

# 2024 | Corporate Governance Report



world of **wienerberger**





# CORPORATE GOVERNANCE REPORT

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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. Ecological and social sustainability, transparency in reporting, 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. 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 is publicly accessible on the Internet at [www.corporate-governance.at](http://www.corporate-governance.at), provides a framework for the management and supervision of Austrian stock corporations. The Code serves the goal of ensuring the responsible governance and control of companies and groups of companies, aimed at the sustainable and lasting creation of added value. A high level of transparency is thus to be achieved 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 version of the Austrian Corporate Governance Code dated January 2025. In 2024, as in the previous year, wienerberger fully complied with all mandatory 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 2024

## GOV -1 The role of the administrative, management and supervisory bodies



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

Appointed until 160th AGM (2029)  
Chairman since 01/08/2009  
Member since 21/05/2001

**Responsible for the strategic and operational development of wienerberger**

**Group functions assigned:**

- › Corporate Strategy & Development
- › Organizational Development & Human Resources
- › New Business & Ventures
- › Corporate Communications & PR
- › Public Affairs
- › Corporate Secretary
- › Responsibility for Regions North America & UK/Ireland

**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 31/12/2027  
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
- › Legal & Compliance
- › Internal Audit
- › Investor Relations
- › IT & Digitalization
- › Risk Management
- › Procurement
- › Corporate Sustainability

**External mandates:**

Managing Director of ANC Anteilsverwaltung GmbH



**HARALD SCHWARZMAYR**  
COO 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



**SOLVEIG MENARD-GALLI**  
COO East Wienerberger AG  
Born 1969

End of mandate: 31/12/2024  
Start of mandate: 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



**DAGMAR STEINERT**  
Born 1964

Appointed until 29.02.2028  
Member from 01.03.2025

**Changes on the Managing Board after the balance-sheet date**

Effective as of March 1, 2025, the Supervisory Board appointed Dagmar Steinert as Chief Financial Officer (CFO). She succeeds Gerhard Hanke, who takes on the function of Chief Operating Officer (COO) Central & East, following Solveig Menard-Galli's resignation from the Managing Board at her own request as of December 31, 2024.

Dagmar Steinert (60) is an experienced manager with broad-based financial expertise and extensive professional experience. Her previous positions include that of certified public accountant and tax advisor at PricewaterhouseCoopers, chief financial officer of lubricant manufacturer Fuchs and, most recently, CFO of Rheinmetall. In all her past positions she proved to have leadership skills, a profound understanding of markets and investors, and the ability to successfully implement group-wide transformations.



# 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 and Chairman of the Audit Committee of Clariant AG  
 Chairman of the Supervisory Board of Zeal Network SE (until May 2025)

**Other mandates:**

None



**MYRIAM MEYER**  
**Deputy Chairwoman**  
 Born 1962  
 Independent

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

**Mandates in listed companies:**

None

**Other mandates:**

Member of the Supervisory Board of KUKA AG  
 Member of the Board of Trustees of Swisscontact



**KATRIEN BEULS**  
**Member of the Supervisory Board**

Born 1968  
Independent

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

**Mandates in listed companies:**

None

**Other mandates:**

Global Head of Group M&A, Investments and Partnerships, ISS A/S (Denmark)

Member of the Supervisory Board of ISS Facility Service Holding GmbH (Germany), ISS Austria Holding GmbH (Austria), ISS Tesis A.S. (Turkey), ISS World Services A/S (Denmark)

Member of the Supervisory Board of Promon A/S (Norway)



**THOMAS BIRTEL**  
**Member of the Supervisory Board**

Born 1954  
Independent

Appointed until 157th AGM (2026)  
First appointed: 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 gemeinnützige Privatstiftung Wien and of CONCORDIA Sozialprojekte Stiftung Deutschland



**EFFIE K. DATSON**  
**Member of the Supervisory Board**

Born 1970  
Independent

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

**Mandates in listed companies:**

None

**Other mandates:**

Managing Director of EK Datson Capital Inc

Non-Executive Director of Chia Network Inc

Director of NewAg Management Ltd

Designated member of NewAg Partners LLP



**DAVID DAVIES**  
**Member of the Supervisory Board**

Born 1955  
Independent

Appointed until 156th AGM (2025)  
First appointed: 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 appointed: 03/05/2022

**Mandates in listed companies:**

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

Member of the Supervisory Board, the Investment Committee and the Audit Committee of Umicore

**Other mandates:**

None

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**Members of the Supervisory Board 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  
 Head of Department PVC Mischerei & Materialrückgewinnung and member of the  
 works council for blue-collar workers at 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 management 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 stipulated 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 declared themselves to be independent within the meaning of the Austrian Corporate Governance Code. 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 2024 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 Financial Statements under Note 36 (Related-party transactions).



# Mode of Operation of the Managing Board and the Supervisory Board

Committed to ensuring 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, 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 and its fundamental decisions. 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 regularly convenes meetings with the members of the Managing Board, for the discussion of current business, ongoing developments, and strategic topics, as well as transactions to be approved by the Supervisory Board. Moreover, the Executive Committee, comprising the senior executives below Managing Board level responsible for individual regions and certain Group functions, is convened at regular intervals. In addition to its advisory function regarding strategic decisions, innovation projects, and growth initiatives, the Executive Committee also supports the Managing Board in the implementation of decisions taken and strategic milestones.

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 taken by the Managing Board require unanimity. 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. 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 Chair of the Supervisory Board engage in continuous and open exchange on strategic topics.

## How the Supervisory Board and its committees work

The Supervisory Board decides on issues of fundamental importance and, in close coordination with the Managing Board, on the strategic orientation of the company. In particular, the chairpersons of both Boards engage in continuous exchange on sustainable development and essential aspects of the company's strategic orientation.

In 2024, 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 seven meetings. In the course of these meetings, the Managing Board provided the Supervisory Board with comprehensive information, both orally and in writing, on business performance, current growth projects, and the economic situation of the company, including its financial management. The Supervisory Board discussed the strategic orientation of the Group, M&A projects, business performance, and risk management with the Managing Board with a particular focus on sustainability aspects and ESG criteria.

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

- › Review and approval of the 2023 annual financial statements presented by the Managing Board
- › Preparation of the 2023 Remuneration Report on Managing Board and Supervisory Board remuneration
- › Finalization of the Remuneration Policy for the Managing Board and the Supervisory Board effective as of 2024
- › Preparation of the agenda of the 155th Annual General Meeting, including the dividend proposal
- › Continuous reporting on the closure of the acquisition of Terreal and essential progress made in the integration of the largest acquisition ever in the history of Wienerberger
- › Analysis of further strategic projects aimed at generating sustainable and value-accretive growth and expanding Wienerberger's portfolio (inter alia in the pipe and roof segments)



- › Adoption of resolutions regarding the financing portfolio, in particular a long-term € 600 million credit line to finance the newly acquired roof business of Terreal and to refinance a respective upcoming bond maturing
- › “CSRD/ESRS Dry Run & Readiness Program” for the implementation of the Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS)
- › Discussion and examination of the budget for 2025
- › Evaluation of the group-wide health & safety strategy and its implementation
- › Discussion on cyber security
- › Determination of the targets for variable remuneration of the members of the Managing Board with a special focus on ESG criteria, in particular the reduction of CO<sub>2</sub> emissions (Scope 1, 2 and 3)
- › Prolongation of CEO Heimo Scheuch’s term of office until 2029
- › Appointment of Gerhard Hanke as COO Central & East (following the resignation of Solveig Menard-Galli) and extension of his mandate until December 31, 2027, as well as, after intensive screening of suitable candidates, appointment of Dagmar Steinert as CFO as of March 1, 2025
- › Performance of the annual self-evaluation of the Supervisory Board and discussion of its results

### 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 tasks 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 their respective fields of work. In order to continuously enhance the Supervisory Board’s body of knowledge regarding new regulatory requirements (e.g. CSRD/ESRS), current trends and developments (e.g., AI, climate change), the Supervisory Board and its committees regularly invite internal and external experts to their meetings.

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

#### Audit and Risk Committee<sup>1</sup>

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, auditing the consolidated financial statements and the group management report, reviewing the consolidated corporate governance report, as well as reporting the audit results to the supervisory board and

1) GOV-2 Sustainability Matters Addressed by Administrative, Management, and Supervisory Bodies



approving non-audit services. 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 2024, the Audit and Risk Committee fulfilled all its tasks, as defined by law and in its rules of procedure, in the course of five meetings. Priority areas of its work included the following:

- › Preparation and review of the consolidated and separate annual financial statements of Wienerberger AG
- › Verification of the external auditor's independence
- › Submission of a proposal for the election of the external auditor
- › In-depth deliberations on issues relating to the internal control system and the company's risk management as well as their further development and digitalization
- › Ongoing analysis of the internal audit reports received in accordance with the audit plan, and discussion of material results and measures to be taken
- › Discussion and approval of non-audit services allowed to be provided by the external auditor and determination of an upper limit on costs
- › In-depth discussion and detailed planning for the implementation of the CSRD/ESRS requirements within the framework of the Group-wide CSRD/ESRS Dry Run & Readiness Program (e.g., data management)
- › In-depth discussion of the results of the double materiality analysis and the resulting measures
- › Examination and approval of the 2025 Internal Audit Charter and the 2025 Internal Audit Plan
- › Deliberations on questions of energy procurement
- › Report on the implementation of the ERP system update (S/4 HANA)

The external auditor, Deloitte Audit Wirtschaftsprüfungs GmbH, participated in all meetings of the Audit and Risk Committee held in 2024 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 decided to deal with both topics in a single Nomination and Remuneration Committee. This committee deals with all personnel matters relating to the Supervisory Board and the Managing Board, in particular with questions of succession planning, and submits recommendations to the Supervisory Board regarding candidates for the Managing Board and the Supervisory Board in the event of vacancies on these bodies. Moreover, the committee elaborates proposals for the remuneration policy to be submitted to the Annual General Meeting at least 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 2024, the Nomination and Remuneration Committee met five times and dealt, in particular, with the following priority topics:

- › Finalization 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
- › Clarification of issues regarding implementation of the new remuneration policies applicable to the Managing Board and the Supervisory Board as of 2024
- › Preparation of the remuneration report specifying the remuneration of Managing Board and Supervisory Board members and monitoring of compliance with the requirements of the respective remuneration policy
- › Updating the Managing Board contracts with a view to the remuneration policy approved by the 155th Annual General Meeting and effective as of 2024
- › Evaluation of the annual fixed salaries of the members of the Managing Board
- › Evaluation of the annual remuneration of the members of the Supervisory Board and elaboration of a proposal for a restructured remuneration regime
- › Preparation of target agreements for variable Managing Board remuneration with particular emphasis on ESG criteria, in particular the reduction of CO<sub>2</sub> emissions (Scope 1, 2 and 3)
- › Evaluation and preparation of the prolongation of Heimo Scheuch's term of office as CEO





- › Succession planning and discussion of the future division of responsibility within the Managing Board and recommendation to appoint Gerhard Hanke as COO Central & East
- › Elaboration of objective criteria for the search for a new CFO and initiation of a search process supported by renowned international consultants, and pre-selection of suitable internal and external candidates
- › Organization of face-to-face meetings between short-listed candidates and members of the Supervisory Board, as well as subsequent recommendation to appoint Dagmar Steinert as CFO
- › Continuous updating of the current skills matrix of the Supervisory Board and the requirements profile for future nominations, with a focus on diversity aspects
- › Preparation of the annual evaluation of the efficiency, organization, and working methods of the Supervisory Board

#### **Sustainability and Innovation Committee<sup>1</sup>**

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 achieved as a result of climate-related measures, and the effective integration of ESG factors into the corporate strategy, as well as the supervision of sustainability reporting.

In 2024, the Sustainability and Innovation Committee met four times and dealt with the following priority topics:

- › Monitoring of progress achieved in the implementation of the Sustainability Program 2023-2026 and its effective integration into the corporate strategy
- › Continuous evaluation of progress achieved in terms of the ESG targets set for 2024 and measures taken regarding the environment and social matters
- › Discussion of the sustainability strategy, implementing measures, and adaptations, where necessary
- › Evaluation of the group-wide health & safety strategy and performance
- › Discussion of new health & safety initiatives and further development of health & safety management, including group-wide training and policies to improve health & safety at work
- › Presentation and discussion of key projects in the fields of decarbonization and circular economy, e.g., the “Green-Bricks” project aimed at developing innovative solutions for ecological and resource-saving building construction pursued at Uttendorf, an Austrian brick plant modernized in 2024
- › Deliberations on and pursuit of projects promoting energy efficiency, climate action, and climate resilience
- › Support in the development and implementation of the Action Plan for Inclusion and Diversity based on the principles of equal opportunities and equal pay, as well as discussion on the implementation of first pilot initiatives in selected countries of the Group
- › Elaboration and review of the ESG targets for 2025
- › Support in aligning the strategic orientation with the requirements of CSRD/ESRS (e.g., policies)

1) GOV-2 Sustainability Matters Addressed by Administrative, Management, and Supervisory Bodies



### Meeting attendance by Supervisory Board members in 2024

Meeting attendance by Supervisory Board members was high in the reporting year. In the case of individual absences, sep-

arate meetings between the chairperson 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 2024	Supervisory Board	Audit and Risk Committee	Nomination and Remuneration Committee	Sustainability and Innovation Committee
<b>Capital representatives</b>				
Peter Steiner	7/7	-	5/5	-
Myriam Meyer	7/7	-	5/5	4/4
Katrien Beuls	7/7	5/5	-	4/4
Thomas Birtel	7/7	-	5/5	3/4
Effie K. Datson	7/7	5/5	-	-
David Davies	7/7	5/5	5/5	-
Marc Grynberg	6/7	5/5	-	3/4
<b>Employee representatives</b>				
Gerhard Seban	7/7	5/5	5/5	2/4
Claudia Schiroky	6/7	-	-	-
Wolfgang Wallner	6/7	-	-	-

### Self-evaluation of the Supervisory Board

In the reporting year, the Supervisory Board performed the self-evaluation provided for in C Rule 36 of the Austrian Corporate Governance Code by means of a questionnaire. 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, and organizational issues. The results of the

self-evaluation were discussed during the Supervisory Board meeting on December 12, 2024, 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.



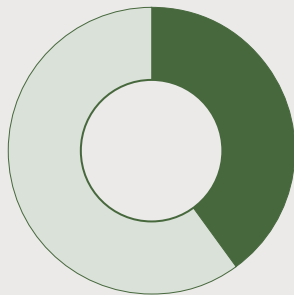
# Success through Diversity

## OVERVIEW SUPERVISORY BOARD EXPERIENCED, INDEPENDENT, INTERNATIONAL

as at 31/12/2024

<p><b>7</b></p> <p><b>CAPITAL REPRESENTATIVES</b></p> <p>Elected by the Annual General Meeting for a definite period of time</p>	<p><b>10</b></p> <p><b>MEMBERS</b></p>	<p><b>3</b></p> <p><b>EMPLOYEE REPRESENTATIVES</b></p> <p>Delegated by the Works Council for an indefinite period of time</p>
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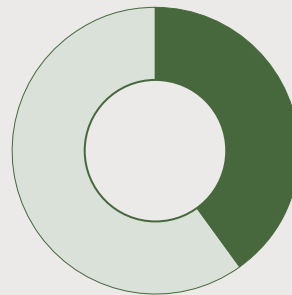
### Supervisory Board



**GENDER**

40% WOMEN

60% MEN



**AVERAGE AGE**

40% > 60 YEARS

60% < 60 YEARS

### Capital Representatives



**INDEPENDENCE<sup>1)</sup>**

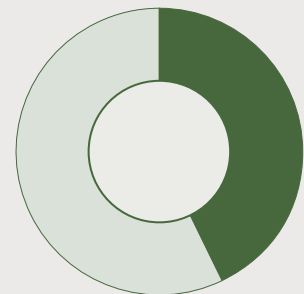
100% INDEPENDENT



**ORIGIN**

100% INTERNATIONAL

Germany, UK, USA, Belgium, Switzerland



**TENURE**

43% 5-10 YEARS 57% < 5 YEARS

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



## Principle of Diversity 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 wienerberger's various stakeholders.

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 competencies and experience, in relation to aspects of corporate governance and sustainability matters), as well as personal characteristics (e.g., absence of disqualifying factors as defined in Rules 38 and 38a of the ÖCGK), 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 short-listed 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 for the Supervisory Board. 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 accessed on the company's website at [www.wienerberger.com](http://www.wienerberger.com). Compliance with these policies is monitored by the Nomination and Remuneration Committee.

### Composition of the Managing Board and the Supervisory Board

In the reporting year 2024, the Managing Board of Wienerberger AG had four members (share of women: 25%) aged between 53 and 58. Their diverse professional backgrounds in economics, finance, law, and engineering ensure a cross-disciplinary discourse within the Managing Board. Thanks to its well-balanced composition, the Managing Board brings together not only a wide variety of experience in different fields, but also many years of experience in operational business (both within and outside wienerberger), as well as extensive industrial know-how and international management experience. Details on the professional careers of the individual Managing Board members can be viewed on the website at [www.wienerberger.com](http://www.wienerberger.com).

Pursuant to the legal provisions in effect, the capital representatives on the Supervisory Board are elected by the Annual General Meeting. Since the 154th Annual General Meeting on May 5, 2023, the Supervisory Board has 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 40%. The capital representatives on the Supervisory Board are between 54 and 70 years old and represent diverse professional competencies and many years of professional and management experience. In particular, the elections of the new members having joined since 2022 have further strengthened the Supervisory Board's industrial, ESG, and M&A competencies and broadened its know-how regarding the US market through their extensive legal and capital market expertise. 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.



## Diversity-Measures for the Advancement of Women

As a value-driven company committed to sustainability, wienerberger is dedicated to fostering a fair and inclusive workplace for all employees. Equal pay and equal opportunities are important elements of our corporate culture and HR strategy. This focus has been strengthened with the issuance of corporate DEI (Diversity, Equity and Inclusion) and Equal Opportunity Policy and the Equal Pay Policy in 2024.

We place particular emphasis on initiatives that promote equal opportunities and encourage a fair gender balance in executive positions. In 2024, women accounted for 14.8% of senior management positions within the company. To drive progress in this area, the wienerberger Sustainability Program focuses on supporting local country organizations in implementing localized DEI action plans (until 2026) aimed at promoting diversity, including improving gender balance in traditionally under-represented areas.

Additionally, a range of targeted measures have been introduced on a corporate level to support and empower women in leadership, including active nomination of junior female talents for the internal junior talent development program, the establishment of mentoring and coaching programs to foster professional growth, showcasing the achievements of successful women within the company through internal and external communications, providing networking events designed to foster connections and conversations around career development for women, including discussions on challenges and opportunities for women in leadership with female leaders within the main office. Moreover, ensuring balanced candidate pools for senior management roles remains a key priority, with a strong focus on diversity and gender balance.

By highlighting the importance of, and promoting an inclusive and equitable work environment, we aim to enhance career opportunities for women and strengthen diversity at all levels of our organization.

# 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 2024 reporting year, this evaluation was performed by the external auditor, Deloitte Audit Wirtschaftsprüfungs GmbH. It did not result in any negative findings regarding the company's public statements on compliance with the Austrian Corporate Governance Code.

The audit report on the external evaluation can be viewed on the company's website at [www.wienerberger.com](http://www.wienerberger.com).

Vienna, March 17, 2025

The Managing Board



**Heimo Scheuch**  
Chairman of the Managing Board of Wienerberger AG  
CEO



**Dagmar Steinert**  
Member of the Managing Board of Wienerberger AG  
CFO



**Gerhard Hanke**  
Member of the Managing Board of Wienerberger AG  
COO Central & East



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



# Auditor's Report

## Report on the evaluation of Wienerberger AG's compliance with the Austrian Corporate Governance Code in the financial year 2024

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 2025 ("ÖCGK 2025") 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 2025 in the 2025 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 2024 in accordance with the ÖCGK 2025 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 2025 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 2025
- › Review of the explanations on the deviations from "C Rules" as part of the corporate governance report of Wienerberger AG for the 2025 financial year and examination of their compliance with the requirements of the ÖCGK 2025

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 2024 financial year, the evaluation does not include compliance with C and R Rules 77 to 83 of the ÖCGK 2025.

### 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 2025.

### 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 17, 2025

Deloitte Audit Wirtschaftsprüfungs GmbH

Mag. Marieluise Krimmel  
Certified Public Accountant

ppa. Margaretha Germann M.A. (HSG), ACCA  
Certified public Accountant



