

2023 | Corporate Governance Report



world of **wienerberger**



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Corporate Governance at wienerberger

As a listed company with international operations, wienerberger is committed to the principles of responsible corporate governance aimed at the sustainable creation of added value. Transparency in reporting, the continuous further development of an efficient system of corporate control, corporate management aligned with the interests of our stakeholders, and cooperation in a spirit of mutual trust between the Managing Board and the Supervisory Board, as well as among our employees, provide the basis for the achievement of our corporate targets, which are all set in line with our Sustainability Program. This understanding of our role as a company is based on Austrian law, the Austrian Corporate Governance Code, the Articles of Association, the rules of procedure of the Boards of the company, and our internal policies.

Commitment to the Austrian Corporate Governance Code

Since the entry into force of the Austrian Corporate Governance Code in 2002, wienerberger has committed itself, without reservation, to comply with the rules of the Code, as amended. The Code, which can be accessed on the internet at www.corporate-governance.at, provides a framework for the management and supervision of a company on the basis of international standards and is intended to ensure a high level of transparency for all stakeholders. Its guiding principles include the following:

- › Equal treatment of all shareholders
- › 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 governing bodies of the company
- › Efficient monitoring by the Supervisory Board and the external auditor

This Corporate Governance Report is based on the most recent revision of the Code, dated January 2023. As in the previous year, wienerberger fully complied with all legal requirements (L Rules). Moreover, the C Rules (“Comply or Explain”), including the R Rules (“Recommendations”), which require no explanation in the case of non-compliance, were complied with in their entirety.



Members of the Managing Board



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



HEIMO SCHEUCH
CEO Wienerberger AG
Chairman of the Managing Board
 Born 1966

Appointed until 31/12/2025
 Chairman since 01/08/2009
 Member since 21/05/2001

Responsible for the strategic and operational development of wienerberger

Group functions assigned:

- › Corporate Development
- › Organizational Development & Human Resources
- › Sustainability & Innovation
- › New Digital Business
- › Investor Relations
- › Corporate Communications
- › Corporate Secretary
- › North America

External mandates:

Chairman of the Supervisory Board of Wiener Börse AG
 Managing Director of ANC Anteilsverwaltung GmbH



GERHARD HANKE
CFO Wienerberger AG
Born 1971

Appointed until 28/02/2027
Member since 01/03/2021

Responsible for financial matters and performance management of wienerberger

Group functions assigned:

- › Accounting, Tax, Group Reporting & Business Support
- › Corporate Treasury
- › Procurement
- › IT & Cyber Security
- › Risk Management
- › Corporate Legal Services
- › Compliance
- › Internal Audit

External mandates:

Managing Director of ANC Anteilsverwaltung GmbH



SOLVEIG MENARD-GALLI
COO Europe East Wienerberger AG
Born 1969

Appointed until 31/05/2025
Member since 01/06/2019

Responsible for all wienerberger activities - building solutions and piping solutions - in Eastern Europe

Group functions assigned:

- › Strategy & Technology Building Solutions
- › Product Development Clay & Concrete
- › Operational Services (Health & Safety, Supply Chain Management, Lean Manufacturing, Industry 4.0)

External mandates:

None



HARALD SCHWARZMAYR
COO Europe West Wienerberger AG
Born 1969

Appointed until 30/06/2026
Member since 01/07/2020

Responsible for all wienerberger activities - building solutions and piping solutions - in Western Europe

Group function assigned:

- › Strategy & Technology Piping Solutions
- › Product Development Piping Solutions
- › Commercial Services (Marketing & Sales, Digital Business Models)

External mandates:

None

Members of the Supervisory Board



F.l.t.r: Thomas Birtel, Effie K. Datson, David Davies, Katrien Beuls, Peter Steiner, Myriam Meyer, Marc Grynberg



PETER STEINER
Chairman (since 01/01/2021)
 Born 1959
 Independent

Appointed until 157th AGM (2026)
 First elected: 14/06/2018

Mandates in listed companies:

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

Other mandates:

None



MYRIAM MEYER
Deputy Chairwoman
 Born 1962
 Independent

Appointed until 158th AGM (2027)
 First elected: 22/05/2015

Mandates in listed companies:

None

Other mandates:

Member of the Supervisory Board of KUKA AG
 Member of the Board of Directors of Bedag Informatik AG
 Member of the Board of Trustees of Swisscontact
 Member of the Industry Advisory Board of ETH Zurich/Dept. of Mechanical Engineering



KATRIEN BEULS
Member of the Supervisory Board

Born 1968
 Independent

Appointed until 158th AGM (2027)
 First elected: 05/05/2023

Mandates in listed companies:

None

Other mandates:

CEO Strategic Transformation and Group M&A of ISS A/S
 Member of the Supervisory Board of ISS Facility Services Holding GmbH
 Member of the Supervisory Board of ISS Austria Holding GmbH and ISS Facility Services GmbH
 Member of the Supervisory Board of ISS Tesis A.S.
 Member of the Supervisory Board of ISS World Services A/S



THOMAS BIRTEL
Member of the Supervisory Board

Born 1954
 Independent

Appointed until 157th AGM (2026)
 First elected: 03/05/2022

Mandates in listed companies:

None

Other mandates:

Member of the Supervisory Board of four companies of VHV Versicherung
 Chairman of the Board of CONCORDIA Sozialprojekte Stiftung Deutschland
 Member of the Board of CONCORDIA Sozialprojekte gemeinnützige Privatstiftung Wien



EFFIE K. DATSON
Member of the Supervisory Board

Born 1970
 Independent

Appointed until 158th AGM (2027)
 First elected: 05/05/2023

Mandates in listed companies:

None

Other mandates:

Managing Director of EK Datson Capital Inc
 Non-Executive Director of Chia Network Inc



DAVID DAVIES
Member of the Supervisory Board

Born 1955
 Independent

Appointed until 156th AGM (2025)
 First elected: 19/05/2017

Mandates in listed companies:

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

Other mandates:

Member of the Supervisory Board and Chairman of the Audit Committee of Gas Transmission System Operator of Ukraine LLC (GTSOU)



MARC GRYNBERG
Member of the Supervisory Board

Born 1965
 Independent

Appointed until 157th AGM (2026)
 First elected: 03/05/2022

Mandates in listed companies:

Member of the Supervisory Board, the Accounts, Audit & Risk Committee, the Strategy & Sustainability Committee and Climate Director of Nexans SA
 Member of the Supervisory Board, the Investment Committee and Audit Committee of Umicore

Other mandates:

None



The following members resigned from the Supervisory Board of Wienerberger AG as of the end of the 154th Annual General Meeting on May 5, 2023:

PETER JOHNSON

Member of the Supervisory Board

Born 1947

Not independent since 13/05/2020

End of mandate: 05/05/2023

First elected: 12/05/2005

Mandates in listed companies:

None

Other mandates:

Chairman of the Remuneration Committee of St. Edmund Hall, University of Oxford

REGINA PREHOFER

Member of the Supervisory Board

Born 1956

Independent

End of mandate: 05/05/2023

First elected: 13/05/2011

Mandates in listed companies:

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

Other mandates:

Member of the Supervisory Board of SPAR Holding AG and SPAR Österreichische Warenhandels-AG

Member of the Supervisory Board of 6B47 Real Estate Investors AG

Member of the Board of Karlheinz and Agnes Essl Privatstiftung

Member of the Advisory Board of "aws venture-capital-Initiative"

OSWALD SCHMID

Member of the Supervisory Board

Born 1959

Independent

End of mandate: 05/05/2023

First elected: 06/05/2019

Mandates in listed companies:

CEO and Member of the Board of Directors of NV Bekaert SA (until 31/08/2023)

Other mandates:

Founder and owner of Sinigual Consulting GmbH

Members delegated by the Works Council:

GERHARD SEBAN

Member of the Supervisory Board

Born 1967

First delegated: 03/02/2006

Chairman of the Works Council of the Hennersdorf plant (Austria)

Chairman of the Central Works Council of Wienerberger Österreich GmbH

Chairman of the Group Works Council and the European Works Council of

Wienerberger AG

CLAUDIA SCHIROKY

Member of the Supervisory Board

Born 1971

First delegated: 02/07/2002

Chairwoman of the Works Council and the Central Works Council of Wienerberger AG

Deputy Chairwoman of the Group Works Council of Wienerberger AG

WOLFGANG WALLNER

Member of the Supervisory Board

Born 1970

First delegated: 06/05/2019

Deputy Chairman of the Group Works Council of Wienerberger AG

Foreman and member of the Works Council of Pipelife Austria GmbH & Co KG



Disclosures regarding the independence of the members of the Supervisory Board

Pursuant to C Rule 53 of the Austrian Corporate Governance Code, the majority of the elected members of the supervisory board are to be independent of the company and its managing board. 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 companies with a free float of more than 50%, at least two capital representatives have to be independent, as specified in C Rule 54.

In defining the criteria of independence, the Supervisory Board of Wienerberger AG follows the Guidelines for Independence laid down in Annex 1 of the Austrian Corporate Governance Code. According to these guidelines, a supervisory board member is deemed to be independent if he or she

- › has not served as a member of the Managing Board or in an executive position at Wienerberger AG or a company of the group during the past five years;
- › does not, or did not in the past year, maintain business relations with Wienerberger AG or a company of the 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 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 more than 15 years;
- › is not closely related to a member of the Managing Board of Wienerberger AG or to persons holding any of the aforementioned positions

On the basis of the criteria stated above, all of the present seven members of the Supervisory Board elected by the Annual General Meeting confirmed their declarations of independence. Of the three members who resigned from their positions as of the end of the 154th Annual General Meeting on May 5, 2023, two declared themselves to be independent. Peter Johnson, who stepped down as a member of the Supervisory Board on May 5, 2023, stated in his declaration that, given his 15 years of membership of the Supervisory Board, he had ceased to fulfill one of the criteria of independence with effect from May 13, 2020. None of the members elected by the Annual General Meeting holds an investment of more than 10% or represents the interests of such a shareholder.

In the 2023 business year, no contracts were concluded with members of the Supervisory Board that would require the Supervisory Board's approval pursuant to L Rule 48 of the Austrian Corporate Governance Code. Any business transactions with companies in which members of the Wienerberger Supervisory Board are active are concluded on an arm's length basis. For further information on related-party transactions, please refer to the Notes to the Consolidated Annual Financial Statements on page 292.



Mode of Operation of the Managing Board and the Supervisory Board

Committed to ensuring a sustainable, value-accretive development of the company, the Managing Board and the Supervisory Board of Wienerberger AG observe the company's stated principles as well as the principles of transparency, integrity, and accountability. Their actions are based on the applicable legal provisions and the Articles of Association of the company, as well as the rules of procedure of the Managing Board and the Supervisory Board. The latter govern the responsibilities, the working methods, and the interaction between the Managing Board and the Supervisory Board, as well as the procedure to be applied in the event of conflicts of interest. Additionally, they specify the types of business transactions requiring prior approval by the Supervisory Board.

How the Managing Board works

As a collegiate body, the Managing Board is jointly responsible for the management of the company. Regardless of their shared overall responsibility, each Managing Board member is in charge of a clearly defined field of business. The work of the Managing Board is premised on shared responsibility for strategic and operational issues and a continuous exchange of information on important measures and developments in the individual fields of business. To this end, the Chairman calls meetings, usually weekly, with the members of the Managing Board for the discussion of topics of group-wide relevance as well as transactions to be approved by the Supervisory Board. Moreover, current business and developments as well as strategic topics are discussed at regular Executive Committee meetings. The Executive Committee comprises the Chief Operating Officers at the level below the Managing Board, who are in charge of individual sub-regions, and the Chief Strategy Officers responsible for products & solutions.

The Managing Board consistently incorporates sustainability aspects and the associated opportunities and risks related to the environment, social matters, and corporate governance into the development and implementation of Wienerberger's corporate strategy. Decisions by the Managing Board are taken unanimously. The four-eyes principle applies when contracts are to be signed by the Managing Board. Transparency regarding external mandates held and strict compliance with the rules on directors' dealings serve to ensure that Managing Board members are not involved in conflicts of interest within the meaning of the Austrian Corporate Governance Code.

The Managing Board provides the Supervisory Board with regular, timely, and comprehensive information on all relevant questions of business performance, including risks and risk management. Within the Managing Board, the Chair of the

Managing Board acts as the central link to the Supervisory Board. In line with the principles of good corporate governance, the Chair of the Managing Board and the full Supervisory Board or its Chair engage in continuous and open exchange and discussions on strategic topics.

How the Supervisory Board and its committees work

The Supervisory Board decides on issues of fundamental importance and on the strategic orientation of the company. The Supervisory Board and the Managing Board maintain intensive cooperation. Their chairpersons, in particular, regularly engage in discussions on the sustainable development and strategic orientation of the company.

In 2023, the Supervisory Board fulfilled its obligations in accordance with the relevant legal provisions, the Articles of Association and the Rules of Procedure within the framework of eight meetings, including two extraordinary ones for in-depth deliberations on material topics. During these meetings, the Managing Board provided the Supervisory Board with comprehensive information, both orally and in writing, on business performance, major growth projects, and the economic situation of the company, including its financial management. The strategic orientation of the group, questions of human resources and organizational developments, acquisition & investment projects, business performance, and risk management were discussed with the Managing Board, with due consideration given to sustainability aspects.

In particular, priority areas of Supervisory Board work in the reporting year included the following:

- › Review and approval of the 2022 annual financial statements presented by the Managing Board
- › Preparation of the 2022 Remuneration Report on Managing Board and Supervisory Board remuneration
- › Preparation of the agenda of the 154th Annual General Meeting
- › Nomination of candidates for election to the Supervisory Board
- › Review of strategic acquisitions aimed at generating sustainable and value-accretive growth and expanding Wienerberger's portfolio
- › Discussion of and resolution on the use of treasury shares for acquisition projects (e.g. Strøjer Group, Denmark)
- › Adoption of resolutions regarding important financing projects, such as the placement of a sustainability-linked bond



with a volume of EUR 350 million on the Austrian capital market

- › Discussion of and resolution on the Sustainability Program 2023-2026
- › Discussion and elaboration of the remuneration policy for the Managing Board and the Supervisory Board effective as of 2024
- › Review, discussion, and approval of the 2024 budget
- › Re-appointment of Harald Schwarzmayr and Gerhard Hanke to the Managing Board

Committees of the Supervisory Board

In order to exercise its advisory and monitoring functions in an efficient manner, the Supervisory Board set up committees, the functions of which are described in detail in the following. The committees provide input for a focused and well-founded discussion and support the Supervisory Board in its decision-making processes. The committees are chaired by renowned experts in the respective fields of work.

| Committee | Members |
|--|---------------------------|
| Audit and Risk Committee | David Davies (Chairman) |
| | Katrien Beuls |
| | Effie K. Datson |
| | Marc Grynberg |
| | Gerhard Seban |
| Nomination and Remuneration Committee | Peter Steiner (Chairman) |
| | Myriam Meyer |
| | Thomas Birtel |
| | David Davies |
| | Gerhard Seban |
| Sustainability and Innovation Committee | Myriam Meyer (Chairwoman) |
| | Thomas Birtel |
| | Katrien Beuls |
| | Marc Grynberg |
| | Gerhard Seban |

Audit and Risk Committee

The responsibilities of the Audit and Risk Committee are laid down in Section 92 (4a) of the Austrian Stock Corporation Act and L Rule 40 of the Austrian Corporate Governance Code. Accordingly, the committee is responsible for monitoring the accounting process, verifying the independence of the external auditor and monitoring the auditor's activity, submitting a

proposal for the selection of the external auditor, reviewing the annual financial statements and preparing their adoption, reviewing the profit distribution proposal, the management report, and the consolidated corporate governance report, and approving non-audit services provided by the external auditor. A major part of the committee's work consists in monitoring group-wide accounting processes and the audit of the consolidated annual financial statements. Moreover, the committee verifies the effectiveness of the internal control system, the internal audit function, and the risk management system. It regularly submits the results of its work to the Supervisory Board.

In 2023, the Audit and Risk Committee fulfilled all its tasks, as defined by law and in its rules of procedure, in the course of six meetings. Priority areas of its work included the following:

- › Preparation and review of the consolidated and separate annual financial statements of Wienerberger AG
- › Evaluation of the quality of the external auditor's work and verification of the auditor's independence
- › Submission of a proposal for the election of the external auditor
- › Deliberations on the effectiveness and the further development of the internal control system and the company's risk management
- › Approval of the internal audit plan and the IT audit plan (including cyber security) for 2023 and analysis of the internal audit reports received in accordance with the audit plan; discussion of measures to be taken
- › In-depth discussion of the requirements of the Corporate Sustainability Reporting Directive (CSRD), the European Sustainability Reporting Standards (ESRS), and the provisions of the EU Taxonomy Regulation

In 2023, the external auditor, Deloitte Audit Wirtschaftsprüfungs GmbH, participated in all meetings of the Audit and Risk Committee and was available for questions and discussions.

Nomination and Remuneration Committee

Pursuant to C Rules 42 and 43 of the Austrian Corporate Governance Code, the Supervisory Board has to set up a nomination committee and a remuneration committee which, in accordance with C Rule 43, may be combined into a single committee. In the interest of enhanced efficiency and stronger synergies, the Supervisory Board merged the previously separate committees into a single Nomination and Remuneration Committee in the course of its constituent meeting after the 154th Annual General Meeting on May 5, 2023. This committee deals with all personnel matters relating to the Supervisory Board and the Managing Board, with a special emphasis on



succession planning, and submits recommendations regarding candidates for the Managing Board and the Supervisory Board in the event of vacancies on these bodies. Moreover, the committee drafts the remuneration policy to be submitted to the Annual General Meeting every four years, monitors compliance with the policy, deals with the content of the employment contracts of Managing Board members, and examines issues regarding the structure of Supervisory Board remuneration. Pursuant to C Rule 43, the chairman of the Supervisory Board is a member of the committee.

In 2023, the Nomination and Remuneration Committee met seven times and dealt, in particular, with the following priority topics:

- › Succession planning and evaluation of potential candidates for election to the Supervisory Board (with support from an external consultant)
- › Discussion and updating of the requirements to be met by potential candidates, considering strategic demands and defined diversity aspects
- › Updating of the current skills matrix of the Supervisory Board
- › Continuous review of the external mandates held by Supervisory Board members to ensure that members have enough time and resources to fulfill their Supervisory Board duties
- › Preparation of target agreements for variable Managing Board remuneration with a special emphasis on sustainability aspects
- › Preparation of the remuneration report on Managing Board and Supervisory Board remuneration
- › Definition of the principles governing the remuneration of Managing Board and Supervisory Board members (remuneration policy) as of 2024, with input from an external corporate governance consultant specializing in remuneration systems
- › Discussion of a possible increase in Supervisory Board remuneration through the introduction of an equity component and preparation of a proposal to be submitted to the Supervisory Board
- › Evaluation of and preparation for the re-appointment of Harald Schwarzmayr and Gerhard Hanke to the Managing Board

Sustainability and Innovation Committee

The Sustainability and Innovation Committee, established in 2019, is in charge of monitoring the implementation and further development of the group-wide innovation and sustainability strategy. Its responsibilities include, in particular, the discussion and identification of relevant topics, regulations, and trends at European and global levels, the monitoring of progress made as a result of climate-related measures, and support provided for sustainability reporting.

In 2023, the Sustainability and Innovation Committee met five times and dealt with the following priority topics:

- › Monitoring of progress achieved in the implementation of the Sustainability Program as regards the targets set for 2023
- › Discussion of the sustainability strategy, suitable implementing measures, and adaptations, where necessary
- › Preparation of the Sustainability Program 2023-2026, including targets to be set, for adoption by the Supervisory Board
- › Presentation and discussion of best-practice projects, including sustainability aspects
- › Discussion of material HR topics, such as training & development, including diversity aspects
- › Discussion of progress made in respect of wienerberger's decarbonization strategy and related research projects and risk analyses
- › Evaluation of the group-wide health & safety strategy
- › Support in implementing the requirements of the Corporate Sustainability Reporting Directive (CSRD), fulfilling the European Sustainability Reporting Standards (ESRS) and the provisions of the EU Taxonomy Regulation



Meeting attendance by Supervisory Board members in 2023

Meeting attendance by Supervisory Board members was high in the reporting year. Absences primarily concerned additional meetings convened at short notice for an in-depth discussion of

essential issues. In such cases, separate meetings between the chairman and the member(s) unable to attend were arranged for the purpose of coordination or further explanations. As a rule, members unable to attend a meeting asked the chairperson to represent them by proxy.

| Attendance 2023 | Supervisory Board | Audit and Risk Committee | Nomination Committee ¹ | Remuneration Committee ¹ | Nomination and Remuneration Committee ¹ | Sustainability and Innovation Committee |
|---------------------------------|-------------------|--------------------------|-----------------------------------|-------------------------------------|--|---|
| Capital representatives | | | | | | |
| Peter Steiner | 8/8 | - | 1/1 | 2/2 | 4/4 | - |
| Myriam Meyer | 7/8 | - | 1/1 | - | 4/4 | 5/5 |
| Katrien Beuls ² | 6/6 | 3/3 | - | - | - | 3/3 |
| Thomas Birtel | 7/8 | - | - | 2/2 | 4/4 | 3/5 |
| Effie K. Datson ² | 6/6 | 3/3 | - | - | - | - |
| David Davies | 7/8 | 6/6 | 1/1 | - | 4/4 | - |
| Marc Grynberg | 7/8 | 6/6 | - | 2/2 | - | 5/5 |
| Peter Johnson ³ | 2/2 | - | 1/1 | 2/2 | - | - |
| Regina Prehofer ³ | 2/2 | 3/3 | - | 2/2 | - | - |
| Oswald Schmid ³ | 2/2 | 2/3 | - | - | - | - |
| Employee representatives | | | | | | |
| Gerhard Seban | 8/8 | 6/6 | 1/1 | 2/2 | 4/4 | 5/5 |
| Claudia Schiroky | 5/8 | - | - | - | - | - |
| Wolfgang Wallner | 6/8 | - | - | - | - | - |

1) In the course of its constituent meeting after the 154th Annual General Meeting on May 5, 2023, the Supervisory Board combined the Nomination Committee and the Remuneration Committee into a single committee.

2) Supervisory Board member since May 5, 2023

3) Supervisory Board member until May 5, 2023

Self-evaluation of the Supervisory Board

In November 2023, the Supervisory Board distributed a questionnaire to its members for the self-evaluation required by C Rule 36 of the Austrian Corporate Governance Code. Alongside national and international corporate governance trends, the questions referred to cooperation between the Managing Board and the Supervisory Board, the working method of the Supervisory Board, organizational issues, as well as experience and feedback from previous evaluations of the Supervisory Board. The results of the self-evaluation were discussed during

the Supervisory Board meeting on December 7, 2023, in the absence of the Managing Board.

Overall, the evaluation confirmed the efficient and professional cooperation within the Supervisory Board and its committees. This also applies to interactions between the Supervisory Board and the Managing Board, which were described as being constructive, balanced, and mutually appreciative.

In accordance with the usual schedule, the 2024 self-evaluation will again be performed by an external consultant.

Success through Diversity

OVERVIEW SUPERVISORY BOARD EXPERIENCED, DIVERSE, INDEPENDENT

as at 31/12/2023

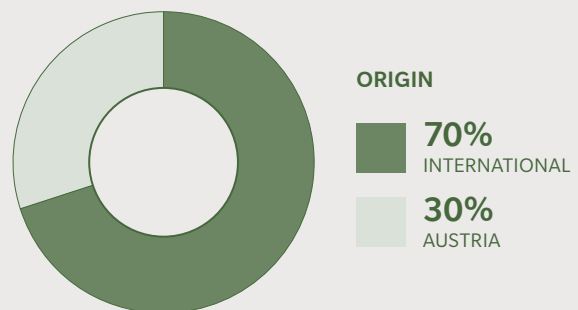
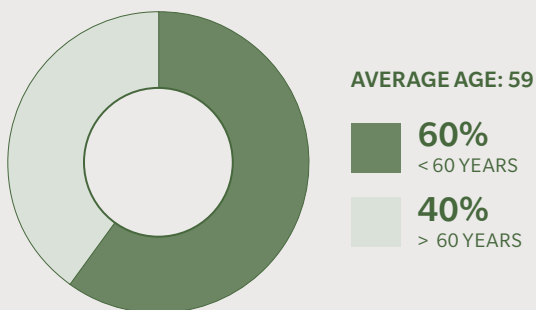
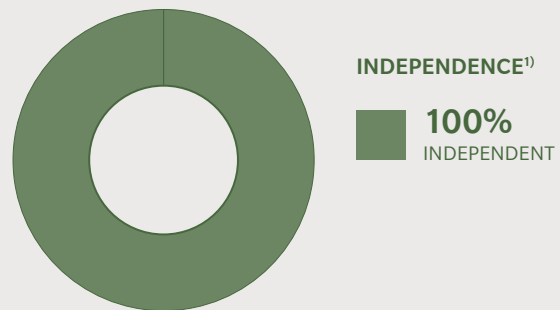
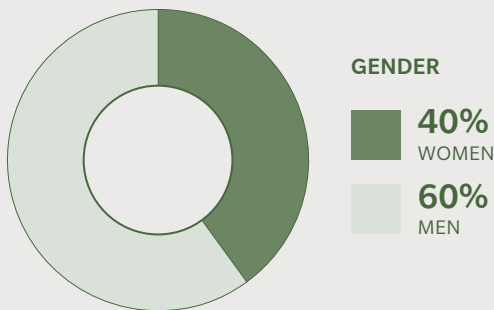
7
CAPITAL
REPRESENTATIVES

Elected by the Annual General Meeting
for a definite period of time

10
MEMBERS

3
EMPLOYEE
REPRESENTATIVES

Delegated by the Works Council
for an indefinite period of time



1) In accordance with the provisions of the Austrian Corporate Governance Code, the "independence" criterion exclusively applies to capital representatives on the Supervisory Board.



Diversity as an aspect to be considered in Managing Board and Supervisory Board appointments

For wienerberger, diversity and equal opportunities are not mere slogans, but elements firmly rooted in the company's sustainability strategy and its vibrant corporate culture shaped by shared values: trust, respect, passion, and creativity. wienerberger is convinced that demographic and cognitive diversity significantly contribute to sustainable economic success by fostering productivity, creativity, and innovation and facilitating complex decisions. Diversity not only creates a mutually appreciative work environment, but also helps us to better understand the needs of the various stakeholders of the group.

This also applies to wienerberger's supreme governing bodies. Professional qualifications required for the management and supervision of a listed company (e.g. the necessary expertise and experience), as well as personal characteristics, are essential criteria applied in the selection of Managing Board and Supervisory Board members. Moreover, diversity features such as age, gender, and an international background are taken into account with a view to achieving a balanced composition of the two steering bodies of the company. To ensure maximum transparency and fairness of the decision-making process, the search for and selection of candidates is always supported by an external consultant. In the case of in-house candidates for Managing Board positions about to fall vacant, independent management appraisals by external consultants ensure that the decisions taken are based on objective assessments.

The so-called skills matrix, which documents the range of expertise currently represented on the Supervisory Board and identifies competencies that may have to be strengthened in the course of succession planning, serves as a starting point in the search for suitable candidates. On this basis, the greatest possible diversity of the Supervisory Board in terms of gender, age, and nationality is aimed at. This is to ensure that the candidate search is geared to a specific set of requirements and that the Supervisory Board, in its entirety, combines all the qualifications needed to fulfil its supervisory duties and, in particular, advise the Managing Board on strategic issues.

These principles to be applied in succession planning have also been laid down in the Diversity Policy and the Succession Planning and Recruiting Policy for the Supervisory Board which can be viewed on the company's website at www.wienerberger.com. Compliance with these policies is monitored by the Nomination and Remuneration Committee.

Current composition of the Managing Board and the Supervisory Board

The Managing Board of Wienerberger AG currently has four members (share of women: 25%), aged between 53 and 57. Their diverse educational and professional backgrounds in economics, finance, law, and engineering ensure a cross-disciplinary discourse within the Managing Board. Alongside a wide variety of experience in operational business both within and outside wienerberger, the Managing Board team, in office in its current constellation since 2020, brings together comprehensive industrial expertise and many years of international management experience. Details of the professional careers of the individual Managing Board members can be found on the website at www.wienerberger.com.

Pursuant to the applicable legal provisions, the capital representatives on the Supervisory Board are elected by the Annual General Meeting. In line with the diversity concept pursued by the Supervisory Board, suitable female candidates were proposed to the 154th Annual General Meeting for election to the Supervisory Board. Since May 5, 2023, the Supervisory Board has therefore consisted of seven capital representatives (three of them women) and three members delegated by the Works Council (one of them a woman). Thus, the percentage of women on the Supervisory Board is currently 40% (2022: 33%). The capital representatives on the Supervisory Board are between 54 and 69 years old and represent diverse professional competencies and many years of professional and management experience. In particular, the new members having joined since 2022 have further strengthened the Supervisory Board's existing industrial, ESG, and M&A competencies and added extensive legal and capital market expertise as well as know-how regarding the US market. Except for the members delegated by the Works Council, the membership of the Supervisory Board is completely international, reflecting not only the geographic coverage of wienerberger's activities, but also the company's broad international investor base.

Measures for the Advancement of Women

As a value-oriented company operating in line with the principles of sustainability, wienerberger makes every effort to provide a fair and positive work environment for all its employees. *Equal pay and equal opportunities* are therefore central elements of wienerberger's corporate culture and its HR strategy. Targeted measures to promote equal opportunities and a fair gender balance in appointments to executive positions are particularly important. As an integral part of wienerberger's sustainability strategy, special emphasis is placed on increasing the percentage of women in senior management positions.

In 2023, women in executive positions accounted for 16% of wienerberger's employees, which represents a slight increase on the previous year's value (15%). Overall, the percentage of women in white-collar positions remained unchanged at 34% in 2023.

In order to gradually increase this ratio, which is relatively low compared to other sectors of the economy on account of the company's field of activity, the wienerberger Sustainability Program also includes specific targets to further improve the gender balance, which are supported by a series of measures. These include the nomination of women for internal training and development programs, the introduction of mentoring and networking programs, coaching to encourage high-potential women to apply for senior management positions, and efforts to deliberately showcase successful women within the company as part of internal and external communications. In recruiting, particularly for new appointments to senior management positions, special attention is paid to ensuring that the candidate pool is as balanced as possible. Diversity and gender balance are essential aspects of employer branding, particularly in schools, universities of applied sciences, and universities.



External Evaluation of Compliance with the Corporate Governance Code

In its C Rule 62, the Austrian Corporate Governance Code, which goes beyond the requirements of the law, provides for a regular external evaluation of the company's compliance with the Code. For the 2023 reporting year, this evaluation was performed by the external auditor, Deloitte Audit Wirtschaftsprüfungs GmbH, and did not result in any negative findings regarding the company's public statements on compliance with the Austrian Corporate Governance Code. Compliance with the C Rules applicable to the auditor (Rules 77 to 83) was verified by the law firm Schönherr Rechtsanwälte GmbH. No non-compliance with C Rules 77-83 of the Austrian Corporate Governance Code was found.

The audit reports on the external evaluation can be viewed on the website at www.wienerberger.com.

Vienna, March 13, 2024

The Managing Board

Heimo Scheuch
Chairman of the Managing Board of Wienerberger AG
CEO

Gerhard Hanke
Member of the Managing Board of Wienerberger AG
CFO

Solveig Menard-Galli
Member of the Managing Board of Wienerberger AG
COO Europe East

Harald Schwarzmayr
Member of the Managing Board of Wienerberger AG
COO Europe West



Auditor's Report

Report on the evaluation of Wienerberger AG's compliance with the Austrian Corporate Governance Code in the financial year 2023

Due to the listing of the shares of Wienerberger AG on the Prime Market of the Vienna Stock Exchange, the Management Board, together with the Supervisory Board, are obligated to apply the rules of the Austrian Corporate Governance Code 2023 ("ÖCGK 2023") in the current version. According to rule 62 of the ÖCGK, a regular external evaluation of compliance with the ÖCGK is recommended.

Wienerberger AG follows this recommendation, which is why the Management Board of Wienerberger AG commissioned us to assess Wienerberger AG's compliance with the rules of the ÖCGK 2023 in the 2023 financial year ("evaluation"). The aim of the evaluation is to give the public a picture of Wienerberger AG's compliance with the principles of Corporate Governance.

Responsibility of the legal representatives

The proper preparation of the Corporate Governance Report 2023 in accordance with the ÖCGK 2023 lies with the legal representative of Wienerberger AG.

Responsibilities of the Practitioner

Our responsibility is to express a conclusion as to whether, based on our procedures performed and the evidence obtained, any matters have come to our attention that cause us to believe that the Corporate Governance Report is not in compliance, in all material respects, with the Austrian corporate law regulations and the regulations of the ÖCGK 2023 on the preparation of a (consolidated) corporate governance report.

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

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

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

- › Inquiry with legal representatives and employees of Wienerberger AG
- › Inspection of a sample of relevant documents and papers (in particular the articles of association of Wienerberger AG, rules of procedure for the supervisory board and management board, minutes of the supervisory board, etc.), insofar as these or their content must be consistent with the rules of the ÖCGK 2023
- › Review of the explanations on the deviations from "C Rules" as part of the corporate governance report of Wienerberger AG for the 2023 financial year and examination of their compliance with the requirements of the ÖCGK 2023

The subject of our engagement is neither an audit nor an auditor's review of financial statements. Likewise, neither the detection and clarification of criminal facts, such as embezzlement or other acts of fraud and administrative offenses, nor the assessment of the effectiveness and profitability of the management is the subject of our evaluation. Since we are also the auditors for Wienerberger AG in the 2023 financial year, the evaluation does not include compliance with C and R Rules 77 to 83 of the ÖCGK 2023.

Conclusion

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

Based on the procedures performed, nothing has come to our attention that causes us to believe that the Corporate Governance Report of Wienerberger AG, for the year 2023 has not been prepared, in all material respects, in accordance with the requirements with the ÖCGK 2023.

Restriction on Distribution and Use

This audit serves to support your company in proving an external evaluation of the Corporate Governance Report of Wienerberger AG. Our report on the audit may only be published on the homepage of Wienerberger AG and may only be shared on the condition that our overall responsibility towards you and any other recipient who receives the report with our



consent is limited to the amount resulting from the following Terms and Conditions of the Engagement (in particular the General Conditions of Contract for Public Accounting Professions (AAB 2018)). A distribution in extracts of the report (e.g., enclosures to the report) is not permitted.

Terms and Conditions of the Engagement

We prepare this report based on the contract concluded with you, which is based on the General Conditions of Contract for Public Accounting Professions (AAB) attached to this report. We are only liable for verbal information and advice if they are confirmed by us in writing. Beyond the scope of services, we do not have any protection and due diligence obligations of any kind, in particular no warning obligations.

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

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

Vienna, March 13, 2024

Deloitte Audit Wirtschaftsprüfungs GmbH

Mag. Gerhard Marterbauer
Certified Public Accountant

pp. Margaretha Germann M.A. (HSG), ACCA
Certified Public Accountant

