REMUNERATION POLICY

for the Managing Board
of Wienerberger AG from 2024

INTRODUCTION

The previous remuneration policy (hereinafter referred to as "Remuneration Policy 2020" or "Policy 2020") for the Managing Board of Wienerberger AG (hereinafter referred to as "Wienerberger" or the "Company") was approved by the 151st Annual General Meeting on May 5th, 2020. It has been in force for all Managing Board members since then.

In the 2023 financial year, the Nomination & Remuneration Committee intensively reviewed the Remuneration Policy with the support of an independent corporate governance advisor. The main focus was on further optimizing the incentive effect of variable remuneration in relation to the achievement of strategic goals and the creation of long-term behavioural incentives for sustainable corporate development. The general expectations of the capital market and the feedback on the Remuneration Policy 2020 provided by the shareholders of Wienerberger were also included in the review.

Based on the results of the review, the Nomination & Remuneration Committee drew up a proposal for the revision of the Remuneration Policy 2020. The revised Remuneration Policy (hereinafter also referred to as the "Remuneration Policy" or "Policy") was resolved by the Supervisory Board on December 18th, 2023 at the proposal of the Nomination & Remuneration Committee. The revised Remuneration Policy for the Managing Board will be submitted to the 155th Annual General Meeting of Wienerberger AG on May 7th, 2024 for a vote in accordance with Section 78b (1) Stock Corporation Act (Aktiengesetz – AktG). It will enter into force retroactively as of January 1st, 2024, for all current and newly appointed Managing Board members. The current Managing Board service contracts as well as the Remuneration Policy 2020 remain valid and especially in relation to the current LTI programs agreed in the framework of the Remuneration Policy 2020, which are not affected by the revised Remuneration Policy. The main changes in comparison to the Remuneration Policy 2020 and the background to these changes are explained in section 3.

The Remuneration Policy provides the framework for the Supervisory Board and the Nomination & Remuneration Committee in the specific design of the Managing Board remuneration. It defines the principles that apply when determining the remuneration for the Managing Board, the various elements of remuneration and the requirements and performance criteria defined for the entitlement to these elements. It also specifies the proportion for each remuneration element in the total remuneration that can be awarded to Managing Board members. Finally, the Policy explains the procedures used to define the Remuneration Policy and the procedures to be applied in the event of a revision or amendment.

1. PROCEDURE FOR DEFINING, REVIEWING AND IMPLEMENTING THE REMUNERATION POLICY

As stipulated in the Stock Corporation Act, the Company's Supervisory Board is responsible for drawing up a Remuneration Policy for the Managing Board. The Supervisory Board has delegated the drafting of the Remuneration Policy to its Nomination & Remuneration Committee. The Nomination & Remuneration Committee then issues a recommendation on the Remuneration Policy to the Supervisory Board. In accordance with Section 78b (1) AktG, the Remuneration Policy must be submitted to the Annual General Meeting for a vote at least every fourth financial year and whenever a material change is made.

The Nomination & Remuneration Committee reviews the Managing Board's Remuneration Policy as required - but at least every third financial year - taking into account the Company's economic situation and strategy as well as changes and trends in international and national corporate governance standards, among other things. If necessary, external consultants are involved for support, whereby care is taken to avoid conflicts of interest. Following such a review, the Nomination & Remuneration Committee may recommend a change to the Remuneration Policy to the Supervisory Board. If adopted by the Supervisory Board, any changes to the Remuneration Policy are submitted to the Company's shareholders for approval by the Annual General Meeting.

The Remuneration Policy is implemented by determining the fixed and variable remuneration elements of the individual Managing Board members through the Nomination & Remuneration Committee. In addition, the Remuneration Policy is implemented on an ongoing basis by setting annual targets for the variable remuneration elements in line with the strategy.

The general requirements defined for the Supervisory Board apply to the avoidance of conflicts of interest. Accordingly, all members of the Supervisory Board must report any conflicts of interest on their own initiative and abstain from voting on resolutions if necessary. The Nomination & Remuneration Committee consists exclusively of independent members of the Supervisory Board.

2. PRINCIPLES OF THE REMUNERATION POLICY

The following principles are particularly taken into account when determining the Remuneration Policy:

- **Link to strategy**
  Through its steering effect, the Managing Board's Remuneration Policy makes a significant contribution to the implementation of the strategy and promotes the long-term development of the Company. Thus, key financial indicators for the implementation of the strategy - operating EBITDA, free cash flow and ROCE - as well as strategic and ambitious sustainability targets are anchored in the variable remuneration elements.

- **Long-term orientation and sustainability**
  The Remuneration Policy focuses on sustainable, long-term action. The majority of variable remuneration is therefore long-term in nature. In addition, sustainability targets are taken into account with a significant weighting in both short-term and long-term variable remuneration.

- **Pay for performance**
  The Remuneration Policy is designed to ensure that remuneration is commensurate with performance. Thus, the Managing Board's performance is evaluated on the basis of ambitious and measurable financial performance criteria and sustainability goals derived from Wienerberger's strategy.

- **Regulatory conformity**
  The Remuneration Policy complies with recognized national and international standards of good corporate governance, including the provisions of the Stock Corporation Act and the rules of the Austrian Code of Corporate Governance (ACCG). The Remuneration Policy is presented in a transparent and comprehensible manner.

- **Appropriateness and competitiveness**
  The objective is to provide a competitive remuneration package that optimally promotes and supports Wienerberger's strategy. The Supervisory Board wants to ensure that qualified Managing Board members who have the experience and expertise to make the Company competitive within its industry can be attracted, motivated and retained worldwide. When determining the remuneration, consideration is given to ensuring that the total remuneration of the Managing Board members is in line with the Company's situation and the usual remuneration in comparable companies. Remuneration shall be commensurate with the area of activity and responsibility as well as the performance of each Managing Board member.

- **Consideration of the remuneration and employment conditions of employees**
  When determining the remuneration for members of the Managing Board, the Nomination & Remuneration Committee takes into account the remuneration provisions for other employees, including top management, to ensure that the remuneration provisions for Managing Board members are consistent and comprehensible in a Group-wide context.

  Thus, care is also taken to ensure that a consistent performance and remuneration philosophy prevails within the Company. The principles of the remuneration of the Managing Board also apply to other employees in an adapted form. In principle, the remuneration structure within the Company is designed to be highly competitive within the industry, which is also ensured by annual remuneration reviews. Remuneration for large parts of the Company therefore consists of fixed and variable components. When structuring the variable remuneration of employees, care is taken to ensure the greatest possible consistency to the incentive structure of the Managing Board’s variable remuneration, for example regarding the selection of performance criteria, so that the Company's key objectives are also jointly pursued.

- **Consideration of shareholder interests**
  The long-term interests of shareholders and other stakeholders were taken into account when drawing up the Remuneration Policy, particularly in the design of performance-related remuneration. Feedback as part of the regular dialog with shareholders helps to continuously improve the design of the Remuneration Policy.

3. THE REMUNERATION POLICY FOR THE MANAGING BOARD OF WIENERBERGER AG

1. Summary of the Remuneration Policy

The most important elements of the revised Remuneration Policy are summarized as follows in comparison to the previous Remuneration Policy:

The Remuneration Policy for the Managing Board of Wienerberger AG

Remuneration Policy 2020		Remuneration Policy 2024
	Fixed, non-performance-related remuneration	
• Fixed remuneration • Payment in fourteen installments	**Fixed remuneration**	• Fixed remuneration • Payment in fourteen installments
• Remuneration in kind and customary fringe benefits, in particular provision of a company car and insurance (travel, accident, legal expenses and D&O insurance)	**Fringe benefits**	• Remuneration in kind and customary fringe benefits, in particular provision of a company car and insurance (travel, accident, legal expenses and D&O insurance) • **In individual cases: payments to compensate for international transfers or to compensate for loss of remuneration on initial appointment**
• Entitlement to a defined contribution pension fund scheme	**Pension contributions**	• Entitlement to a defined contribution pension fund scheme
	Variable, performance-related remuneration	

• Plan type: Target bonus
• Performance period: 1 year
• Performance criteria (target achievement 0% - 150%):
  • Operating EBITDA
  • Free cash flow
  • Efficiency enhancement measures
• Cap: 100% of fixed remuneration
	Short-term variable remuneration	• Plan type: Target bonus
		• Performance period: 1 year
		• Performance criteria (target achievement 0% - 150%):
		  • Operating EBITDA **(40% - 60%)**
		  • Free cash flow **(0% - 20%)**
		  • **Sustainability targets (20% - 50%)**
		• Cap: **150% of the target amount**

• Plan type: Performance Cash Plan
• Performance period: 3 years
• Performance criteria (target achievement 0% - 150%):
  • relative Total Shareholder Return (1/3) (versus selected companies of the STOXX® Europe 600 Construction & Materials)
  • ROCE(1/3)
  • Sustainability targets (1/3)
• Cap: 175% of fixed remuneration for the Chairman of the Managing Board resp. 150% of fixed remuneration for other Managing Board members
• At least 50% of the payment is made in shares that are subject to a holding period of two years
	Long-term variable remuneration	• Plan type: **Performance Share Plan**
		• Performance period: 3 years
		• Performance criteria (target achievement 0% - 150%):
		  • relative Total Shareholder Return **(20% - 40%)** (**versus the companies of the STOXX® Europe 600 Construction & Materials**)
		  • ROCE **(20% - 40%)**
		  • Sustainability targets **(20% - 40%)**
		• Cap: **250% of the target amount** (for cash payment)
		• At least 50% of the payment is made in shares, **which were used to meet the Share Ownership Guideline**

	Further design parameters	

--	**Share Ownership Guideline**	• Share Ownership Guidelines:
		  • 200% of fixed remuneration for the Chairman of the Managing Board
		  • 100% of fixed remuneration for other Managing Board members

• Possibility of reduction (malus) and clawback of variable remuneration in the event of incorrect consolidated financial statements and in the event of compliance violations	**Malus and clawback regulation**	• Possibility of reduction (malus) and clawback of variable remuneration in the event of incorrect consolidated financial statements and in the event of compliance violations

Overall, the revision of the Remuneration Policy 2020 will

> significantly strengthen the pay for performance link,
> create an incentive effect that is even more closely linked to the strategic objectives, in particular the sustainability objectives, of Wienerberger AG,
> effectively link the interests of the Managing Board and the shareholders, and
> result in a structure that is even more in line with the market and adapted to shareholders' expectations.

The background for the material adjustments made to the Remuneration Policy 2020 are explained below:

1.1. Revision of the short-term variable remuneration

The short-term variable remuneration now provides for sustainability targets derived from the sustainability strategy in addition to the financial key figures of operating EBITDA and free cash flow in order to additionally align the incentive effect with the sustainability strategy of Wienerberger AG in future.

To increase transparency while maintaining flexibility for the Nomination & Remuneration Committee, bandwidths for the weighting of the performance criteria are defined.

The determination of target achievement will be simplified. In future, the target achievement of the performance criteria will be limited to a range of 0% to 150%, which eliminates the previous possibility of overachieving performance criteria (target achievement above 150%) to compensate for underachievement. It will no longer be possible to balance between the target achievement of different performance criteria.

1.2. Revision of the long-term variable remuneration

In order to increase the equity orientation of the remuneration and to align the interests of the Managing Board and shareholders more closely, the long-term variable remuneration will in future be structured as a performance share plan with a three-year performance period. In addition, the focus of the long-term variable remuneration on the long-term development of the Company will be strengthened by removing the previous annual measurement of target achievement and the annual fixing of the resulting pro rata vesting within the three-year performance period. Instead, target achievement and the resulting vesting will in future only be measured after the end of the entire three-year performance period. In future, shares paid out as part of the long-term variable remuneration will be used to meet the newly implemented Share Ownership Guideline. This way, the members of the Managing Board will become long-term shareholders in the Company. To increase flexibility and strengthen the focus on sustainability, the performance criteria will be weighted within a range of 20% to 40% in future. In order to simplify the comparison of capital market performance with relevant companies in similar sectors and make it more comprehensible, all companies in the STOXX® Europe 600 Construction & Materials will be used for the relative total shareholder return in future.

The determination of target achievement will also be simplified for the LTI. In future, the target achievement of the performance criteria will be limited to a range of 0% to 150%, which eliminates the previous possibility of overachieving performance criteria (target achievement above 150%) to compensate for underachievement. It will no longer be possible to balance between the target achievement of different performance criteria

1.3. Removing the possibility of discretionary remuneration

Previously, it was possible to pay members of the Managing Board additional discretionary remuneration in exceptional cases in the form of sign-on bonuses, loyalty bonuses or remuneration for relocation. This option is now limited in the Remuneration Policy to the possibility of a payment to compensate for forfeited remuneration entitlements and payments to compensate for international transfers.

1.4. Introduction of a Share Ownership Guideline

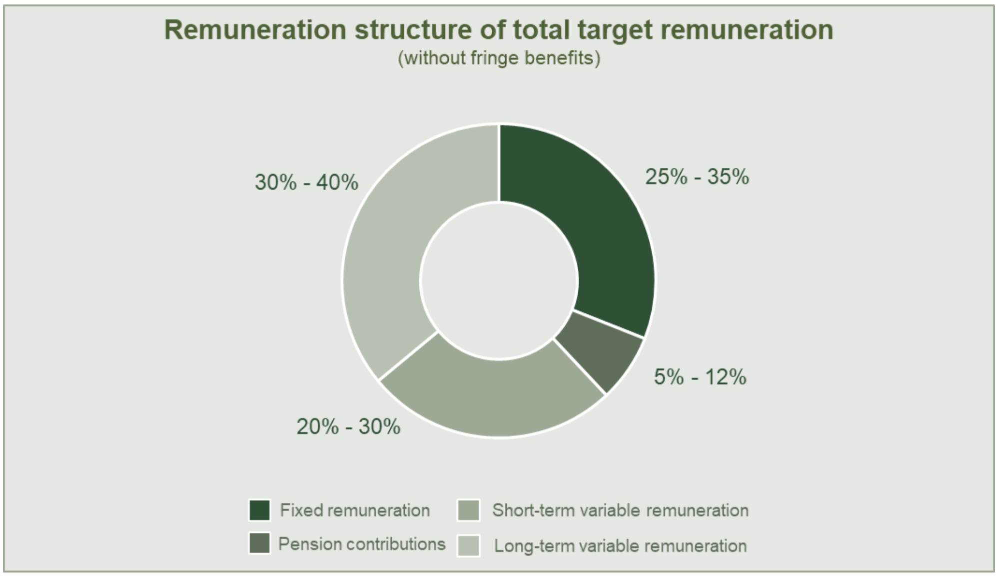
The new Remuneration Policy introduces a Share Ownership Guideline for Managing Board members amounting to 200% of the fixed remuneration for the Chairman of the Managing Board and 100% of the fixed remuneration for the ordinary members of the Managing Board. This is intended to strengthen the Company's capital market orientation and equity culture as well as to align the interests of the members of the Managing Board and the shareholders of Wienerberger more closely.

2. Remuneration structure

The total target remuneration of the members of the Managing Board comprises both fixed remuneration elements - consisting of fixed remuneration, fringe benefits and pension contributions - and the target amounts of the variable remuneration elements, consisting of short-term variable remuneration and long-term variable remuneration. The target amount reflects the amount of the variable remuneration element in the event of 100% target achievement and is determined as a percentage of the fixed remuneration.

The Managing Board's remuneration is highly performance-related. This is ensured by the significant share of variable remuneration in the total target remuneration. In addition, in accordance with the relevant legal requirements and the requirements of the ACCG, the majority of variable remuneration is linked to the achievement of ambitious long-term targets. In this way, the remuneration structure sets long-term behavioral incentives for sustainable corporate development.

When determining the remuneration, the Nomination & Remuneration Committee ensures that the proportions of the different remuneration elements correspond in principle to the ranges shown below. As the fringe benefits are naturally subject to annual fluctuations, they are not taken into account in the illustration. The fringe benefits generally contribute around 1 - 3% to the total target remuneration.



3. Remuneration elements

3.1. Fixed, non-performance-related remuneration

3.1.1. Fixed remuneration

Each member of the Company's Managing Board is entitled to fixed annual remuneration. In accordance with the principles set out in section 2, the fixed remuneration is based on the area of activity and responsibility of each individual member of the Managing Board in line with the existing allocation of duties.

In line with standard national practice, the fixed remuneration is divided into fourteen installments and is paid out at the end of each month.

3.1.2. Fringe benefits

The fringe benefits for members of the Managing Board consist in particular of the provision of a secretary's office, a company car and mobile and other means of communication, which can also be used for personal purposes.

Furthermore, all members of the Managing Board are insured against risks associated with business travel under a group-wide insurance policy. This includes travel insurance, travel health insurance and repatriation insurance.

Moreover, all members of the Managing Board have accident insurance, legal expenses insurance and directors- and officers-liability insurance (D&O insurance) at Wienerberger's expense.

In addition, the Nomination & Remuneration Committee has the option in individual cases to make payments to compensate for international transfers or to grant a compensation payment when a member of the Managing Board is first appointed. The latter can be used to compensate a new member of the Managing Board for any loss of remuneration resulting from the transfer to Wienerberger, against proof. In this way, the Nomination & Remuneration Committee ensures that it retains the necessary flexibility to attract the best possible candidates. The use of such benefits is reported transparently in the remuneration report.

3.1.3. Pension contributions

All members of the Managing Board are entitled to a defined contribution pension scheme, for which the Company makes annual contributions to a pension fund. The actual amount of the pension depends on the amount of capital available in the pension fund. The pension is paid out in accordance with the approved business plan of the pension fund.

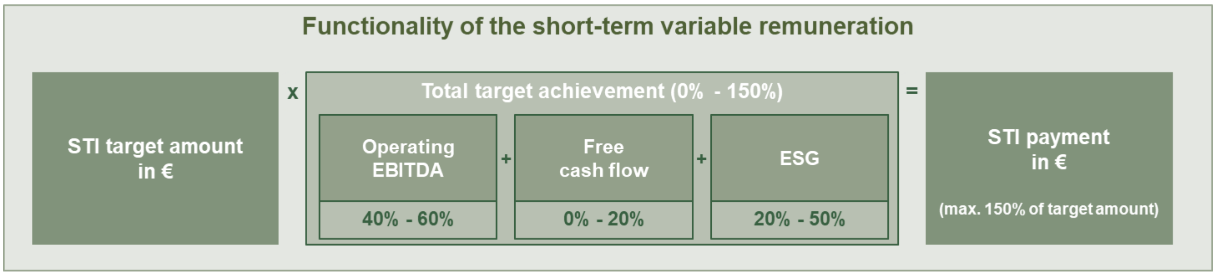
3.2. Variable, performance-related remuneration

3.2.1. Short-term variable remuneration

The short-term variable remuneration (short-term incentive; STI) is linked to the achievement of financial performance criteria and the sustainable corporate development of Wienerberger. Payment is made in cash and can amount to a maximum of 150% of the STI target amount. The STI target amount is defined as a percentage of the fixed remuneration.

Performance is defined on the basis of the financial performance criteria "operating EBITDA" with a weighting of 40% to 60% and "free cash flow" with a weighting of 0% to 20%. Sustainability targets are included in the calculation of overall target achievement with a weighting of 20% to 50%. These targets focus on the operating result of Wienerberger and the result of the Company's value-creating strategy, which is designed for sustainable growth.

The target achievement of the individual performance criteria is measured over one year and is capped at 150%. The actual payout amount depends on the achievement of the financial and ESG-related performance criteria and is calculated as follows:



Functionality of the short-term variable remuneration

The Nomination & Remuneration Committee defines the weighting of the individual performance criteria (KPIs) within the specified ranges at the end of the previous financial year or at the latest at the beginning of the new financial year. The weighting of the KPIs is disclosed in the remuneration report.

In predefined exceptional cases, such as M&A activities that are not accounted for in the budget or changes in accounting provisions, the Supervisory Board explicitly reserves the right, following a corresponding recommendation by the Nomination & Remuneration Committee, to subsequently adjust the performance criteria and sustainability targets. Generally unfavorable market developments are expressly not considered as an exceptional case. If the Supervisory Board makes such an adjustment, it will be explained in detail in the corresponding remuneration report and in the corporate governance report.

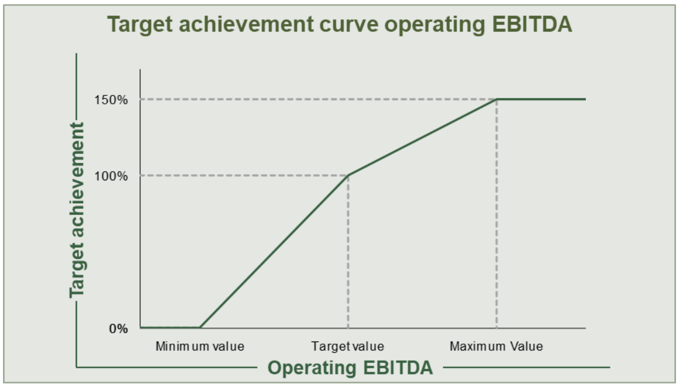
> **Performance criterion Operating EBITDA (40% - 60%)**

Operating EBITDA is a key parameter for assessing the profitability of the core business, which is communicated to the capital market as part of Wienerberger's annual guidance. As taxes, depreciation and amortization and the financial structure are not taken into account, the key figure enables international comparability.

Each year at the end of the previous financial year or at the latest at the beginning of the new financial year and taking into account the annual planning, the Nomination & Remuneration Committee sets a target value for the performance criterion operating EBITDA (operating earnings before interest, tax, depreciation and amortization), which corresponds to a target achievement of 100%. The Nomination & Remuneration Committee also defines a minimum and maximum value.

The target achievement is 100% if the operating EBITDA for the financial year, based on the consolidated financial statements of the Company audited by the auditor and presented by the Supervisory Board to the Annual General Meeting, exactly reaches the defined target value for this financial year. If the operating EBITDA is at or below the minimum value, the target achievement is 0%. If the operating EBITDA reaches or exceeds the maximum value, this results in a target achievement of 150%. Target achievement values between the defined values are interpolated linearly.

The target achievement curve for the performance criterion operating EBITDA is shown below as an example:

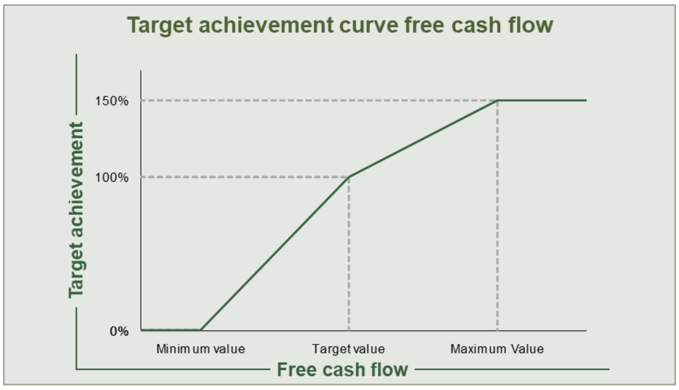


> **Performance criterion free cash flow (0% - 20%)**
Free cash flow forms the basis for Wienerberger's dividend policy while at the same time maintaining financial flexibility so that Wienerberger can continue to make investments and pursue its value-creating strategy.

The Nomination & Remuneration Committee sets a target value for the performance criterion free cash flow at the end of the previous financial year or at the latest at the beginning of the new financial year, taking into account the annual planning, which corresponds to a target achievement of 100%. The Nomination & Remuneration Committee also defines a minimum and maximum value each year before the start of the respective financial year.

Target achievement is 100% if the free cash flow for the financial year, based on the consolidated financial statements of the Company audited by the auditor and presented by the Supervisory Board to the Annual General Meeting, exactly reaches the defined target value for this financial year. If the actual free cash flow reaches the minimum value or is lower, the target achievement is 0%. If the actual free cash flow reaches or exceeds the maximum value, this results in a target achievement of 150%. Target achievement values between the defined values are interpolated linearly.

An example of the target achievement curve for the performance criterion free cash flow is shown below as an example:



- **Sustainability targets (20% - 50%)**
  The sustainability targets (Environmental, Social, Governance targets; ESG targets) are derived from Wienerberger's "Sustainability Program 2023 - 2026", which focuses on environmental and social targets. The implementation of sustainability targets is in line with Wienerberger's strategy and supports the sustainable development of the Company. Based on the program, the Nomination & Remuneration Committee has derived the following list of criteria:

Criteria catalog for sustainability targets

Environment	Social
Decarbonization	Health & Safety
Energy mix	Education
Circular economy	Inclusion & Diversity
Net-Zero Products	Social responsibility
Water management	
Waste management	

For the short-term variable remuneration, a maximum of two criteria from the criteria catalog are taken into account and operationalized through specific, measurable and ambitious targets. The specific criteria with their minimum, target and maximum values are set annually by the Nomination & Remuneration Committee at the end of the previous financial year or at the latest at the beginning of the new financial year.

The degree of target achievement for the sustainability targets can also be set between 0% and 150%.

The amount paid out as short-term variable remuneration is reported in the remuneration report. The targets for the performance criteria of operating EBITDA, free cash flow and sustainability targets as well as the respective target achievements are published and explained.

3.2.2. Long-term variable remuneration

The long-term variable remuneration (so-called long-term incentive; LTI) is a long-term remuneration instrument for the members of the Managing Board and is intended to promote the medium and long-term value creation of Wienerberger. The objective of the long-term variable remuneration is also to align the interests of management and shareholders while avoiding inappropriate risk-taking. Thus, the long-term variable remuneration is structured as a performance share plan with a three-year performance period.

The LTI target amount reflects the amount of the variable remuneration element at a target achievement of 100% and is defined as a percentage of the fixed remuneration. It is converted into a number of share equivalents at the beginning of the performance period using the average share price over the last 60 trading days.

The final number of share equivalents is determined after the end of the performance period based on the achievement of predefined performance criteria. The defined financial performance criteria are "relative TSR" (relative total shareholder return) with a weighting of 20% to 40% and "ROCE" (return on capital employed) with a weighting of 20% to 40%. In addition to the financial performance criteria, sustainability targets are also included in the calculation of overall target achievement with a weighting of 20% to 40%. The target achievement of the individual performance criteria is measured over three years and is limited to 150%.

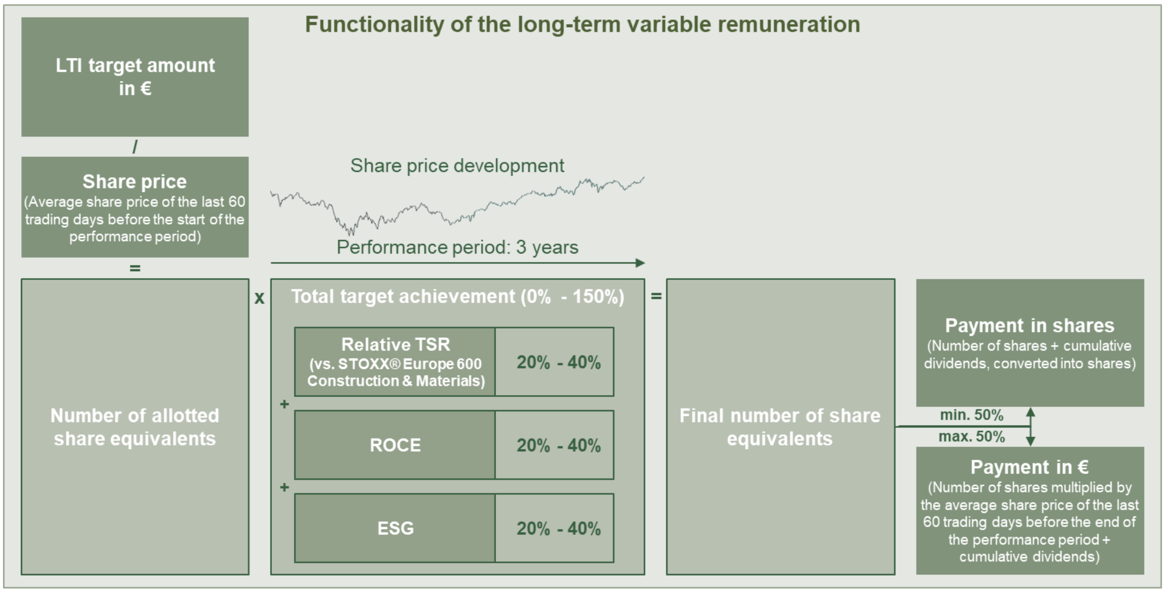
At the end of the performance period, the number of allocated share equivalents is multiplied by the total target achievement. This results in the final number of share equivalents. At least 50% of the final number of share equivalents must be paid out in shares of Wienerberger AG. The remaining payment is made in shares of Wienerberger AG and/or in cash.

- **Payment in shares**
  One share equivalent corresponds to the entitlement to one share of Wienerberger AG. In addition, the dividends paid out during the performance period are taken into account by converting the cumulative dividends into shares of Wienerberger AG, taking into account the average share price of the last 60 trading days before the end of the performance period.

  The transferred shares of Wienerberger AG must be used to meet the Share Ownership Guideline until it is fulfilled.

- **Payment in cash**
  One share equivalent corresponds to the entitlement to a payout in the amount of the average share price of the last 60 trading days before the end of the performance period. In addition, the dividends paid out during the performance period are paid out per share equivalent.

  The sum of the payments in cash may not exceed 250% of the proportionate LTI target amount.



The overall target achievement of the long-term variable remuneration is measured on the basis of the performance criteria relative TSR, ROCE and sustainability targets, taking into account the defined weighting ranges.

The Nomination & Remuneration Committee can weigh the individual performance criteria (KPIs) differently for each new tranche within the prescribed ranges. The weighting of the KPIs is disclosed in the remuneration report.

In predefined exceptional cases, such as M&A activities that are not accounted for in the budget or changes in accounting provisions, the Supervisory Board explicitly reserves the right, following a corresponding recommendation by the Nomination & Remuneration Committee, to subsequently adjust the ROCE performance criterion and the sustainability targets. Generally unfavorable market developments are expressly not considered as an exceptional case. If the Supervisory Board makes such an adjustment, it will be explained in detail in the corresponding remuneration report and in the corporate governance report.

> **Performance criterion relative TSR**

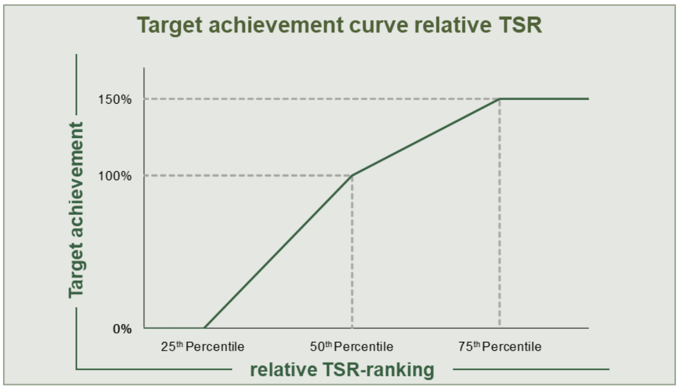
The total shareholder return (TSR) describes the development of the share price of Wienerberger AG including notionally reinvested dividends. The relative TSR compares the TSR of Wienerberger with the TSR of other companies. It enables an assessment of the relative value creation for shareholders in direct comparison with other companies in the European construction and basic materials sector.

The companies of the STOXX® Europe 600 Construction & Materials Index are used as a peer group for the relative TSR performance. If this index is discontinued or is no longer suitable as a comparison, e.g. if the business model of Wienerberger changes significantly, the Nomination & Remuneration Committee has the option of defining another index as a suitable peer group.

To determine the target achievement of the relative TSR, the TSR of Wienerberger is compared with the TSR of the STOXX® Europe 600 Construction & Materials companies at the end of the performance period. For this purpose, the TSR values of Wienerberger and the peer companies are sorted in descending order. Target achievement is determined on the basis of the percentile rank achieved by Wienerberger.

The target achievement is 100% if the percentile rank achieved by Wienerberger corresponds to the 50th percentile. If the percentile rank achieved by Wienerberger corresponds to the 25th percentile or is lower, the target achievement is 0%. If the percentile rank achieved by Wienerberger corresponds to the 75th percentile or is higher, this results in a target achievement of 150%. Target achievement values between these values are interpolated linearly.

The target achievement curve for the performance criterion "relative TSR" is shown below:



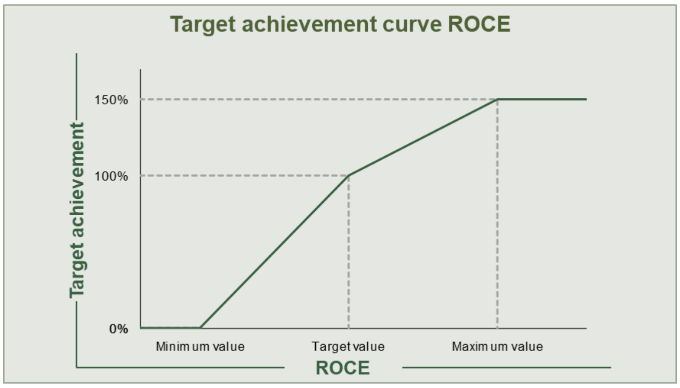
- **Performance criterion ROCE**

The performance criterion ROCE is the most important KPI for Wienerberger in the area of value management. It reflects the value added by the individual business units and by the Group as a whole. It is also an important basis for future M&A decisions.

The actual ROCE on the basis of the Company's consolidated financial statements audited by the auditor and presented by the Supervisory Board to the Annual General Meeting is used to determine target achievement. The final target achievement is calculated on the basis of the average of the ROCE figures determined during the three-year performance period.

At the beginning of the performance period, the Nomination & Remuneration Committee sets a target, minimum and maximum value for the three-year average ROCE. Target achievement is 100% if the average ROCE for the performance period exactly reaches the defined target value. If the average ROCE corresponds to the minimum value or is below it, the target achievement is 0%. If the average ROCE reaches or exceeds the maximum value, this results in a target achievement of 150%. Target achievement values between the defined values are interpolated linearly.

The target achievement curve for the performance criterion ROCE is shown below as an example:



> **Sustainability targets**
The sustainability targets (Environmental, Social, Governance targets; ESG targets) are derived from the Wienerberger's "Sustainability Program 2023 - 2026", which focuses on environmental and social targets. The implementation of sustainability targets is in line with Wienerberger's strategy and supports the sustainable development of the Company.

Based on the program, the Nomination & Remuneration Committee has derived the following list of criteria:

Criteria catalog for sustainability targets

Environment	Social
Decarbonization	Health & Safety
Energy mix	Education
Circular economy	Inclusion & Diversity
Net-Zero Products	Social responsibility
Water management	
Waste management	

For the long-term variable remuneration, a maximum of four criteria from the criteria catalog are taken into account and operationalized through specific, measurable and ambitious targets. The specific criteria with their target, minimum and maximum values are set annually by the Nomination & Remuneration Committee at the beginning of the respective performance period.

The degree of target achievement for the sustainability targets can also be set between 0% and 150%. The payout amount of the long-term variable remuneration is reported in the remuneration report. The targets for the performance criteria of relative TSR, ROCE and the sustainability targets as well as the targets achievements in the performance period are published and explained.

4. Other contractual provisions

4.1. Share Ownership Guidelines

All members of the Managing Board are subject to Share Ownership Guidelines (SOG), which oblige the members of the Managing Board to accumulate an appropriate personal investment in shares of Wienerberger AG and to hold these shares until they leave the Company.

The obligation (SOG target) is defined as a percentage of the annual fixed remuneration (gross) and amounts to 200% for the Chairman of the Managing Board and 100% for the ordinary members of the Managing Board.

Shares that are transferred as part of the long-term variable remuneration must be used to achieve the Share Ownership Guidelines until they are met. Shares already held by members of the Managing Board at the time of the introduction of the SOG are counted towards the SOG target at the market value at the time of the introduction of the SOG.

4.2. Malus und clawback regulations

In predefined cases, the Supervisory Board has the option of partially or fully reducing variable remuneration that has not yet been paid out ("malus") or reclaiming some or all of the net variable remuneration already paid out ("clawback").

Repayment is made in particular if it transpires that the variable remuneration was accrued or paid on the basis of inaccurate or incorrect information or data, or if it is subsequently proven that mandatory internal rules or applicable legal standards ("compliance") were breached.

The pre-defined cases also include:

- a material misstatement of the audited financial statements of the Group;
- regulatory sanctions or judial convictions for reasons for which a member of the Managing Board is responsible;
- a material failure of risk management or internal controls; and
- serious damage to the reputation of the Group or one of its companies as a result of misconduct by a member of the Managing Board.

Any claims of the Company for damages, in particular under Section 84 AktG, the right of the Company to revoke the appointment in accordance with Section 75 (4) AktG and the right of the Company to terminate the employment contract for good cause remain unaffected by the malus and clawback provisions.

4.3. Structure of the contracts of the members of the Managing Board

4.3.1. Duration

The members of the Managing Board have concluded service contracts with the Company. Accordingly, members of the Managing Board are generally appointed for a period of three years, up to a maximum of five years as stipulated in the Stock Corporation Act. Under certain circumstances, e.g. in the case of the first or last term of office of a member of the Managing Board, the appointment may be for a shorter period.

4.3.2. Premature termination

The Managing Board service contracts can be terminated with immediate effect for good cause, including the Managing Board member's continued inability to act or other grounds for termination in accordance with national law. Management Board service contracts cannot be terminated unilaterally and without cause.

Upon reaching the statutory retirement age according to the General Social Security Act (ASVG), the member of the Managing Board has the right to terminate the Managing Board service contract at the end of each calendar year, subject to a six-month notice period, while maintaining his severance payment entitlement.

In the event of permanent occupational disability, which is assumed after more than six months of illness with an uncertain prognosis of recovery, the Managing Board member may be dismissed and the Managing Board service contract terminated at the end of the month subject to twelve months' notice.

4.3.3. Maternity and parental leave

The Supervisory Board can offer special models in connection with maternity and parental leave, such as the interruption of Managing Board activities with reappointment in connection with the birth of a child or temporary (reduced-term) partial mandate solutions, after weighing up the interests of the Company in a functioning company management on the one hand and the interests of the affected member on the other.

4.3.4. Consequences of the termination

In the event of premature termination of the Managing Board service contract, agreements on severance payments to the Managing Board member take into account the circumstances of the departure of the Managing Board member concerned and the economic situation of the company.

In principle, variable remuneration is calculated and paid upon termination of the employment relationship in accordance with the originally agreed assessment bases and due dates, whereby the target amount for the short-term or long-term variable remuneration for the financial year in which the employment relationship ends is reduced by 1/12 for each full month in which the employment relationship did not exist in this financial year.

If the employment relationship is terminated prematurely by the Company without good cause in accordance with Section 75 (4) AktG, the remuneration due to the member of the Managing Board on the date of termination in accordance with the Managing Board employment contract is settled in the form of a lump sum up to a maximum amount of two years' total remuneration (fixed and variable remuneration elements), whereby the severance payment may not exceed the remuneration due for the remaining term of the Managing Board service contract.

In the event of permanent incapacity to work or death of the member of the Managing Board member, the short-term variable remuneration and all current tranches of the long-term variable remuneration whose performance period has not yet ended are paid out immediately. The amount paid out corresponds to the cumulative target amounts of the short-term variable remuneration and all outstanding tranches of the long-term variable remuneration, whereby the respective target amount for the financial year in which the employment relationship ends is reduced by 1/12 for each full month in which the employment relationship did not exist in this financial year.

4.3.5. Severance payments

Managing Board members are entitled to a voluntary severance payment at the end of their employment in accordance with the provisions of national law. In accordance with national legal requirements, this entitlement is calculated on the basis of total remuneration and the length of service with the Company. Accordingly, the maximum severance payment corresponds to the amount of remuneration for one year (including fixed remuneration and all variable remuneration elements on an average basis). As stipulated in the Austrian Code of Corporate Governance, no severance payment is due in the event of premature termination of a Managing Board contract for a reason for which the member of the Managing Board is culpably responsible or if the member of the Managing Board resigns prematurely without good cause.

In addition and as required by Austrian law, the Company is obliged to pay 1.53% of each Managing Board member’s monthly gross remuneration to an external employee severance fund (Betriebliche Mitarbeitervorsorgekasse - MVK) on a monthly basis. Upon termination of their employment with the Company, the members of the Managing Board may claim payment of the accrued contributions (including investment returns) from the fund. Payment claims against the Company from this title are excluded.

4.3.6. Change of control clauses

The Managing Board contracts contain change of control clauses that grant the members of the Managing Board the right to resign from their position prematurely following a change of control in the Company. According to the Articles of Association of Wienerberger AG, a change of control occurs as soon as a shareholder is required to submit a mandatory takeover bid to all other shareholders due to exceeding a shareholding threshold of 20%.

The contractual provisions stipulate that in this case, the benefits agreed in the Managing Board contracts are fulfilled until the originally intended end of the contract. However, the total entitlement in the event of a change of control and subsequent termination of the Managing Board contract is capped at two years' remuneration.

There are no further claims in the event of a change of control.

4.3.7. Non-competition clause

The Managing Board service contracts contain the usual non-competition clauses, which apply for the duration of employment and for one year after termination of the contract. In the event that the post-contractual non-competition clause is enforced in the event of termination of the Managing Board mandate/contract at the initiative of the Company and without reproachable conduct on the part of the Managing Board member, compensation (compensation for non-competition) may be paid for the duration of the restriction of competition.

A violation of the non-competition clause by the member of the Managing Board may result in a penalty payment of up to a maximum of one gross annual fixed remuneration.

Managing Board members are not entitled to any remuneration from associated companies of Wienerberger AG.

4.3.8. Taking up secondary occupations

Members of the Managing Board require the prior approval of the Supervisory Board to take up sideline activities outside their area of work at Wienerberger. This ensures that neither the time required nor the remuneration granted for such activities lead to a conflict with their duties for the Company. If the sideline activities are Supervisory Board mandates or comparable mandates at listed companies, these are published in the Company's annual report and on the Wienerberger website. No remuneration is paid for mandates in Group companies.

5. Temporary deviation from the Remuneration Policy

Pursuant to Section 78a (8) AktG, individual elements of the Remuneration Policy may be temporarily deviated from in exceptional cases if this is necessary for the long-term development of the Company. The Nomination & Remuneration Committee must examine whether exceptional circumstances exist and submit a corresponding proposal for a deviation from the defined Remuneration Policy to the Supervisory Board for a resolution.

The elements of the Remuneration Policy that may be deviated from in exceptional cases are the variable remuneration elements, e.g. KPIs and/or corresponding target corridors. In such cases, the Nomination & Remuneration Committee may also temporarily grant additional remuneration elements or replace individual remuneration elements with other elements if this is necessary to restore an appropriate incentive level for the members of the Managing Board.