

2024 | Remuneration Report



world of **wienerberger**

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I. Introduction

Remuneration Policy

The Remuneration Policy for the Managing Board creates a transparent, appropriate, equitable, and performance-driven remuneration system and aims at incentivizing sustainable value creation and the realization of key corporate targets to ensure maximum alignment with shareholders' interests. In addition, the incentive structure built into the Managing Board remuneration system is annually reviewed to determine its suitability for promoting a sustainable increase in enterprise value. The Remuneration Policy for the Managing Board helped to significantly improve wienerberger's performance and to stimulate wienerberger's strong organic growth in line with its ESG targets.

As communicated in the Remuneration report for the year 2023, the Nomination & Remuneration Committee intensively reviewed the Remuneration Policy in 2023 with the support of an independent remuneration consultant. 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. When reviewing the Remuneration Policies for the Managing Board and the Supervisory Board, the feedback that was received over the years during wienerberger's annual engagement activities with proxy advisors and institutional investors was also considered to ensure maximum alignment with market expectations. Specifically for the Remuneration Policy for the Managing Board, a number of elements were introduced to further: (1) increase the transparency surrounding the performance measures to be used, and their associated weights; (2) refine the definition of discretion; (3) introduce share ownership guidelines; (4) introduce sustainability criteria in the annual variable remuneration; and (5) implement a Performance Share Plan instead of the existing Performance Cash Plan to further align the interests of the Managing Board with that of shareholders.

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 for the Managing Board (hereinafter also referred to as the "Remuneration Policy" or "Policy") as well as the revised Remuneration Policy for the Supervisory Board were resolved by the Supervisory Board in December 2023 at the proposal of the Nomination & Remuneration Committee. The revised policies were 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). They were approved by the 155th Annual General Meeting of Wienerberger AG and entered into force retroactively as of January 1st, 2024.

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.

Remuneration Report

The present Remuneration Report of wienerberger for the 2024 business year was prepared by the Managing Board and the Supervisory Board and will be submitted to a vote at the 156th Annual General Meeting in 2025. The Remuneration Report provides a comprehensive overview of the remuneration components for current and former members of the Managing Board and the Supervisory Board, specifying the resulting entitlements and payouts for the 2024 business year. It was prepared in accordance with the provisions of the following guidelines and recommendations: (i) Shareholder Rights Directive II as transposed in the Austrian Stock Corporation Act; (ii) Statement 37 of the Austrian Financial Reporting and Auditing Committee (AFRAC) on the Remuneration Report pursuant to sect. 78c of the Austrian Stock Corporation Act (Aktiengesetz); (iii) Remuneration Policy 2020–2024 of wienerberger and (iv) the revised Remuneration Policy from 2024.

As for the performance targets for the 2025 annual bonus (STI) and long-term incentive awards (LTI), as in previous years, these will be disclosed to shareholders ahead of the 2025 Annual General Meeting.

Resilient Performance and Strong Progress Towards Sustainability

2024 was one of the strongest years in wienerberger's history, showcasing the resilience of its strategy and operational excellence in a challenging market environment. While the construction sector, particularly new residential housing, faced significant headwinds, the company maintained strong margins through disciplined cost management and efficiency improvements. Its diversified portfolio proved its strength, with the roofing and piping segments performing well, particularly in renovation and infrastructure. By driving innovation, optimizing operations, and adapting to market changes, wienerberger ensures long-term success. Sustainability remains a key priority, with ongoing efforts to reduce emissions, enhance circularity, and promote environmentally friendly solutions. wienerberger is making good progress on its 2026 sustainability program, reinforcing its commitment to long-term environmental and social responsibility.

The new Remuneration Policy has been implemented as of January 1st 2024. For the long-term incentive plans for the years 2022 and 2023 as well as for the 2020 long-term share-based remuneration for the CEO, the remuneration policy 2020 remains in force. These LTIs will be settled within the defined performance and settlement periods. The main changes in comparison of the new Remuneration Policy in comparison to the Remuneration Policy 2020 and the background to these changes are explained in the Remuneration Policy 2024 as published on the company's website (wienerberger.com).

II. Managing Board Remuneration

The Nomination & Remuneration Committee, in close cooperation with the Supervisory Board, is responsible for the structure of the remuneration system. It deals with all matters relating to the remuneration of the Managing Board members and the content of their employment contracts. The goal of the remuneration system is to align corporate goals with corporate strategy and shareholders' interests. Moreover, the members of the Managing Board are to receive remuneration that is appropriate by national and international standards.

The Supervisory Board strictly applied the Remuneration Policy approved by shareholders in 2024 which is continuing to prove highly effective in incentivising sustainable value creation and realizing key corporate targets in line with shareholders' interests. No increases have been proposed to any of the incentive plans and no discretion was applied by the Supervisory Board during 2024.

Fixed remuneration component

The fixed remuneration component reflects the functions and the scope of responsibility of the respective Managing Board member. Its adequacy is evaluated by the Nomination & Remuneration Committee against companies that are both smaller and larger in size, industry, geography, or complexity. The comparison was carried out on the one hand with previously disclosed peer group companies operating in comparable business areas as wienerberger, as well as Austrian companies, as well as reflecting macroeconomic conditions, such as CPI, that are commonly applied in Austria.

Table 1 below shows the fixed remuneration of the Managing Board members during the 2024 and 2023 business years. In line with common practice in Austria, fixed remuneration is divided into fourteen instalments and paid at the end of each month; twice a year, the amount of the monthly salary is doubled. The fixed remuneration of the Managing Board Members is adjusted annually on the basis of Statistics Austria's consumer price index (CPI).

Table 1: Fixed remuneration

in EUR	2024	2023
Heimo Scheuch	1,099,202	1,050,748
Gerhard Hanke	520,037	496,239
Solveig Menard-Galli	505,499	481,142
Harald Schwarzmayr	535,138	511,548
Total	2,659,876	2,539,677

Variable remuneration component

Variable remuneration is composed of a short-term (STI) and a long-term (LTI) component, which is reviewed by the Nomination & Remuneration Committee on an annual basis.

Variable remuneration is designed to create incentives to motivate the Managing Board to achieve key strategic targets and a sustainable increase in enterprise value. The Nomination & Remuneration Committee is focused on ensuring that there is a strong pay-for-performance culture within the organization and the greatest possible alignment between shareholders' interests and that of the Managing Board. The Remuneration Policy devised by the Supervisory Board ensures a high degree of transparency by linking the performance targets to the communicated business strategy and market guidance, including of ESG targets. The performance targets set under incentive schemes are disclosed to all stakeholders on wienerberger's website on a prospective basis ahead of the Annual General Meetings, making it one of the few companies to provide such level of transparency to the market.

Short-term variable remuneration (STI)

The short-term variable remuneration (short-term incentive; STI) according to the Remuneration Policy 2024 is linked to the achievement of financial performance criteria and ESG targets from the wienerberger's "Sustainability Program 2023-2026". Payment is made in cash and the amount is capped to a maximum of 150% of the base salary according to the Remuneration Policy 2024.

The targets for the performance criteria are: (1) operating EBITDA, (2) free cash flow and (3) ESG targets and are disclosed at the time the Annual General Meeting Notice is published. The respective target achievements are published and explained in the subsequent remuneration report.

The specific targets and weighting of each performance criteria (KPIs) within the specified range are defined at the end of the previous financial year or at the latest at the beginning of the new financial year. They are set on the basis of all information available at that time, by a resolution of the Supervisory Board on the basis of a recommendation by the Nomination & Remuneration Committee. The earned entitlements are paid out in the following year.

The Managing Board's STI target attainment and corresponding entitlements are shown in Table 2a and 2b, respectively. More specifically, during the period under review, the Nomination & Remuneration Committee noted the following performance achieved by the Managing Board:

- › **Operating EBITDA:** EBITDA excluding structural adjustments as well as results from the Terreal acquisition, however including income from the sale of non-core assets
- › **Free Cash Flow**
- › **ESG-Targets:** Related to Decarbonization & Energy Mix (reduction of CO₂ Scope 1+2; reduction of CO₂ Scope 3; renewable energy used in own operations) and Water Management (m³ of water harvested, retained and saved through our products; reduction of water consumption in own operations).

Consequently, the target attainment and the earned entitlements for the 2024 business year (paid out in 2025) are as follows:

Table 2a: Target attainment for STI in 2024

Target	Weighting	Minimum target attainment in MEUR	100% target attainment in MEUR	Maximum target attainment in MEUR	Actual target attainment in MEUR / % / m ³	
2024						
Operating EBITDA ¹⁾	50%	700	770	800	< 700	0%
Free cash flow	10%	300	367	400	> 400	> 150%
CO ₂ Scope 1+2 reduction	6.67%	-18.0%	-18.5%	-19.0%	-18.5%	100%
CO ₂ Scope 3 reduction	6.67%	-2.0%	-3.0%	-4.0%	> -4%	> 150%
Renewable energy used in own production	6.67%	8.0%	9.0%	10.0%	> -10%	> 150%
m ³ of water harvested, retained and saved through our products in infrastructure and agriculture	10%	6 mil m ³	8 mil m ³	10 mil m ³	9.9 mil m ³	148%
Reduction of water consumption in own operations	10%	-2.0%	-5.0%	-8.0%	-4.6%	87%

1) Operating EBITDA for purposes of the STI excludes restructuring costs and result contributions of the Terreal acquisition, includes, however, profits from sale of real estate.

Table 2b: Earned entitlements for STI in 2024

in EUR	Earned entitlement in 2024 ¹⁾	Payout in 2025
Heimo Scheuch	715,544	715,544
Gerhard Hanke	340,453	340,453
Solveig Menard-Galli ²⁾	668,849	668,849
Harald Schwarzmayr	348,357	348,357
Total	2,073,203	2,073,203

1) Assessment base is the last fixed annual remuneration after application of consumer price index // 2) STI is calculated according to the exit agreement

For the 2023 business year, the target attainment and the earned entitlements were as follows:

Table 3a: Target attainment for STI in 2023

Target	Weighting	Minimum target attainment in MEUR	100% target attainment in MEUR	Maximum target attainment in MEUR	Actual target attainment in MEUR / %
2023					
Operating EBITDA	33%	750	800	850	810.8 111%
Free cash flow	33%	250	288	330	272.9 60%
EBITDA from efficiency-enhancing measures	33%	20	45	50	45.6 106%

Table 3b: Earned entitlements for STI in 2023

in EUR	Earned entitlement in 2023	Payout in 2024
Heimo Scheuch	971,112	971,112
Gerhard Hanke	464,212	464,212
Solveig Menard-Galli	459,331	459,331
Harald Schwarzmayr	472,778	472,778
Total	2,367,433	2,367,433

Long-term variable remuneration (LTI)

Every member of the Managing Board is entitled to a long-term variable remuneration component that is designed as a long-term incentive (LTI) program.

LTI-Program 2024:

As of January 1st, 2024, the new Remuneration Policy for the Managing Board (Remuneration Policy 2024) went into force. The long-term variable remuneration (LTI) pursuant to the new Remuneration Policy is structured as a performance share plan with a three-year performance period. The target achievement and the resulting vesting will be measured after the end of the entire three-

year performance period of each LTI-Program. The target achievement of the individual performance criteria is measured over three years and is limited to 150%.

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. For the LTI-Program 2024, such LTI target amount has been set at 125% of the base salary in for the CEO and at 100% of the base salary for all other Managing Board members. 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. 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 and /or in cash.

Financial performance criteria of LTI-Program 2024:

- › **Relative TSR** (relative total shareholder return): The companies of the STOXX® Europe 600 Construction & Materials Index are used as a peer group for the relative TSR performance. Relative TSR creates an incentive to increase the long-term earnings power of the company and is directly aligned with shareholder interests by focusing on the long-term creation of shareholder value.
 - › Weighting: 20%
- › **Pre-tax ROCE** (return on capital employed): This performance criterion is the most important KPI for wienerberger in the area of value management. The final target achievement is calculated on the basis of the average of the pre-tax ROCE figures determined during the three-year performance period.
 - › Weighting: 40%

Sustainability performance criteria of LTI-Program 2024:

The following sustainability targets (Environmental, Social, Governance targets; ESG targets) were derived from the wienerberger's "Sustainability Program 2023-2026", which focuses on environmental and social targets:

- › GHG emission Scope 1 & 2 intensity (vs. base year 2020)
 - › Weighting: 13.3%
- › 75% Revenue from building products supporting net zero buildings
 - › Weighting: 13.3%
- › Reduction of Scope 3 emission (vs. base year 2022)
 - › Weighting: 13.3%

The relevant financial and sustainability performance targets and their weighting were defined by the Nomination & Remuneration Committee in alignment with the Sustainability & Innovation Committee within the ranges prescribed in the Remuneration Policy 2024, discussed with the Managing Board and then submitted to the plenary of the Supervisory Board for adoption. The targets were determined on the basis of all information available at the time of adoption. Moreover, a target corridor with upper and lower limits was defined. The performance targets attached for each measure selected were disclosed prospectively ahead of the 2024 Annual General Meeting, which can be accessed on the company's website (wienerberger.com).

In 2024, the amount of €763 thousand has been accrued for LTI 2024. However, the final entitlement can only be measured at the end of the entire three year performance period. Table 4 shows the respective target criteria and weighting for LTI 2024.

Table 4: Targets for LTI 2024 in 2024

Target	Weighting	Minimum target attainment	100% target attainment	Maximum target attainment
LTI 2024				
Relative total shareholder return	20%	25.0%	50.0%	≥75,0%
ROCE	40%	14.0%	17.0%	17.5%
GHG emission Scope 1+2 intensity	13.3%	-22.0%	-25.0%	-26.0%
Revenue from building products supporting net zero buildings	13.3%	73.0%	75.0%	76.0%
Reduction of Scope 3 emissions	13.3%	-7.0%	-10.0%	-11.0%

LTI-Program 2022 – 2023:

LTI programs for years 2022 and 2023 are following the remuneration policy as approved in 2020 and remain in force within the defined performance and settlement periods.

Tables 5 and 6 are including the degree of target attainment for the LTI 2023 and LTI 2022, and Table 7 includes the entitlements resulting from the degree of target attainment for LTI 2023 and LTI 2022 in the 2024 business year. During the three-year performance period, entitlements are allocated based on annual target achievements. The actual payout is done after the end of the three-year performance period, with at least 50% paid out in wienerberger shares and not more than 50% in cash. LTI 2022 is paid out in 2025 and LTI 2023 is paid out in 2026. The calculation of the share component is based on the average share price during the last 20 ATX trading days of the performance period. The members of the Managing Board will notify wienerberger about the desired amount of share uptake of the vested amount (which needs to be at least 50%) within 14 days of the auditor's opinion being available for the last financial year of the LTI performance period.

The total amount of shares delivered to the members of the Management Board in 2024 as the share component under the LTI Program 2021 amounted to 31,023 shares. These are split into 13,494 shares for Heimo Scheuch, 5,591 for Gerhard Hanke, 5,886 shares for Solveig Menard-Galli and 6,052 shares for Harald Schwarzmayr. The shares were prepared for transfer on a calculation price of EUR 28.5 per share in April 2024. The shares are included in the total amount of shares owned by members of the managing board as shown on table 12. The total amount of shares transferred in connection with the LTI 2022 amount to 23.343 shares and are prepared for transfer on a calculation price of €26.68 per share until latest 8th of May 2025 and will be reported at the 2025 Annual Meeting. As the target achievement was determined on the basis of a cash payment and the exchange ratio for the share component will therefore only be defined at a later date, the cash amount was used as the fair value in the measurement.

Table 5: Target attainment for LTI 2023 in 2024

Target	Weighting	Minimum target attainment	100% target attainment	Maximum target attainment	Actual target attainment in 2024	
LTI 2023						
Relative total shareholder return	33%	25.0%	50.0%	≥75,0%	< 25%	0%
ROCE ¹⁾	33%	11.0%	11.5%	12.0%	< 11%	0%
ESG – reduction of CO ₂ emissions	33%	14.5%	15.0%	15.5%	18.5%	>150%

Table 6: Target attainment for LTI 2022 in 2024

Target	Weighting	Minimum target attainment	100% target attainment	Maximum target attainment	Actual target attainment in 2024	
LTI 2022						
Relative total shareholder return	33%	25.0%	50.0%	≥75,0%	< 25%	0%
ROCE ¹⁾	33%	11.0%	11.5%	12.0%	< 11%	0%
ESG – reduction of CO ₂ emissions	33%	10.0%	11.7%	12.3%	18.5%	>150%

1) LTI Targets 2022–2023 for ROCE were set at ROCE after tax. Hence calculation of target achievement for these LTI programs continue to be done at the level of ROCE after tax.

Table 7: Earned entitlements for LTI 2022 and LTI 2023 as of 31/12/2024

in EUR	Assessment base ¹⁾	Earned entitlement ²⁾ in 2022	Earned entitlement ²⁾ in 2023	Earned entitlement ²⁾ in 2024	Sum after cap	Cap ³⁾
2023						
Heimo Scheuch	1,099,202		400,414	206,839	607,253	1,923,604
Gerhard Hanke	522,996		191,406	98,413	289,820	784,494
Solveig Menard-Galli	511,874		189,394	96,320	285,714	767,811
Harald Schwarzmayr	535,138		194,938	100,698	295,636	802,707
Total	2,669,210		976,152	502,271	1,478,423	4,278,616
2022						
Heimo Scheuch	1,099,202	472,433	446,269	244,764	1,163,465	1,923,604
Gerhard Hanke	522,996	204,444	213,326	116,458	534,228	784,494
Solveig Menard-Galli	511,874	204,444	211,083	113,981	529,508	767,811
Harald Schwarzmayr	535,138	204,444	217,262	119,161	540,868	802,707
Total	2,669,210	1,085,766	1,087,940	594,363	2,768,069	4,278,616

1) Assessment base is the last fixed annual remuneration after application of consumer price index // 2) No more than one third of the maximum amount per year, payout not earlier than 2025 for LTI 2022 and 2026 for LTI 2023, at least 50% in shares // 3) Upper limit for maximum target attainment for LTI 2022 and 2023.

For the business year 2024 covering LTI 2022, LTI 2023 and LTI 2024, an expense including incidental costs of € 2.023 thousand was recognized in the reporting year, of which 62% was recognized in equity for the share portion and 38% was recognized as a provision for the cash portion.

2020 long-term share-based remuneration for CEO

With respect to the LTI granted to the CEO in 2020, performance share units (PSUs) representing a share-based payment with cash compensation are accounted for at their fair value at each cut-off date of the respective financial statements. The Remuneration Policy 2024 does not affect the 2020 long-term share-based remuneration for the CEO. The previous regulations governing this LTI remain in force. Based on the target achievements, a total number of PSUs of 116,035 was determined. The number of PSUs was multiplied by the fair value per PSU and the percentage of the vesting period (five years).

On this basis, an expense of € 305 thousand, plus ancillary wage costs of € 27 thousand, i. e. a total of € 332 thousand was posted and recognized as a provision in the reporting year. The expenses posted not only consider the entitlements earned in the performance period, but also the change in the fair value of entitlements earned in 2021, 2022 and 2023.

Table 8: Performance share units (PSUs) CEO

Parameters	Explanations
Plan	Performance share units (PSUs)
Period of performance	3 years with a holding period of another 2 years for PSUs (vesting period 5 years)
Weighting of targets (PSUs)	70% EBITDA growth in accordance with the Strategy 2023 30% ESG targets: 10% environment (climate protection) 15% reduction in CO ₂ emissions compared to 2020 10% social (diversity) more than 15% women in senior management positions and more than 30% women in white-collar positions in the wienerberger Group 10% social (initial and further training) 10% more training hours per employee compared to 2020
Basic prerequisite	Annual payout of at least 50 % of the short-term variable bonus (STI); if this target is not met, the allocation of PSUs will be reduced by one third each year
Target achievement	Target achievement is determined linearly between the defined upper and lower limits (PSUs)
Maximum entitlement	PSU portion maximum 300 % (max. 4.5 MEUR)
Allocation	Once in 3 years (+ 2 years holding period) valid for PSUs
Claw-back, malus, leaver regulation	The provisions of the Remuneration Policy released in 2020 applies

Overview of recurring remuneration components in 2023 and 2024

Table 9 summarizes components of recurring remuneration received by members of the Managing Board in the business years 2024 and 2023. The members of the Managing Board earned entitlements totalling € 8,166,767 (2023: € 10,164,056) including fixed remuneration components, discretionary defined-contribution pension agreements, incidental benefits, as well as variable remuneration components (STI, LTI).

The service contract of one Managing Board member was terminated by mutual agreement with effect of December 31, 2024, at the request of the Managing Board member. The board member was entitled to severance pay in accordance with the statutory provisions (sect. 23 of the Salaried Employees Act) in the amount of € 463 thousand. The payment was made in January 2025. For the STI bonus that relates to a period already completed - but not yet due at the time of contract termination - the degree of target attainment was

based on the calculation in accordance with the contract, which corresponds to the arithmetic mean of the last three years prior to termination of the employment relationship. The associated variable remuneration was paid out in January 2025. Open entitlements from previous LTI programs (according to the 2020 Remuneration Policy) will be paid out in accordance with the contractual regulations. Target attainment for the LTI 2024 can only be measured after the end of the performance period, in 2027. The LTI award 2024 will be prorated for the time served (meaning only for the year 2024).

The ratio of fixed to variable remuneration earned for the 2024 business year is 45%/55% for Heimo Scheuch, 48%/52% for Gerhard Hanke, 36%/64% for Solveig Menard-Galli (ratio impacted by the severance payment) and 48%/52% for Harald Schwarzmayr.

Table 9: Overview of recurring Managing Board remuneration components in 2023 and 2024 (amounts granted and owed, gross amount in €)

Managing Board member, Position	Year	Fixed remuneration components			Variable remuneration components			Severance Payment	Total	Amounts paid out
		Fixed remuneration	Pension fund contributions	Incidental benefits*	Short-term variable remuneration (STI)	Long-term variable remuneration (LTI)	LTI 2020			
Heimo Scheuch CEO	2024	1,099,202	435,763	10,160	715,544	832,326	304,933	3,397,929	3,485,035	
	2023	1,050,748	411,004	10,363	971,112	1,558,509	699,637	4,701,373	1,995,613	
Gerhard Hanke CFO	2024	520,037	108,006	13,046	340,453	342,086		1,323,627	1,570,406	
	2023	496,239	104,436	13,046	464,212	745,000		1,822,933	956,239	
Solveig Menard-Galli COO East	2024	505,499	105,825	11,674	668,849	334,812	462,739	2,089,398	2,713,475	
	2023	481,142	102,171	12,046	459,331	723,231		1,777,922	941,142	
Harald Schwarzmayr COO West	2024	535,138	110,271	12,023	348,357	350,023		1,355,812	1,642,382	
	2023	511,548	106,732	12,023	472,778	758,747		1,861,829	971,548	
	2024	2,659,876	759,865	46,903	2,073,203	1,859,248	304,933	462,739	8,166,767	9,411,297
Total	2023	2,539,677	724,344	47,478	2,367,433	3,785,487	699,637		10,164,056	4,864,542

*) Incidental benefits include the company car and insurance

Performance-related pay in the previous years

Table 10 provides an overview of:

- › Total remuneration earned in 2024 compared with business performance as of 2021.
- › The decrease in total remuneration earned is due to a lower target achievement in short-term and long-term variable components, reflecting the challenging market environment in 2024. The actual payout in 2024 compared to 2023 shows an increase of 75% for Heimo Scheuch, % 64% for Gerhard Hanke, 188% for Solveig Menard-Galli and 69% for Harald Schwarzmayr. The increase in payout 2024 vs payout 2023 is mainly related to the step-wise-built-up of the entitlements according to the LTI 2021-2023. In 2024 the first time an LTI Program (LTI 2021) was paid out.
- › Development of annual remuneration (comprising incidental payments of the CEO) in relation to the average and median pay of an FTE (blue collar and white collar) of € 84,434 and € 67,094 respectively).
- › Depending on the applicable collective agreement and their individual classification, all Austrian Employees were entitled to an increase of the base salary between 4% and 8% compared to 2023. The CEO's fixed remuneration increased by 4.6% compared to 2023.

Table 10: Comparative overview of total remuneration earned and business performance over the previous business years (gross amount in €)

Annual change in %	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020	Base ¹⁾
Total remuneration Managing Board					
Heimo Scheuch	-28%	26%	-47%	470%	4,701,373
Gerhard Hanke	-27%	29%	61%	n/a	1,822,933
Solveig Menard-Galli ²⁾	18%	26%	21%	46%	1,777,922
Harald Schwarzmayr	-27%	32%	22%	189%	1,861,829
Business performance					
Operating EBITDA	-6%	-21%	47%	20%	810.8 Mio. €
Profit after tax	-75%	-41%	82%	>100 %	335.1 Mio €
ROCE ⁴⁾	-480 bps	-680 bps	590 bps	330 bps	14.30%
Paid remuneration of the CEO in relation to the pay of a wienerberger FTE					
Ratio CEO/employee (average) ³⁾	41	24	24	51	84,434
Ratio CEO/employee (median) ³⁾	52	30	30	51	67,094

1) Basis for the calculation of the increase is the total remuneration of the precedent year, ie for 2024, the basis is 2023. ROCE 2023 has been restated to pre-tax ROCE // 2) The increase results from the severance payment (termination agreement). // 3) Basis is the pay of an Austrian FTE (blue collar and white collar). // 4) In 2024 ROCE has been changed to pre-tax for a better comparison with the company's peer group

Other remuneration components and agreements

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.

Claw-back clauses and Malus

The Supervisory Board is authorized to resolve on the forfeiture or return (claw-back) of the payment of a Managing Board member's variable remuneration (or any portion thereof) in circumstances showing that the variable remuneration has accrued or been paid out based on inaccurate or erroneous information/data, or where mandatory internal corporate rules or applicable laws are subsequently proven to have been breached. As far as legally permissible, the Supervisory Board may impose on the Managing Board adjustments to the elements, criteria, thresholds, and limits of long-term variable remuneration components, thus deviating from long-term variable remuneration paid out in view of exceptional circumstances due to extraordinary internal or external factors or events. In addition, the Supervisory Board has the option of partially or fully reducing variable remuneration that has not yet been paid out in predefined cases ("malus").

Pension fund agreements

The members of the Managing Board are covered by voluntary defined-contribution pension agreements that require the Company to make annual contributions to the relevant pension scheme for each Managing Board member. There are no statutory contribution obligations to pension schemes for Managing Board members under Austrian law.

Directors' and officers' liability insurance

wienerberger has concluded directors' and officers' liability insurance with a sum insured of € 100 million for the members of the Supervisory Board, Managing Board, operational bodies, and senior employees. This insurance also covers any loss to the company arising from the failure of these parties to act conscientiously (without any intentional or deliberate violation of duties). There is no deductible for the insured corporate bodies and employees of the wienerberger Group.

Incidental benefits

Incidental benefits provided to members of the Managing Board especially include a company car as well as mobile and other communication devices.

Severance compensation

Two Managing Board members are entitled to a voluntary severance payment at the end of their employment in accordance with the provisions of Austrian 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). 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. In the 2024 business year, the provision for severance compensation entitlements amounted to € 1,235.704 (2023: € 1,220,555) partially relating to mandatory entitlements according to Austrian national law. The amount has only increased slightly compared to the previous year, due to utilization and allocation in almost the same amount.

Change of control clauses

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

Outside activities

The members of the Managing Board require the prior approval of the Supervisory Board in order to enter into any activities outside the scope of their work with wienerberger. This guarantees that neither the time required nor the related compensation could lead to a conflict with their duties for the company. All outside activities that involve seats on Supervisory Boards or comparable positions at publicly traded companies are listed on pages 28 -30 in the Corporate Governance Report and disclosed on the wienerberger website. No compensation is provided for positions in Group companies.

Remuneration of senior management

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

Employee participation program

In 2024, all members of the Managing Board took part in wienerberger's employee share participation program (ESPP) which was launched in Austria in 2019. In 2024, the employee participation program included not only Austria but also Belgium, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, Hungary, India, Italy, Latvia, Lithuania, Netherlands, Norway, Slovakia, Slovenia, Sweden, United Kingdom, USA. In Austria, the investment is capped at € 9,000 per person and year. In accordance with Austrian law, shares purchased with the employee's own funds and the bonus shares allocated must be held until the employee leaves the wienerberger Group in order to take full advantage of the related tax benefit.

Considering Employee Views

When determining the remuneration of Managing Board members, the Nomination & Remuneration Committee takes the compensation arrangements of other employees, including those of top management, into account to ensure that remuneration arrangements for Managing Board members remain consistent and reasonable in a group-wide context.

III. Supervisory Board Remuneration

The 155th Annual General Meeting (“AGM”) adopted the Remuneration Policy for the Supervisory Board of Wienerberger AG from 2024 (“Remuneration Policy”), which provided for a new pattern of remuneration for Supervisory Board members elected by the AGM.

When drawing up the new remuneration system, the Supervisory Board took care to create a transparent and comprehensible system in the interests of shareholders and the long-term development of the company. The new remuneration system for the Supervisory Board was discussed with shareholders and proxy advisors in order to obtain feedback and further align the remuneration principles with market expectations and shareholder interests.

Effective as of the 2024 business year, the remuneration for the Supervisory Board is composed as follows:

Remuneration is divided into annual fixed remuneration for Supervisory Board work and annual fixed remuneration for committee work. All of the amounts below are gross amounts and not subject to indexation.

- › The **fixed annual remuneration for Supervisory Board work** is determined in accordance with the function of the member:
 - › For the chairperson of the Supervisory Board: € 213,750
 - › For the deputy chairperson of the Supervisory Board: € 133,000
 - › For each additional member of the Supervisory Board: € 95,000

An amount of 20% of the gross annual fixed remuneration must be invested in wienerberger shares. These shares are subject to a holding period until the end of the respective term of office as a member of the Supervisory Board. In this way, each member of the Supervisory Board builds up a solid holding of shares in the company, which creates additional incentives to act in the interests of the long-term development of wienerberger.

- › The **fixed annual remuneration for committee work** is also determined in accordance with the scope of a member’s responsibility:
 - › Audit & Risk Committee:
 - › For the chairperson: € 54,000
 - › For each ordinary member: € 31,000
 - › Other Committees:
 - › For the chairperson: € 35,000
 - › For each ordinary member: € 30,000

The committee remuneration is limited to one committee membership and is only paid once, even if a Supervisory Board member is active on several committees. The highest paid committee membership is remunerated in each case. The committee remuneration is paid out fully in cash.

No remuneration components are granted that are linked to the economic results achieved by the company. Supervisory Board members do not receive any additional benefits or pension agreements and are not entitled to participate in the company’s employee share ownership program. All Supervisory Board members are entitled to reimbursement of their verified cash expenditures in connection with their activities on the Supervisory Board in accordance with the provisions of the company’s Articles of Association.

The Remuneration System described above only applies to Supervisory Board members elected by the AGM or delegated by shareholders and not to Supervisory Board members delegated by the works council. Supervisory Board members delegated by the works council are remunerated in accordance with their service contracts and are only entitled to reimbursement of their appropriate cash expenditures in accordance with Austrian legislation.

wienerberger has concluded an industry typical directors’ and officers’ liability insurance (D&O insurance) for all members of the Supervisory Board, taking into account the respective risk scenario of the company. The company has also conducted customary legal protection insurance for its Supervisory Board members.

Remuneration of the members of the Supervisory Board for the 2024 business year came to a total of € 1,068,750 (2023: 889,795).

No compensation was paid for services outside the aforementioned Supervisory Board duties, in particular for consulting or agency services. The salaries received by the employee representatives as part of their employment contracts are the only exceptions. No loans were granted to the members of the Supervisory Board. Any business transactions with companies in which members of the Supervisory Board of wienerberger are active are carried out at arm's length terms. Information on related party transactions is provided in the Notes 36 to the Consolidated Financial Statements.

Table 11: Overview of total Supervisory Board remuneration in 2023 and 2024

Supervisory Board remuneration in EUR	2023			2024		
	Fixed Supervisory Board remuneration	Fixed remuneration for committee work	Total remuneration	Fixed Supervisory Board remuneration ⁴⁾	Fixed remuneration for committee work	Total remuneration
Peter Steiner	170,000	30,000	200,000	213,750	35,000	248,750
Myriam Meyer	105,000	30,000	135,000	133,000	35,000	168,000
Katrien Beuls ²⁾	52,822	13,205	66,027	95,000	31,000	126,000
Thomas Birtel	80,000	20,000	100,000	95,000	30,000	125,000
Effie K. Datson ²⁾	52,822	13,205	66,027	95,000	31,000	126,000
David Davies ¹⁾	80,000	40,000	120,000	95,000	54,000	149,000
Marc Grynberg	80,000	20,000	100,000	95,000	31,000	126,000
Peter Johnson ³⁾	27,397	6,849	34,247	-	-	-
Regina Prehofer ³⁾	27,397	6,849	34,247	-	-	-
Oswald Schmid ³⁾	27,397	6,849	34,247	-	-	-
Total	702,836	186,959	889,795	821,750	247,000	1,068,750

1) Chairman of the Audit and Risk Committee // 2) Member of the Supervisory Board since May 5, 2023 // 3) Member of the Supervisory Board until May 5, 2023 // 4) An amount of 20% of the fixed Supervisory Board remuneration must be invested in shares of the company;

IV. Shareholdings of Members of Managing Board and Supervisory Board

The members of the Managing Board and the Supervisory Board have undertaken to disclose their holdings of wienerberger shares. In accordance with Article 19 of Regulation (EU) No 596/2014, any purchase or sale by members of the Supervisory Board and Managing Board is reported to the Austrian Financial Market Authority. Moreover, the transactions are also disclosed via an EU-wide dissemination system as well as on the company's website (wienerberger.com).

In 2024, members of the Managing Board and the Supervisory Board purchased a total of 51,351 wienerberger shares. No sales of wienerberger shares were made. The number of wienerberger shares held by members of the Managing Board and the Supervisory Board at the end of 2024 totalled 355,795 .

Table 12: Shareholdings of Members of Managing Board and Supervisory Board

Shareholdings in numbers of shares		12/31/2023 ⁶⁾	Purchase	12/31/2024
Managing Board	Heimo Scheuch ¹⁾	224,380	16,401	240,781
	Gerhard Hanke ¹⁾	10,642	10,498	21,140
	Solveig Menard-Galli ¹⁾	9,942	6,293	16,235
Supervisory Board	Harald Schwarzmayr ¹⁾	13,842	8,459	22,301
	Peter Steiner	21,280	4,000	25,280
	Myriam Meyer	1,000	-	1,000
	Katrien Beuls ²⁾	-	-	-
	Thomas Birtel	5,000	-	5,000
	Effie K. Datson ²⁾⁶⁾	1,800	-	1,800
	David Davies	11,480	5,700	17,180
	Marc Grynberg	5,000	-	5,000
	Claudia Schiroky ³⁾⁴⁾	78	-	78
	Gerhard Seban ³⁾	-	-	-
	Wolfgang Wallner ³⁾	-	-	-
Total	304,444	51,351	355,795	

1) Also includes shares purchased as part of an employee share participation program within the meaning of Art. 19 Para. 6 lit e of the Regulation (EU) No. 596/2014 // 2) Member of the Supervisory Board since May 5, 2023 // 3) Employee Representative // 4) 17 shares purchased as part of an employee share participation program within the meaning of Art. 19 Para. 6 lit. e of Regulation (EU) No. 596/2014 // 5) Excluding any shares held by former Members of the Supervisory Board who left the Supervisory Board on May 5, 2023 // 6) All shares acquired before the appointment as Supervisory Board member

V. Shareholder Feedback

The Remuneration Report 2023 was approved at the 155th Annual General Meeting on 7 May 2024 with a majority of 92,22 per cent of the valid votes cast (not including abstentions), with approximately 57 per cent of the share capital represented in the vote. Despite the high-level of support received for the Remuneration Report, wienerberger evaluated the vote results as well as the feedback received from proxy advisors and institutional investors to determine whether there were areas to improve upon with regard to wienerberger's practices and disclosures. This evaluation led to wienerberger making continuous improvements to its approach to pay.

The Nomination & Remuneration Committee and the Supervisory Board continued to engage extensively with shareholders and proxy advisors in 2024 ensuring their input was reflected in the new Remuneration Policy, including the performance measures considered and weights, that will be subject to a vote at the 2025 Annual General Meeting.

March 27, 2025, Vienna, Austria

Heimo Scheuch

*Chairman of the Managing Board
of Wienerberger AG*

Peter Steiner

*Chairman of the Supervisory Board
of Wienerberger AG*

Independent Assurance Report¹

Independent assurance report on the compliance of the Remuneration Report as of 31.12.2024 with the provisions pursuant to sections 78c and 98a Austrian Stock Corporation Act (AktG)

Dear Ladies and Gentlemen,

due to the listing of the shares of the Wienerberger AG (“Company”) on the Vienna Stock Ex-change, the Management Board, together with the Supervisory Board, is required to prepare a Remuneration Report annually in accordance with the provisions amended by the Stock Corporation Law Amendment Act 2019 (AktRÄG 2019) and to submit it to the Annual General Meeting for voting.

We have been engaged to perform a limited assurance engagement to determine whether the Remuneration Report as of 31.12.2024 complies, in all material respects, with the provisions of sections 78c and 98a Austrian Stock Corporation Act (AktG). We report on this as follows:

Independent Assurance Report¹

We have reviewed the accompanying Remuneration Report as of 31.12.2024 of Wienerberger AG (“Company”).

Responsibilities of the Management Board and the Supervisory Board

The responsibility for compliance with legal requirements and for the proper preparation of the Remuneration Report in accordance with sections 78c and 98a Austrian Stock Corporation Act (AktG) lies with the Company’s Management Board and Supervisory Board. This also includes the preparation of adequate documentation and the establishment of internal controls.

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 Remuneration Report prepared by the Company’s Management Board and the Supervisory Board is not in compliance, in all material respects, with the requirements of sections 78c and 98a Austrian Stock Corporation Act (AktG).

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”) of the “International Auditing and Assurance Standards Board” (IAASB) as a limited assurance engagement. 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.

1) This English language assurance report is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

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

- › Review for compliance with the minimum content pursuant to sections 78c and 98a Austrian Stock Corporation Act (AktG)
- › Inspection of remuneration contracts of the members of the Management Board and the Supervisory Board as well as of the Articles of Association, and reconciliation with the stated remuneration components in the Remuneration Report
- › Reconciliation of the specified remuneration components with payroll accounts as well as actually made payments according to accounting records
- › Inquiries of members of the Management Board and Supervisory Board
- › Inspection of the remuneration policies 2020 and 2024, supplementary Supervisory Board minutes (e.g., Remuneration Committee)
- › Recalculation of the remuneration of the Supervisory Board for 2024 based on the available minutes of the Annual General Meeting
- › Recalculation of the variable Management Board remuneration for 2024 based on the Management Board contracts and the available minutes of the Supervisory Board Meetings and the Annual General Meeting

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The subject matter of our engagement is neither an audit nor a review of financial statements. Also, neither the detection and clarification of criminal offenses, such as misappropriations or other acts of embezzlement and irregularities, nor the conclusion of the effectiveness and efficiency of the management is the subject of our engagement.

Conclusion

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that the Remuneration Report as of 31.12.2024 of Wienerberger AG is not in compliance, in all material respects, with sections 78c and 98a Austrian Stock Corporation Act (AktG).

Restriction on Distribution and Use

Since our report is prepared exclusively on behalf of and in the interest of the client, it does not provide a basis for any reliance by third parties on its contents. Claims of third parties can therefore not be derived from this report. Accordingly, this report may not be passed on to third parties or made accessible to third parties in any other way, either in whole or in part, without our express prior consent. Our report on the audit may only be published on the Wienerberger AG website and may only be passed on under the condition that our overall responsibility towards you and any other recipient who receives the report with our consent is limited to the amount stated in the terms and conditions of the engagement below.

Terms and Conditions of the Engagement

We issue this report on the basis of the engagement concluded with the Company, which is also based, with effect towards third parties, on the General Conditions of Contract for the Public Accounting Professions (AAB 2018) annexed to this report.

Our liability is limited to claims for damages based on at least gross negligence on our part. Liability for slight negligence is excluded. We shall not be liable for the activities of any external auditors or attorneys who may have been called in. Insofar as claims for damages against us do not exist or no longer exist, claims based on another legal ground (e.g., warranty, error) are also excluded.

As far as legally permissible, our liability in case of gross negligence towards the Company and also towards third parties (this also in case of several claimants or bases of claims) is limited to the total maximum liability amount of five times the fee received (excluding any cash expenses and out-of-pocket expenses and excluding value added tax) but not more than ten times the minimum insurance sum of the professional liability insurance pursuant to section 11 of the Austrian Professional Accountants and Tax Advisors Act 2017 (Wirtschaftstreuhandberufsgesetz 2017). Claims for damages are limited to the actual damage. We shall only be liable for loss of profit

in the event of intent or gross negligence, to the extent permitted by law. We are not liable for unforeseeable or untypical damages that we could not have expected.

March 27, 2025, Vienna, Austria

Deloitte Audit Wirtschaftsprüfungs GmbH

Mag. Marieluise Krimmel
Certified Public Accountant

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

