models that suit the needs of both women and men employed at Wienerberger. In 2018, the share of women in executive positions within the Wienerberger Group amounted to 10% (2017: 12%). Currently, women on the Supervisory Board account for 36% of its membership. An increase in the percentage of women on the Managing Board is an important criterion to be considered in succession management or in the case of an enlargement of the Managing Board.

### Shareholders

As at 31 December 2018, Wienerberger AG had 117,526,764 common shares in circulation. On February 18<sup>th</sup>, 2019 1,175,268 common shares were cancelled and the number of common shares in circulation was reduced to 116,351,496. There are no preferred shares or restrictions on common shares. The "one share – one vote" principle therefore applies in full. In accordance with the Austrian Corporate Takeover Act, each shareholder will receive the same price for his/her Wienerberger shares in the event of a takeover bid (mandatory offer). Wienerberger AG has no core shareholder. The company's shareholder structure is shown on page 115.

# Diversity Policy

## *Principles*

Being aware of the great diversity of talents in our society, Wienerberger is making every effort to identify, address and tap this talent pool. We are convinced that our sustainable economic success is based on the skills and dedication of our employees as well as our corporate culture. We therefore want to bring together men and women with different talents, personality features, 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.

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

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

We are convinced that a higher percentage of women in executive positions has a positive impact on a company's success. We are therefore determined to increase the number of women in senior management and executive positions. By nominating an above-average number of women for internal training and talent development programs for future executives, we ensure that high-potential

women candidates are guided toward senior management positions and have the chance to embark on a suitable career path. In 2018, the share of women in management positions was 10% (2017: 12%).

Enabling our employees to combine work and family life is a matter of high priority of our human resources management. We aim to offer our employees individual solutions that facilitate the reconciliation of work and family obligations. This includes a high degree of flexibility on the part of the employer as regards re-entry after a period of parental leave.

## *Supervisory Board*

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

To facilitate the objective assessment and transparent comparisons of different candidates for election to the Supervisory Board, the Personnel and Nomination Committee defines many-faceted requirements profiles. Apart from the general requirements of professional competencies and experience, a proven track record in the management of international companies and the ability to contribute to strategic discussions on a variety of geographic markets are important criteria for the selection process. In order to ensure a comprehensive and diversified body of expertise on the Supervisory Board, the need for specialized know-how, depending on the current priorities of the Group's strategy, is taken into account. When a position falls vacant, a first analysis serves to identify the type of expertise to be replaced or strengthened on the Supervisory Board. On this basis, special emphasis is placed on maximum diversity of the membership in terms of gender, age and nationality.

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

interest of a balanced composition of the Supervisory Board.

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

Expertise in	Regina Prehofer	David Davies	Peter Johnson	Myriam Meyer	Caroline Gregoire Sainte Marie	Christian Jourquin	Peter Steiner	Wilhelm Rasinger
Building materials, infrastructure or construction			✓		✓	✓	✓	
CEO / Executive Committee	✓		✓	✓	✓	✓	✓	
CFO	✓	✓			✓		✓	
M&A / Portfoliomanagement	✓	✓	✓	✓	✓	✓	✓	✓
Capital Markets / IR	✓	✓	✓		✓	✓	✓	✓
Senior HR				✓				✓
Sales & Marketing	✓		✓				✓	
Manufacturing			✓	✓	✓	✓		
Innovation				✓	✓	✓		
Supply chain / logistics			✓	✓	✓	✓		
Digitalization			✓	✓			✓	
Austrian market	✓	✓						✓
European markets	✓	✓	✓	✓	✓	✓	✓	✓
North American markets		✓	✓	✓	✓	✓	✓	

### Managing Board

In an international group like Wienerberger, the members of the top executive body must have outstanding professional qualifications and international leadership experience. The Managing Board of Wienerberger AG fully meets this requirement, consisting of two personalities distinguished by international careers of different length, complementary professional expertise, a profound knowledge of the industry, and different national and cultural backgrounds. In the event of a new appointment, this qualifications profile guides the search for suitable candidates, which is to include both women and men.

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

### ***Bodies of Wienerberger AG***

The members of the Supervisory Board of Wienerberger AG and their professional careers are presented in the chapter “Members and Committees of the Supervisory Board” starting on page 60. This chapter also contains information on the composition of the committees of the Supervisory Board. The members of the Managing Board and their professional careers are presented in the chapter “Managing Board” on page 57. The chapter “Report of the Supervisory Board”, starting on page 48, provides information about changes in the composition of the Boards in the reporting year.

# Managing Board



## Heimo Scheuch

*Chief Executive Officer, appointed for a term of office up to April 1, 2023; born 1966*

After the completion of legal studies at the Universities of Vienna and Paris and studies at the Vienna University of Economics and Business and the Ecole Supérieure de Commerce de Paris, Heimo Scheuch began his professional career in corporate finance with Shook, Hardy & Bacon, a law firm with offices in Milan and London. In 1996, he joined Wienerberger AG as an assistant to the Managing Board; in 1997, he transferred to the senior management of Terca Bricks in Belgium, where he assumed the position of CEO in 1999. Heimo Scheuch was appointed to the Managing Board of Wienerberger AG on May 21, 2001 and assumed the position of CEO on August 1, 2009.

**Management and supervisory board function in material subsidiaries:** Managing Director of Wienerberger West European Holding GmbH

**Other functions:** Chairman of the Supervisory Board of Wiener Börse AG and CEESEG AG, President of Construction Products Europe and Vice-President of Cerame-Unie



## Willy Van Riet

*Chief Financial Officer, appointed for a term of office up to April 1, 2022; born 1957*

Having obtained his Master's Degree in Business Economics at the University of Ghent, Willy Van Riet began his professional career as an auditor and subsequently was employed as a senior manager with PricewaterhouseCoopers in Belgium. He has been active in the building materials sector since 1993, first as Chief Financial Officer of Terca Brick Industries and later as Chief Financial Officer of Koramic Building Products. In 2004, he took over the management of Wienerberger Limited in Great Britain. Since April 1, 2007 Willy Van Riet has been Chief Financial Officer of Wienerberger AG.

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

# Organization

## Willy Van Riet

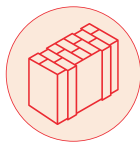
CFO

Willy Van Riet is responsible primarily for financial matters. The management of the respective operating unit reports to the Wienerberger Managing Board. The following Corporate Functions report directly to him:

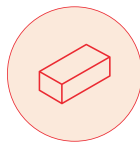
- Corporate Reporting & Treasury*
- Corporate Investor Relations*
- Corporate Risk Management*
- Corporate Internal Audit*
- Corporate Legal Services*
- Performance & Transformation Team*  
*(Transformation Office, Business Process Improvement, Procurement, Corporate IT & Digitalization)*



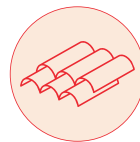
## Wienerberger Building Solutions



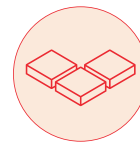
Clay Blocks



Facing Bricks



Roof Tiles



Concrete Pavers



- |                        |               |                 |             |
|------------------------|---------------|-----------------|-------------|
| Austria                | Denmark       | India           | Russia      |
| Belgium                | Estonia       | Italy           | Serbia      |
| Bosnia and Herzegovina | Finland       | Netherlands     | Slovakia    |
| Bulgaria               | France        | North Macedonia | Slovenia    |
| Czech Republic         | Germany       | Norway          | Sweden      |
| Croatia                | Great Britain | Poland          | Switzerland |
|                        | Hungary       | Romania         | Ukraine     |



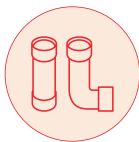
## Heimo Scheuch

CEO

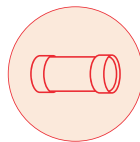
Heimo Scheuch is responsible for the strategic and operating development of the Wienerberger Group. The management of the respective operating unit reports to the Wienerberger Managing Board. The following Corporate Functions report directly to him:

- Corporate Technical Key Projects*
- Group-wide Special Projects*
- Corporate Communications*
- Corporate Development*
- Corporate Human Resources*
- Sustainability Management*

### Wienerberger Piping Solutions



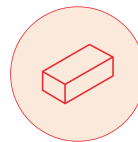
Plastic Pipes



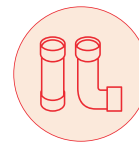
Ceramic Pipes

- |                |             |
|----------------|-------------|
| Austria        | Hungary     |
| Belgium        | Ireland     |
| Bulgaria       | Netherlands |
| Croatia        | Norway      |
| Czech Republic | Poland      |
| Estonia        | Romania     |
| Finland        | Russia      |
| France         | Slovakia    |
| Germany        | Slovenia    |
| Great Britain  | Sweden      |
| Greece         | Turkey      |

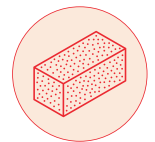
### North America



Facing Bricks



Plastic Pipes



Concrete Products  
Calcium Silicate

- Canada
- USA



# Members and Committees of the Supervisory Board

*8 shareholder representatives*



## Regina Prehofer

### **Chairwoman**

*Independent, born 1956, appointed until the 150th AGM (2019), first elected: May 13, 2011*

### **Position and board membership**

Second Vice-Chairwoman of the Supervisory Board of AT&S Austria Technologie & Systemtechnik AG, Member of the Supervisory Boards of SPAR Holding AG and SPAR Österreichische Warenhandels-AG and 6B47 Real Estate Investors AG, Chairwoman of the Supervisory Board of Wiener Sozialdienste Förderung & Begleitung GmbH, Member of the Advisory Board of Sappi Papier Holding GmbH, Member of the Shareholders' Committee of Vamed Engineering GmbH, Member of the Board of the Foundation Karlheinz und Agnes Essl Privatstiftung and of Qvester Privatstiftung

### **Career**

1974-1980 Studies in business and law in Vienna, 1981-2010 Career in the Austrian banking industry; among other positions, 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



## Peter Johnson

### **Vice-Chairman**

*Independent, born 1947, appointed until the 152nd AGM (2021), first elected: May 12, 2005*

### **Position and board membership**

Chairman of the Board of Directors of Electrocomponents PLC

### **Career**

1965-1970 Studies in Economics at Oxford University, 1970-1973 Unilever PLC, 1973-1996 various senior positions at Redland PLC; among others, Director 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

### **Vice-Chairman**

*Independent, born 1955, appointed until the 152nd AGM (2021), first elected: May 19, 2017*

### **Position and board membership**

Non-Executive Director and Chair of Audit Committee of Ophir Energy Plc, Uniper SE and Petrofac Limited, Member of the Advisory Committee of First Alpha Energy LLP

### **Career**

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



### Caroline Grégoire Sainte Marie

*Independent, born 1957, appointed until the 150th AGM (2019), first elected: May 22, 2015*

#### **Position and board membership**

Chairwoman of the Nomination and Remuneration Committee and Member of the Audit Committee of Groupama, Director and Member of the Technology Committee and Audit Committee of FLSmidth, Investor and Board Director of Calyos, Founding Member and President of DefInnov SAS, Senior Advisor of HIG European Capital, Member of the Supervisory Board and Member of the Nomination Committee of Elkem ASA, Member of the Corporate, Environmental and Social Responsibility Committee of Fnac Darty

#### **Career**

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



### Peter Steiner

*Independent, born 1959, appointed until the 153rd AGM (2022), first elected: June 14, 2018*

#### **Position and board membership**

Member of the Board of Directors, Chairman of the Audit Committee and Member of the Executive Committee of Clariant AG, Chairman of the Supervisory Board and Member of the Audit Committee of Zeal Network SE, Member of the Supervisory Board of JM Holding KGaA and Member of the Supervisory Board of Renolit SE (a company of the JM Holding Group), Chairman of the Supervisory Board of Caldic B.V.

#### **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 foreign 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 (C.P.A.), tax advisor, business consultant with a focus on M&A, financing and investment management



### Christian Jourquin

*Independent, born 1948, appointed until the 153rd AGM (2022), first elected: May 16, 2014*

#### **Position and board membership**

Member of the Royal Academy of Belgium, Honorary Chairman of the Executive Committee of SOLVAY S.A., Chairman of the Board of KNDS, Honorary Member at ING Belgium, Chairman of the Board of several non-profit organizations

#### **Career**

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



### Myriam Meyer

*Independent, born 1962, appointed until the 150th AGM (2019), first elected: May 22, 2015*

#### **Position and board membership**

Member of the Supervisory Board of KUKA AG, Member of the Supervisory Board of Lufthansa Technik AG, Member of the Board of Directors of Swiss Post Ltd. and 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 in Zurich, 1994 Ph.D. in Technical Sciences in Zurich, 1994-2001 Vice-President Swiss Air Flight Operations and Member of the Executive Committee, General Manager of SR Technics, 2002-2005 Vice-President Global Human Resources & Organization Development of F. Hofmann La Roche and Member of the Executive Committee of Roche Consumer Health, 2005-2008 CEO and Member of the Executive Committee of RUAG Group, 2009-2010 Group CEO of WIFAG-Polytype Holding, since 2011 Founder and Managing Partner of mmtec



### Wilhelm Rasinger

*Independent, born 1948, appointed until the 150th AGM (2019), first elected: April 27, 2006*

#### **Position and board membership**

Chairman of IVA – Interessensverband für Anleger, Member of the Supervisory Board of Erste Group Bank AG, S IMMO AG and Gebrüder Ulmer Holding GmbH, Chairman of the Foundation HATEC Privatstiftung

#### **Career**

1972-1976 Graduate degree and doctorate in Business Economics in Vienna, 1972-1977 Project manager at Hernstein Institut für Management und Leadership, 1977-1983 Consultant, 1982-2015 University lecturer at Vienna University of Technology (honorary professor), Lecturer at the Technical College in Krems and Vienna, 1983-1993 Managerial position in the insurance industry (internal audit, asset management), 1993- 2014 Consultant

## 3 employee representatives

### Gerhard Seban

*delegated for the first time: February 3, 2006*  
Chairman of the Employees' Council at the Hennersdorf plant in 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

*delegated for the first time: July 2, 2002*  
Chairwoman of the Works Council and the Central Works Council of Wienerberger AG, Vice-Chairwoman of the Group Works Council

### Gernot Weber

*delegated for the first time: May 16, 2014*  
Electrician and Chairman of the Works Council at the Göllersdorf plant in Austria, Vice-Chairman of the Central Works Council of Wienerberger Österreich GmbH, Member of the Works Council of Wienerberger AG

## 4 committees

#### **Presidium**

Regina Prehofer (*Chairwoman*), Peter Johnson, David Davies

#### **Strategy Committee\***

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

#### **Audit Committee**

David Davies (*Chairman*), Wilhelm Rasinger, Caroline Grégoire Sainte Marie, Christian Jourquin, Gerhard Seban

#### **Personnel- and Nomination Committee/ Remuneration Committee**

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

\* At the end of 2018, the Supervisory Board decided to integrate the Strategy Committee and to have all strategic decisions dealt with by the full Supervisory Board as of 2019. At the same time, Peter Steiner was appointed to serve on the Personnel- and Nomination Committee.

# Working Mode 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, it is responsible for:

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

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

### **Presidium**

As stated in the rules of procedure of the Supervisory Board, the Presidium consists of the Chairwoman of the Supervisory Board and her deputies. It decides on all issues regarding the relationship between the company and the members of the Managing Board, unless the matter is within the remit of the full Supervisory Board or the Personnel and Nomination Committee.

### **Audit Committee**

The Audit 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 is the monitoring of the audit process in a preparatory capacity for the Supervisory Board. This includes the annual verification of the independence of the external auditor

and its qualification, as established by peer reviews. The Chairman of the Audit Committee, David Davies, is a recognized financial expert, based on his experience as the CFO of a publicly listed company.

### **Strategy Committee**

The Strategy Committee discusses the company's strategic development with the Managing Board and prepares strategic issues for decision-making by the Supervisory Board. In matters that are not the exclusive responsibility of the Supervisory Board, the Committee is authorized to take decisions at its own discretion. This concerns, in particular, capital expenditure projects, acquisitions and the sale of real estate with a value of between € 7.5 and 30 million. The Strategy Committee is chaired by Peter Johnson, who has well-founded expertise in our industry due to his many years of experience in managing board functions in the building materials sector. At the end of 2018, the Supervisory Board decided to integrate the Strategy Committee and to have all strategic issues dealt with by the full Supervisory Board as of 2019.

### **Personnel and Nomination Committee / Remuneration Committee**

The Personnel and Nomination Committee deals with all matters relating to the Supervisory Board and the Managing Board and is responsible, in particular, for evaluating qualified candidates for these Boards, for succession management and for remuneration issues. On the basis of a defined requirements profile derived from a skills matrix and our diversity policy, the Committee submits candidates for the positions of capital representatives to the Supervisory Board, which are then voted on at the Annual General Meeting. Moreover, the Committee prepares decisions on appointments to the Managing Board and deals with the remuneration of the Managing Board members and the content of their employment contracts. Regina Prehofer, Chairwoman of the Supervisory Board, who has many years of experience in managing board functions in the banking industry, chairs the Personnel and Nomination Committee.

### **Independence**

The Austrian Corporate Governance Code requires the majority of capital representatives on a supervisory board to be independent. A supervisory board member is

deemed to be independent if he or she has no relationship, either business or personal, with the company or its managing board that constitutes a material conflict of interest and consequently may influence his or her behavior. In accordance with these guidelines, the Supervisory Board defined six criteria, pursuant to which a member of the Supervisory Board is independent if he or she:

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

The criteria for independence are published in full on our website. As at 31/12/2018, the Supervisory Board of Wienerberger AG consisted of eight capital representatives, who reconfirmed their independence in accordance with these criteria at the beginning of 2019. None of the capital representatives holds an investment of more than 10% or represents the interests of such a shareholder.

### **Employee representatives**

The representation of the company's employees on the Supervisory Board and its committees is regulated by law as an integral part of the Austrian corporate governance system. In accordance with the Austrian Labor Relations Act, the body representing employee interests is

entitled to delegate to the supervisory board of a joint stock corporation and its committees one member from among its ranks for every two members elected by the Annual General Meeting (capital representatives). Currently, three employee representatives are delegated to the Supervisory Board. Unlike the elected capital representatives, the members delegated by the employees serve on the Supervisory Board for an unlimited term of office.

### ***Mode of Operation of the Managing Board***

The Managing Board of Wienerberger AG consists of two members. Heimo Scheuch, serving as CEO, is primarily responsible for the strategic and operational development of the Wienerberger Group, while CFO Willy Van Riet is in charge of financial matters. 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, as well as 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 being placed on the development of markets, products and technologies. The measures agreed upon are implemented by the management of the Business Unit concerned.

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

# Remuneration Report

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

## Managing Board Remuneration

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

primarily linked to the sustainable improvement of shareholder value.

## Fixed remuneration

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

In 2018, the fixed remuneration of CEO Heimo Scheuch was € 841,051 (2017: € 739,917) and that of CFO Willy Van Riet was € 559,903 (2017: € 549,653). This increase in comparison with 2017 is attributable to the adjustment of Managing Board remuneration made in connection with extending the terms of office of the Board members. The adjustment was based on a comparative study carried out by Egon Zehnder, a leading international HR consultant, which found that the remuneration paid to the Managing Board was below the international average. This benchmarking study looked at industrial enterprises that are comparable in size and complexity to Wienerberger AG. All in all, fixed remuneration equaled 24% of the Managing Board's total remuneration in 2018.

Fixed remuneration in EUR	2018	2017
Heimo Scheuch	841,051	739,917
Willy Van Riet	559,903	549,653
<b>Total</b>	<b>1,400,953</b>	<b>1,289,570</b>

## Variable remuneration

Variable remuneration is linked to the aim of sustainably increasing shareholder value and since 2018 consists of a short-term and a long-term variable component. The entitlement based on the medium-term component, which was in place up to and including 2017, was paid out in 2018. The remuneration model developed by the Supervisory Board ensures a high degree of transparency by linking the goals to clearly defined indicators of earnings and profitability. In addition, the incentive structure built into the Managing Board remuneration system is reviewed each year with regard to its effectiveness in

promoting the sustainable improvement of shareholder value, and adjustments are made if necessary.

## Short-term variable remuneration

The short-term variable remuneration component is conditional on the attainment of short-term corporate financial goals. The achievement of these goals is measured on the basis of an organic EBITDA (EBITDA LFL) target and a target for profit after tax (50% for each indicator). These targets are defined by the Personnel and Nomination Committee / Remuneration Committee at the end of the prior year on the basis of all information

available at that time and submitted to the full Supervisory Board for approval. The target achievement is determined on a linear basis within the designated range, and the over-fulfillment of one target is offset against the partial fulfillment of the second target, where applicable. The maximum entitlement is limited to 100% of annual fixed remuneration and is paid out in the following period.

No short-term variable remuneration is paid if the minimum limit is not reached. In 2018, the entitlements to the short-term variable remuneration component came to € 1,314,304, € 789,032 thereof for Heimo Scheuch (2017: € 739,917) and € 525,273 for Willy Van Riet (2017: € 549,653). These entitlements will be paid out in 2019.

#### Attainment of short-term variable remuneration in 2018 in EUR

Target	Relevance	Target value	Amount reported	Attainment of target	Entitlement	
					Heimo Scheuch	Willy Van Riet
EBITDA LFL	50%	470	469.3	99%	414,638	276,032
Profit after tax	50%	165	146.9	89%	374,394	249,241
<b>Total</b>				<b>94%</b>	<b>789,032</b>	<b>525,273</b>

#### Short-term variable remuneration in EUR

	Entitlement		Payout	
	2018	2017	2018	2017
Heimo Scheuch	789,032	739,917	739,917	725,409
Willy Van Riet	525,273	549,653	549,653	538,876
<b>Total</b>	<b>1,314,304</b>	<b>1,289,570</b>	<b>1,289,570</b>	<b>1,264,285</b>

#### Medium-term variable remuneration component

The medium-term variable remuneration component, which was in place up to and including 2017, consisted of two strategic goals in the period from 2015 to 2017, the attainment of which was measurable in financial terms. The amount of the entitlement was determined in early 2018, was limited to 150% of the fixed remuneration for 2017 and was paid out in 2018. Entitlements of € 1,934,355 were paid out to the Managing Board, € 1,109,875 to Heimo Scheuch and € 824,480 to Willy Van Riet.

#### Long-term variable remuneration component

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

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

The LTI program is renewed each year and involves the allocation of virtual shares, so-called performance share units (PSUs). A total of 68,000 PSUs were allocated to the Managing Board in 2018 (Heimo Scheuch: 39,000 PSUs, Willy Van Riet: 29,000 PSUs). Special conditions for participation apply to the Managing Board: the CEO must hold at least 80,000 Wienerberger shares and a Managing Board member at least 20,000 shares. The individual shareholdings must not fall below the defined levels during the program's term. The target CFROI is defined at the end of the prior year by the Personnel and Nomination Committee / Remuneration Committee on the basis of all information available at that time and submitted to the full Supervisory Board for approval. A corridor with upper and lower limits is also defined. The

monetary value of the PSUs is determined at year-end by multiplying the number of PSUs by the target achievement in percent and the average price of the Wienerberger share. For 2018 it was determined that the average price was the lower of the price during the last 20 trading days prior to the start of the share buyback program on 26 November 2018 (€ 19.92) or the price during the last 20 trading days of the calendar year (€ 18.76). The target achievement is calculated as the difference between the CFROI calculated on the basis of the annual

results for the respective year and the defined target, and is determined on a linear basis within the target corridor. There is no payout if the CFROI falls below the target corridor. If the upper limit is exceeded, the payment for the Managing Board is capped at 150% of fixed remuneration. In 2018, the Managing Board earned entitlements to the long-term variable remuneration component of € 1,159,466 (2017: € 1,289,570), € 664,988 of which was attributable to CEO Heimo Scheuch (2017: € 739,917) and € 494,478 to Willy Van Riet (2017: € 549,653).

Remuneration entitlement LTI in 2018 in EUR	Allocated PSUs	Share price	CFROI target	CFROI in 2018	Target achievement	Entitlement
Heimo Scheuch	39,000	18.76	7.9%	7.7%	91%	664,988
Willy Van Riet	29,000	18.76	7.9%	7.7%	91%	494,478
<b>Total</b>	<b>68,000</b>					<b>1,159,466</b>

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

ed. In 2018, payments to the Managing Board for the long-term variable remuneration component equaled € 1,267,305 (2017: € 1,244,115), € 727,142 thereof for Heimo Scheuch (2017: € 713,836) and € 540,163 for Willy Van Riet (2017: € 530,278).

Payout LTI	Year	Entitlement <sup>1)</sup>	Payout in 2018 <sup>2)</sup>	Payout in 2019 <sup>2)</sup>
Heimo Scheuch	2018	664,988		221.663
	2017	739,917	246.639	246.639
	2016	725,409	241,803	241,803
	2015	716,100	238,700	
Willy Van Riet	2018	494,478		164,826
	2017	549,653	183,218	183,218
	2016	538,875	179,625	179,625
	2015	531,960	177,320	

1) In the years from 2015 to 2017 the payment of the entitlement was capped at 100% of the annual fixed remuneration.

2) As the CFROI achieved in the year of payment exceeded the comparative figures from the two prior years, the condition precedent for the payment of installments was met in each case.



### Earned entitlements and payments in 2018

In 2018, the Managing Board remuneration amounted to a total of € 5,892,183 (2017: € 3,797,970), € 3,417,985 thereof for Heimo Scheuch (2017: € 2,179,163) and € 2,474,199 to Willy Van Riet (2017: € 1,618,807). In addition to the fixed remuneration, the installments of the entitlements from previous years under the long-term variable remuneration component as well as

the entitlements under the short-term and medium-term variable remuneration components were paid out.

The year-on-year increase results from the one-off payment in 2018 of the entitlements earned under the medium-term variable remuneration component during the observation period from 2015 to 2017.

Payout in EUR	Fixed remuneration		Short-term component		Medium-term component		Long-term component		Total	
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Heimo Scheuch	841,051	739,917	739,917	725,409	1,109,875	0	727,142	713,836	<b>3,417,985</b>	<b>2,179,163</b>
Willy Van Riet	559,903	549,653	549,653	538,876	824,480	0	540,163	530,278	<b>2,474,199</b>	<b>1,618,807</b>
<b>Total</b>	<b>1,400,953</b>	<b>1,289,570</b>	<b>1,289,570</b>	<b>1,264,285</b>	<b>1,934,355</b>	<b>0</b>	<b>1,267,305</b>	<b>1,244,115</b>	<b>5,892,183</b>	<b>3,797,970</b>

In 2018, the Managing Board earned entitlements for the short-term and long-term variable remuneration components totaling € 2,473,770 (2017: € 3,689,372),

€ 1,454,019 for Heimo Scheuch (2017: € 2,116,852) and € 1,019,751 for Willy Van Riet (2017: € 1,572,520).

Entitlements in EUR	Short-term component		Medium-term component		Long-term component <sup>1)</sup>		Total	
	2018	2017	2018	2017	2018	2017	2018	2017
Heimo Scheuch	789,032	739,917	0	637,017	664,988	739,917	<b>1,454,019</b>	<b>2,116,852</b>
Willy Van Riet	525,273	549,653	0	473,214	494,478	549,653	<b>1,019,751</b>	<b>1,572,520</b>
<b>Total</b>	<b>1,314,304</b>	<b>1,289,570</b>	<b>0</b>	<b>1,110,231</b>	<b>1,159,466</b>	<b>1,289,570</b>	<b>2,473,770</b>	<b>3,689,372</b>

1) The above amounts are based on the earned entitlements under the assumption that the targets for delayed payment will be met.

### Rule C-27 of the Austrian Corporate Governance Code

The Supervisory Board makes every effort to design the remuneration system for the Managing Board of Wienerberger AG in a transparent and comprehensible manner and to base the incentive structure on sustainable value creation and the realization of key corporate targets. When defining the targets for the variable remuneration component, it is therefore essential that these targets be measurable and a meaningful indicator of the further development of the Group. As clearly shown in our Sustainability Roadmap, we have defined specific targets and measures for the individual activities and operations of the Group which take into account the specific characteristics

of the business. The determination of uniform non-financial targets for the Group as an indicator for the variable remuneration would mean using remuneration criteria which are of little informative value for the long-term success of the Wienerberger Group. At the same time, an individualized and separate determination of non-financial criteria for each business area would impact transparency and comprehensibility. Therefore, the Supervisory Board currently limits the targets for the variable remuneration of Managing Board members to financial targets. Nonetheless, the long-term development of the financial indicator EBITDA, in particular, is driven by measures targeting sustainable value creation. At the same time, the Supervisory Board evaluates non-financial indi-

cators in terms of their suitability to serve as variable remuneration targets at Group level.

### **Other remuneration components and agreements**

#### ***Defined-contribution pension agreements***

The members of the Managing Board are covered by defined-contribution pension agreements that require the company to make contributions each year. Contributions to pension funds (defined-contribution commitments) on behalf of the Managing Board amounted to € 610,227 in 2018 (2017: € 596,158). Of this total, € 253,796 was attributable to Heimo Scheuch (2017: € 247,945) and € 356,431 to Willy Van Riet (2017: € 348,213). Payments of € 861,162 were made to former members of the Managing Board and their surviving dependents during the reporting year (2017: € 847,608).

#### ***Severance compensation***

The members of the Managing Board are entitled to severance compensation upon termination of employment. This compensation is calculated in accordance with the legal regulations in Austria on the basis of total compensation and the length of service with the company. In the 2018 financial year, the provision for statutory severance compensation entitlements amounted to € 405,673 (2017: € 887,521).

#### ***Change of control clauses***

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

#### ***Directors' and officers' liability insurance***

Wienerberger has concluded directors' and officers' liability insurance with coverage of € 100 million for the

members of the Supervisory Board, Managing Board, operational bodies and key employees. This insurance also covers any loss to the company arising from the failure of these parties to act conscientiously (without any intentional or conscious violation of their responsibilities). There is no deductible for the insured corporate bodies and employees of the Wienerberger Group.

#### ***Incidental benefits***

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

#### ***Outside activities***

The members of the Managing Board require the prior approval of the Supervisory Board in order to enter into any activities outside the scope of their work with Wienerberger. This guarantees that neither the time required nor the related compensation could lead to a conflict with their duties for the company. All outside activities that involve seats on supervisory boards or comparable positions for publicly traded companies are listed on page 57 and also disclosed on the Wienerberger website. No compensation is provided for positions in Group companies.

### **Remuneration of senior management**

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

### Supervisory Board Remuneration

The following remuneration system for the Supervisory Board was approved in 2011 by the 142<sup>nd</sup> Annual General Meeting: Each elected member of the Supervisory Board receives a fixed annual remuneration of € 15,000. The fixed remuneration for the vice-chairmen and the chairwoman equals € 22,500 and € 30,000, respectively. For work on a committee, the annual fixed remuneration is € 7,500 for an ordinary member, € 11,250 for the vice-chairpersons and € 15,000 for the chairperson. The fixed

remuneration is limited to one committee membership per person and is paid only once, even if a Supervisory Board member is active on several committees. Each elected member of the Supervisory Board also receives an attendance fee of € 5,000 per meeting day, or € 2,500 for a committee meeting that is not held on the same day as a Supervisory Board meeting. The following table contains an overview of the attendance of Supervisory Board members in 2018.

Attendance 2018	Supervisory Board	Personnel and Nomination Committee	Strategy Committee	Audit Committee
Regina Prehofer	11 / 11	5 / 5	3 / 4	-
David Davies	10 / 11	-	-	5 / 5
Peter Johnson	10 / 11	5 / 5	4 / 4	-
Caroline Grégoire Sainte Marie	11 / 11	-	4 / 4	5 / 5
Christian Jourquin	11 / 11	-	4 / 4	5 / 5
Myriam Meyer	11 / 11	4 / 5	-	-
Wilhelm Rasinger	11 / 11	-	-	5 / 5
Peter Steiner <sup>1)</sup>	6 / 6	-	3 / 3	-
Franz Josef Haslberger <sup>2)</sup>	4 / 5	-	1 / 1	-
Gerhard Seban <sup>3)</sup>	10 / 11	5 / 5	4 / 4	5 / 5
Gernot Weber <sup>3)</sup>	10 / 11	-	-	-
Claudia Schiroky <sup>3)</sup>	8 / 11	-	-	-

1) Member of the Supervisory Board since June 14, 2018 // 2) Member of the Supervisory Board up to June 14, 2018 // 3) Employee representative

The Supervisory Board remuneration is adjusted on the basis of the Statistics Austria consumer price index for 2005 or a subsequent index where applicable. Increases and decreases up to and including 5% will not be compensated, but an adjustment will be made for the full change if this corridor is exceeded. To date, index adjustments have been made in 2014 and 2018, which in total amount to 10.5%. The Supervisory Board remuneration for 2018 (payment in 2019) totaled € 799,567 (2017: € 663,440). This 21% increase as compared to 2017 resulted from the higher number of meetings held.

No compensation is paid for services outside the aforementioned Supervisory Board duties, in particular for consulting or agency services. The salaries received by the employee representatives as part of their employment contracts represent exceptions to this rule. No pension commitments were made to the members of the Supervisory Board of Wienerberger AG, nor were any loans granted to them. Business transactions with companies in which members of the Supervisory Board of Wienerberger AG are active are carried out at arm's length. Information on related party transactions is provided in the Notes to the Consolidated Financial Statements on page 209.

Supervisory Board remuneration in EUR	2017				2018			
	Fixed remuneration	Work on a committee	Attendance fees	Total remuneration	Fixed remuneration	Work on a committee	Attendance fees	Total remuneration
Regina Prehofer <sup>1)</sup>	31,650	15,825	58,025	<b>105,500</b>	33,140	16,570	66,280	<b>115,989</b>
David Davies <sup>2)</sup>	14,763	9,842	29,013	<b>53,617</b>	24,855	16,570	66,280	<b>107,704</b>
Peter Johnson <sup>2)</sup>	23,738	15,825	58,025	<b>97,588</b>	24,855	16,570	63,518	<b>104,943</b>
Caroline Grégoire Sainte Marie	15,825	7,913	55,388	<b>79,125</b>	16,570	8,285	74,565	<b>99,420</b>
Christian Jourquin	15,825	7,913	55,388	<b>79,125</b>	16,570	8,285	74,565	<b>99,420</b>
Myriam Meyer	15,825	7,913	55,388	<b>79,125</b>	16,570	8,285	60,756	<b>85,611</b>
Wilhelm Rasinger	15,825	11,869	52,750	<b>80,444</b>	16,570	12,427	71,803	<b>100,800</b>
Peter Steiner <sup>3)</sup>	-	-	-	<b>-</b>	9,125	4,562	38,663	<b>52,350</b>
Franz Josef Haslberger <sup>4)</sup>	15,825	7,913	31,650	<b>55,388</b>	7,491	3,745	22,093	<b>33,329</b>
Harald Nograsek <sup>2,5)</sup>	9,040	6,027	18,463	<b>33,529</b>	-	-	-	<b>-</b>
<b>Total</b>	<b>158,315</b>	<b>91,037</b>	<b>414,088</b>	<b>663,440</b>	<b>165,745</b>	<b>95,300</b>	<b>538,522</b>	<b>799,567</b>

1) Chairwoman // 2) Vice-Chairman // 3) Member of the Supervisory Board since June 14, 2018 // 4) Member of the Supervisory Board up to June 14, 2018 // 5) Member of the Supervisory Board up to May 19, 2017

## Shareholdings

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

EU-wide dissemination system as well as on the Wienerberger website (see "Managers' Transactions"). In 2018, members of the Supervisory Board and the Managing Board purchased a total of 26,808 Wienerberger shares; no sales of Wienerberger shares were made. The number of Wienerberger shares held by the members of the Managing and Supervisory Boards totaled 257,784 at the end of 2018.

Number of shares held		31/12/2017	Purchase	Sale	31/12/2018
Managing Board	Heimo Scheuch	131,252	12,428	0	<b>143,680</b>
	Willy Van Riet	50,000	5,000	0	<b>55,000</b>
Supervisory Board	Regina Prehofer	0	0	0	<b>0</b>
	David Davies	0	2,280	0	<b>2,280</b>
	Peter Johnson	0	0	0	<b>0</b>
	Caroline Grégoire Sainte Marie	400	0	0	<b>400</b>
	Christian Jourquin	0	0	0	<b>0</b>
	Myriam Meyer	1,000	0	0	<b>1,000</b>
	Wilhelm Rasinger	48,324	5,000	0	<b>53,324</b>
	Peter Steiner <sup>1)</sup>	-	2,100	0	<b>2,100</b>
	Franz Josef Haslberger <sup>2)</sup>	107,154	0	0	<b>-</b>
	<b>Total</b>	<b>338,130</b>	<b>26,808</b>	<b>0</b>	<b>257,784</b>

1) Member of the Supervisory Board since June 14, 2018 // 2) Member of the Supervisory Board up to June 14, 2018