



**Declaration of Conformity of Villeroy & Boch AG
pursant to Section 161 of the German Stock Corporation Act**

(Supplement dated 09.04.2019)

On November 29, 2018, the Management Board and Supervisory Board of Villeroy & Boch AG issued a declaration of compliance with the recommendations of the "Government Commission on the German Corporate Governance Code" in the version dated February 7, 2017 pursuant to Section 161 of the German Stock Corporation Act (AktG), which must now has to be supplemented regarding one item:

Section 4.2.4 and Section 4.2.5 paragraph 3 of the Code:

Due to the so-called "opt-out" resolution of the Annual General Meeting of the Company on March 29, 2019, the individualized remuneration of the Executive Board members is not disclosed in the Company's annual and consolidated financial statements for fiscal years 2019, 2020 and 2021 pursuant to § 286 (5) and § 314 (3) sentence 1 HGB. In the compensation reports for the fiscal years beginning after December 31, 2018, the Company will not include the presentations recommended for each member of the Management Board pursuant to Section 4.2.4 and Section 4.2.5 Paragraph 3 of the Code as long as a corresponding "opt-out" resolution of the Annual General Meeting has been passed.

**remuneration
tables**

66693 Mettlach, Germany, April 2019

The Board of Directors

The Supervisory Board

Frank Göring
Chairman of the Management Board

Yves Elsen
Chairman of the Supervisory Board