



Villeroy & Boch

1748

**Declaration of conformity of Villeroy & Boch AG
pursuant to Section 161 of the German Stock Corporation Act**

(Supplement dated 30.04.2020)

On December 19, 2019, in accordance with Section 161 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of Villeroy & Boch AG issued a declaration of conformity with the recommendations of the Government Commission of the German Corporate Governance Code (DCGK) in the version dated February 7, 2017 which now has to be supplemented regarding one item:

Section 4.2.3 (2) s. 8 of the Code:

In addition to the already published supplement of amending the performance targets of multiple-year variable components, if the economic environment changes in external factors, the Supervisory Board decided to deviate from the Code also regarding the annual variable components due to the COVID 19 pandemic and the reactions triggered by it.

Prohibition of repricing

This enables the Supervisory Board to guarantee the incentive effect of the annual variable remuneration and the appropriate performance assessment even through changes in the external factors caused by the COVID 19 pandemic. Thus to align the remuneration with the interests of the Company, and to ensure that the interests of shareholders and Management Board members are reconciled.

66693 Mettlach, Germany, April 2020

The Management Board

The Supervisory Board

Frank Göring
Chairman of the Management Board

Dr. Alexander von Boch-Galhau
Chairman of the Supervisory Board