



Villeroy & Boch

1748



ANNUAL REPORT
2020

THE GROUP AT A GLANCE

VILLEROY & BOCH

in the 2020 financial year

in € million	2020	2019	Change in %
Revenue	800.9	833.3	-3.9
Revenue – Germany	257.4	247.2	4.1
Revenue – Abroad	543.5	586.1	-7.3
EBITDA	86.2	143.6 ⁽¹⁾	-40.0
EBITDA (before non-operating result)	95.2	91.2 ⁽¹⁾	4.4
EBIT	40.7	101.9 ⁽¹⁾	-60.1
EBIT (before non-operating result)	49.7	49.5 ⁽¹⁾	0.4
EBT	35.8	95.2 ⁽¹⁾	-62.4
EBT (before non-operating result)	44.8	42.8 ⁽¹⁾	4.7
Group results	22.9	79.4 ⁽¹⁾	-71.2
Net operating assets (12 months average)	337.2	354.6	-4.9
Balance sheet total	914.3	890.5 ⁽¹⁾	2.7
Cash flow from operating activities	136.5	44.9 ⁽¹⁾	n. a.
Investments (without leasing)	19.9	31.6 ⁽¹⁾	-37.0
Investments “Leases” – IFRS 16	17.8	56.7	-68.6
Depreciation and amortisation (excl. right-of-use assets)	25.1	26.1	-3.8
Employees (annual average) number	7,401	7,846	-5.7
Return on net operating assets in %	14.7	14.0 ⁽¹⁾	5.0
Net operating margin in %	5.1	12.2 ⁽¹⁾	-58.4
Net operating margin (before non-operating result) in %	6.2	5.9 ⁽¹⁾	4.5
Return on equity in %	9.1	31.5 ⁽¹⁾	-71.1
Cash flow sales profitability in %	17.0	5.4 ⁽¹⁾	216.3
Equity ratio (incl. minority interests) in %	27.5	28.3 ⁽¹⁾	-2.8
Earnings per ordinary share in €	0.83	2.98 ⁽¹⁾	-72.1
Earnings per preference share in €	0.88	3.03 ⁽¹⁾	-71.0
Dividend per ordinary share in €	0.50	0.50	0.0
Dividend per preference share in €	0.55	0.55	0.0

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)

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DIVISIONS

BATHROOM AND WELLNESS

in the 2020 financial year

in € million	2020	2019	Change in %
Revenue	539.1	554	-2.7
EBIT	41.9	42.2 ⁽¹⁾	-0.7
Net operating margin	7.8	7.6 ⁽¹⁾	2.0
Return on net operating assets	18.2	17.4	4.6

TABLEWARE

in the 2020 financial year

in € million	2020	2019	Change in %
Revenue	259.2	276.5	-6.3
EBIT	7.8	7.3 ⁽¹⁾	6.8
Net operating margin	3.0	2.6 ⁽¹⁾	14.0
Return on net operating assets	12.3	8.6	43.0

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)

TO OUR SHAREHOLDERS

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MIT WILDEM
MULTASCHEN
ALZEMANTEL
RUCOLASALAT
KROSEN



LETTER TO SHAREHOLDERS



FRANK GÖRING
Chairman of the Management Board

Dear Shareholders,

2020 was a year that none of us could have predicted. The global COVID-19 pandemic, the accompanying downturn in economic activity and the resulting negative impact on production and demand posed serious challenges for us, especially in the first and second quarter of the year. 400 Tableware shops in 21 countries were closed, up to 11 Bathroom and Wellness plants with 3,500 employees came to a standstill due to the slump in orders, and 1,500 administrative employees moved to reduced working hours or remote work. With revenue falling by more than 30 % in April – the Tableware Division saw a downturn in excess of 50 % – we were forced to revise our original forecast for the 2020 financial year already after the first quarter.

However, we gradually began to make up some of the revenue shortfall from the first half of the year from June onwards and returned to profitability. This was also thanks to one of the positive effects of the pandemic from our perspective, namely the relatively good consumer climate for our product categories. People were and are spending more time at home, and they want to make their living environment more attractive. As such, they invest more in their own homes and renovate them, and also spend more on fixtures, fittings and accessories. In the end, we closed 2020 with consolidated revenue of € 800.9 million, down just 3.9 % on the previous year.

Thanks to the encouraging revenue development and our strict cost management, we were able to raise our full-year forecast several times during the second half of the year. At € 49.7 million, operating EBIT was ultimately unchanged compared with the

previous year – a remarkable achievement that we could not have anticipated at the midway point of the year.

All in all, dear shareholders, we handled this difficult year well. To this end, the members of the Management Board and the Supervisory Board will propose the payment of a dividend of € 0.55 per ordinary share and € 0.60 per preference share at the General Meeting of Shareholders on 26 March 2021.

We would also like to take this opportunity to thank our employees, whose exemplary support for all of the measures taken at this difficult time made a significant contribution to our results for 2020. We paid a special bonus to each and every employee worldwide at the end of last year in recognition of their dedication.

I would now like to turn my attention to the developments and projects in the two divisions that kept us busy in 2020 and that will continue to do so in 2021.

In the Bathroom and Wellness Division, our revenue in Europe remained stable year-on-year despite the pandemic. We enjoyed particularly encouraging performance in our markets with the highest revenue, Germany and Sweden, but we also generated substantial revenue growth in markets such as Poland and Switzerland. Due to the sustained unfavourable development in the bathroom segment in the Americas in recent years, we have decided to focus our bathroom business more strongly on Europe and, in particular, our growth region of APAC in future. As a consequence of this decision, we sold our plant in Mexico to the Colombian sanitary ware manufacturer Organización Corona S.A. at the end of the year.

Our strategic reorientation in the Tableware Division is having the desired effect. The new brand architecture, which addresses different target groups with appropriate ranges and price points, has proven successful: Our high-end “Villeroy & Boch Signature” brand, which is available from selected dealers only, and our new high-volume business are both performing well.

E-commerce is also enjoying extremely positive development. Store closures and several international lockdowns in response to COVID-19 have led to strong growth in this sales channel across both divisions. E-commerce now accounts for 30 % of total revenue in the Tableware Division. This development is being driven by external e-commerce via platforms and retail partners such as Amazon and Macy’s as well as intensified e-commerce business via our own e-shop, where we present our entire product range as a way of increasing customer retention.

Today, success in this sales channel requires a steady stream of new and inspiring content, which we publish on social media channels like Instagram, Pinterest and WeChat (in China). In this way, we continuously deliver new ideas to our followers and give them incentives to make new purchases. Platforms like Pinterest have established themselves as a source of inspiration, and hence somewhere our brand can and must have a permanent presence.

We are increasingly using modern technology to create the necessary pictures in the form of computer-generated images that can no longer be distinguished from traditional photographs. Our entire range of bathroom products has now been fully digitalised, allowing us to present every possible combination of items for our customers and bring them to life in 3D.

As the pandemic continues, we are breaking more new ground in 2021. In our Dining & Lifestyle Division – the new name for Tableware – we held a digital trade fair, our Inspiration Days, in early March as a replacement for the “Ambiente”. The new name of Dining & Lifestyle has been in place since 1 January 2021, reflecting the shift in our product range to become more varied in recent years. Alongside traditional tableware products, the division is now also focusing on home accessories and gift items.

In the Bathroom and Wellness Division, too, we invited participants to attend digital events on a dedicated platform as an alternative to the ISH bathroom trade fair, including presentations by various keynote speakers on topics such as architecture, colours, trends and social media.

Dear readers, we have made a good start to the new year. Our orders on hand are currently twice as high as they were at the end of last year. As long as our plans are not thwarted by the pandemic again, this means there are grounds for optimism with regard to the year ahead. We are placing our trust in our own strength and the loyalty and support of our faithful customers, business partners, shareholders – and, of course, our dedicated employees.

Yours,



Frank Göring, Chairman of the Management Board
Mettlach, March 2021

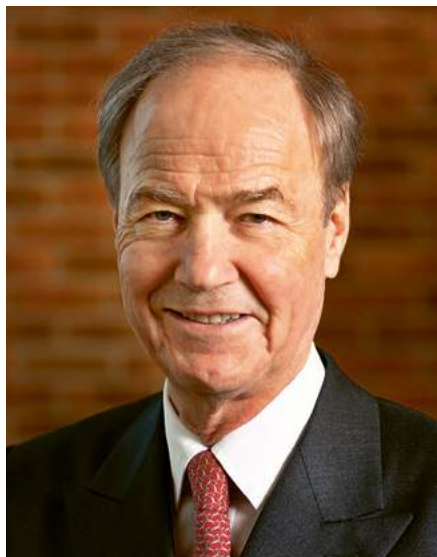
REPORT OF THE SUPERVISORY BOARD

Dear Shareholders,

2020 was a highly challenging year that demanded much of us at Villeroy & Boch as well. The restrictions and official regulations in conjunction with the COVID-19 pandemic were keenly felt by Villeroy & Boch in the first half of the year in particular. Fortunately, however, business recovered in the summer months and Villeroy & Boch is significantly better off as at the end of the year than was expected just a few months ago. This was made possible only by the determined responses and consistent action of the Management Board, and also the special commitment of the Works Council and the dedication of the employees.

Both from myself and on behalf of the entire Supervisory Board, I would therefore like to express special thanks to all of them before I go on to report on the intensive work performed in the 2020 financial year, also by the Supervisory Board.

In the 2020 financial year, the Supervisory Board performed the duties prescribed to it by law and the Articles of Association in full. It monitored the course of business and the activities of the Management Board and advised the Management Board in managing the Company. In Georg Lörz, the Supervisory Board appointed a successor to Andreas Pfeiffer who left the Management Board after many years working as the Director of the Bathroom and Wellness Division. The Supervisory Board wishes to thank Andreas Pfeiffer for his successful commitment to Villeroy & Boch. The Management Board kept the Supervisory Board informed about the current development of the earnings situation of the Company and the individual divisions, including the risk situation, risk management and compliance, comprehensively, continuously and promptly in both written and oral reports. The 2020 financial year was largely defined by the development of the COVID-19 pandemic. The Supervisory Board closely monitored these developments and their implications for Villeroy & Boch, and was regularly informed by the Management Board of the current course of business. The Supervisory Board was also directly involved in all decisions of material importance to the Company, including in particular matters of strategy and planning, and the consideration of strategic options, allowing it to intensively discuss the relevant matters at its meetings. In this context, the Supervisory Board also intensively considered the acquisition of the Ideal Standard Group by the Company. The project has currently been put on hold on account of the COVID-19 pandemic. The Supervisory Board granted its approval for individual



DR. ALEXANDER VON BOCH-GALHAU
Vorsitzender des Aufsichtsrats

business transactions to the extent that this was necessary for the Management Board in accordance with the law, the Articles of Association or the Rules of Procedure. In its resolutions, the Supervisory Board approved the proposed resolutions by the Management Board and the Committees following its own detailed examination and discussion. The members of the Supervisory Board were regularly and preventively advised of the confidentiality of the content of all meetings.

MEETINGS OF THE SUPERVISORY BOARD

The Supervisory Board came together for eight meetings in the 2020 financial year. Partly on account of the restrictions and developments due to the COVID-19 pandemic, it adopted six resolutions by written circulation procedure (combined resolution). Some meetings were held in person and some, as a consequence of the contact restrictions and infection protection measures, as purely virtual or hybrid meetings. All incumbent members of the Supervisory Board and its committees took part in their meetings, with the exception of Ralf Runge who was absent from three Supervisory Board meetings due to illness, Dietmar Geuskens who was absent from two Supervisory Board meetings due to illness, and Prof Dr Annette G. Köhler, who was unable to attend one Supervisory Board meeting for personal reasons. In addition, Dietmar Geuskens was represented by his substitute Thomas Scherer at two of a total of four meetings of the Audit Committee. No member of the Supervisory Board attended fewer than half of the meetings of the Supervisory Board or the committees of which they are members. The detailed reports by the Management Board on the position and business development of the Villeroy & Boch Group formed the basis for the discussions.

KEY TOPICS ADDRESSED IN THE PAST FINANCIAL YEAR

The accounts meeting in February 2020 focused on discussing the annual and consolidated financial statements for 2019, the audit of the non-financial declaration and their approval and adoption by the Supervisory Board. The agenda for the General Meeting of Shareholders planned for March was also adopted. With regard to Management Board remuneration, the Supervisory Board examined target fulfilment for 2019. Also, the Management Board informed the Supervisory Board of the Group's current position.

Since the COVID-19 pandemic began in spring 2020, the Supervisory Board has consulted extensively with the Management Board and made decisions on how to handle the individual issues against the backdrop of the responses to the crisis and the applicable restrictions. The extensive measures in production and sales, the introduction of a far-reaching hygiene concept to protect employees, and also the use of short-time working and the possibility of working from home were discussed and overseen by the Supervisory Board. Among other things, the General Meeting of Shareholders planned for March was postponed until the final quarter of 2020 after being officially prohibited. It was decided to take advantage of the option of holding the General Meeting of Shareholders virtually. The advance payment of some of the dividend was also one of the decisions to be made in the course of this unusual year. The Management Board and the Supervisory Board held joint, intensive consultations after thoroughly examining the interests of the Company, its shareholders and other stakeholders before making this decision. Furthermore, the variable remuneration of members of the Management Board was adapted in line with the new economic conditions to ensure the incentive effect of variable annual remuneration and the adequate assessment of their performance, even with external factors altered by the COVID-19 pandemic.

Over the course of the year and, in particular, at its meetings in July and September 2020, the other main items discussed were business development and strategy, Group projects and the review of strategic growth options. The Supervisory Board intensively examined the corresponding planning by the Management Board for both the Group as a whole and the individual divisions, and discussed and weighed the relevant aspects. Personnel decisions concerning the Management Board were made in the summer.

The Supervisory Board met for one meeting in early December 2020, the content of which was the discussion of and a resolution on the further proceedings in the EU Bathroom Case. After careful consideration of the facts and the legal situation and on the basis of, among other things, explanations by the Company's legal advisors, it was resolved to file an appeal against the judgements of the Saarbrücken District Court in connection with the lawsuits against four former members of executive bodies.

The further meeting in December 2020 focused on the discussion of the figures as at 31 October 2020 and the resulting orientation for the consolidated and single-entity financial statements for 2020, the sustainability report and the integrated combined, separate, non-financial report of the Villeroy & Boch Group and Villeroy & Boch AG, the Management Board's report on the position of the Group and the review of the risk management system. The meeting also adopted the annual planning for 2021 and issued the updated declaration of compliance (section 161 of the Aktiengesetz AktG - German Stock Corporation Act). At the recommendation of the Audit Committee, the Supervisory Board declared the risk management system to be sufficient and concurred with the risk assessment of the Management Board. Moreover, current Group projects were discussed and decisions were made on matters concerning Management Board personnel.

Members of the Management Board also extensively discussed individual current issues with the Chairman of the Supervisory Board and the Chairwoman of the Audit Committee - in virtual sessions in particular on account of the pandemic. This ensured that the Supervisory Board was informed about the Company's current operational development, significant transactions and special circumstances as a result of the COVID-19 pandemic, the risk situation, risk management and the development of key financial indicators at all times.

REPORT ON THE COMMITTEES

To ensure that the work of the Supervisory Board is performed efficiently, it is conducted to a large extent by the four committees formed for this purpose.

The Audit Committee held four regular meetings in the year under review. The meetings in January and February 2020 focused on the reporting by the Management Board on the status of the preparation of the annual and consolidated financial statements, the non-financial declaration and the audit of the annual and consolidated financial statements by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft. The meetings also resolved to recommend that the Supervisory Board again nominates Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft as the auditor of the annual and consolidated financial statements for the 2020 financial year at the General Meeting of Shareholders. In September, key audit matters and key points of the forthcoming audit of the annual and consolidated financial statements were discussed with the auditor. Other issues included Group projects, provisions and the accounting implications of the COVID-19 pandemic, above all regarding the recoverability of receivables and right-of-use assets, and the implementation status of the new ESEF standards at Villeroy & Boch. The main topics discussed at the meeting in December 2020 were the preparations for the forthcoming Supervisory Board meeting, the status of the preliminary audit of the consolidated and annual financial statements

by the auditor, the non-financial declaration, the internal control systems, corporate governance issues and the advance approval of non-audit services by the auditor in the year under review for 2021. One non-audit service, legal consulting, was commissioned in the 2020 financial year. The Chairwoman of the Audit Committee is independent and has passed tax consultant and certified public auditor exams. On account of this, and her professional work, in which she has been entrusted for decades and in many instances with duties in the fields of finance and controlling, she is qualified as a financial expert as referred to by section 100(5) AktG.

The Investment Committee met once in the year under review. The meeting of the Investment Committee in December 2020 prepared the corporate and investment planning for 2021 and the medium-term planning for resolution by the Supervisory Board.

The members of the Human Resources Committee had five meetings in 2020. They discussed the determination of the level of target achievement in the 2019 financial year, the adjustment of variable remuneration components for members of the Management Board in light of the COVID-19 pandemic, the terms of Management Board contracts, new and extended Management Board appointments, the target agreements for the Management Board for the 2021 financial year and the regulatory changes under the Gesetz zur Umsetzung der Aktionärsrechterichtlinie (ARUG II - German Act Implementing the Second Shareholder Rights Directive) and the new German Corporate Governance Code, which became effective in March 2020. The Conciliation Committee formed in accordance with section 27(3) of the Mitbestimmungsgesetz (MitbestG - German Codetermination Act) did not meet in the year under review.

The Supervisory Board was regularly informed in detail about the work of the committees by the respective chairperson.

TRAINING AND CONTINUING PROFESSIONAL DEVELOPMENT

The members of the Supervisory Board are responsible for the training and continuing professional development required for their activities, such as changes in the legal framework and new technologies, and are appropriately supported by the Company. Internal information events are offered as necessary in the context of active professional development. New members of the Supervisory Board can meet the members of the Management Board and the managers responsible to discuss any and all current issues, thereby forming an impression of the subjects relevant to the Company. The new members of the Supervisory Board received intensive onboarding in the past financial year.

PERSONNEL CHANGES IN THE SUPERVISORY BOARD

By way of resolution of the Saarbrücken Local Court dated 28 January 2020, at the Company's request, Peter Prinz Wittgenstein was appointed to the Supervisory Board as a shareholder representative in place of Yves Elsen. Peter Prinz Wittgenstein's mandate ended at the 2020 General Meeting of Shareholders held on 30 October 2020. The Chairwoman of the Audit Committee of Villeroy & Boch AG, Prof Dr Annette G. Köhler, resigned as a member of the Supervisory Board and the Chairwoman of the Audit Committee effective 29 February 2020 in accordance with the Articles of Association. By way of resolution of the Saarbrücken Local Court, she was succeeded on the Supervisory Board by Susanne Heckelsberger effective 1 July 2020. Following her election by the General Meeting of Shareholders on 30 October 2020, Susanne Heckelsberger was voted in as the Chairwoman of the Audit Committee. This office had been held by Prinz Wittgenstein for the period from 1 March 2020 until the end of the General Meeting of Shareholders.

Dietmar Langenfeld resigned as a member of the Supervisory Board effective 30 June 2020. He was succeeded by the elected substitute member Thomas Scherer as an employee representative on the Supervisory Board.

Andreas Schmid was also elected to the Supervisory Board at the General Meeting of Shareholders in 2020 and Dominique Villeroy de Galhau's mandate was extended by a further term in office.

Dietmar Geuskens resigned as a member of the Supervisory Board effective 31 January 2021. By way of resolution of the Saarbrücken Local Court, Roland Strasser was elected to the Supervisory Board as Dietmar Geuskens' successor and an employee representative effective 10 February 2021.

The Supervisory Board would like to thank the members of the Supervisory Board who stepped down in the financial year for their many years of dedication and cooperation in a spirit of trust.

AUDIT OF THE ANNUAL AND CONSOLIDATED FINANCIAL STATEMENTS

The HGB annual financial statements and management report of the Villeroy & Boch AG as well as the consolidated financial statements and management report of the Villeroy & Boch Group for the 2020 financial year prepared in accordance with IFRS as applicable in the European Union were audited by the auditor elected by the General Meeting of Shareholders, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, and issued with an unqualified audit opinion. These documents and the reports by the auditor were made available to all members of

the Audit Committee and the Supervisory Board in good time before the accounts meeting. The Audit Committee discussed the annual financial statements in January and February 2021. The annual financial statements were also discussed intensively at the accounts meeting of the full Supervisory Board in February 2021. At both meetings, the auditor reported on the audit as a whole and the individual focal points and key findings of the audit and answered all of the Audit Committee's and the Supervisory Board's questions in detail. In particular, the auditor expressed an opinion as to whether there were any material deficiencies in the internal control and risk management system with regard to the financial reporting process and did not express any objections in this respect. The auditor also stated that there were no circumstances that could give rise to grounds for concern as to its impartiality and provided the Supervisory Board with information on the services performed in addition to the audit of the annual financial statements. The Supervisory Board concurred with the audit report and the findings of the audit.

The Supervisory Board examined the annual and consolidated financial statements of the Villeroy & Boch AG as well as the management report and the Group management report for the 2020 financial year, taking into account the report by the auditor, and the proposal by the Management Board on the appropriation of retained earnings. Following its own examination, the Supervisory Board approved the annual financial statements prepared by the Management Board at its accounts meeting in February 2021 in accordance with the recommendation by the Audit Committee. The annual financial statements have therefore been adopted in accordance with section 172 sentence 1 AktG. The Supervisory Board also concurred with the proposal by the Management Board on the appropriation of retained earnings. Furthermore, the Supervisory Board approved the consolidated financial statements and Group management report of Villeroy & Boch AG.

At the recommendation of the Audit Committee, in accordance with sections 170, 171 AktG, the Supervisory Board examined the legality, regularity and suitability of the combined non-financial report of the Group and of Villeroy & Boch AG, and scrutinised the methods, procedures and processes used by the Management Board to gather data. Based on the results of this examination, it approved the combined non-financial report of the Group and of Villeroy & Boch AG prepared by the Management Board.

The Supervisory Board would like to thank the members of the Management Board and all the employees of the Villeroy & Boch Group for their great personal commitment, and our shareholders for the trust they have shown us in this year that has been difficult for everybody.

For the Supervisory Board



Dr Alexander von Boch-Galhau, Chairman
Mettlach, February 2021

CORPORATE GOVERNANCE REPORT

In this declaration, the Management Board and the Supervisory Board report in accordance with sections 289f and 315d of the Handelsgesetzbuch (HGB - German Commercial Code) on corporate governance at Villeroy & Boch.

RESPONSIBLE MANAGEMENT

Good corporate governance aimed at creating sustainable value through responsible corporate management is of fundamental importance for Villeroy & Boch. It is the basis for earning the trust of shareholders, employees, business partners, other stakeholders and the public at large. Accordingly, the recommendations and suggestions of the Government Commission of the German Corporate Governance Code constitute the basis for the actions of the Management Board and Supervisory Board of Villeroy & Boch AG.

The Management Board of Villeroy & Boch AG is responsible for managing the Company as the governing body with the aim of creating short-term and long-term value. The workings of the Management Board are determined by corresponding Rules of Procedure. Resolutions are generally adopted at meetings of the Management Board, which take place twice a month if possible.

The Supervisory Board appoints, advises and monitors the Management Board. Its workings and allocations of responsibilities are established in corresponding Rules of Procedure. Ordinary meetings of the Supervisory Board are held at least four times a year. The Supervisory Board is provided with continuous, timely information in the form of written and oral reports by the Management Board and is involved in all decisions of material importance to the Company.

COMPOSITION OF THE MANAGEMENT BOARD

The Management Board of Villeroy & Boch AG currently consists of four members. The members of the Management Board are appointed by the Supervisory Board. In appointing members to the Management Board, the Supervisory Board pays attention to the professional suitability, experience and management quality of the candidates. It also ensures the

diversity of the Management Board as a whole. In making appointments to the Management Board, the Supervisory Board seeks to take adequate account, particularly with respect to age, cultural background and educational and professional background.

Together with the Management Board, the Supervisory Board ensures long-term succession planning for the Management Board. In particular, in addition to the requirements of the Aktiengesetz (AktG - German Stock Corporation Act) and the German Corporate Governance Code (as amended 16 December 2019), long-term succession planning takes into account the ideal profiles developed by the Human Resources Committee and the Supervisory Board referred to above. The Supervisory Board is assisted by external consultants in developing the requirement profiles and throughout the extensive selection process.

The Supervisory Board has set an age limit for members of the Management Board, hence members of the Management Board should leave the Company at the end of the calendar year in which they reach the age of 65.

COMPOSITION OF THE SUPERVISORY BOARD

The Supervisory Board of Villeroy & Boch AG is composed of twelve members, six of whom are elected by the General Meeting of Shareholders (shareholder representatives) and six of whom are elected by the Company's employees in accordance with the provisions of the German Codetermination Act (employee representatives). The term of office of members of the Supervisory Board is normally five years. The Supervisory Board is of the opinion that its composition is an important factor in successfully performing its diverse tasks to the optimal benefit of the Company.

In accordance with the recommendation of Section C.1 of the German Corporate Governance Code (in the version of 16 December 2019), it has therefore determined concrete objectives regarding its composition and prepared a profile of skills and expertise for the entire Supervisory Board.

The composition of the Supervisory Board of Villeroy & Boch AG should ensure that the Management Board is properly monitored and advised at all times. The candidates proposed for election to the Supervisory Board should be in a position, thanks to their knowledge, skills and professional experience, to perform the tasks

of a Supervisory Board member in an internationally active company and to safeguard the reputation of the Villeroy & Boch Group with the public. In the process, special attention should be paid to the personality, integrity, commitment, professionalism and independence of the persons proposed for election. The individual knowledge, skills and experience of the individual members of the Supervisory Board should complement each other in such a way that there is sufficient professional expertise available for the work of the Supervisory Board as such and for the business activities of each division at all times to guarantee that the Management Board is monitored professionally and efficiently and provided with advice on a continuous basis. In view of the Company's international focus, attention should be paid to the fact that, as has been the case to date, there is an adequate number of members with many years of international experience. The appropriate diversity should also be considered when selecting potential candidates for vacancies arising on the Supervisory Board. In particular, this also means taking into account their gender, age, cultural origins and educational and professional background.

The Supervisory Board takes into account the targets for its composition and the requirements stipulated in the skills profile in conjunction with the selection process and the nomination of candidates for the Supervisory Board. The Supervisory Board last considered these targets at shareholder meetings for its nominations for the three shareholder representatives to be elected by the 2020 General Meeting of Shareholders.

There is a 30% minimum quota for women and men on the Supervisory Board of Villeroy & Boch AG in accordance with section 96(2) AktG. The minimum quota was fulfilled by both the shareholder representatives – following the court appointment of Susanne Heckelsberger – and the employee representatives in the 2020 financial year. The number of shareholder representatives briefly fell short of this quota as a result of the resignation of Prof. Köhler. This went on until the court appointment of Susanne Heckelsberger.

The Supervisory Board members should have sufficient time to perform their functions such that they can do so with the requisite regularity and diligence. No more than two former members of the Management Board of

Villeroy & Boch AG should sit on the Supervisory Board. Candidates for the Supervisory Board are typically nominated only if they have not yet reached the age of 70 at the time of their election, and have not exceeded the maximum membership period set by the Supervisory Board of 15 years or three terms in office. This rule should be deviated from only as a warranted exception.

The Supervisory Board is of the opinion that, on the whole, its current members have the necessary knowledge, skills and professional experience to properly perform their duties and that the goals for its composition and those of the skills profile have been fulfilled. As a whole, it is familiar with the sector in which it operates and also has expertise specific to the sector in the Audit Committee.

In its own opinion, the shareholder representatives of the Supervisory Board are exclusively independent members. The Company does not have a controlling shareholder as referred to by the German Corporate Governance Code (as amended 16 December 2019). However, it notes that, besides other representatives, the Supervisory Board also includes members of the founder families, von Boch and Villeroy. However, the Supervisory Board does not believe that these relationships constitute a legally relevant conflict of interests. Rather, the current composition guarantees monitoring aligned to the Company's interests without conflicting roles or loyalties.

According to the catalogue of criteria under C.7 of the German Corporate Governance Code (as amended 16 December 2019), being a member of the Supervisory Board for more than 12 years is an indicator that the member in question is not independent. The Chairman of the Supervisory Board and Chairman of the Human Resources and Investor Committee, Dr Alexander von Boch-Galhau, has been a member of the Supervisory Board since 2008. The Supervisory Board has considered this fact and is convinced that he has the necessary distance from the Management Board to properly and independently perform his duties on both the Supervisory Board as a whole and its committees, and that the careful monitoring of the Management Board is ensured. In any case, the length of his membership of the Supervisory Board is no grounds for a lack of independence.

FINDINGS ON THE PROMOTION OF WOMEN IN MANAGEMENT POSITIONS IN ACCORDANCE WITH SECTIONS 76 (4) AND 111 (5) OF THE GERMAN STOCK CORPORATION ACT

Since 2011, the Management Board and Supervisory Board have adopted a Group-wide policy for promoting diversity and an appropriate proportion of women in management positions. Furthermore, in accordance with the provisions of stock corporation law, Villeroy & Boch AG has set targets for the share of female members of the Management Board and the next two levels of management as well as a deadline by which these shares must be achieved.

On 27 June 2017, the Management Board resolved a target of 35% for the first and second levels of management below the Management Board for the next five years. At the reporting date, women occupied 34.2% of the positions in the two levels of management below the Management Board. The long-term target remains for women to occupy 40% of the positions in both levels of management.

Taking into account the company-specific situation, and in particular the purpose and size of the Company, on 24 April 2017 the Supervisory Board resolved a target of 0% for the share of women in the Management Board of Villeroy & Boch AG for the aforementioned period. In line with the principle of diversity, the Supervisory Board has and will take gender into account in future appointments to the Management Board, but will continue to be guided primarily by the knowledge, skills and experience of the candidates in order to ensure that these statutory duties are performed correctly and conscientiously. Following the appointment of Gabriele Schupp, the Management Board now consists of three men and one woman.

TRUST-BASED COOPERATION BETWEEN THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The cooperation between the Management Board and Supervisory Board was again characterised by open, trust-based communication in 2020. This was seen in the meetings of the Supervisory Board and in the discussions between members of the Management Board and the Chairman of the Supervisory Board and the Chairman of the Audit Committee. In the year under review, the key content of the Management Board's reporting to the Supervisory Board was the orientation and implementation of corporate strategy, including ongoing projects, the business performance of the Company and the position of

the Group – above all against the backdrop of the COVID-19 pandemic – and issues concerning the risk situation, risk management, the internal control system, the tracking and assessment of non-financial performance indicators, and compliance management.

The rights of the Supervisory Board to reserve approval are set out in the Rules of Procedure of the Supervisory Board and the Management Board. In particular, they apply to material transactions or activities with a significant impact on the financial position and the financial performance of Villeroy & Boch AG. Certain transactions with related parties also require the approval of the Supervisory Board for this purpose in accordance with sections 111a et seq. AktG.

SUPERVISORY BOARD COMMITTEES

To allow it to perform its tasks efficiently and deal with complex issues more intensively, the Supervisory Board has formed three expert committees in addition to the Conciliation Committee prescribed by section 27 (3) of the German Codetermination Act. The activities of the committees are governed by the Rules of Procedure for the respective committees.

By law, the Conciliation Committee prescribed by section 27 (3) of the German Codetermination Act must be established in order to perform the task set out in section 31 (3) sentence 1 of the German Codetermination Act. It submits proposals for the appointment or the revocation of the appointment of Management Board members to the Supervisory Board if the requisite majority of two-thirds of the votes of Supervisory Board members is not reached in the first ballot. The Conciliation Committee consists of the Chairman and First Vice Chairman of the Supervisory Board, one shareholder representative and one employee representative. The current members are Dr Alexander von Boch-Galhau (Chairman), Ralf Runge and Louis de Schorlemer.

Dietmar Geuskens resigned as a member of the Supervisory Board effective 31 January 2021 and he has thus also left the Conciliation Committee. The Supervisory Board elected Roland Strasser as a member of the Conciliation Committee at its meeting on 11 February 2021.

The Human Resources Committee primarily deals with the conclusion as well as the amendment and termination of the employment contracts of Management Board members and long-term succession planning. It prepares the appointment and dismissal of members of the

Management Board, the remuneration system for the Management Board and the total remuneration for the individual members of the Management Board, including contractual bonus provisions, pension provisions and other contractual benefits, for resolution by the full Supervisory Board. It is chaired by the Chairman of the Supervisory Board and also includes one employee representative and one shareholder representative. The current members are Dr Alexander von Boch-Galhau (Chairman), Christina Rosenberg and Sabine Süpke.

The tasks of the Investment Committee include advising on corporate and investment planning in advance and preparing investment decisions. The Investment Committee is chaired by the Chairman of the Supervisory Board and also includes one shareholder representative and one employee representative. The current members are Dr Alexander von Boch-Galhau (Chairman), Louis de Schorlemer and Thomas Scherer.

The Audit Committee addresses the topics of accounting, risk management, the internal control and audit system, reporting of non-financial information, compliance and issues relating to the audit of the annual financial statements. It is composed of a financial expert in accordance with section 100(5) AktG and one representative each for the shareholders and the employees. These are currently Susanne Heckelsberger (Chairwoman), Dominique Villeroy de Galhau and Bärbel Werwie. Dietmar Geuskens resigned as a member of the Supervisory Board effective 31 January 2021 and he has thus also left the Audit Committee. The Supervisory Board elected Bärbel Werwie as the Deputy Chairwoman of the Audit Committee at its meeting on 11 February 2021. The Chairwoman of the Audit Committee has passed tax consultant and certified public auditor exams and, on account of this and her professional work, in which she has been entrusted with duties in the fields of finance and controlling over several decades, she is qualified as a financial expert as referred to by section 100(5) AktG.

A separate Nomination Committee has not been formed to propose candidates to the General Meeting of Shareholders. Proposals for election have been and will continue to be prepared at shareholder representatives' meetings.

The chairmen of the committees report to the full Supervisory Board on the work of the committees. Information on the key contents of the committee meetings in the past financial year can be found in the Report of the Supervisory Board.

PREVENTION OF CONFLICTS OF INTEREST

The members of the Management Board and the Supervisory Board have a duty to uphold the interests of the Company and not to pursue any personal interests that could clash with those of the Company in fulfilling their duties. All members of the Management Board and the Supervisory Board are obliged to disclose any potential conflicts of interest to the Supervisory Board. There are no significant personal or business relationships with governing bodies, shareholders or affiliated companies. Roles in other statutory supervisory boards and comparable domestic and foreign controlling bodies of commercial enterprises held by members of the Management Board and the Supervisory Board can be found in this report as well. Links with related parties are shown in the notes to the consolidated financial statements. The Company will disclose pursuant to the applicable statutory provisions any transactions with related parties that require the approval of the Supervisory Board or a Supervisory Board committee in accordance with section 111b(1) AktG.

EFFICIENCY REVIEW

The Supervisory Board of Villeroy & Boch AG performs a regular efficiency review, most recently at its meeting on 5 February 2019. This takes the form of a self-assessment, using a questionnaire, of the functioning of the Supervisory Board and its committees by its members. The efficient work of the Supervisory Board is driven in particular by the work of the committees, which meet as required and, if they do not have their own decision-making authority, prepare the resolutions to be passed by the full Supervisory Board. The self-assessment mainly focuses on the flow of information to the Supervisory Board, the way in which meetings of the Supervisory Board and its committees are held and the composition and structure of the Supervisory Board and its committees.

In light of the 2019 efficiency review referred to above, and the many challenges faced in particular on account of the personnel changes and the COVID-19 pandemic in the 2020 financial year, the Supervisory Board dispensed with another efficiency review for the past financial year.

MANAGERS' TRANSACTIONS

The managers' transactions reported to us in the 2020 financial year are published on the following website: <http://www.villeroyboch-group.com/en/investor-relations/financial-news/managers-transactions.html>.

At the end of the year under review, the members of the Supervisory Board held 1.78% of all the ordinary and preference shares issued by the Company at that date either directly or indirectly as defined by Article 19 of the European Market Abuse Regulation (Regulation (EU) No. 596/2014). Of this figure, 1.16% were attributable to Dr Alexander von Boch-Galhau. The members of the Management Board held 0.07% of the shares in circulation at the end of the year under review.

COMPREHENSIVE INFORMATION CREATES TRANSPARENCY AND TRUST

Villeroy & Boch AG seeks to inform all target groups of the Company's position equally and in good time and to ensure optimal transparency with regard to its management and controlling mechanisms by way of comprehensive reporting. This includes the annual publication of the consolidated financial statements and quarterly reports, which are prepared in accordance with the principles of the International Financial Reporting Standards (IFRSs). The consolidated financial statements and the Group management report were published on 17 February 2021, and therefore within the 90-day period recommended by item E.2 of the German Corporate Governance Code (in the version of 16 December 2019). The annual financial statements of Villeroy & Boch AG are prepared in accordance with the German Commercial Code (HGB).

The website www.villeroyboch-group.com contains the latest news in the form of press releases, ad hoc disclosures and other publications. Annual and interim reports, the non-financial Group report including the combined, separate non-financial report of the Group and Villeroy & Boch AG and other publications are also available to download in German and English from the Investor Relations section. The publications comply with the transparency requirements of the Market Abuse Regulation and the German Securities Trading Act.

To allow us to maintain a dialogue with analysts and shareholders, the financial and analysts' press conference and the General Meeting of Shareholders are held once a year.

Publication dates and recurring events are published in the financial calendar on our website, in this annual report and in our interim reports.

ERNST & YOUNG CONFIRMED AS AUDITOR

The Supervisory Board again commissioned Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, to audit the annual and consolidated financial statements for the 2020 financial year as the auditor appointed by the General Meeting of Shareholders. The Audit Committee and the Supervisory Board had previously satisfied themselves as to the independence of the auditor. Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft has been the auditor of the annual and consolidated financial statements of Villeroy & Boch AG since the 2009 financial year. The responsible auditor is Heiko Hummel. The statutory provisions regarding the rotation of the auditor and the responsible auditors in accordance with Article 17 of EU Regulation No. 537/2014 of the European Parliament and of the Council of 14 July 2014 and the grounds for exclusion in accordance with sections 319 and 319a HGB have been observed.

In accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board agreed with the auditor that the Chairwoman of the Audit Committee would be informed immediately of any potential grounds for disqualification or partiality and any facts and events of importance for the proper performance of the tasks of the Supervisory Board arising during the performance of the audit. If the audit gives rise to facts that show a misstatement in the declaration of conformity issued by the Management Board and the Supervisory Board in accordance with section 161 of the German Stock Corporation Act (AktG), the auditor must inform the Supervisory Board or make a corresponding note in the audit report.

DECLARATION OF CONFORMITY IN ACCORDANCE WITH SECTION 161 AKTG

The Management Board and the Supervisory Board are obliged to issue a Declaration of Conformity regarding the adoption of the recommendations of the German Corporate Governance Code once a year in accordance with section 161 AktG. Following discussions at the meeting of the Supervisory Board in December 2020, the Management Board and the Supervisory Board issued the annual declaration of conformity stating that the Company had complied with and continues to comply with all of the recommendations of the Government Commission of the German Corporate Governance Code with the exceptions noted.

Taking into account the supplement published by the Company on 24 February 2021 regarding section G.I of the German Corporate Governance Code (as amended on 16 December 2019), the Declaration of Conformity is worded as follows:

**Section 3.8 (3) of the Code 2017
(no equivalent in Code 2020)**

The existing D&O (directors' and officers' liability insurance) policy did not and does not prescribe a deductible for the members of the Supervisory Board. Villeroy & Boch AG is of the opinion that a deductible is not suitable for influencing the level of motivation and responsibility with which the members of the Supervisory Board perform their activities.

Recommendations C.6 (1), C.7 (1) of the Code 2020

In the opinion of the Supervisory Board, the group of shareholder representatives of the Supervisory Board is made up exclusively of independent members.

The Company does not have a controlling shareholder within the meaning of the Code 2020, but points out that the Supervisory Board includes members of the founding families of von Boch and Villeroy as well as other representatives. However, in the opinion of the Supervisory Board, these relationships do not constitute a legally relevant conflict of interest. On the contrary, the current composition of the Supervisory Board ensures that monitoring is geared to the interests of the Company without any conflicts of loyalty or role.

Recommendation C.10 (1) of the Code 2020

According to this recommendation of the Code 2020, the Chair of the Supervisory Board and the Chair of the committee that addresses Management Board remuneration should be independent from the Company and the Management Board. According to the list of criteria in recommendation C.7 of the Code 2020, membership of a Supervisory Board for more than twelve years is an aspect for a lack of independence on the part of the member concerned. The Chair of the Supervisory Board, who is also Chair of the Human Resources Committee, has been a member of the Supervisory Board since 2008. Therefore, as a precautionary measure, the deviation from recommendation C.10 of the Code 2020 is declared. However, the Supervisory Board is convinced that the proper and independent exercise of the specific positions and careful monitoring of the Management Board are ensured.

**Recommendation C.13 of the Code 2020
(Section 5.4.1 (6) of the Code 2017)**

When making proposals to the General Meeting of Shareholders regarding the election of Supervisory Board members, the Supervisory Board will not disclose the personal and business links of each candidate to the Company, the executive bodies of the Company and a shareholder with a major stake in the Company in accordance with the recommendation in the Code. According to Villeroy & Boch AG, the Code leaves scope to decide which links of each candidate are to be stated specifically and in how much detail when making election proposals to the General Meeting of Shareholders in order to comply with the recommendation. In the interest of the legal certainty of future elections to the Supervisory Board, the company has decided to declare a deviation from this recommendation. The Company believes that the disclosure requirements in the German Stock Corporation Act take the need to inform the shareholders into account.

Recommendation D.1 of the Code 2020

The Rules of Procedure for the Supervisory Board were published on the Company's website on 16 December 2020.

**Recommendation D.5 of the Code 2020
(section 5.3.3 of the Code 2017)**

The Supervisory Board has not formed and will not form a separate Nomination Committee to propose suitable candidates for election to the Supervisory Board. Proposals for election have been and will continue to be prepared at shareholder representatives' meetings. As there are only six shareholder representatives on the Supervisory Board and the existing practice of proposing suitable candidates at shareholder representatives' meetings has proved to be efficient, the Supervisory Board sees no need to institutionalize this practice by setting up an additional Nomination Committee.

Section G.I. Remuneration of the Management Board (Code 2020)

The Code 2020 contains in Section G.I. new recommendations on the remuneration of the Management Board which have no equivalent in the Code 2017 and from which the current practice still deviates in parts (namely regarding G.1, G.3, G.7, G.8 - G.11, G.13 - 14).

The Supervisory Board has developed and approved a new system for Management Board remuneration adapted to

the changes introduced by the law on the implementation of the second shareholders' directive (ARUG II) and the principles and recommendations of the Code 2020. This will be submitted to the Annual General Meeting to be held on 26 March 2021 for approval. This new system for Management Board remuneration will apply to all new Management Board contracts to be concluded or extended in the future. With the resolution of the Supervisory Board on the new system for Management Board remuneration, a system is in place which reflects the contents of section 87a AktG and which complies with the recommendations of section G.I. of the Code 2020 with the following exceptions:

Recommendation G.1 Code 2020

According to recommendation G.1, 2nd bullet Code 2020, the amount that the total remuneration of each Management Board member must not exceed, is to be determined.

In the new system for Management Board remuneration, the maximum remuneration is not set individually for each Management Board member but for the entire body. The Supervisory Board is of the opinion that setting the maximum remuneration for the entire Board provides the necessary flexibility to be able to decide individually on the maximum remuneration of the individual Management Board members during the four-year period of validity of the remuneration system in principle, but is also sufficient to ensure an effective cap on Management Board remuneration.

Recommendation G.8 Code 2020

According to recommendation G.8 Code 2020, subsequent changes to the target values or comparison parameters shall be excluded.

The Supervisory Board is of the opinion that in the event of a significant change in the economic environment, a subsequent adjustment of target values or comparison parameters is appropriate and may be required in the interests of the Company. It therefore does not rule out a future adjustment in principle.

Section 4.2.4 and Section 4.2.5 Paragraph 3 of the Code 2017 (no equivalent in Code 2020)

Due to the so-called "opt-out" resolution of the Annual General Meeting of the Company on 29 March 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 German Commercial Code (HGB). This "Opt Out" Option is applicable for the last time for the fiscal year beginning before 1 January 2021 pursuant to Article 83 (1) sentence 2 Introductory Act of the HGB (EGHGB). The Company has not and will not include the presentations recommended for each member of the Management Board in the remuneration reports for the financial years 2019 and 2020 pursuant to Section 4.2.4 and Section 4.2.5 (3) of the Code 2017 due to the "opt-out" resolution of the Annual General Meeting.

Recommendation G.18 (2) of the Code 2020 (section 5.4.6 (2) of the Code 2017)

The performance-related variable remuneration promised to the members of the Supervisory Board in accordance with the Articles of Association related and continues to relate to the annual dividend payment and is therefore neither merely a fixed remuneration, nor geared towards sustained growth of the enterprise within the scope of the Code. According to Villeroy & Boch AG, the dividend payment is the main performance indicator for shareholders. Villeroy & Boch AG deems it appropriate to remunerate the members of the Supervisory Board on the basis of criteria that are also meaningful to the shareholders.

COMPLIANCE AT THE VILLEROY & BOCH GROUP

The establishment of an effective compliance organisation is a vital element of good corporate governance. We can only achieve long-term business success by complying with the relevant statutory provisions, internal guidelines and our corporate values.

Our compliance management system encompasses the core elements of prevention, detection and response. It focuses in particular on prevention in order to minimise compliance risks right from the start. Our employees receive continuous information and training on compliance issues. The extensive and multilingual training programme is offered both as classroom training and – especially to reduce the risk of infection in connection with the COVID-19 pandemic – as web-based training. In order to detect breaches of compliance regulations, Villeroy & Boch AG has, among other things, installed a whistle-blower system allowing potential breaches to be reported anonymously.

Our compliance organisation begins directly with the Management Board of Villeroy & Boch AG and is present at every level of the Group. CEO Frank Göring is the member of the Management Board with responsibility for compliance. The Chief Compliance Officer of the Villeroy & Boch Group reports to him. The Chief Compliance Officer is supported by functional compliance officers at the head office and in the divisions as well as local compliance officers at the Group companies.

Our compliance programme covers essentially business ethics, antitrust law, combating corruption, fraud, data protection, money laundering prevention, sanction list screening and product compliance. Other relevant areas such as the environment, occupational health and safety, data security and capital market law are handled by specialist officers and departments. Our Group-wide ethical principles, the Code of Conduct and other guidelines are binding for all employees, providing them with orientation for responsible behaviour in day-to-day business, protecting them against incorrect decisions and hence safeguarding the basis of our success as a Company.

An external audit of the design and appropriateness of the new Group-wide product compliance organisations of our compliance management system set up in 2018 was successfully completed in 2020. The audit was performed by BAY GmbH Wirtschaftsprüfungsgesellschaft Rechtsanwälts-gesellschaft in accordance with the principles

of Audit Standard 980 promulgated by the Institut der Wirtschaftsprüfer e.V. (Institute of Public Auditors in Germany). Prior to this, our compliance management system was last externally audited in accordance with the principles of Audit Standard 980 promulgated by the Institute of Public Auditors in Germany in terms of the effectiveness of the compliance management system in the areas of antitrust law and combating corruption in Germany in 2016. BAY GmbH Wirtschaftsprüfungsgesellschaft Rechtsanwälts-gesellschaft has confirmed that the principles and measures of our compliance management system are suitable for detecting and preventing risks relating to violations of legal provisions early on with reasonable assurance.

Our compliance management system is subject to permanent development, particularly with regard to the enshrinement of compliance requirements in the operating processes along the value chain in order to ensure process-oriented compliance.

You can find out more about compliance at Villeroy & Boch on the Company's website at www.villeroyboch-group.com/en/investor-relations/corporate-governance/compliance and in the sustainability report (www.villeroyboch-group.com/en/investor-relations/publications/sustainability-reports).

REMUNERATION REPORT

The remuneration report is part of the Group management report and the notes to the consolidated financial statements.

VILLEROY & BOCH'S SHARES

A HISTORIC YEAR ON THE STOCK MARKETS

There are years on the stock markets, like 1929, 1987, 2000 and 2008/2009, that will long live in investors' memories. 2020 is another such year. The brute force with which the COVID-19 pandemic and the economic shock it triggered hit the world has shaken the financial markets to their core, delivering extreme fluctuation and undulation. All this still seemed unimaginable when the year began. Even though China, the second-largest national economy in the world, had already been rocked by the virus and the lockdown that followed, Europe imagined itself to be in relative safety. The DAX climbed to a record high of 13,795 points.

Then, in February, with the lockdown in Lombardy came the rude awakening or realisation that this was not an epidemic limited to Asia, but rather a global pandemic. The economic collapse that began with the extensive shutdown of public life caused the stock markets to tumble. The DAX slumped by around 39% to a low of 8,256 points by the middle of March. What happened afterwards will be remembered just as vividly. At the height of the crash, hardly anyone would have believed that the stock markets would recover so quickly and so robustly. Led by the US

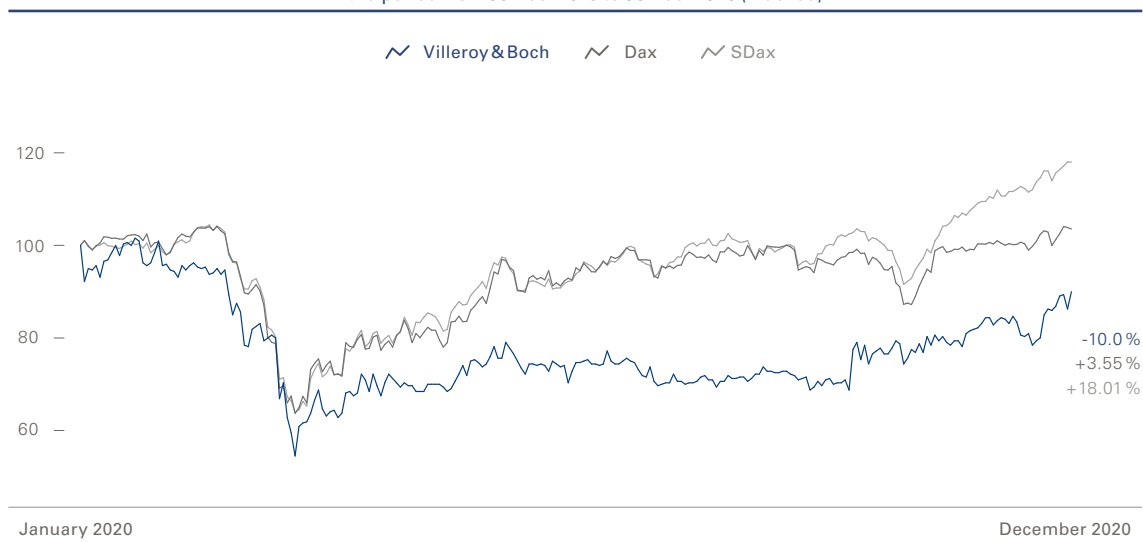
and its heavily weighted technology sector, they surged to record highs. A little later, the DAX also leapt on board after the Christmas holidays and, for the first time, climbed above 13,900 points.

It was recently at 13,719 points, indicating an improvement over the year of 3.6%. The German benchmark index therefore did better than its European peers. The Stoxx Europe 600 was down 3.4%, though in November it had its strongest month since records began (1986), rallying by 13.6% thanks above all to successful vaccine trials. The DAX was able to outperform other indices in Europe because Germany was not hit as hard by the pandemic and its economic distortion as other countries such as Italy, Spain and the UK, which also had to contend with the uncertainty stemming from Brexit. The main indices for these countries lost between 14.5% and 5% in the past year.

ROLLERCOASTER RIDE FOR VILLEROY & BOCH SHARE PRICE

Villeroy & Boch's preference shares began the 2020 calendar year in positive territory. In the first few weeks, the share price held steady at its relatively high initial level of up to € 16.25, which also proved to be the highest closing price for

PERFORMANCE OF VILLEROY & BOCH'S SHARES IN COMPARISON TO DAX AND SDAX
 in the period from 30 Dec. 2019 to 30 Dec. 2020 (indexed)



the past year. Then, in March, Villeroy & Boch's preference shares were also rocked by the effects of the COVID-19 crisis and fell to their low for the year of € 8.72.

The share price initially climbed to € 12.65 in the months that followed. At this level, an instalment of € 0.20 per preference share was paid from the unappropriated surplus on 13 July 2020. The positive ongoing performance received support from an even more positive revenue and earnings forecast in October 2020. The virtual General Meeting of Shareholders on 30 October 2020 then resolved a further dividend payment of € 0.35 per preference share, resulting in the total distribution of a dividend of € 0.55 per preference share in 2020. A few weeks later, on 16 December 2020, the share price was bolstered again by another increase of the earnings forecast. Thanks to a strong December, Villeroy & Boch's shares ended 2020, the year of the COVID-19 crisis, with a closing price of € 14.40, down by 10 %.

INVESTOR RELATIONS ACTIVITIES

Transparent and comprehensible communication with the capital market is a matter of great importance to Villeroy & Boch. The 2020 financial year was dominated by the COVID-19 pandemic, which meant that face-to-

face meetings were sadly not possible to the usual extent. Nonetheless, we maintained our intensive contact with analysts, institutional investors, private shareholders and market media organisations through virtual channels. The year began with the analysts and accounts press conference on 6 February 2020 - we were therefore again one of the earliest companies to announce audited financial statements and to present its figures to the public. Our General Meeting of Shareholders was originally planned for 27 March 2020, but had to be cancelled because of the ban on assemblies. It was held virtually for the first time on 30 October 2020, allowing the Management Board to provide the shareholders and shareholder representatives with information on the current situation and the company's prospects.

The difficult circumstances in the past year meant that we were unable to take part in investor conferences as we normally would. Personal meetings with analysts and investors were also held only on a reduced scale. These activities are to be stepped up again in the current year and possibly supplemented by new, virtual formats.

The number of analysts intensively monitoring and commenting on the performance of our company and our shares remained the same in the 2020 financial year. This confirmed the trend of the MiFID II Directive making it harder for smaller issuers to access high-quality research.

PERFORMANCE OF VILLEROY & BOCH'S SHARES
 in the period from 30 Dec. 2019 to 30 Dec. 2020 (in €)

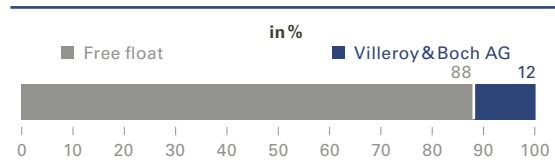


As at the end of the reporting period, our company was still only covered by Quirin Privatbank. The price target at the end of 2020 was €17.00 and therefore 18.1% higher than the closing price. There are plans to add one further research partner in 2021.

PROPOSED DIVIDEND

Based on business performance in 2020, the Management Board and the Supervisory Board will propose a dividend of € 0.55 per preference share and € 0.50 per ordinary share at the General Meeting of Shareholders on 26 March 2021.

STRUCTURE OF PREFERENCE SHAREHOLDERS



MASTER DATA

ISIN:	DE0007657231
WKN:	765723
Securities exchange symbol:	VIB3

KEY FIGURES OF VILLEROY & BOCH'S SHARES

	2020	2019	2018	2017	2016
Closing price (in €)	14.40	16.00	12.88	19.37	14.60
Yearly high/low (in €)	16.25/8.72	16.38/11.85	20.05/11.90	20.50/14.10	14.75/11.15
Ordinary shares, 31.12.	14.044.800	14.044.800	14.044.800	14.044.800	14.044.800
Preference shares, 31.12.	14.044.800	14.044.800	14.044.800	14.044.800	14.044.800
■ Shares held by Villeroy & Boch	1.683.029	1.683.029	1.683.029	1.683.029	1.683.029
■ Shares in free float	12.361.771	12.361.771	12.361.771	12.361.771	12.361.771
Market capitalisation, Xetra year-end (in € million)	202.2	224.7	180.9	272.0	205.1
Average daily turnover, Xetra (in shares)	8.384	9.088	8.311	12.935	10.216
PER based on yearly high/PER based on yearly low (in €)	18.47/9.91	5.41/3.91	15.42/9.15	17.67/12.16	13.05/9.87
Consolidated earnings per ordinary share (in €) *	0.83	2.98	1.25	1.11	1.08
Consolidated earnings per preference share (in €)	0.88	3.03	1.30	1.16	1.13

* Ordinary shares not publicly traded

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GROUP MANAGEMENT REPORT

- ▮ **Consolidated revenue of € 800.9 million, down only -3.9 % on previous year despite COVID-19 pandemic, thanks to strong revenue growth in second half of year (€ 833.3 million).**
- ▮ **Operating result (EBIT) stable year-on-year at € 49.7 million thanks to high revenue in second half of year and strict cost management (previous year: € 49.5 million).**
- ▮ **Return on net operating assets rises by 0.7 % to 14.7 %.**

BASIC INFORMATION ON THE GROUP

BUSINESS MODEL OF THE GROUP

Organisational structure of the Group

Villeroy & Boch is a leading international ceramic manufacturer. As a full-service provider for the bathroom and for high-quality tableware and living accessories, our operating business is divided into two divisions: Bathroom and Wellness, and Tableware. Group-wide tasks and functions are performed by our central functions.

Villeroy & Boch AG is the Group parent for a total of 52 (previous year: 54) consolidated direct or indirect subsidiaries. The change in the consolidated group is due to the merger of a Finnish company and the disposal of a Mexican property company as a result of the sale of our Mexican sanitary ware plant at the end of December 2020. Further information can be found in the Group management report under “Results of operations” in the discussion of consolidated EBIT and in the notes to the consolidated financial statements (note 2, Basis of consolidation).

As in the previous year, there are two subsidiaries that were not included in the consolidated financial statements of Villeroy & Boch AG as they still have only minor business activities and their overall impact on the financial position and the financial performance of the Group is immaterial. Further information on the basis of consolidation and the

investment structure of the Villeroy & Boch Group can be found in notes 2 and 62 of the notes to the consolidated financial statements.

Divisions and sales markets

Our products are sold in around 125 countries. Our product range in the Bathroom and Wellness Division includes ceramic bathroom collections in various styles, bathroom furniture, shower, tub and whirlpool systems, ceramic kitchen sinks, and fittings and accessories. We typically address end consumers through a two- or three-tier sales channel. Our key target groups are dealers, craftsmen, architects, interior designers and planners. Our products in this division are displayed in more than 12,000 showrooms worldwide. We also reach the relevant target groups using different forms of communication. Something entirely new is the Villeroy & Boch app, which provides all information on our Bathroom and Wellness products at a glance. It can be quickly accessed on a PC, tablet, or smartphone and is always up to date. In addition to detailed information on our products, the app also offers a product configurator that can be used in a sales conversation to visualise customers choices and show the finished products live in a 360° view. Change requests in planning can thus be implemented directly in the configurator, thereby avoiding errors. The app supplements the service provided by our website in the professional area especially created for architects, planners and tradesmen. With the Bathroom Inspirator,

PRODUCTION SITES BY REGION

EUROPE



Gustavsberg and Vårgårda (Sweden)
 Hódmezvásárhely (Hungary)
 Lugoj (Rumania)
 Merzig, Mettlach, Torgau and Treuchtlingen (Germany)
 Mondsee (Austria)
 Roden (The Netherlands)
 Roeselare (Belgium)
 Valence d’Agen (France)

APAC



Saraburi (Thailand)

the Bathroom Planner and the augmented reality app, end consumers also have access to practical applications allowing them to individually plan and design complete bathrooms in a virtual environment. Furthermore, we are expanding our presence on key social media channels such as Instagram and Pinterest with a content campaign to specifically appeal to target groups with an affinity for design.

Even today, our Tableware Division offers far more than tableware. The product portfolio has become more diverse: tableware accessories are becoming home accessories and gifts. Our fashionable like! range is enjoying growing popularity among the young and trend-conscious target group.

We supply specialist retailers – from large department store chains to specialist porcelain retailers and e-commerce providers. We also reach end customers through our own retail activities, which include more than 90 Villeroy & Boch stores and almost 500 points of sale at high-profile department stores. We are also continuously working to expand our global online presence as part of our own retail activities. We now sell our Tableware products in more than 15 countries via our online shops. All in all, our products are available at around 3,600 points of sale world-wide.

In addition, we supplement our range with licence-based products from the “Living” area. In particular, this includes lighting, flooring and furniture for living, dining and sleeping areas as well as kitchen furniture.

In the project business of both divisions, we reach our customers via specialised sales units. The main target group for sanitary projects consists of architects, interior designers and planners of public institutions, office buildings, hotels and high-quality residential complexes. Tableware projects are mainly aimed at the investors and operators of hotels and restaurants.

Locations

Villeroy & Boch AG and its headquarters are based in Mettlach in the Saarland region in Germany.

We currently have 13 production sites in Europe and Asia. In conjunction with the adjustment of our production capacity in line with existing market requirements, we sold our production facilities in Ramos, Mexico, at the end of December 2020. Further information can be found in note 2c of the notes to the consolidated financial statements. Our products for the Tableware Division are produced at the Merzig and Torgau plants in Germany. The other eleven plants manufacture products for the Bathroom and

Wellness Division. Ceramic sanitary ware is produced at our locations in Mettlach (Germany), Valence d'Agen (France), Hódmezővásárhely (Hungary), Lugoj (Romania), Gustavsberg (Sweden) and Saraburi (Thailand). We manufacture bathroom furniture in Treuchtlingen (Germany) and Mondsee (Austria), bathtubs, shower tubs and whirlpools in Roden (Netherlands) and Roeselare (Belgium), and fittings in Vårgårda (Sweden).

CONTROLLING SYSTEM

The Management Board of Villeroy & Boch AG manages the Group as a whole using a strictly defined management structure and operational targets whose achievement is monitored by way of prescribed key figures. This focuses on key financial indicators.

The performance of the Group as a whole, and the two divisions individually, is measured using the following key financial indicators: net revenue, earnings before interest and taxes (EBIT) and the rolling operating return on net assets. The latter is calculated as the rolling operating result divided by the average operating net assets for the last twelve months. The operating result used here is the result of operating activities at group level. Operating net assets are calculated as the total of intangible assets, property, plant and equipment, inventories, trade receivables and other operating assets less total liabilities to suppliers, provisions and other operating liabilities.

Comprehensive information on the development of the key financial indicators can be found in the economic report.

Although Group-wide controlling is not currently performed on the basis of non-financial performance indicators, these play an important role at an operating level in areas such as the environment, employees, the supply chain, product responsibility and compliance. Extensive information on our non-financial performance can be found in the Villeroy & Boch Group's sustainability report. This separate non-financial Group report for the 2020 financial year prepared in accordance with section 315b (3) of the German Commercial Code (HGB) is available online at <https://www.villeroyboch-group.com/en/investor-relations/publications/sustainability-reports.html>. For further details, please refer to the "Sustainability" section.

RESEARCH AND DEVELOPMENT

Our activities in the areas of research, development and innovation serve to strengthen our competitiveness and hence form the basis for our long-term, sustainable economic success.

Including design development, the Villeroy & Boch Group invested €15.2 million in research and development in the 2020 financial year (previous year: €16.6 million). Of this figure, €11.5 million (previous year: €12.2 million) was attributable to the Bathroom and Wellness Division and €3.7 million (previous year: €4.4 million) was attributable to the Tableware Division.

Our research and development activities in the 2020 financial year again concentrated on the continuous enhancement of our ceramic materials, products and production technologies.

Research partnerships for innovative solutions

Villeroy & Boch maintains a network of external partners in the field of applied research and industrial development. This allows us to pursue the objective of generating innovative solutions in order to create products with specific added value for our customers, enable efficient production technologies and press ahead with process digitalisation.

In the "KARMIN" research project, a subproject of the "InfectControl" consortium, Villeroy & Boch is working as an industrial associate with other partners in the fields of architecture, prefabricated bathroom installation and university hospitals to develop concepts for a hygiene-optimised wet room for patients' rooms. With this initiative, Villeroy & Boch had responded to the special requirements of infection protection in sanitary products long before the current pandemic.

The "HyFly" collaborative project under the "Zwanzig20 - InfectControl 2020" programme funded by the German Federal Ministry of Education and Research (BMBF) was successfully completed in the 2020 financial year. We worked on this with research institutions and universities to design functional surfaces that combine antibacterial and easy-care properties. Scientific methods from the fields of fluid mechanics and numerical simulation have enabled us to develop new concepts for WCs and washbasins with special hygienic advantages and to test their effectiveness in the design stage. Also, together with a research group from Saarland University, the feasibility of innovative methods for the manufacture of functional surfaces was investigated. The aim of these activities was to create products for sanitary facilities requiring high standards of hygiene and infection prevention, for instance public buildings or infrastructure projects such as airports or railway stations. This cooperation generated so much potential that work will continue using our own resources even after the project's end.

The “Energy efficient high temperature processes for large and geometrically complex components” (HTPgeox) development project currently underway is part of the digitisation initiative and is funded by the German Federal Ministry of Economics and Technology (BMWi). On the basis of the latest thermal analysis methods, the material properties of ceramic are measured and serve as input data for numeric computer simulations of the firing process with the aim of making ceramic firing more energy-efficient and reducing the use of resources.

Other research cooperations in the reporting period worked towards the launch of state-of-the-art testing methods in quality control and assurance. In addition to the qualification of raw materials and ceramic slurries, methods were investigated to improve the understanding of the processing properties of intermediate products in ceramic sanitary ware production.

Internal enhancement of production techniques

As part of the internal enhancement of our production techniques, we continued the projects already underway with the aim of creating robust processes and achieving material and resource efficiency and standardisation, thereby improving output levels. Advanced manufacturing processes are often needed to make new ideas for designing sophisticated products a reality. Various product and process developments are emerging from the intelligent use and combination of existing technologies.

We are also working continuously to optimise our technologies under the umbrella of “Industry 4.0”. Newly available technologies were evaluated in terms of their potential, and the options for integrating them into existing manufacturing facilities at our production sites were investigated.

Product development

Product development activities in the Bathroom and Wellness Division included the ongoing development of our O.novo bathroom collection. To give developers in the home and property sector and professional planners even more flexibility in how they design their bathrooms, the comprehensive O.novo portfolio is being expanded with eight rectangular designer washbasins and hand-rinse washbasins in total.

Our development activities in the Tableware Division focused on introducing a new technology for manufacturing cups. As for plate production, more complex items, such as

cups with handles, can be efficiently produced by pressing ceramic granules. At the same time, this technique also allows more freedom in design.

Also, in the field of additive manufacturing processes, we have made progress in 3D printing for ceramics in close cooperation with a research institute and a start-up company, enabling a high degree of design freedom. The primary aim is to further optimise printing speed and size in addition to the quality and performance characteristics of the printed ceramic products.

PROCUREMENT

The Villeroy & Boch Group’s procurement portfolio encompasses raw materials, energy and supplies for its own production facilities as well as finished and semi-finished goods. The Group also purchases capital goods, packaging materials, transport services and a wide range of additional services. All in all, the value of our procurement volume including investments corresponds to over 60% of our revenue. The aim of our procurement organisation and procurement strategies is to make a sustained contribution to the company’s long-term success by providing the required materials and services in the required quality and volume at the right time and the best possible price. Supply chains were influenced by the repercussions of the COVID-19 pandemic in the year under review, especially in cross-border procurement. However, thanks to the close cooperation with our suppliers, we were able to almost entirely eliminate any impact on supply capability for our products.

The Group’s procurement prices remained stable overall in the 2020 financial year as a result of an even more intensive cost focus in light of the crisis. Transport costs, which are continuing to rise significantly, were compensated by savings in other key procurement categories. Exchange rates had a marginal positive effect on procurement prices in the year under review.

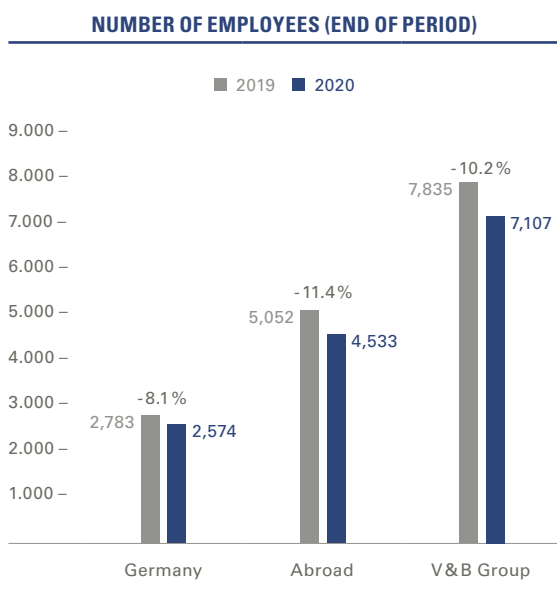
Supplier relationships are extremely important to us. As part of our systematic strategic procurement management, we use a standardised catalogue of criteria to continuously evaluate our suppliers in the categories of quality, cost, logistics, service, technology and environment with a view to furthering our cooperation on this basis. We also aim to structure our supplier relationships so that all risks are minimised to the greatest possible extent. To this end, contracts with suppliers are negotiated, compliance with statutory provisions is pursued and corresponding risk

management is practised. In particular, our “Supplier Code of Conduct” requires suppliers to commit to the same standards as our company with regard to integrity, business ethics, work conditions and upholding human rights.

EMPLOYEES

Workforce

The Villeroy & Boch Group had a total of 7,107 employees as at 31 December 2020, a decrease of 728 compared with the end of the previous year (7,835). The change relates to adjustments in line with the current market situation and the implementation of our transformation and efficiency enhancement programme, which was launched in the 2019 financial year and expanded to include our international locations in 2020. Sufficient provisions were recognised (see notes to the consolidated financial statements, note 28, Other current and non-current provisions). The Bathroom and Wellness Division accounted for 4,568 employees (previous year: 4,982), while a total of 2,009 people were employed in the Tableware Division (previous year: 2,273) and 530 in central functions (previous year: 580). Thus, headcount in the Tableware Division changed by -11.6%, in the Bathroom and Wellness Division by -8.3% and in central functions by -8.6%. 36.2% of the workforce was employed in Germany (previous year: 35.5%).



Taken as an average for the year as a whole, our workforce decreased from 7,846 in the previous year to 7,401. This particularly affected the Bathroom and Wellness Division.

ECONOMIC REPORT

GENERAL ECONOMIC CONDITIONS

The 2020 financial year was defined by the COVID-19 crisis and the associated economic slump.

In its report of October 2020, the International Monetary Fund (IMF) assumes that global economic output will decline by 4.4% in 2020 as a whole. As a result of the COVID-19 outbreak and the lockdown measures this required, there were substantial restrictions on business activities in all regions of the world in the first half of the year. Above all, the massive decline in the second quarter of 2020 was due to the negative developments in major economic areas such as the euro area, the US, Japan, India, Brazil and Russia. The global economy rebounded energetically in the third quarter of 2020.

As the starting point and first epicentre of the COVID-19 pandemic, China already reported lower case numbers in the second quarter, which was accompanied by a vigorous economic recovery. At 11.7%, China was the only major national economy to achieve growth in the second quarter of 2020, though this slowed in the third quarter and was only 4.9% higher than in the previous year. China's economic output increased by 2.3% for 2020 as a whole.

In other parts of the world – including the US and the euro area – the catch-up process did not begin until later when lockdown measures were eased, though the recovery was dependent on the respective infection situation in each country.

The general easing of lockdown measures in the individual Member States of the euro area was accompanied by a strong recovery in economic performance. Nonetheless, in its autumn report the IMF predicted that GDP in the euro area would decline by 8.3% in 2020.

Business development in the Bathroom and Wellness Division is largely dependent on the performance of the European residential construction industry. Various countries experienced double-digit reductions in 2020 after having achieved growth rates in the previous six years. European residential construction contracted sharply, in particular as a result of pronounced downturns in the UK, Spain and France. The declines were relatively moderate in our key home country of Germany.

A key factor for business performance in the Tableware Division is the consumer climate among private households. Private consumer spending in Germany was down as against the previous year in 2020. At the same time, the

savings rate of private households rose to a historic high. Consumer activity is also reflected in the frequency of visits to retail outlets, which was impaired by the hard lockdown combined with store closures in broad parts of Europe in the period under review. Owing to the pandemic and its restrictions, consumers' shopping habits tended to switch from physical retail to e-commerce, from which we also ultimately benefited.

COURSE OF BUSINESS AND POSITION OF THE GROUP

As the second half of the year performed better than expected following the significant impact of the COVID-19 pandemic in the second quarter of 2020, the Management Board of Villeroy & Boch AG considers the economic situation of the Group to be satisfactory overall.

Taking our intra-year forecast adjustment into account, we achieved our revenue and EBIT targets for the 2020 financial year. The table below shows a comparison of the adjusted forecast and actual key figures for 2020:

GROUP TARGETS			
	Primary forecast 2020	Forecast 2020 ¹⁾	Actual 2020
Revenue	slight growth (> €833.3 million)	> €783 million (at most 6% under prior year)	€800.9 million
Operating EBIT	slight growth (> €49.5 million)	at least €45 million	€49.7 million
Return on net operating assets	at 2019 year's level (14.0%)	10 – 12%	14.7%
Investments (without leasing)	moderate increase (€31.6 million)	< €21 million	€19.9 million

¹⁾ Forecast updated during year

Consolidated revenue amounted to €800.9 million in total in the 2020 financial year (previous year: €833.3 million). While consolidated revenue was down by 13.4% after the first half of 2020, this deficit was reduced to just 3.9% for the year as a whole, thanks to significant revenue growth in the second half of the year. We were even able to outperform the previous year's revenue overall in some countries, such as Germany. We also achieved the target for our operating result that was adjusted in December 2020. At €49.7 million, this even surpassed the guidance that was revised during the year, thanks to the - in some cases -

unexpectedly good revenue performance in the second half of the year combined with the savings achieved thanks to our extremely efficient cost management. Ultimately, we were able to end the 2020 financial year at the same level as the previous year (€49.5 million). The targets originally forecast in the Group management report for the 2019 financial year were adjusted during the year on account of the impact of the COVID-19 pandemic.

The Group's rolling return on net operating assets was 14.7% as at the end of the year, a year-on-year improvement at Group level, of 0.7 percentage points (previous year: 14.0%), and in both divisions. The increase as against the previous year was largely caused by the decline in rolling net operating assets to €337.2 million (previous year: €354.6 million) and the slight improvement in the operating result. At €19.9 million in total (previous year: €31.6 million), investments in property, plant and equipment and intangible assets were significantly lower in the 2020 financial year than in the previous year on account of investment restraint due to COVID-19. It had originally been planned to increase investments moderately as against the previous year.

Further information on revenue and earnings development in the Bathroom and Wellness Division and the Tableware Division can be found in the following discussion of the Group's results of operations. The development of other key figures is discussed in the "Financial position", "Net assets" and "Other financial performance indicators" sections of the Group management report.

RESULTS OF OPERATIONS

The following information provides an overview of our results of operations in the 2020 financial year.

Consolidated Revenue 2020

Consolidated revenue down 3.9%

The Villeroy & Boch Group generated revenue of €800.9 million in the 2020 financial year, down by €32.4 million or 3.9% on the previous year on account of the ongoing effects of the COVID-19 pandemic. On a constant currency basis, this revenue decline amounts to 3.2%. The second quarter of 2020 in particular was hit very hard by the pandemic, with revenue declining by 19.0%. Thanks to the strong revenue performance in the second half of the year, the revenue shortfall from the first half of the year was reduced from -13.4% to -3.9%.

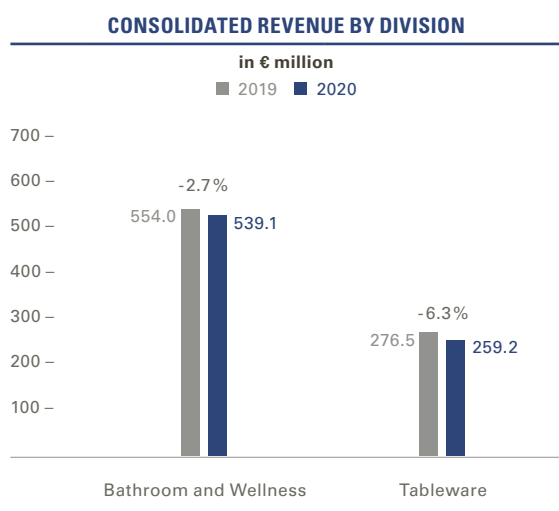
The proceeds from licensing business, which are included in revenue, fell from €7.1 million to €4.7 million as a

result of a reduction in partner campaigns and a decline in licensing volumes in various countries. €0.2 million (previous year: €0.6 million) relates to the Bathroom and Wellness Division and €1.9 million (previous year: €3.7 million) to the Tableware Division. Licence agreements in central functions generated revenue of €2.6 million (previous year: €2.8 million).

We reported a revenue decline of 2.0% in our main EMEA region (Europa, Middle East, Africa). In Europe we were almost level with the previous year with a change in revenue of -0.9%, on a constant currency basis, it is even on par with 2019. We were able to counteract the negative revenue development in the countries hit hard by the pandemic, such as France (-10.2%) with revenue increases in Germany and Sweden. The uncertainty stemming from Brexit caused revenue in the UK to tumble by 21.2%. Similarly, we experienced revenue declines in the Middle East region (-34.7%) mainly on account of the postponement of projects due to COVID-19.

These project postponements also caused revenue overseas to decrease by 12.1%, particularly in China, where we were down 15.7% on the previous year. We were only partially successful in making up for the revenue deficit from the first half-year in the second half of the year.

Revenue by division



The Bathroom and Wellness Division generated revenue of €539.1 million in the 2020 financial year, down by €14.9 million or 2.7% on the previous year. We were able to make up for the revenue deficit from the first half of

the year (-9.7%) thanks to the good revenue performance in the second half of the year. In some countries, such as Sweden (9.6%) and Germany (8.1%), we even succeeded in increasing our revenue. In particular, the positive revenue development in Germany was thanks to strong growth in conventional wholesale (+7.6%) and e-commerce business (+31.3%). Both channels benefited from a boom triggered by the pandemic and the trend towards home renovation. In Sweden we mainly benefited from the country's special approach to dealing with the COVID-19 pandemic and the good revenue performance in Vatette brand technical fittings (+9.7%). By contrast, revenue was in decline in the countries affected more severely by the COVID-19 crisis, such as the UK (-28.6%), Spain (-15.8%), Italy (-13.1%) and France (-4.6%).

The COVID-19 crisis also caused significant revenue losses overseas (-16.9%). Delays in project business caused revenue in the APAC region to fall by 16.2%. Revenue development was also negative in the Americas region (-25.6%).

In the Tableware Division, we generated revenue of €259.2 million in the 2020 financial year, down by €17.3 million or 6.3% on the previous year. On a constant currency basis, this revenue decline amounted to 5.9%. There were negative currency effects caused by the US dollar.

The second half of the year was very positive for the Tableware Division as well. The revenue shortfall from the first half of the year (-21.7%) as a result of the global retail closures during the lockdown was reduced to -6.3%.

The biggest growth driver on almost all relevant markets (+46.6%) was e-commerce activities. Our decision to focus on this growing channel, combined with greater investment in personnel, IT structures and logistics, as well as the enhanced professionalism this entailed, paid off significantly. Around 30.6% (previous year: 19.6%) of the Tableware Division's total revenue across all regions is accounted for by e-commerce activities.

Fortunately, despite the difficult business performance, we managed to increase revenue with our retail outlet partners, particularly in Germany and Switzerland. After a revenue deficit of -21.3% in the first half of the year, we achieved slight growth of 1.9% as at the end of the year. In the second half of the year we succeeded in increasing revenue at our own retail stores, which continue to be particularly important for us as brand ambassadors. When stores were open, we achieved a significant increase in revenue compared to the previous year, thereby reducing the revenue deficit from the first half of the year from -34.4% to -22.0%.

Project business with hotel and restaurant clients has also been hit very hard by the pandemic to date. Our revenue declined by -48.4% in the 2020 financial year. Ongoing revenue development in this business area will largely be dependent on the recovery of the hospitality market and how the pandemic progresses.

Orders on hand

The Villeroy & Boch Group's orders on hand more than doubled year-on-year as at 31 December 2020 (from €44.8 million to €100.8 million). This is due to the postponement of projects on account of the pandemic referred to above, especially in China and the Middle East, but also the continuing good level of construction activity in Central, Western and Northern Europe. The Bathroom and Wellness Division accounted for €85.1 million (previous year: €35.3 million) and the Tableware Division for €15.7 million (previous year: €9.5 million).

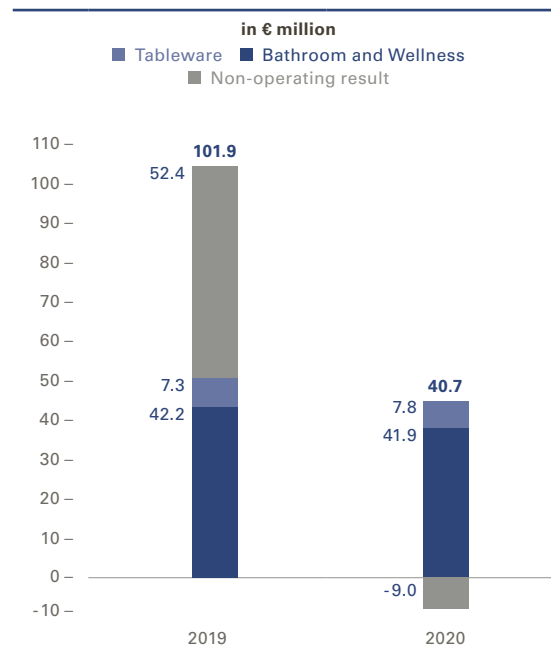
Consolidated EBIT

In the previous year, EBIT had been largely defined by the non-recurring income from the real estate sale in Luxembourg. This non-recurring income essentially explains the difference between EBIT in the 2020 financial year of €40.7 million and the prior-year figure (€101.9 million).

Thanks to our systematic cost management, the operating result included in this was even slightly higher than in the previous year at €49.7 million (€49.5 million).

The cost of goods sold was €4.5 million below the previous year's figure at €474.5 million (€479.0 million). The low reduction relative to revenue is primarily as a result of there being no coverage of the fixed costs of our ceramic plants, which were temporarily shut down during the second quarter of 2020. Despite the offsetting effects of short-time working, the sales margin narrowed by 1.9 percentage points. By contrast, we were able to keep the operating margin (before production and inventory effects) at virtually the same level as in the previous year.

EBIT BY DIVISION



In particular, the success of cost management in the past financial year is reflected in the reduction of selling, marketing and development costs to €228.8 million (previous year: €261.6 million) and general and administrative expenses to €41.2 million (previous year: €43.8 million).

Net other operating expenses and income amounted to €-6.9 million (previous year: €0.8 million). The previous year was defined by higher exchange rate gains and higher income from the reversal of provisions.

The non-operating result of €-9.0 million (previous year: €+52.4 million) essentially contains non-recurring expenses in connection with the sale of our Mexican sanitary ware plant (€-4.7 million), expenses in connection with our continuing transformation and efficiency enhancement programme (€-1.3 million) and a non-recurring COVID-19 premium for our employees around the world (€-1.9 million). This was paid to honour the work done during the COVID-19 crisis. In conjunction with the stronger strategic focus on Europe and Asia in our bathroom business, we sold the production plant in Mexico at the end of December 2020. Further information can be found in note 2, Basis of consolidation, in the notes to the consolidated financial statements. In the previous year, the income from the sale of our former plant property in Luxembourg (€87.7 million) was offset by expenses of €35.3 million. These included expenses of €29.4 million for recultivation and demolition activities as well as for the implementation of the transformation and efficiency enhancement programme.

The transformation and efficiency enhancement programme launched in the 2019 financial year was rolled out to our international locations. Sufficient provisions were recognised for this (see notes to the consolidated financial statements, note 28, Other current and non-current provisions).

The non-operating result includes all income statement functions, which are assigned to consolidated income statement items as circumstances dictate.

Operating result (EBIT) by Division

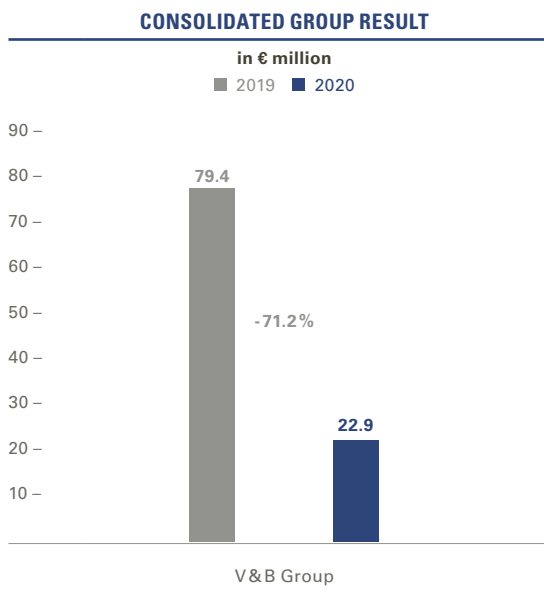
Bathroom and Wellness Division

Thanks to the significant improvement in the revenue situation in the fourth quarter especially and the successes of strict cost management, the Bathroom and Wellness Division generated EBIT of €41.9 million, almost matching the previous year's level of €42.2 million.

Tableware Division

The Tableware Division generated EBIT of €7.8 million (previous year: €7.3 million), up by €0.5 million on the previous year on account of an excellent revenue performance in the second half of the year and the effects of the cost savings achieved in the 2020 financial year.

Group result



The Group result for the previous year (€79.4 million) also includes the non-recurring income from the real estate sale in Luxembourg referred to above. The difference between the result of the 2020 financial year of €22.9 million and the prior-year figure is mainly due to this non-recurring income.

Net finance costs amounted to €-4.9 million (previous year: €-6.7 million) and improved by €1.8 million. The change was due in part to lower interest expenses for pension and anniversary obligations as a result of lower interest rates.

Income tax expense was down slightly on the previous year on account of earnings at €12.9 million (€15.8 million). As a result of the tax effects in connection with the sale of the plant in Mexico in particular, the tax rate was 36.0% (previous year: 16.6%). A tax rate at the usual level is expected for the 2021 financial year (approximately 30%). The low tax rate of the previous year was mainly due to the tax-free non-recurring income from the real estate project in Luxembourg.

Structure of the consolidated income statement (IFRS)

In summary, the results of operations for the 2020 financial year were as follows:

STRUCTURE OF THE CONSOLIDATED INCOME STATEMENT

in € million	2020	% of revenue	2019	% of revenue
Revenue	800.9	100.0	833.3	100.0
Cost of sales	-474.5	-59.2	-479.0	-57.5
Selling, marketing and development costs	-228.8	-28.6	-261.6	-31.4
General administrative expenses	-41.2	-5.1	-43.8	-5.3
Other expenses/income	-6.9	-0.9	0.8	0.1
Result on financial investments accounted according to the equity method	0.2	0.0	-0.2	0.0
Operating EBIT	49.7	6.2	49.5	5.9
Non-operating result	-9.0	-1.1	52.4	6.3
EBIT	40.7	5.1	101.9	12.2
Financial result	-4.9	-0.6	-6.7	-0.8
Earnings before taxes (EBT)	35.8	4.5	95.2	11.4
Income taxes	-12.9	-1.6	-15.8	-1.9
Group result	22.9	2.9	79.4	9.5

Dividend proposal¹

At the General Meeting of Shareholders on 26 March 2021, the Supervisory Board and the Management Board will propose that the unappropriated surplus of Villeroy & Boch AG be used to distribute a dividend of

€ 0.50 per ordinary share
 € 0.55 per preference share.

This represents a total dividend distribution of €14.7 million. Based on the unchanged number of preference shares held by the company at the payment date, the total cash outflow will probably be €13.8 million.

FINANCIAL POSITION

Principles and objectives of financial management

We operate a central financial management system encompassing global liquidity management, cash management and the management of market price risks. The central Group Treasury department performs uniform financial management for the entire Group. The

framework is provided by external statutory and regulatory requirements as well as internal guidelines and limits.

Our liquidity management ensures that we are able to meet our payment obligations at all times. Cash inflows and outflows from our operating business form the basis for daily cash account management and short-term and medium-term liquidity planning.

The resulting financing requirements are generally covered by bank loans. Surplus liquidity is invested on the money market in line with risk/reward considerations. With the proviso that our financial trading partners have a good credit standing, expressed in the form of an investment grade rating, we pursue the aim of ensuring an optimal financial result.

Our cash management is also organised and managed centrally. In order to ensure economic efficiency, priority is given to the centralisation of cash flows via cash pooling. An in-house cash system ensures that intercompany cash flows are always executed via internal clearing accounts where this is possible for legal and tax purposes. Internal offsetting therefore reduces the number of external bank transactions to a minimum. Standardised processes and transmission channels have been established for payment transactions.

¹ This section is an unaudited part of the Group management report.

The management of market price risks encompasses exchange rate risks, interest rate risks and other price risks. Our aim is to limit the negative impact of fluctuations on the results of the divisions and the Group. Group-wide risk potential is calculated on a regular basis and corresponding decisions on hedging are taken.

Further information on risk management can be found in the “Report on Risks and Opportunities” section of the Group Management Report.

Capital structure

Our financing structure as shown in the table below changed as follows in the 2020 financial year:

CAPITAL STRUCTURE		
in € million	31/12/2020	31/12/2019
Equity	251.7	252.2
Non-current liabilities	401.1	364.5
Current liabilities	261.5	273.8
Total equity and liabilities	914.3	890.5

Equity declined slightly by € 0.5 million year-on-year to € 251.7 million in the period under review. The Group profit of € 22.9 million generated in the 2020 financial year was offset by the dividend distribution (€ -13.8 million), remeasurement effects in other comprehensive income – in particular from applying lower discount rates to measure pension obligations (€ -6.1 million) – and currency effects. In total, our equity ratio dropped to 27.5% as against the previous year’s 28.3% on account of the higher total assets. 92.4% of the Group’s non-current assets in the amount of € 272.4 million were covered by equity.

Non-current liabilities in the amount of € 401.1 million comprised pension provisions, financial liabilities, lease liabilities, other liabilities, other provisions, provisions for personnel and deferred tax liabilities. Non-current liabilities grew by € 36.6 million as against the previous year. The rise is essentially due to the increase in non-current financial liabilities as a result of refinancing (€ 35.0 million).

Current liabilities, consisting of other liabilities, trade payables, other provisions, personnel provisions, lease liabilities, financial liabilities and income tax liabilities, fell by € 12.3 million as against the previous year to € 261.5 million. The decline in financial liabilities of € 32.3 million

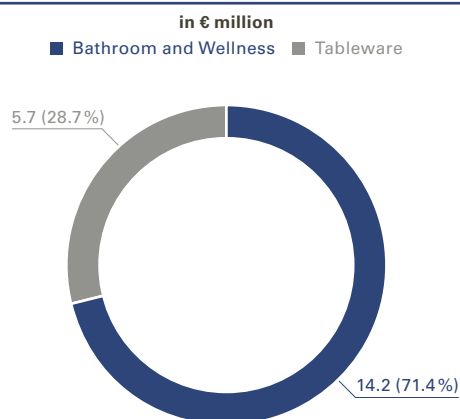
was mainly offset by increases in other liabilities of € 12.9 million, in income tax liabilities of € 5.5 million and in trade payables of € 4.3 million.

Investments

Investments in property, plant and equipment and intangible assets

Our investments in property, plant and equipment and intangible assets totalled € 19.9 million in the 2020 financial year (previous year: € 31.6 million). 42% of this figure was attributable to Germany (previous year: 28%). At the end of the year 2020, the Group had obligations to acquire property, plant and equipment and intangible assets in the amount of € 3.8 million. Our investment obligations are financed from operating cash flow.

BREAKDOWN OF INVESTMENTS BY DIVISION



At € 14.2 million or 71.4%, our investments were concentrated primarily on the Bathroom and Wellness Division. The focus was on the establishment of new production facilities for our ceramic plants in Germany and abroad, particularly in Thailand, Hungary and France.

We invested € 5.7 million in the Tableware Division, corresponding to 28.7% of the total investment volume. New machinery and tools were acquired for production at our Merzig and Torgau plants. The investments in the logistics centre in Merzig were mainly to increase capacity for rapidly expanding e-commerce business.

Please see note (6) to the consolidated financial statements for further information on the Group’s material investing activities in the reporting period.

Financing

Our cash flow from operating activities improved by €91.6 million to €136.5 million (previous year: €44.9 million). This unusually high cash flow was mainly due to the good Group result in spite of the COVID-19 crisis (€22.9 million) and a change in net current assets. This resulted in particular from the reduction in trade receivables (€27.4 million) and inventories (€13.3 million). Furthermore, the increase in trade payables (€4.3 million) and other liabilities (€14.3 million) also contributed to the improvement.

Cash flow from investing activities of €-17.4 million (previous year: €82.7 million) included payments for investments in property, plant and equipment, non-current financial assets and intangible assets totalling €23.0 million, which were offset by proceeds from the disposal of assets amounting to €4.6 million. It also includes the proceeds from the first purchase price instalment from the sale of the Mexican sanitary ware plant of €1.0 million (see note 2c in the notes to the consolidated financial statements). In the previous year it had included the proceeds from the sale of the former plant property in Luxembourg of €114.0 million.

The cash flow from financing activities amounted to €-30.1 million (previous year: €24.6 million) and mainly included the payments of principal portion of lease liabilities of €18.9 million and the dividend payment (€13.8 million).

Liquidity

Net liquidity

Our net liquidity amounted to €182.6 million as at the end of the reporting period (previous year: €97.8 million). The rise in net liquidity of €84.8 million resulted from the lower investing activities in the 2020 financial year (€19.9 million, previous year: €31.6 million) on the one hand and the changes in net operating assets on the other.

Cash and cash equivalents, current financial assets and current and non-current financial liabilities were combined in calculating net liquidity.

At 31 December 2020, we had unutilised credit facilities totalling €186.8 million (31 December 2019: €233.4 million) that were not subject to any restrictions.

CONDENSED CASH FLOW STATEMENT

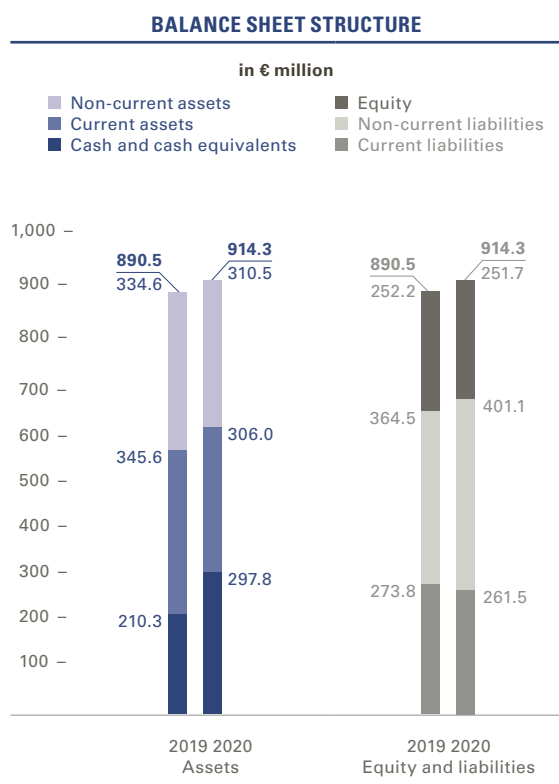
in € million	2020	2019
Group result	22.9	79.4
Current depreciation and amortisation of non-current assets incl. reversals	45.5	41.7
Change in non-current provisions	-11.9	7.5
Profit from disposal of fixed assets	-1.2	-88.0
Changes in inventories, receivables, liabilities, current provisions and other assets and liabilities	71.7	-7.1
Other non-cash income/expenses	9.5	11.4
Net cash flow from operating activities	136.5	44.9
Net cash flow from investing activities	-17.4	82.7
Net cash flow from financing activities	-30.1	24.6
Total cash flows	89.0	152.2
Balance of cash and cash equivalents on 1 January	210.3	57.6
Change based on total cash flows	89.0	152.2
Change due to exchange rate effects	-1.5	0.5
Balance of cash and cash equivalents on 31 December	297.8	210.3

NET ASSETS

Balance sheet

The Villeroy & Boch Group had total assets of €914.3 million at 31 December 2020 compared with €890.5 million at the end of the previous year. The balance sheet structure is shown in the graphic below:

Year-on-year comparison of the structure of the balance sheet



Non-current assets in the amount of €310.5 million (previous year: €334.6 million) comprised non-current fixed assets including right-of-use assets, deferred tax assets and other assets. The change essentially results from the reduction in property, plant and equipment (€-21.2 million), which was mainly contributed to by the sale of our Mexican sanitary ware plant, the lower investment level on account of the pandemic relative to higher depreciation in the financial year and negative currency effects.

The share of total assets attributable to non-current fixed assets amounted to 29.8% (previous year: 33.1%).

Current assets were mainly composed of cash and cash equivalents, inventories, trade receivables and other current assets. Current assets rose by €47.9 million year-on-year to €603.8 million.

Cash and cash equivalents amounted to €297.8 million, €87.5 million higher than the previous year's level. This mainly related to reduced investing activity and changes in other net operating assets.

Current assets fell by €39.6 million from €345.6 million to €306.0 million, in particular as a result of the reduction in trade receivables (€-27.4 million) and inventories (€-13.3 million).

The items of the equity and liabilities side of the statement of financial position are discussed in the "Capital structure" section of the management report.

OTHER FINANCIAL PERFORMANCE INDICATORS

In addition to the key performance indicators of revenue and earnings before interest and taxes (EBIT), whose development in the past financial year is discussed under "Results of operations", our activities are focused on optimising the rolling return on net operating assets. Net operating assets are calculated as the total of non-current assets (comprising intangible assets, property, plant and equipment and right-of-use assets) plus inventories, trade receivables and other operating assets less total liabilities to suppliers, provisions and other operating liabilities (including lease liabilities).

The return on net operating assets is calculated as follows:

RETURN ON NET OPERATING ASSETS

$$\text{Return on net operating assets} = \frac{\text{Operating result (EBIT)}}{\text{Net operating assets (ø 12 months)}}$$

As of 31 December 2020, the rolling net operating assets of the Villeroy & Boch Group were composed as follows:

COMPOSITION OF THE ROLLING RETURN ON NET OPERATING ASSETS

V & B Group		
in € million	2020	2019
Net operating assets	337.2	354.6
┆ Property, plant and equipment	233.2	237.0
┆ Inventories	177.3	181.0
┆ Receivables (from third parties)	119.8	127.2
┆ Liabilities	-62.4	-66.8
┆ Other assets	-130.7	-123.7
Operating result (EBIT)	49.7	49.5
Return on net operating assets	14.7%	14.0%

The Group's return on net operating assets increased by 0.7 percentage points to 14.7% as at the end of 2020. In addition to the reduction in assets, which is mainly reflected in trade receivables and inventories, this was also due to a slight increase in the operating result.

The rolling net operating assets of the Bathroom and Wellness Division were composed as follows:

COMPOSITION OF THE ROLLING RETURN ON NET OPERATING ASSETS

Bathroom and Wellness		
in € million	2020	2019
Net operating assets	255.5	269.7
┆ Property, plant and equipment	180.8	184.8
┆ Inventories	112.9	114.9
┆ Receivables (from third parties)	91.3	97.0
┆ Liabilities	-47.5	-51.8
┆ Other assets	-82.0	-75.2
Operating result (EBIT) *	46.5	47.0
Return on net operating assets	18.2%	17.4%

* Central function earnings components that cannot be influenced by the division are not taken into account in calculating the return on net operating assets.

The return on net operating assets for the Bathroom and Wellness Division increased to 18.2% (previous year: 17.4%) as net operating assets were €14.2 million lower.

The rolling net operating assets of the Tableware Division were composed as follows:

COMPOSITION OF THE ROLLING RETURN ON NET OPERATING ASSETS

Tableware		
in € million	2020	2019
Net operating assets	81.7	84.9
┆ Property, plant and equipment	52.4	52.3
┆ Inventories	64.4	66.1
┆ Receivables (from third parties)	28.5	30.1
┆ Liabilities	-14.9	-15.0
┆ Other assets	-48.7	-48.5
Operating result (EBIT) *	10.0	7.3
Return on net operating assets	12.3%	8.6%

* Central function earnings components that cannot be influenced by the division are not taken into account in calculating the return on net operating assets.

The return on net operating assets in the Tableware Division increased by 3.7 percentage points from 8.6% to 12.3% thanks to the positive trend in earnings and the decline in operating net assets.

SUSTAINABILITY

GENERAL EXPLANATIONS¹

For us, achieving our financial targets is closely connected to the various aspects of sustainability and corporate social responsibility, which ensure that our actions as a company are consistent with not only economic, but also ecological and social considerations. As such, trust-based cooperation with our stakeholders – and particularly our customers, suppliers, employees, shareholders and lenders – and a responsible approach to the environment play a particularly important role within our organisation and our processes. Sustainable management in the sense of good and transparent corporate governance requires all Villeroy & Boch employees to act with integrity and in accordance with the law in order to ensure the company's long-term success. Compliance

¹ This section is an unaudited part of the Group management report.

with statutory and official provisions and internal guidelines and directives – especially our Code of Conduct, which is required to be observed by all employees – is ensured by means of a Group-wide compliance management system. As the company's success is also inextricably linked to the dedication of creative, motivated employees, our human resources strategy focuses on ensuring an attractive work environment with healthy and safe working conditions, fair payment, targeted training opportunities and an active commitment to diversity and equal opportunity. Our customers place their confidence in the high quality of our products – and this is based on stylish design, extremely high durability and maximum product safety in equal measure. We intend to continue to earn this confidence in future with technically superior products and sustainable value creation. This is why the requirements we make of our suppliers and our in-house production are so stringent. Alongside compliance with the law as well as with labour and environmental standards, our aim is to achieve our outstanding product quality with the greatest possible resource and energy efficiency. The use of management systems and standardised processes helps us to achieve this.

NON-FINANCIAL DECLARATION

In accordance with sections 289b, 315b of the Handelsgesetzbuch (HGB – German Commercial Code), Villeroy & Boch AG is required to supplement its (Group) management report with a non-financial declaration. Reportable aspects within the meaning of section 289c HGB include company-related disclosures on environmental, employee and social matters, respect for human rights and combating bribery and corruption – meaning they relate directly to our sustainability-related activities in the aforementioned areas. In preparing the non-financial declaration, we exercise the option provided by law of alternatively producing a combined, separate non-financial report for the Villeroy & Boch Group and Villeroy & Boch AG. This is published online at <https://www.villeroyboch-group.com/en/investor-relations/publications/sustainability-reports.html>. This non-financial report is integrated into our sustainability report for the financial year from 1 January to 31 December 2020, in which we report extensively on our non-financial performance.

REPORT ON RISKS AND OPPORTUNITIES

RISK STRATEGY

Our business policy is aimed at sustainably increasing the performance and earnings strength of our company, and hence its enterprise value, for the benefit of our shareholders and other stakeholders. To this end, the Villeroy & Boch Group's business activities open up a wide range of opportunities, but are also accompanied by risks. In the course of our business activities, we are exposed to general economic and industry-specific risks as well as the usual financial and economic risks.

In accordance with our approach to risk, potential business risks are identified at an early stage, evaluated and – where possible – minimised or avoided altogether using recognised methods and measures. Risks are consciously accepted when the prospects for success are suitably attractive. The risks in question must also be calculable and manageable in terms of their size, as well as having a low probability of occurrence. Within our company, we have a functional and effective risk management system that is intended to secure the continued existence of the Group and ensure the achievement of our objectives as a company, and especially our financial, operational and strategic objectives.

RISK MANAGEMENT

Risk management system and internal control system

Our risk management system encompasses both risks and opportunities. In contrast to risk reduction measures, opportunities generally do not serve to reduce risks; they are discussed separately in the “Report on opportunities” section.

The risk management system covers all of the areas of our Group and allocates clear responsibilities and duties to all organisational units. In this system, the Management Board defines the principles of the risk policy and risk treatment above and beyond the general principles of Group strategy and ensures that they are implemented. The Code of Conduct limiting the risks of possible breaches of the law and regulations, which applies to all employees and managers throughout the Group, is a further component of this system.

Various coordinated planning, reporting and control processes and early warning systems have been put in place

in implementing the system as a whole with the aim of recognising developments that could endanger the Group's continued existence in good time and taking appropriate and effective countermeasures.

Our operational risk management covers the entire process, from the early detection of risks to the controlling and handling of (residual) risks and, together with the necessary countermeasures, is primarily the responsibility of process management, i.e. decentrally at divisional level. Risk controlling identifies, measures and evaluates all risks. In particular, the involvement of the controlling team for the respective division serves to ensure that risk management is integrated into the decentralised controlling organisation. Risk management functions are also coordinated centrally in order to guarantee a consistent and seamless workflow throughout the Group.

The internal control system is a central component of risk management at Villeroy & Boch. It comprises the principles, procedures and measures introduced by management in order to

- ▮ ensure the effectiveness and economic efficiency of the Group's business activities,
- ▮ the correctness and reliability of internal and external financial reporting and
- ▮ compliance with the statutory provisions that are relevant to the company.

The principles, organisational structure, workflows and processes of the internal control and risk management system are set out in Group-wide guidelines and work instructions. These specialised provisions are based on the relevant laws and regulations as well as voluntarily adopted company standards and are adjusted at regular intervals to reflect external and internal developments.

Monitoring of the risk management processes

Based on a mandate delegated by the Management Board of the Villeroy & Boch Group, Group Internal Audit regularly examines the efficiency of the workflows and the effectiveness of the internal controls installed in the decentralised divisions and the risk management system. It reports on its findings in a timely manner. This ensures that the Management Board is continuously informed about weaknesses and any resulting risks and the derivation of adequate recommendations for rectifying these weaknesses. Specifically, our Group Internal Audit

Team is responsible for identifying risks in the course of its activities (identification function), independently and objectively evaluating these risks (evaluation function) as well as presenting recommendations for improvement (advisory function) and tracking their implementation (tracking function).

The Audit Committee of the Supervisory Board also monitors the effectiveness of the risk management, internal control and internal audit system and, in particular, the financial reporting process. In addition, the effectiveness of the internal control system for financial reporting and the effectiveness of the risk early warning system are regularly confirmed by our external auditor as part of its annual audit of the consolidated financial statements.

RISK MANAGEMENT SYSTEM AND INTERNAL CONTROL SYSTEM FOR THE GROUP FINANCIAL REPORTING

As Villeroy & Boch AG is a publicly traded corporation within the meaning of section 264d of the Handelsgesetzbuch (HGB - German Commercial Code), it is required to describe the key characteristics of its internal control and risk management system with respect to the Group financial reporting process in accordance with section 315(4) HGB. This includes both appropriateness and effective design. The purpose of this system is to guarantee with reasonable assurance that financial reporting is reliable and that the accounting is consistent with legal requirements, generally accepted principles of proper accounting and internal guidelines.

The accounting-related internal control and risk management system is an integral part of our Group-wide risk management system, which allows us to avoid redundancies. It encompasses the organisational, control and monitoring structures that we use to ensure that business transactions and events are properly set up and then identified, processed and recognised in financial reporting transparently, correctly, promptly and in full. The central basis for a proper, uniform and continuous financial reporting process is formed by the relevant laws and standards and internal provisions and principles, which are set out in a Group-wide accounting policy that is continuously updated. In addition, clearly defined procedures are specified in the form of uniform accounting, a uniform chart of accounts for financial reporting, a Group-wide schedule for the preparation of the financial statements and various manuals. Furthermore,

there are clear functional and personnel assignments for the functions performed as part of the financial reporting and consolidation process (e.g. Group reporting, controlling, financial accounting, payroll, taxes and Group treasury) in order to ensure the strict separation of the specific areas of responsibility.

In addition to the assignment of appropriate staff resources, the preparation of the consolidated financial statements is supported by uniform, standardised reporting and consolidation software that contains extensive checking and validation routines. In this respect, the internal control and risk management system relating to financial reporting provides for both preventive and investigative controls. This includes IT-based and manual reconciliation in the form of regular spot checks and plausibility checks, various risk-, process- and content-related controls in the divisions, the establishment of functional separations and predefined approval processes, the systematic implementation of the principle of dual control for all material processes relating to financial reporting, and strictly regulated access controls and authorisation concepts for our IT systems to avoid unauthorised data access to accounting content.

To ensure the functionality and effectiveness of the internal control and risk management system, the Group

companies' compliance with the control systems and accounting provisions is regularly monitored by analytical audits, which are performed by the local managing directors and auditors, the central Group reporting department, the Audit Committee of the Supervisory Board, Group Internal Audit and the external auditor of the consolidated financial statements. This monitoring includes identifying and communicating vulnerabilities, initiating improvement measures and examining whether vulnerabilities have been resolved. Furthermore, control activities are always adjusted when business circumstances change and the previously defined controls are no longer adequate to the new risk situation.

INDIVIDUAL RISKS

The following section contains a discussion of the risks that the Villeroy & Boch Group considers to be significant and whose potential occurrence could have a relevant adverse effect on the Group's net assets, financial position and results of operations.

The overview below provides a general summary of the individual risks. Applying a one-year forecast period, it shows the relative importance of the individual risks based

RISK PROFILE OF THE VILLEROY & BOCH GROUP

Risk type	Probability of occurrence			Potential financial impact		
	low	medium	high	insignificant	moderate	significant
General and industry-specific market risks		x				x
Economic performance risks						
I Procurement risks	x					x
I Product development risks	x				x	
I Production risks		x			x	
I Environmental protection risks		x				x
Financial and economic risks						
I Inventory risks	x			x		
I Default and credit risks	x			x		
I Liquidity risks	x			x		
I Exchange rate risks		x			x	
I Interest rate risks	x			x		
I Other price risks	x			x		
Tax risks		x			x	
Personnel risks		x			x	
Legal risks		x			x	
IT risks	x					x

on their probability of occurrence and potential financial impact following any risk mitigation measures (net risk). A probability of less than 30 % is classified as “low”, while a probability of more than 60 % is classified as “high”. The assessment of the potential financial impact is based on the qualitative criteria “insignificant” (loss < €1 million), “moderate” (loss between €1 million and €5 million) and “significant” (loss > €5 million).

Compared to the previous year, our assessment of the individual risks in terms of the potential financial impact has been increased to “significant” for IT risks (see information on individual risks). There were no other changes in the risk profile despite the COVID-19 pandemic. The general and industry-specific market risks were already classed as significant in the previous year.

General and industry-specific market risks

As a globally active company, we currently market our products in around 125 countries. All international business activities typically involve a wide range of general market risks that depend on macroeconomic developments, societal and geopolitical factors and regulatory conditions. Specifically, macroeconomic developments – such as an economic slowdown in the industrialised nations and emerging economies, or exchange rate fluctuations – can impair the propensity and the ability of our customers to invest or lead to postponements of investment decisions.

The COVID-19 pandemic heavily impacted our business activities in the current year. Despite the incipient recovery in the third quarter, we anticipate risks to our business development on account of the continued uncertainty entailed by the pandemic.

In addition, the free trade agreement signed between the European Union and the UK still does not entirely rule out repercussions for our sales business on the UK market. Furthermore, there is still the smouldering risk that trade conflicts will flare up, particularly between the US and China.

In the Bathroom and Wellness Division, we anticipate increased competitive pressure in project business especially, not least on account of the concentration within the sanitary ware industry.

In addition to economic sales risks, the Tableware Division is subject to the additional challenges of the dynamic change in our customers’ consumer behaviour – amplified not least by the COVID-19 pandemic. In retail outlets, the ongoing decline in customer numbers entails a not insignificant

sales risk that must be compensated by the expansion of our e-commerce business.

With regard to the market risks listed, we perform comprehensive risk monitoring by continuously observing and analysing the macroeconomic data and economic and industrial developments that are particularly relevant to our business on a continuous basis. Based on these observations, our operating divisions define, prepare and then implement the adjustments and measures that are necessary both in order to avert potential risks and, more importantly, to exploit opportunities that present themselves.

Economic performance risks

Procurement risks

In the critical area of production supply in particular, general procurement risks include the risk that the materials delivered to us will be of poor quality, as well as the risk of supplier insolvency or other supply interruptions. Suitable countermeasures for these risks have been defined as part of risk management, e.g. the permanent monitoring of markets and the financial stability of key suppliers as well as the definition and implementation of procurement strategies. This also includes preventing single sourcing scenarios to the greatest possible extent. However, in some exceptional cases – including the key area of raw materials – the current circumstances are such that there are hardly any alternative sources available on the market. While we had only anticipated a minor procurement risk in the event of a hard, no-deal Brexit, as a precaution we had already stocked up where delivery delays might have occurred.

Furthermore, the persistent volatility of market prices for many raw materials could mean risks for our procurement prices. Phases of rapidly rising market prices could lead to a deterioration in our cost position, while we would be unable to benefit in full from phases of falling market prices on account of having locked in prices for the medium or long term.

Product development risks

As our competitive position and our revenue and earnings development depend to a large extent on the development of commercially successful products and production technologies, we invest appropriate resources in research and development. Development processes involve an extensive time and resource commitment and are subject to technological challenges and regulatory requirements.

However, these factors and the tough competition mean there is no guarantee that all of the products in our present or future development pipeline will reach the planned market maturity and prove to be commercially successful. Additional information on our research and development activities can be found in the section of the same name under “Basic Information on the Group”.

Production risks

Production risks result from potential interruptions to operations, e.g. due to machine or furnace failures, and can have significant financial consequences and adversely affect our business performance. Accordingly, we have a sufficient maintenance budget to ensure the regular servicing of our production facilities and the necessary replacement investments. Furthermore, a rapid response is guaranteed in the event of any (internal or external) operational problems.

The Fridays For Future movement made climate change a crucial political issue, if it has not been one before. Governments worldwide are adopting stricter regulations on the reduction of emissions or initiating corresponding legislation. The European Union’s Green Deal has the goal of reducing net greenhouse gas emissions to zero by 2050, thereby becoming the first climate-neutral continent. In Germany, a price of €25 will be charged per tonne of CO₂ emissions from 2021. This entails not inconsiderable additional costs for our production locations, with corresponding repercussions for our international competitiveness. In light of this, future investment will focus more on new technologies, in particular in the area of firing technology, in order to integrate ecological and economic business even more strongly than before.

Environmental protection risks

The environmental impact of production cannot be avoided altogether. In order to prevent the resulting environmental risks, especially in light of increasingly stringent legislation, environmental and occupational safety laws are analysed at regular intervals and organisational measures are subsequently initiated where relevant. In the 2019 financial year, provisions of €19.3 million were recognised for recultivation and demolition obligations, mainly in connection with locations in France and Germany. On account of the COVID-19 crisis, these provisions have not changed significantly, contrary to original planning.

We also continuously monitor emission levels at all our locations. As well as analysing the specific environmental impact, this includes taking account of the related occupational safety aspects (e.g. exposure at the respective workplaces). The central basis for continuous monitoring is a dedicated reporting system in which location-related information is bundled and presented for the Group as a whole. We respond by making corresponding investments in environmental and occupational safety as required.

Our employees are another key element of our preventive activities, and we ensure that they are made aware of current environmental and energy-related topics on a regular basis. Employees are included in various operational projects in their respective area in order to leverage potential and minimise risk.

Financial risks

As an international Group, we are exposed to financial and economic risks. In particular, these are:

- Inventory, default and credit risks,
- Liquidity risks and
- Market price risks (exchange rate, interest rate and other price risks).

Financial risk is managed globally by our central Group Treasury unit. There are detailed guidelines and provisions for dealing with financial risk, including the separation of front office and back office functions. Group-wide principles regulate all relevant issues, such as banking policy, financing agreements and global liquidity management.

Management of inventory risks: For property, plant and equipment and inventories, the necessary insurance cover is in place to protect against the various risks of their actual loss. A detailed reporting system exists for the size, structure, range of coverage and changes to individual items, counteracting the risk of loss in value due to limited usability of inventories. Further information can be found in notes 6 and 12 of the notes to the consolidated financial statements. There is no significant concentration of inventory risks within the Group. There were no changes in the nature or extent of these risks or the risk management and measurement methods in 2020.

Management of default and credit risks: Default and credit risks describe the uncertainty that a contractual party will

fail to meet its contractual obligations. In order to minimise these risks, our guidelines state that business relationships are only entered into with creditworthy business partners and, if necessary, subject to the provision of collateral. The main receivables from customers are protected by trade credit insurance. In this context we are benefiting from the COVID-19 package approved by the German government in April 2020 for German trade credit insurance, which applies not just to Villeroy & Boch but also our jointly insured Group companies abroad. This protection runs until 30 June 2021. The default risk for the remaining uninsured receivables is controlled by way of a limit system and reporting. Compliance with limits is monitored centrally. We counteract potential default risks through the collateral deposited by customers, such as guarantees and mortgages, and through prompt collection measures. Specific valuation allowances are recognised for default risks that occur despite this, and particularly in the event of significant financial difficulties on the part of the debtor and impending bankruptcy (see section 13 of the notes to the consolidated financial statements). The elevated risk of default due to the COVID-19 pandemic was taken into account accordingly on account of a possible increase in the rate of insolvencies. For banks, too, minimum requirements with respect to creditworthiness and individual limits for the exposures to be entered into are established based on the ratings issued by international rating agencies and the prices of hedging instruments (credit default swaps) as well as internal examinations of creditworthiness. Compliance with limits is monitored on an ongoing basis. Default risk for investments and derivative financial instruments are low as the Group deals only with contract partners with an investment grade rating from an international rating agency. External security is also ensured for the respective instrument, for example through deposit guarantee systems. There is no significant concentration of default risks within the Group. There were no significant changes in the nature or extent of these risks on account of COVID-19, or the methods of risk management and measurement in 2020. We are not anticipating any significant changes in 2021, provided that there are no setbacks due to COVID-19 from the second half of the year, after the protection is due to expire.

Management of liquidity risks: In order to ensure our permanent solvency and financial flexibility, we control short, medium and long-term liquidity risks by maintaining

adequate liquidity reserves and sufficient credit facilities with German and foreign banks and through a medium and short-term liquidity projection. The financing requirements of Group companies are generally met in full by internal lending. This allows the cost-effective and permanently adequate coverage of financial requirements for the Group's business operations and site investments. We utilise international cash pooling systems in order to reduce external finance volumes and optimise our financial result. External loans are provided for the Group companies involved only to the extent that legal, tax or other circumstances do not permit internal lending in exceptional cases. There is no significant concentration of liquidity risks within the Group. There were no changes in the nature or extent of these risks or the risk management and measurement methods in 2020. Further information on the management of liquidity risks can be found in note 54 of the notes to the consolidated financial statements.

Management of exchange rate risks: In the course of our global business activities, we are exposed to exchange rate risks arising from transactions in foreign currencies. Currency futures contracted with banks with good credit ratings are predominantly employed as hedging transactions. We generally hedge exchange rate risk over a period of twelve months, though hedges can extend beyond this horizon in exceptional cases. The required hedging volume is first determined by netting receivables and liabilities throughout the Group for each currency pair. As a matter of principle, the remaining exchange rate risk is initially hedged at a level of 70% on the basis of past experience. From the conclusion of the contract, it is demonstrated periodically that possible currency fluctuations in the planned hedged item are offset by the opposing effects of the hedge throughout the term of the contract. The volume identity of planned and recognised foreign currency revenues for transactions already settled is also reviewed and documented at the end of each reporting period. There is no significant concentration of exchange rate risks within the Group. There were no changes in the nature of these risks or the risk management and measurement methods in 2020. As in the previous years, however, there is an increased risk due to the volatility of various currencies, for example the pound sterling, the Russian ruble, the Norwegian krona and the Chinese renminbi. These currencies can be expected to see a heightened exchange rate risk once again in 2021. We use a dynamic hedging

approach to address these risks. Further information on the management of exchange rate risks can be found in note 54 of the notes to the consolidated financial statements.

Management of interest rate risks: Interest rate risks occur as a result of interest rate fluctuations on the market when funds are invested or borrowed at fixed- and variable-interest rates. The earnings risk arising from interest rate changes is determined on the basis of sensitivity analyses and controlled by Group Treasury, which maintains an appropriate relationship between fixed- and variable-interest borrowings. The risk of volatile interest markets is limited by way of fixed-interest loan agreements. There were no changes in interest risk positions or the risk management and measurement methods in 2020. The passing on of the negative deposit rates by central banks to business customers was enforced more strongly in 2020. Given the variety of banking partners and investment opportunities, deposit fees were incurred only in a few exceptional cases. Further information on the management of interest rate risks can be found in section 54 of the notes to the consolidated financial statements.

Management of other price risks: Other financial risks result from changes in the price of purchased commodities used in our value chain, such as raw materials and supplies. As part of our risk management activities, we identify the volume of risk with the aim of hedging it. Among other things, we use capital market-oriented financial products for this purpose. The commodity of brass is currently hedged using commodity swaps with banks with good credit ratings. The requirements in accordance with production planning are generally hedged at a level of 70 % for the coming year and 30 % for the subsequent year on the basis of past experience. There was no change in the management of brass price risks in 2020. In 2020, the volume of hedges was covered by corresponding hedged items on a monthly basis. There is no significant concentration of other price risks within the Group. There were no changes in the nature or extent of these risks or the risk management and measurement methods in 2020. Further information on the management of commodity price risks can be found in section 54 of the notes to the consolidated financial statements.

Tax risks

The global business activities of the Villeroy & Boch Group mean it is subject to a wide range of country-specific tax

laws and regulations. Changes in the applicable tax law situation could have an adverse effect on the taxation of the Group companies.

The Group companies domiciled in Germany and abroad may be subject to an external audit of their tax declarations and payments by the responsible local fiscal authorities. As a matter of principle, the resulting risks relate to all outstanding assessment periods and arise primarily in connection with differing or more restrictive interpretations of existing provisions by the fiscal authorities, which can result in additional financial burdens.

Tax risks are continuously identified and systematically reviewed and assessed as part of our risk management system. The corresponding technical issues are analysed and evaluated by the central Group tax department in conjunction with external tax advisors. Adequate provisions have been recognised in previous financial years for tax risks that are already known.

Personnel risks

The long-term success of the Villeroy & Boch Group depends to a large extent on its committed and skilled employees and managers. In order to secure new talents and expertise for the long term, the Group places great value on a targeted human resources policy which involves the recruitment and training of new, qualified employees and the continuous further education of established staff in the form of management and personality training and specialised learning programmes. A growing challenge for us as an employer is the increasingly tough competition for new employees as societal developments, and especially demographic change, lead to a shift in terms of supply and demand on the employment market. Finding the necessary replacements for qualified employees in key positions involves recruitment processes that can be lengthy. This can result in capacity bottlenecks. Furthermore, in light of digitalisation, we must adapt to the changes in the job profiles that will be required moving ahead.

We have pension and pension-related obligations for the provision of retirement benefits to our employees. Changes in the relevant measurement parameters, such as interest rates, mortality rates and the rate of salary growth, constitute a financial risk as they may lead to a change in the volume of these obligations and negatively impact our equity and our earnings. Provisions for pensions are described in note 26 of the notes to the consolidated financial statements.

Legal risks

The progressive internationalisation of our business activities is accompanied by an increase in the number and complexity of the statutory provisions we are required to observe. Accordingly, we are permanently exposed to risks in connection with guarantee obligations and material defects, product liability, competition and antitrust law, industrial property rights and claims arising from breaches of contract. To the extent that it is foreseeable and economically reasonable to do so, we cover the existing legal risks by concluding insurance policies that are typical for the industry and recognise provisions to a sufficient extent for obligations going above and beyond this. To reduce the potential cost of legal risks, we ensure the high quality standards of our products by regularly monitoring production and making continuous improvements. In addition, responsible and legally compliant behaviour is ensured by the compliance organisation established by the Management Board.

After obtaining legal advice, the Supervisory Board has come to the conclusion that claims for recourse could be made against four former members of the Management Board in connection with the EU's decision on bathroom manufacturer antitrust proceedings. The Saarbrücken District Court has rejected the suits against all former members of the Management Board in the first instance. Having analysed the reasons for this judgement, the Supervisory Board has filed an appeal against the rulings. Appropriate provisions have been recognised for legal costs.

IT risks

Generally speaking, a distinction can be made between the following IT risks:

- ▮ Non-availability of IT systems and applications,
- ▮ Missing or incorrect provision of data,
- ▮ Loss or manipulation of data,
- ▮ Cybercrime
- ▮ Breaches of compliance (data protection provisions, licences, etc.),
- ▮ Disclosure of confidential information.

The detailed Group-wide guidelines and provisions for the active management of these risks are regularly examined by external auditors and Group Internal Audit to ensure compliance and effectiveness. Our central IT organisational structure and the use of standardised, Group-wide systems

and processes are additional measures aimed at minimising the probability of risks occurring. The IT security architecture is based on best practice standards and fully includes the IT service providers. We pay strict attention to compliance with the corresponding security certifications when selecting our IT service partners.

The advancing digitisation of our business and production processes, and the increased risk of cyber-attacks in 2020, is accelerating the targeted evolution of the IT security architecture. The shift in sales activities from retail outlets to online sales, the associated increase in electronic revenue volumes and the further digitalisation of the value chain (e.g. production, logistics) results in greater potential for losses. The effective protection of all Group locations by uniform firewall technology will be supplemented moving ahead by extensive protective measures for mobile devices, additional alarm systems and the segmentation of internal data networks.

Overall risk position

The Management Board of Villeroy & Boch AG regularly examines the risk situation of the Group and has satisfied itself as to the effectiveness of the risk management system. In the 2020 financial year, the risk profile did not change materially compared with the previous year. In the opinion of the Management Board, based on the probability of occurrence and potential impact of the risks described above, they do not represent a risk to the continued existence of the Group either in isolation or cumulatively. The individual risks are controlled using the risk management system and sufficient risk cover is available. The Management Board does not expect this to have a material influence on the Group's net assets, financial position and results of operation.

REPORT ON OPPORTUNITIES

The Villeroy & Boch Group has a wide range of opportunities to secure its long-term future business success. The following section describes the material opportunities available to the Group involving additional earnings potential.

Opportunities through ceramic expertise

Expertise with ceramic materials is in Villeroy & Boch's DNA and a key factor in our successful 270-year history as a company. We focus on combining product design and raw material and production expertise with product

functionality and quality. With successful products like the rimless DirectFlush WC and innovations such as the state-of-the-art ViClean-I 100 shower toilet, in which all the technology is integrated inside the WCs ceramic, we are underlining our claim to innovation leadership in ceramic sanitary ware. Further examples include innovative materials like TitanCeram, which combines selected natural materials such as feldspar, quartz, clay and titanium dioxide for particularly delicate yet stable washbasins, and our matte TitanGlaze, which gives the ceramic a very scratch- and impact-resistant finish thanks to a high-purity, crystalline aluminium oxide. We are working on the ceramics of the future at our own development centre and in cooperation with selected research partners, and we are confident that this will allow us to continue to set ourselves apart from the competition in future.

Opportunities through addressing current trends in society

One key opportunity in the Tableware Division involves identifying at an early stage trends in society with regard to how people enjoy food and drink so that we can benefit by offering a corresponding product range. We are stepping up our focus on ranges that offer “more than just tableware”, thereby shaping our customers’ homes and making them something special. We are focusing especially on the global boom in mobility and sustainability trends, which we intend to address with our growing “To Go” series – reusable products for eating and drinking away from the home. We are also continuing to step up our “Gift & Accessories” product field. As part of the “Out of Home” concept, we are taking new approaches to appeal to new target groups and to secure new sales partners.

Opportunities through growth markets

While our activities in the saturated markets of Europe are primarily focused on expanding our market share, our approach in the growth regions is geared towards increasing brand awareness and hence establishing our position on the respective market. As before, the biggest growth potential in the Bathroom and Wellness Division lies on our Chinese market, which is back on track for growth despite the severe difficulties caused by the pandemic in the first half of the year. Furthermore, we will continue to make headway rolling out distribution in China and, in particular, our exclusive Villeroy & Boch stores, and we will support our revenue growth with product ranges specific to the market,

such as the expansion of our ViClean shower toilet family and our Villeroy & Boch fittings range.

The significance of the expansion of distribution on the Chinese market applies equally to the Tableware Division. On the US market and selected European markets, we are focusing on strengthening the existing retail structure through a more differentiated assortment policy. Strengthening the domestic market (Germany, Austria and Switzerland) and further growth in Northern Europe – not least by expanding e-business – are also key areas.

Opportunities through project business

We believe that there is still good potential for increasing the sales volume in our global project business in the Bathroom and Wellness Division, even though growth in hotel business may suffer in the short and medium term owing to the pandemic. In line with the shift in demand, our specialist sales employees are focusing more on other segments such as high-end residential construction and health & care. We are boosting the work of our national project sales operations and our central organisational work “Global Projects”, headquartered in London, through which we manage and coordinate our reach-out activities with top interior designers, international hotel groups and international project developers, by introducing and using the CRM system Salesforce. Global cooperation agreements have been entered into with leading hotel chains and operator companies to significantly increase our chances of success in this area. Also, ranges such as furniture and front wall installation will contribute more than before to growth in project business.

Opportunities through licence partnerships

Granting brand licences is another instrument we use to position the Villeroy & Boch brand outside our core business areas. Accordingly, licence business is a way of attracting new target groups and expanding our product range. In the brand licence area, our licensing partners currently offer tiles, fittings, wooden flooring, lighting and furniture for living, dining and sleeping areas as well as kitchen furniture under the Villeroy & Boch brand.

Opportunities through digitalisation

Opportunities of digitalisation for marketing

In recent years, we have massively upgraded our structures and investment in digitalisation, and are gearing our online activities towards providing our customers with

innovative, needs-driven concepts, both offline and online. Our aim is to have a presence wherever customers look for us and to provide them with a consistent information and shopping experience. The accelerated change in customers' information and purchasing habits towards digital channels, as a result of the global COVID-19 pandemic in particular, has meant that our online services have continued to gain in significance. This includes continuously improving our website, intensifying our social media activities, increasing the use of online marketing channels and optimising our web content for search engines. In this context, in recent years we have continuously optimised the content of the Villeroy & Boch website and added additional functions. Online marketing measures are also increasingly being used to advertise new product ranges to the appropriate target group using state-of-the-art targeting. A key aspect of our online strategy is now also to activate existing customers through channels such as e-mail marketing. As a result, Villeroy & Boch's visibility and presence in digital channels has been increased significantly in all regions. Thanks to the implementation of a completely new technical platform for our online presence, in the years ahead we will create additional opportunities to actively serve new and existing customers even more effectively. Starting now, we are also taking a further step in digitisation by using the new cloud-based omnichannel and CRM solution Salesforce.

For the Tableware Division, e-commerce is a strategically important sales channel encompassing our own online shops as well as the sales platforms of other providers, and is also the fastest-growing sales channel. For the years ahead, we still anticipate strong growth rates in online business and assume that this sales channel – also on account of the COVID-19 pandemic – will be enduringly established at a higher level. After having continued to professionalise and expand our e-commerce activities, our online revenue grew by more than 46 % year-on-year in the 2020 financial year. Our dedicated online shops in particular are a key pillar of this growth. This positive development is to be continued in the years ahead.

Villeroy & Boch is a strong and innovative partner in digital business. Whether for raising the visibility of the brand in general or providing high-quality data and content in the digital sector – both in the online shop and when assisting our customers with the relevant data in the professional and portal area. In the context of digitalisation, we offer a dealer search on our website and send varied digital newsletters to our partners. Digital training with corresponding tools and

virtual trade fairs are taking place regularly and successfully. The networking of online and offline is constantly being advanced and the customer experience improved, which supports the success of our own online business on the one hand while also raising the visibility of our brand among our retail partners.

In the *Bathroom and Wellness Division*, digital services and tools play a primary role. With tools like our Bathroom Planner and Bathroom Inspirator and the augmented reality app, consumers can plan their ideal bathroom and project the selected products into a video of the allocated room using a smartphone or tablet PC for a lifelike 3D view. In this way, the use of new technologies generates additional benefit for customers. Digital channels can also be used to reach both end customers and business customers (including architects, planners and plumbers) in a targeted and efficient manner. This allows us to generate valuable leads with additional revenue potential that we pass on to our dealers with the customer's permission. Additional contact paths via digital channels are continuously being established and enhanced to further optimise lead processing with our dealers. Finally, social media platforms such as Pinterest or Instagram, offer great opportunities for generating high numbers of contacts with new target groups.

Opportunities of digitalisation for production

Digitalisation is opening up new opportunities and vast potential for our production sites. Initial pilot projects are already being implemented. The current expansion of standardised, consistent IT systems and the networking of machines within the production process at our sanitary ware factories will form the basis for further uses of digitalisation.

We are continuing to leverage the available potential for improvement through statistical fault analysis and the stabilisation of process parameters. Predictive analytics are another element of the digitalisation environment. The basis for leveraging the resulting potential is provided by recording and collecting all of the relevant data for a product within the manufacturing process. At sanitary ware factories, all products are initially identified at measurement stations using barcodes. Quality-related data for each product is then stored in a central analysis system. This data may relate to ceramic composition, material flow, and the climatic conditions, tools used and process parameters applied in the production systems. The

aim is to connect the data recorded in order to identify the influence, critical value ranges and interdependencies of the process parameters in the first instance, thereby allowing predictions about the risk of a faulty product at the end of the production process to be made as reliably as possible in the long term. In processes controlled using defined thresholds, products are discarded at an early stage if the probability of failure exceeds a predefined level. This prevents unnecessary process costs and improves energy efficiency, particularly with regard to the energy-intensive firing process. We expect the successive roll-out and continuous improvement of these analysis systems at all our plants to result in relevant long-term improvements in earnings.

State-of-the-art technologies are also being examined, such as the use of collaborative robots for largely manual and physically demanding steps within the production process. To this end, we are working in close cooperation with robot manufacturers and research institutions.

Opportunities of digitalisation for administration

Last but not least, digitalisation is having a positive effect in terms of efficiency in our administrative areas. The use and performance enhancement of uniform IT systems as well as new technologies are making a significant contribution to continuous efficiency improvement. The optimisation potential lies in the Group-wide harmonisation and standardisation of repetitive processes across all areas of activity. In the areas of human resources, procurement and finance, our strategy also includes the bundled processing of business transactions at shared service centres. The further digitalisation of processes using new digital tools, such as robotic process automation and bots, is aimed at improving the performance and quality of our processes while also increasing efficiency. Initial projects have already been successfully implemented in this context while further applications are being considered on an ongoing basis.

Opportunities through digital transformation

In addition to the application areas described above, and the digitalisation opportunities they entail, since 2018 there has been a separate organisational unit to advance the digital transformation of the entire company and thereby leverage the opportunities offered by digitalisation in day-to-day work. This will focus, for instance, on activities to establish new digital business models within the company or investments in digital start-ups to tap new business areas

and sales opportunities, or the development of methods and expertise in the field of data science, such as using big data or artificial intelligence in all value-added processes. Projects already implemented in this area show the benefit of these initiatives, which is why a central data lake was also created in the 2020 financial year to establish the conditions for developing new applications in the field of data science. Furthermore, more internal programmes and initiatives were again implemented in 2020 to oversee digital transformation and improve digital fitness among our employees.

Opportunities through acquisitions

In addition to organic growth, acquisitions also offer potential for the expansion of our business activities. We are therefore monitoring our environment very closely. This applies to both divisions.

As you will be aware, since the 2019 financial year we have been working on a potential acquisition of Ideal Standard, but have postponed this project indefinitely at the start of 2020 on account of the emergence of the COVID-19 pandemic. We will reassess the economic situation after the pandemic is over and make our decision on the project's continuation accordingly.

Non-operating earnings potential

Outside our operating business, we believe that there is earnings potential in the development and marketing of properties that are no longer required for operating purposes.

We expect the development of our property in Luxembourg to continue to offer additional earnings potential. Barring the area of the chateau, the property was sold in 2019. The result that can be generated from this is dependent on the building rights that can be secured. Together with the buyers and the City of Luxembourg, we are preparing a development plan for the entire Rollingergrund site, which is to be developed into an attractive and energetic residential and working district with a high share of housing. The development plan is to be submitted to the Luxembourg authorities in the first half of 2021. It is expected that this development plan could be approved and become binding in 2022 after going through the protracted approval process. A consequence of this would be that the corresponding income of up to €25 million could be recognised. Further property projects with high seven-figure income potential are also still in development.

REPORT ON EXPECTED DEVELOPMENT

Our forecast for 2021 is based on the assumption of a significant and tangible recovery of the world economy despite the setback at the start of the year. This forecast is supported by the momentum of the global economic recovery in recent months.

The economy of the euro area is expected to grow dynamically, in particular as private consumer spending should rebound vigorously as soon as consumers are able to satisfy the needs that they have had to put off. The German economy should benefit from this especially.

Overseas, the recovery in the United States is expected to continue after the economic dip over the winter. The Chinese economy is set for expansion, with broad sections having already recovered from the economic slump triggered by the pandemic.

We expect that European residential construction, a key indicator for business development in the Bathroom and Wellness Division, will experience moderate expansion across all countries in the forecast period. Fluctuations in Germany are still expected to be less pronounced than in many European countries.

Private consumer spending – one of the key factors for our Tableware business – is still largely dependent on the pandemic situation, and is likely to experience a stable development on our European markets compared to 2020. Provided that the pandemic is gradually overcome thanks to infection protection measures and vaccinations, Germany is expected to see an initially very dynamic recovery in private consumer spending that will later slow.

The forecasts for the development of macroeconomic and industry-specific conditions presented here are based on the figures published by various research institutions and our own estimates. Nevertheless, any forecasts of future development are still subject to considerable uncertainty. For economic and social life to return to normal, the population must be comprehensively and sustainably protected against new infections; the COVID-19 pandemic thus remains the biggest risk to ongoing economic development. Moreover, a fresh escalation of the trade dispute between the US and China cannot be ruled out, and geopolitical tensions and anti-government protests in various countries could also prove an obstacle.

Revenue, earnings and investments in the Group

Based on a fundamentally positive assessment of the market and a range of supporting factors, we are aiming to return to growth with an increase in consolidated revenue of between 3 % and 5 % in the 2021 financial year.

We are forecasting an improvement in operating EBIT of presumably 5 % to 10 % in 2021. We would thereby outperform the 2019 levels for both revenue and earnings from as early as the current year.

Our return on net operating assets is expected to range between 14 % and 15 % in 2021.

Our operating investments in property, plant and equipment and intangible assets are forecast to amount to more than € 40 million in the 2021 financial year. By stepping up our investing activities, we want to make up for the investments that were postponed in 2020 and, in particular, invest in the reduction of carbon emissions.

Most of our total investment will take place in the Bathroom and Wellness Division. One focal point of our investment activity in the Bathroom and Wellness Division will be the targeted optimisation of technical capacity in line with existing market requirements at our ceramic sanitary ware plants, and in particular the automation of our production sites in Eastern Europe. Also, in addition to replacement investments, our investing activities will concentrate on the further improvement of working and other specific conditions in the key areas of the environment, occupational health and safety and fire protection. In the Tableware Division, on the one hand we will increasingly focus on optimisation and expansion at our Merzig and Torgau production plants in the 2021 financial year. On the other hand, we will invest in sales and marketing activities, such as opening new stores, renovating existing ones and generating customer contacts.

The forward-looking statements contained in this management report are based on assessments made by the Management Board of Villeroy & Boch AG to the best of its knowledge at the preparation date of the consolidated financial statements. Our forecast assumes that, from the second quarter of 2021 at the latest, there will be no setbacks due to the COVID-19. They are subject to various risks and uncertainties as a matter of principle. Accordingly, actual results could deviate from expectations of future performance if any of the uncertainties listed in the report on risks and opportunities or other uncertainties were to occur or if the assumptions underlying the statements proved to be inaccurate.

OTHER DISCLOSURES

Disclosures on the acquisition of treasury shares

Disclosures on the acquisition of treasury shares in accordance with section 160 (1) no. 2 of the German Stock Corporation Act (AktG) can be found in note 19 of the notes to the consolidated financial statements.

Takeover disclosures in accordance with section 315a HGB and explanatory report

The disclosures relevant to takeovers in accordance with section 315a(1) HGB can be found in notes 17 and 25 to the consolidated financial statements, with the exception of the information pursuant to § 315a(1)(6).

The appointment and dismissal of members of the Management Board are governed by sections 84 and 85 of the Aktiengesetz (AktG – German Stock Corporation Act) and section 31 of the Mitbestimmungsgesetz (MitbestG – German Codetermination Act). In accordance with Article 6(1) of the Articles of Association, the Management Board consists of at least two members; the exact number is determined by the Supervisory Board according to the company's requirements. The Supervisory Board can appoint a member of the Management Board as the Chairman of the Management Board.

An amendment of the Articles of Association requires a resolution of the Annual General Meeting in accordance with section 179 AktG. The authority to make amendments that affect the wording only is conferred on the Supervisory Board in accordance with Article 7(8)(2) of the Articles of Association. In accordance with section 179(2) AktG, resolutions by the Annual General Meeting that amend the Articles of Association require a majority of at least three quarters of the share capital represented in the resolution, unless a different capital majority is stipulated by the Articles of Association. Article 8(2)(b) of the Articles of Association states that resolutions by the Annual General Meeting require a simple majority of the votes cast and, if a capital majority is required, a simple majority of the share capital represented, unless a larger majority is required by law.

Group declaration on corporate governance

With regard to the Group declaration on corporate governance required by section 315d in conjunction with section 289f of the German Commercial Code (HGB), reference is made to the version printed in the Corporate Governance Report contained in the 2020 Annual Report, which is available online at <https://www.villeroyboch-group.com/en/investor-relations/corporate-governance/declaration-of-compliance.html>.

REMUNERATION REPORT

Remuneration System

The Supervisory Board regularly examines the remuneration system for the Management Board with respect to the statutory requirements of the German Act on the Appropriateness of Management Board Remuneration and the recommendations of the German Corporate Governance Code, and makes adjustments when it considers this to be necessary or otherwise appropriate. The Supervisory Board also consults an independent remuneration consultant to the necessary extent.

The remuneration system for the members of the Management Board is performance-oriented, with fixed remuneration being supplemented by a performance-based variable component. The amount of the variable remuneration is dependent on the extent to which the targets set out in the annual objectives are met. If all of the targets are met, it constitutes at least half of the total remuneration paid. The variable remuneration is broken down into a short-term annual component (annual bonus) and a long-term component with a measurement period of three years. This long-term remuneration has a higher weighting than the short-term component. In terms of content, variable remuneration components are oriented towards financial targets (return on net operating assets, earnings before interest and taxes, earnings before taxes) and individual targets. The target parameters for the variable remuneration component are preliminarily agreed upon by the Human Resources Committee of

the Supervisory Board together with the members of the Management Board before being approved by the full Supervisory Board; this was also the case in the 2020 financial year. Given the special situation of the COVID-19 pandemic, the Supervisory Board resolved in spring 2020 to adjust the target parameters set in advance during the year, and to assign the Management Board special forward-looking crisis management targets for the remainder of the financial year.

In addition, a company car for private use is offered to members of the Management Board. The existing contracts of the current members of the Management Board provide for defined benefit or defined contribution pension commitments. In the opinion of the Supervisory Board, under the advice of an independent remuneration consultant engaged by the Supervisory Board, the total remuneration and the individual remuneration components maintain an appropriate relationship to the responsibilities and achievements of the respective Management Board members and the Company's financial situation and do not exceed typical remuneration compared to peer group companies.

Please also refer to the respective version of the declaration of conformity and any additional declarations. In accordance with Articles of Association, Supervisory Board remuneration likewise consists of a fixed and a variable component. The variable performance-related component is measured on the basis of the dividend distributed by Villeroy & Boch AG.

COMBINED RESPONSIBILITY STATEMENT ¹

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the management report of the Group includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risks associated with the expected development of the Group.

Mettlach, 8 February 2021



Frank Göring



Gabriele Schupp



Georg Lörz



Dr Markus Warncke

¹ This section is an unaudited part of the Group management report.

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CONSOLIDATED BALANCE SHEET

as of 31 December 2020

in € million	Notes	31/12/2020	31/12/2019
Assets			
Non-current assets			
I Intangible assets	5	40.2	39.6 ⁽¹⁾
I Property, plant and equipment	6	166.7	187.9
I Right-of-use Assets	7	40.7	42.0
I Investment property	8	5.8	6.4
I Investments accounted for using the equity method	9	1.6	1.4
I Other financial assets	10	17.4	17.5
		272.4	294.8
I Other non-current assets	14	2.2	3.0
I Deferred tax assets	11	35.9	37.8
		310.5	334.6
Current assets			
I Inventories	12	163.1	176.4
I Trade receivables	13	115.8	143.2
I Other current assets	14	25.1	20.7
I Income tax receivables	15	2.0	5.3
I Cash and cash equivalents	16	297.8	210.3
		603.8	555.9
Total assets		914.3	890.5

in € million	Notes	31/12/2020	31/12/2019
Equity and Liabilities			
Equity attributable to Villeroy&Boch AG shareholders			
┆ Issued capital	17	71.9	71.9
┆ Capital surplus	18	193.6	193.6
┆ Treasury shares	19	-15.0	-15.0
┆ Retained earnings	20	104.0	95.2 ⁽¹⁾
┆ Revaluation surplus	21	-107.6	-98.1
		246.9	247.6
Equity attributable to minority interests	22	4.8	4.6
Total equity		251.7	252.2
Non-current liabilities			
┆ Provisions for pensions	26	193.0	189.9
┆ Non-current provisions for personnel	27	17.0	18.5
┆ Other non-current provisions	28	21.3	23.8
┆ Non-current financial liabilities	29	105.0	70.0
┆ Non-current lease liabilities	30	30.5	30.2
┆ Other non-current liabilities	31	30.5	28.9
┆ Deferred tax liabilities	11	3.8	3.2
		401.1	364.5
Current liabilities			
┆ Current provisions for personnel	27	15.3	15.4
┆ Other current provisions	28	31.4	31.7
┆ Current financial liabilities	29	10.2	42.5
┆ Current lease liabilities	30	10.8	13.1
┆ Other current liabilities	31	98.5	85.6
┆ Trade payables	32	85.6	81.3
┆ Income tax liabilities		9.7	4.2 ⁽¹⁾
		261.5	273.8
Total liabilities		662.6	638.3
Total equity and liabilities		914.3	890.5

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)

CONSOLIDATED INCOME STATEMENT

for the period 1 January to 31 December 2020

in € million	Notes	01/01/2020 – 31/12/2020	01/01/2019 – 31/12/2019
Revenue	33	800.9	833.3
Costs of sales	34	-478.5	-479.6
Gross profit		322.4	353.7
Selling, marketing and development costs	35	-232.0	-271.1
General administrative expenses	36	-40.9	-46.0 ⁽¹⁾
Other operating income	37	8.9	102.8
Other operating expenses	38	-17.9	-37.3
Result of associates accounted for using the equity method	39	0.2	-0.2
Operating result (EBIT)		40.7	101.9
Interest income and other finance income	40	1.3	1.5
Interest expenses and other finance expenses	41	-6.2	-8.2
Financial result		-4.9	-6.7
Earnings before taxes		35.8	95.2
Income taxes	42	-12.9	-15.8 ⁽¹⁾
Group result		22.9	79.4
Thereof attributable to:			
Villeroy & Boch AG shareholders		22.6	79.2
Minority interests	43	0.3	0.2
Group result		22.9	79.4
Earnings per share		in €	in €
I Earnings per ordinary share	44	0.83	2.98 ⁽¹⁾
I Earnings per preference share	44	0.88	3.03 ⁽¹⁾

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)
 During the reporting period there were no dilution effects.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the period 1 January to 31 December 2020

in € million	2020	2019
Group result	22.9	79.4⁽¹⁾
Other comprehensive income		
Items to be reclassified to profit or loss:		
┆ Gains or losses on translations of exchange differences	-0.3	-3.1
┆ Gains or losses on cash flow hedges	-0.9	-4.3
┆ Deferred income tax effect on items to be reclassified to profit or loss	-1.9	-0.9
Items not to be reclassified to profit or loss:		
┆ Actuarial gains or losses on defined benefit plans	-9.1	-18.0
┆ Gains or losses on value changes of securities	0.1	0.5
┆ Deferred income tax effect on items not to be reclassified to profit or loss	2.6	5.6
Total other comprehensive income	-9.5	-20.2
Total comprehensive income net of tax	13.4	59.2⁽¹⁾
Thereof attributable to:		
┆ Villeroy & Boch AG shareholders	13.1	59.0 ⁽¹⁾
┆ Minority interests	0.3	0.2
Total comprehensive income net of tax	13.4	59.2⁽¹⁾

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)

CONSOLIDATED STATEMENT OF EQUITY

for the period 1 January to 31 December 2020

in € million	Equity attributable to Villeroy&Boch AG shareholders					Total	Equity attributable to minority interests	Total equity
	Issued capital	Capital surplus	Treasury shares	Retained earnings	Revaluation surplus			
Notes	17	18	19	20	21		22	
As of 01/01/2019	71.9	193.6	-15.0	31.1	-77.9	203.7	4.9	208.6⁽¹⁾
Group result				79.2		79.2	0.2	79.4 ⁽¹⁾
Other comprehensive income					-20.2	-20.2	0.0	-20.2
Total comprehensive income net of tax				79.2	-20.2	59.0	0.2	59.2⁽¹⁾
Dividend payments				-15.1		-15.1	-0.5	-15.6
As of 31/12/2019	71.9	193.6	-15.0	95.2	-98.1	247.6	4.6	252.2⁽¹⁾
As of 01/01/2020	71.9	193.6	-15.0	95.2	-98.1	247.6	4.6	252.2
Group result				22.6		22.6	0.3	22.9
Other comprehensive income					-9.5	-9.5		-9.5
Total comprehensive income net of tax				22.6	-9.5	13.1	0.3	13.4
Dividend payments				-13.8		-13.8	-0.1	-13.9
As of 31/12/2020	71.9	193.6	-15.0	104.0	-107.6	246.9	4.8	251.7

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)

CONSOLIDATED CASH FLOW STATEMENT

for the period 1 January to 31 December 2020

in € million	Notes	01/01/2020 – 31/12/2020	01/01/2019 – 31/12/2019
Group result		22.9	79.4 ⁽¹⁾
Depreciation of non-current assets	45	45.5	41.7
Change in non-current provisions		-11.9	7.5
Profit from disposal of fixed assets		-1.2	-88.0
Change in inventories, receivables and other assets		52.6	-17.6
Change in liabilities, current provisions and other liabilities		19.9	21.1 ⁽¹⁾
Taxes paid/received in the financial year		0.4	-8.3
Interest paid in the financial year		-2.9	-3.1
Interest received in the financial year		1.7	0.8
Other non-cash income/expenses	49	9.5	11.4
Cash flow from operating activities	49	136.5	44.9⁽¹⁾
Purchase of intangible assets, property, plant and equipment		-19.9	-31.6 ⁽¹⁾
Investment in non-current financial assets and cash payments		-3.1	-4.7
Payments for the acquisition of consolidated companies		1.0	–
Cash receipts from disposals of fixed assets		4.6	5.0
Cash receipts from disposals of real estate Luxemburg		0.0	114.0
Cash flow from investing activities	50	-17.4	82.7⁽¹⁾
Cash proceeds from long-term borrowing	29	35.0	92.5
Cash repayments of amounts borrowed	29	-32.3	-38.1
Cash repayments of lease liabilities	30	-18.9	-14.2
Dividends paid to minority shareholders	22	-0.1	-0.5
Dividends paid to shareholders of Villeroy & Boch AG	23	-13.8	-15.1
Cash flow from financing activities	51	-30.1	24.6
Sum of cash flows		89.0	152.2
Balance of cash and cash equivalents as of 01.01.		210.3	57.6
Change based on total cash flows		89.0	152.2
Changes due to exchange rates		-1.5	0.5
Net increase in cash and cash equivalents		87.5	152.7
Balance of cash and cash equivalents as of 31.12.	16 + 52	297.8	210.3

⁽¹⁾ Changes to the previous year according to IAS 8.14(b) – (Description in note 1 of the notes)

NOTES

GENERAL INFORMATION

Villeroy & Boch Aktiengesellschaft, domiciled in Mettlach, Saaruferstrasse 1-3, is a listed stock corporation under German law. It is the parent company of the Villeroy & Boch Group. The Villeroy & Boch Group is a leading international ceramic manufacturer. As a full-service provider for the bathroom and the “perfectly laid table”, our operating business is divided into two divisions: Bathroom and Wellness, and Tableware. Villeroy & Boch AG is listed in the Prime Standard operated by Deutsche Börse AG.

In line with section 315e of the HGB (German Commercial Code), the consolidated financial statements as at 31 December 2020 were prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union. The consolidated financial statements are supplemented by additional explanatory notes in accordance with section 315e HGB.

The financial year is the calendar year. The consolidated financial statements were prepared in euro. Unless stated otherwise, all amounts are disclosed in millions of euro (€ million).

The annual financial statements of Villeroy & Boch AG and the consolidated financial statements of Villeroy & Boch Aktiengesellschaft are published in the Bundesanzeiger (Federal Gazette).

The Management Board of Villeroy & Boch AG approved the consolidated financial statements for submission to the Supervisory Board on 8 February 2021. The Supervisory Board is responsible for examining the consolidated financial statements and declaring whether it approves the consolidated financial statements.

The COVID-19 pandemic also impacted the business activities of Villeroy & Boch AG. There has therefore been continuous analysis and monitoring of potential accounting effects and consequences for the financial position and financial performance of the Villeroy & Boch Group since the crisis began. The main accounting effects included the more comprehensive elimination of idle capacity costs arising from temporary plant shutdowns and restrictions, closures of the Group’s own tableware shops and short-time work in various areas (note 12). The latter also had a considerable impact on the presentation of staff costs, which were reduced by the recognised claims for reimbursement

(note 47). Consequences for the goodwill impairment test (note 5) and impairment losses on trade receivables (note 13) also had to be taken into account. However, this did not result in any changes to the accounting policies applied to date.

The following section describes the main IFRS accounting policies as adopted by the Villeroy & Boch Group in accordance with the relevant provisions.

1. ACCOUNTING POLICIES

Modifications due to the adoption of accounting principles

With the exception of the IFRS regulations requiring mandatory application for the first time in the financial year, the accounting policies applied are essentially the same as those applied in the previous year. The changes to the IFRS regulations effective for the first time in the 2020 financial year are presented under note 63 and had no material effect on the accounting policies of the Villeroy & Boch Group.

In addition, various new financial reporting standards were published that are not mandatory for reporting periods ending 31 December 2020. The Villeroy & Boch Group has not adopted these early. The effects of these new regulations on current and future reporting periods, and on foreseeable transactions, are not considered material. Information on developments within the IFRS Framework can be found in note 63.

Intangible assets

Acquired intangible assets are capitalised at the cost necessary to bring the asset to its working condition. Internally generated intangible assets are only capitalised in the year of their creation if they meet the requirements of IAS 38. Initial measurement is at cost including attributable overheads.

The IFRS Interpretations Committee (IFRIC) published a “Tentative Agenda Decision” on IAS 38 at the beginning of December 2020. This clarified that customisation expenses incurred in connection with software as a service (SaaS) arrangements that do not result in writing additional code cannot be capitalised as a separate (acquired) intangible asset as in accounting for leasehold improvements. The

previous accounting of customisation expenses incurred in connection with an SaaS arrangement and previously capitalised as intangible assets was reviewed again based on this. We have now applied the IFRIC-IC interpretation regarding the accounting for these costs. As we consider the impact of this change in accounting to be relevant, we have amended our accounting retrospectively. Intangible assets and retained earnings declined by €2.6 million. €1.1 million of this related to the 2018 financial year. The tax effect of this was included in retained earnings at €+0.8 million and in the previous year's tax liabilities at €-0.8 million. General and administrative expenses increased by €1.5 million, reducing income taxes by €0.5 million. Expenses of €1.0 million were incurred for this in the current financial year.

Items with a limited useful life are reduced by straight-line amortisation over their useful life. Amortisation only begins when the assets are placed in service. Useful lives are generally between three and six years. Amortisation is essentially included in general and administrative expenses. Assets with an indefinite useful life, such as goodwill, are only written down if there is evidence of impairment. To determine whether this is the case, the historical cost is compared with the recoverable amount. The recoverable amount is defined as the higher of the net selling price and the value in use of the respective asset. The net selling price represents the proceeds that could be generated in an arm's length transaction after deduction of all disposal costs incurred. The value in use is calculated by discounting the (net) cash flows attributable to the asset using the discounted cash flow method, applying an appropriate long-term interest rate before income taxes. Rates of revenue and earnings growth are taken into consideration in the underlying calculations. The cash flows recognised are usually derived from current medium-term planning, with payments in the years beyond the planning horizon derived from the situation in the final year of the planning period. Planning premises are based on current information. Reasonable assumptions on macroeconomic trends and historical developments are also taken into account.

Any impairment losses identified are recognised in profit or loss. If the reason for the recognition of an impairment loss ceases to exist in a future period, the impairment loss is reversed accordingly. The reversal of impairment losses on capitalised goodwill is prohibited. Annual impairment testing for capitalised goodwill is performed at divisional level.

Property, plant and equipment

Property, plant and equipment are carried at cost less depreciation in accordance with the useful life. Acquisition cost includes all net costs necessary to bring the asset to its working condition. Production cost is determined on the basis of the directly attributable costs of the asset plus the pro rata materials and manufacturing overheads. Maintenance and repair costs for property, plant and equipment are recognised in profit or loss.

If an asset consists of several components with significantly different useful lives, the individual elements are depreciated in accordance with their individual service potential. Property, plant and equipment are depreciated on a straight-line basis over their useful life.

The following useful lives are applied, unchanged from the previous year, throughout the Group:

ASSET CLASS	Useful life in years
Buildings (predominantly 33 years)	20 – 50
Operating facilities	10 – 20
Kilns	5 – 15
Technical equipment and machinery	5 – 12
Vehicles	4 – 8
IT equipment	3 – 6
Other operating and office equipment	3 – 10

The estimated useful lives are reviewed regularly.

In addition to ordinary depreciation, impairment losses are recognised on property, plant and equipment if the value in use or the net realisable value of the respective asset concerned has fallen below the depreciated cost. If the reasons for the recognition of an impairment loss cease to exist in a future period, the impairment loss is reversed accordingly.

Property, plant and equipment under construction are carried at cost. Finance costs that arise directly during the creation of a qualifying asset are capitalised. Depreciation on assets under construction only begins when the assets are completed and used in operations.

Leases

A lease is a contract that establishes the right to use an asset (the lease asset) for an agreed period in return for payment of a fee.

If the Villeroy & Boch Group leases assets for a total period of fewer than twelve months, or if these are low-value assets, the lease payments are recognised as an expense on a straight-line basis over the lease term.

For all other leases in which the Villeroy & Boch Group is the lessee, the present value of the future leasing payments is carried as a liability. Lease payments are divided into payments of principal and interest in accordance with the effective interest method. Correspondingly, the right to use the lease asset is capitalised at the inception of the lease, generally at the present value of the liability plus directly attributable costs and restoration and demolition obligations. Payments made prior to the inception of the lease and rental incentives granted by the lessor are also included in the carrying amount of the right-of-use asset. The right-of-use asset is depreciated on a straight-line basis over the shorter of the term of the lease and the useful life of the lease asset. The regulations for calculating and recognising impairment losses on assets also apply to capitalised right-of-use assets.

The liability is remeasured if the expected lease payments change, e.g. as a result of index-linked fees or new assessments of contractual options. The new carrying amount is adjusted in equity with a corresponding adjustment of the capitalised carrying amount of the right-of-use asset. On 28 May 2020, the IASB published an amendment to IFRS 16 that provides an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification (see note 63).

Lessees can elect to account for such rent concessions in the same way as they would if they were not lease modifications. This results in accounting for the concession as a variable lease payment in the period in which the event or condition that triggers the reduced payment occurs. Villeroy & Boch AG applies the expedient described to all rent concessions that satisfy the requirements. The effects are described in note 30 Non-current and current lease liabilities.

Variable lease payments not linked to an index or interest rate are recognised as an expense when incurred.

The present value of the lease payments is calculated using the incremental borrowing rate derived from the interest reference rates for the money market yields in the transaction currency. These interest reference rates are supplemented by a risk premium dependent on the term of the lease that reflects the company's credit rating and is

based on the difference in yield to first-class bonds with a term of up to 15 years. All facts and circumstances that offer an economic incentive to exercise renewal options or not to exercise termination options are taken into account when determining the term of leases. Changes in the term of a lease as a result of exercising or not exercising such options are only taken into account when they are reasonably certain.

Leases in which the Villeroy & Boch Group is the lessor and does not transfer the significant risks and rewards of the use of the asset to the partner are recognised as operating leases. The lease asset continues to be reported under non-current assets and the lease payments are recognised as rental income on a straight-line basis over the lease term. If the lessee receives the significant risks and rewards of the use of the asset, the present value of the outstanding minimum lease payments is recognised as a finance lease receivable. Payments by the lessee are recognised as payments of principal or interest income. Interest income is recognised over the lease term using the effective interest method.

Government grants

Government grants are measured at fair value and not recognised until the Group has complied with the conditions attaching to it and the grant has been received. Grants and subsidies received for the acquisition or construction of property, plant and equipment and intangible assets reduce their cost insofar as they can be allocated to the individual assets; otherwise, they are recognised as deferred income and subsequently reversed depending on the degree of fulfilment.

Investment property

Land and buildings held to earn regular rental income (investment property) are reported separately from assets used in operations. Mixed-use property is classified proportionately as a financial investment if the leased portion of the building could be sold separately. If this criterion is not met, the entire property is classified as investment property if the owner-occupied portion is insignificant. Investment property is carried at amortised cost. Depreciation is performed in the same way as for property, plant and equipment used in operations. Market values are calculated by independent experts and by in-house staff. The experts contracted typically calculate

market values using the gross rental method. In these cases, the market value is also calculated using the asset value method as a control. The basis for the internal determination of market values are mainly the official comparative prices from the land value maps of expert committees, supplemented by property-specific fair values for the respective structures.

Investments accounted for using the equity method

An associate is a company over which the Villeroy & Boch Group has significant influence. The Villeroy & Boch Group has significant influence when it has the opportunity to participate in the financial and operating policy decisions of the investee without control or joint management. Investments in associates are accounted for using the equity method, under which the cost at the acquisition date is adjusted to reflect the proportionate future results of the respective associate, among other factors. Resulting changes in equity are reported in the operating result in the statement of comprehensive income.

Financial instruments

Financial instruments arise from contracts which lead to a financial asset or financial liability or an equity instrument. They are recognised in the statement of financial position as soon as the Villeroy & Boch Group concludes a contract to this effect. In accordance with IFRS 9, based on the characteristics of the contractual cash flows and the nature of the respective business model, each financial instrument is allocated to one of four measurement categories in accordance with the classification described in note 54 and, depending on the category chosen, measured either at amortised cost or fair value. Financial instruments are derecognised when the claim for settlement expires.

Inventories

Inventories are carried at the lower of acquisition or production costs and net realisable value. The production costs of inventories include the directly allocable direct costs (e.g. material and labour costs allocable to construction) and overheads incurred in the production process. Measurement is performed using the standard cost method. For the majority of raw materials, supplies and merchandise, acquisition cost is determined using the moving average method and contains all expenses incurred in order to bring such inventory items to their present location and condition. Value allowances are recognised to

an appropriate extent for inventory risks arising from the storage period and/or impaired realisability. Net realisable value is defined as the proceeds that are expected to be realised less any costs incurred prior to the sale. In the event of an increase in the net realisable value of inventories written down in prior periods, write-downs are reversed in profit or loss as a reduction of the cost of goods sold in the statement of comprehensive income.

Increases in production costs per unit due to production stoppages or underutilisation are accounted for by an appropriate cost adjustment for idle capacity.

Receivables

On recognition, trade receivables and other current receivables are carried at their transaction price less expected losses over the agreed payment period. An additional impairment loss is recognised if there are objective indications that a receivable may be defaulted on. The loss allowances to be recognised are calculated in the amount of the expected losses over the total remaining term. Non-current receivables are initially measured at cost using the effective interest method. A provision is recognised for the potential risk of default that could arise within the next 12 months. If the credit risk increases significantly during the term of the contract, the impairment loss is increased by the amount of a possible default over the total remaining term. Examples of indications include a deterioration in the rating or becoming past due by more than 90 days. The impairment loss is increased if there are further objective indications that a receivable may be defaulted on, such as filing for insolvency.

Impairment is used to adequately reflect the default risk, while actual cases of default result in the derecognition of the respective asset.

Cash and cash equivalents

Cash and short-term investments (cash equivalents) are defined as cash on hand, demand deposits and time deposits with an original term of up to three months. Cash is carried at its amortised cost. In the case of cash equivalents, interest income is recognised in profit or loss on a pro rata basis.

Pension obligations

Provisions equal to the defined benefit obligations (DBO) already earned are recognised for obligations under defined benefit pension plans. The expected future increase in salaries and pensions are also taken into account. If pension

obligations are covered in full or in part by fund assets, the market value of these assets is offset against the DBO if these assets are classified as trust assets and administered by third parties. Actuarial gains and losses, such as those arising from the change in the discounting factor or assumed mortality rates, are recognised in the revaluation surplus. Of the annual pension costs, the service cost is reported in staff costs and the interest cost in net other finance costs.

Provisions are not recognised for defined contribution plans as the payments made are recognised in staff costs in the period in which the employees perform the services granting entitlement to the respective contributions.

Other provisions

Provisions are recognised for legal or constructive obligations to third parties arising from past events where an outflow of resources is likely to be required to settle the obligation and the amount of this outflow can be reliably estimated. Provisions are carried at the future settlement amount based on a best estimate. Provisions are discounted as necessary.

Liabilities

Financial liabilities and other liabilities are recognised at fair value and subsequently measured at amortised cost.

Contingent liabilities

Contingent liabilities are possible obligations, predominantly arising from guarantees, which were established in the past but whose actual existence is dependent on the occurrence of a future event and where recourse is not likely as at the end of the reporting period. Contingent liabilities are not recognised in the statement of financial position.

Revenue recognition

Revenue from the sale of goods is recognised when the related performance obligation has been fulfilled by transferring the goods to the customer. Goods are deemed to have been transferred when the customer gains control of them. For wholesale transactions, the time at which this occurs must be assessed based on the individually agreed terms of delivery. For consignment or commission agency models, revenue is recognised at the time of resale to the end customer. In the Group's retail outlets, revenue is recognised immediately at the time of the transaction when the goods are paid for, whereas in the Group's online shops, revenue is recognised when goods are delivered to customers.

Regarding the key terms of payment, the Group grants commercial customers terms of payment specific to their country and industry, though these do not usually exceed 90 days. Similarly, the agreement of advance and down payments is not uncommon for individual customer groups. The underlying contracts do not include significant financing components in either scenario.

The amount of revenue to be recognised is determined by the transaction price, i.e. the amount of consideration that Villeroy & Boch is expected to receive in exchange for the transfer of goods – less trade discounts, rebates, and customer bonuses. Unlike trade discounts and rebates, bonuses are not granted on invoices – rather, they are subsequent, performance-based repayments made to customers. As soon as it is assumed that the customer has satisfied the agreed terms for granting bonuses, this amount is deferred as a revenue deduction by way of a corresponding liability. Projections for customers bonuses deferred over a year are prepared on the basis of data specific to the customer and country (the most likely amount method). Some contracts allow customers to return products within a set period. These rights of return give rise to variable consideration, which is recognised at its expected value. Estimates of variable consideration are not limited as the uncertainty regarding the amounts to be included is only temporary because projections are constantly updated.

Furthermore, Villeroy & Boch also generates revenue from licensing its brand rights to third parties. The underlying performance obligation is fulfilled by the licensee during the term of the contract by way of production under the label of the Villeroy & Boch Group. The resulting sales-based licence income is recognised on an accrual basis in accordance with the terms of the licence agreement.

Recognition of miscellaneous income and expenses

Dividend income is recognised when a legal claim to payment arises. Interest income is deferred on the basis of the nominal amount and the effective interest method. Rental income from investment property is recognised on a straight-line basis over the term of the relevant lease. Revenue from intercompany transactions is only realised when the assets ultimately leave the Group. Operating expenses are recognised in profit or loss as incurred economically. Rental expenses from short-term leases, i.e. contracts with a term of not more than 12 months, and rental expenses from contracts for low-value assets are recognised on a straight-line basis over the agreed period.

Rental expenses on the basis of variable lease payments that were not taken into account in the measurement of the right-of-use asset are recognised in profit or loss.

Research and development costs

Research costs arise as a result of original and planned investigation undertaken in order to gain new scientific or technical knowledge or understanding. In accordance with IAS 38, they are expensed as incurred. Development costs are expenses for the technical and commercial implementation of existing theoretical knowledge. Development ends with the start of commercial production or utilisation. Costs incurred during development are capitalised if the conditions for recognition as an intangible asset are met. Due to the risks existing until market launch, these conditions are regularly not met in full.

Taxes

Income tax expense represents the total of current and deferred taxes. Current and deferred taxes are recognised in income unless they are associated with items taken

directly to equity. In these cases, the corresponding taxes are also recognised directly in equity.

Current tax expense is determined on the basis of the taxable income for the financial year. Taxable income differs from the result for the year reported in the statement of comprehensive income, as it excludes those income and expense items that are only taxable or tax-deductible in prior/subsequent periods or not at all. The current tax liabilities of the Villeroy & Boch Group are recognised on the basis of the applicable tax rates. Deferred taxes are calculated in the individual countries on the basis of the expected tax rates at the realisation date. These comply with the legislation in force or substantially enacted as at the end of the reporting period.

Rounding of amounts

Unless stated otherwise, all amounts reported in the financial statements and the notes are rounded to full millions of euro with one decimal place.

SUMMARY OF SELECTED VALUATION METHODS

Item	Measurement methods
ASSETS	
Intangible assets	
I Goodwill	(Amortised) cost (Subsequent measurement: Impairment test)
I Other acquired intangible assets	(Amortised) cost
I Internally generated intangible assets	Cost (direct costs and directly attributable overheads)
Property, plant and equipment	(Amortised) cost
Investment property	(Amortised) cost
Financial assets	
I Category: Loans and receivables	(Amortised) cost using the effective interest method
I Securities: shares, etc.	At fair value in OCI without realisation of gains or losses on disposal
I Category: Hedging instruments	At fair value in OCI (Ineffective parts: at fair value through profit or loss)
Inventories	Lower of cost or net realisable value
Trade receivables	(Amortised) cost using the effective interest method
Cash and cash equivalents	Nominal value
Non-current assets held for sale	Lower of carrying amount and fair value less costs to sell
EQUITY AND LIABILITIES	
Provisions	
Provisions for pensions	Projected unit credit method
Provisions for personnel	
I Termination benefits	Discounted settlement amount (most likely)
I Other long-term employee benefits	Projected unit credit method
Other provisions	Discounted settlement amount (most likely)
Financial liabilities	
I Other liabilities	At amortised cost through profit or loss
I Hedging instruments	At fair value in OCI (Ineffective parts: at fair value through profit or loss)
Trade payables	(Amortised) cost using the effective interest method

Management estimates and assumptions

In preparing the consolidated financial statements, assumptions and estimates were required to a certain extent that affected the reporting and the amount of the recognised assets, liabilities, income, expenses and contingent liabilities. These affect, for example, the assessment of control options for determining the basis of consolidation, impairment testing for the assets recognised in the statement of financial position, the Group-wide determination of economic lives, the assessment of the contractual term of leases, the timing of the settlement of receivables, the amount of variable purchase prices (see note 31), assessments of the risk of default and the expected loss given default, the evaluation of the utilisation of tax loss carryforwards and the recognition of provisions.

The main sources of estimate uncertainty are future measurement factors such as interest rates, assumptions of future financial performance and assumptions on the risk situation and interest rate development. The underlying assumptions and estimates are based on the information available when these consolidated financial statements were prepared. At the end of the year under review, there were no assumptions concerning the future or other major sources of estimation uncertainty at the end of the reporting period with a significant risk of requiring a material adjustment to the carrying amounts of assets and liabilities within the next financial year. These also include estimation uncertainty in conjunction with the COVID-19 crisis, which manifests, for example, in uncertainty in forecasts or the calculation of probabilities of default. In individual cases, actual values may deviate from the projected amounts. Changes are recognised as soon as better information becomes available. The carrying amounts of the affected items are presented separately in the respective notes.

2. BASIS OF CONSOLIDATION

In addition to Villeroy & Boch AG, the consolidated financial statements include all 14 (previous year: 14) German and 39 (previous year: 41) foreign subsidiaries that Villeroy & Boch AG - directly or indirectly - controls and has included in consolidation. The change in the basis of consolidation of the Villeroy & Boch Group was as follows:

VILLEROY & BOCH AG AND CONSOLIDATED COMPANIES:

	Ger- many	Abroad	Total	Total
As at 1 January 2020	14	41	55	56
Additions due to acquisition (a)	-	-	-	1
Disposals due to liquidation (b)	-	-	-	-1
Disposals due to asset sale (c)	-	-1	-1	-1
Disposals due to merger (d)	-	-1	-1	-
As at 31 December 2020	14	39	53	55

(a) Addition due to acquisition:

In the previous year, Villeroy & Boch AG acquired all shares in HoL Badshop und Service GmbH, which is an inactive shelf company.

(b) Disposal due to liquidation:

Villeroy & Boch Tableware Japan K.K. was liquidated on 15 October 2019 after its operating activities were suspended in 2018 as a result of the change in the sales model.

(c) Disposal due to sale of a Group company / sale of assets:

In the current financial year, Vilbomex S.A. de C.V., Ramos Arizpe (Mexico) and Intermat - Beteiligungs- und Vermittlungsgesellschaft mbH, Mettlach (Germany) sold all shares in Vilbomex Inmobiliaria S. de R.L. de C.V., Ramos Arizpe (Mexico) to Porcelana Corona de México, S.A. de C.V., Mexico, on 23 December 2020, effective 31 December 2020. The purchase price was set in euro and was €8.2 million. The first purchase price instalment of €1.0 million was paid on 24 December 2020. The remaining purchase price is due in four further instalments in December of the corresponding year. Based on this, the purchase price was discounted using an adequate risk-adjusted interest rate (€-0.2 million). Thus, a residual purchase price receivable of €7.0 million is reported as at 31 December 2020. The company sold had net assets in the amount of €6.5 million. This essentially comprised non-current assets (€5.7 million) and inventories (€0.7 million), resulting in a gain on deconsolidation of €1.5 million. Furthermore, write-downs on the assets sold to net asset value of €3.4 million were

recognised even before the sale. Taking into account the gain on deconsolidation and other effects in connection with changes in market cultivation, this resulted in a total net expense included in the non-operating result of € 4.7 million. Furthermore, there were write-downs on temporary deferred tax assets and tax receivables to net asset value of € 1.8 million in total prior to the disposal of our sanitary ware plant. The total impact on consolidated net profit was therefore € 6.5 million.

In the previous year, on 6 December 2019, Villeroy & Boch S.à.r.l., Luxembourg, sold all shares in the property company

Rollingergrund Premium Properties SA to a property project developer. The main asset of this company was the land on which stood the dismantled tableware plant in Luxembourg. In terms of the substance of the transaction, this direct share transaction is an indirect disposal of property assets (see note 31).

(d) Disposals due to merger:

To optimise the Group's structure, Villeroy & Boch Tableware Oy, Finland, was merged with Villeroy & Boch Gustavsberg Oy, Finland, on 1 January 2020.

Other disclosures

The primary purposes and registered offices of the individual companies of the Villeroy & Boch Group are as follows:

NUMBER OF GROUP COMPANIES

	Germany	Abroad	2020	Germany	Abroad	2019
Shareholding: 100 %						
Division						
Bathroom and Wellness	3	24	27	3	24	27
Tableware	4	20	24	4	21	25
Other business purposes	8	2	10	8	3	11
Reconciliation	-1	-9	-10	-1	-9	-10
Total	14	37	51	14	39	53
Shareholding: 50 % to 99 %						
Bathroom and Wellness	-	2	2	-	2	2
Group total	14	39	53	14	41	55

Property and operator companies for restaurants in the Villeroy & Boch Group are shown in the "Other business purposes" category. Some companies, such as Villeroy & Boch AG, operate in both divisions. Multiple entries are eliminated in the "Reconciliation" line.

Details of the subsidiaries not wholly owned in which the Villeroy & Boch Group holds significant non-controlling interests can be found in note 22. Further information on the structure of the Villeroy & Boch Group can be found under "Business model of the Group" in the management report.

Furthermore, the Villeroy & Boch consolidated financial statements include one associate accounted for using the equity method (see note 9). The most recent annual financial statements available in accordance with local law

were used as the basis for accounting using the equity method. Adjustments in accordance with IFRS were dispensed with on the grounds of materiality.

As at 31 December 2020, the Villeroy & Boch Group still recognises immaterial shares in two Group companies founded in the 2019 financial year as financial assets (see note 10(a)). These unconsolidated subsidiaries are not material to the presentation of the earnings, asset and financial situation of the Villeroy & Boch Group, either individually or cumulatively (see note 62).

The list of shareholdings in accordance with section 313(2) HGB is shown in note 62.

The Villeroy & Boch Group uses the following national options as regards the audit and disclosure of annual financial statement documents:

The Villeroy & Boch Group is exercising the exemption from the preparation, audit and disclosure of separate financial statements and possibly a separate management report provided for by section 264(3) HGB for nearly all German subsidiaries in the 2020 financial year. The formal requirements have been satisfied by the respective Group company and by Villeroy & Boch AG. The companies in question are indicated accordingly in the list of shareholdings (see note 62). The consolidated financial statements of Villeroy & Boch AG are the exempting consolidated financial statements for these companies.

An audit by an external auditor was waived in accordance with section 479A UK of the 2006 UK Companies Act for Villeroy & Boch (UK) Limited, London, entered in the commercial register of England and Wales under 00339567. The two Dutch companies Ucosan B.V., Roden, and Villeroy & Boch Tableware B.V., Oosterhout, exercise the options relating to the preparation, publication and auditing of annual financial statements in accordance with Article 2:403(1b) of the Dutch Civil Code. The accounting data of both companies, as consolidated subsidiaries, are included in the consolidated financial statements of Villeroy & Boch AG, which have been filed with the Dutch commercial register.

In accordance with section 314 of the Luxembourg Commercial Code, no consolidated financial statements or Group management report are prepared for Villeroy & Boch S.à.r.l., Faiencerie de Septfontaines-lez-Luxembourg. The accounting data of the company is included as a consolidated subsidiary in the consolidated financial statements of Villeroy & Boch AG, which have been filed with the Luxembourg commercial and companies register.

3. CONSOLIDATION PRINCIPLES

The annual financial statements of the companies included in the Villeroy & Boch Group's consolidated financial statements are prepared in accordance with uniform Group accounting principles and included in the consolidation. The end of the reporting period for the consolidated companies is the same as for Villeroy & Boch AG as the ultimate parent company. The consolidated financial statements include the transactions of those companies that are considered subsidiaries and associated companies to the Villeroy & Boch AG at the reporting date.

Subsidiaries are those companies in which the Villeroy & Boch AG can determine the relevant business activities unilaterally-

either directly or indirectly. The relevant business activities include all activities that have an essential influence on the profitability of the company. Domination is given only if the Villeroy & Boch AG can control the relevant activities of the subsidiary company, has a legal claim to variable returns on investment in the subsidiary company and can influence the amounts of dividends. In general, domination within the Villeroy & Boch Group is given when the Villeroy & Boch AG holds a direct or indirect majority of the voting rights. Potential substantial voting rights are also taken into account. Consolidation begins on the date on which control becomes possible and ends when this possibility no longer exists.

As part of capital consolidation, the acquisition costs of the subsidiaries at the acquisition date are offset against the remeasured equity interest attributable to them. Any positive differences arising are recognised as goodwill (see note 1 - Accounting policies: Intangible assets). Negative differences are recognised immediately in profit or loss after being checked again. Incidental costs of acquisition for business combinations are recognised in other operating expenses. Any hidden reserves and liabilities identified as a result of subsequent consolidation are carried forward in the same way as the corresponding assets and liabilities.

Non-controlling interests in the acquired company are measured in the amount of the corresponding share of the identifiable net assets of the acquired company and reported in equity under "Non-controlling interests" in the consolidated statement of financial position of Villeroy & Boch AG (see note 22). Transactions with non-controlling interests that do not result in a loss of control are recognised as an equity transaction. For a business acquisition achieved in stages, the acquirer's previously held equity interest in the acquiree as at the time it achieves control is remeasured in profit or loss. Subsequent adjustments of contingent purchase price components are recognised in profit or loss.

With respect to the elimination of intercompany balances, the reconciled receivables and liabilities of the companies included in consolidation are offset against each other. Revenue, income and expenses between the consolidated companies are eliminated, as are intercompany profits and losses from non-current assets and inventories. The results of subsidiaries acquired or sold in the course of the year are included in the consolidated statement of comprehensive income from the actual acquisition date or until the actual disposal date accordingly.

If any differences in tax expenses are expected to reverse in later financial years, deferred taxes are recognised for consolidation measures in profit or loss.

When including an associated company in consolidation for the first time, the differences arising from initial consolidation are treated in accordance with the principles of full consolidation.

Shares in affiliates companies of minor significance are recognised at fair value (see note 10 (a)). Changes in value are added to the reserve for miscellaneous gains and losses on remeasurement, as these are held for strategic purposes. In this financial year, the composition of the consolidated entity was examined regularly. The Villeroy & Boch AG dominates all subsidiaries up to this date. The consolidation principles applied in the previous year were retained.

4. CURRENCY TRANSLATION

On the basis of the single-entity financial statements, all transactions denominated in foreign currencies are recognised at the prevailing exchange rate at the date of their occurrence. They are measured at the closing rate as at the end of the respective reporting period. The single-entity

statements of financial position of consolidated companies prepared in foreign currencies are translated into euro in accordance with the functional currency concept. For all foreign Group companies, the functional currency is the respective national currency, as these companies perform their business activities independently from a financial, economic and organisational perspective. For practical reasons, assets and liabilities are translated at the middle rate at the end of the reporting period, while all statement of comprehensive income items are translated using average monthly rates. Differences resulting from the translation of the financial statements of foreign subsidiaries are recognised outside profit or loss (see note 21(a)). Currency effects arising from net investments in foreign Group companies are also reported in the revaluation surplus (see note 21(b)). They continue to be reported in this item of the statement of financial position even in the event of a partial repayment of the net investment. When consolidated companies leave the consolidated group, any exchange rate differences previously not affecting the net income are reversed to profit or loss.

The euro exchange rates of key currencies changed as follows during the past financial year:

CURRENCY

€1 =		Exchange rate at end of reporting period		Average exchange rate	
		2020	2019	2020	2019
Swedish krona	SEK	10.03	10.45	10.49	10.57
Chinese renminbi Yuan	CNY	8.02	7.82	7.84	7.74
US dollar	USD	1.23	1.12	1.13	1.12
Australian dollar	AUD	1.59	1.60	1.65	1.61
Thai baht	THB	36.73	33.42	35.45	34.96
Norwegian krone	NOK	10.47	9.86	10.70	9.85
Hungarian forint	HUF	363.89	330.53	350.71	325.00
Mexican peso	MXN	24.42	21.22	24.17	21.63
Romanian leu	RON	4.87	4.78	4.82	4.73

NOTES TO THE CONSOLIDATED BALANCE SHEET

5. INTANGIBLE ASSETS

Intangible assets developed as follows:

in € million	Concessions, patents, licences and similar rights	Goodwill	Total
Accumulative cost			
As at 1 Jan. 2019	22.5	40.3	62.8
Currency adjustments	–	-0.1	-0.1
Additions	2.2	–	2.2
Disposals	-1.2	–	-1.2
Reclassifications	0.6	–	0.6
As at 1 Jan. 2020	24.1	40.2	64.3
Currency adjustments	-0.2	0.2	0.0
Additions	3.1	–	3.1
Disposals	-1.2	–	-1.2
As at 31 Dec. 2020	25.8	40.4	66.2
Accumulative amortisation and impairment			
As at 1 Jan. 2019	15.1	8.8	23.9
Currency adjustments	0.1	–	0.1
Amortisation	0.9	–	0.9
Impairment losses	0.2	–	0.2
Disposals	-0.4	–	-0.4
As at 1 Jan. 2020	15.9	8.8	24.7
Amortisation	1.0	–	1.0
Impairment losses	0.7	–	0.7
Disposals	-0.4	–	-0.4
As at 31 Dec. 2020	17.2	8.8	26.0
Residual carrying amounts			
As at 31 Dec. 2020	8.6	31.6	40.2
As at 31 Dec. 2019	8.2	31.4	39.6

The asset group “Concessions, patents, licences and similar rights” essentially includes key money capitalised by subsidiaries for rented retail space worth €1.7 million (previous year: €2.4 million), capitalised software licences in the amount of €1.9 million (previous year: €1.9 million) and emission allowances of €4.5 million (previous year: €3.4 million).

Goodwill in the amount of €31.6 million (previous year: €31.4 million) was allocated to the Bathroom and Wellness Division as the relevant cash-generating unit. The key figures for the Bathroom and Wellness Division are presented in the segment report in note 53. Capitalised goodwill was tested for impairment on the basis of the calculation of value in use. To do so, the present value of future excess cash flows

from this division was determined in line with planning. The forecast cash flows were calculated taking into account the possible effects of the COVID-19 pandemic. These are discounted over the detailed planning period until 2024 using an interest rate before income tax of 5.2% p.a. (previous year: 5.8% p.a.), while subsequent cash flows are discounted using an interest rate before income tax of 4.6% p.a. (previous year: 5.2% p.a.) applying a growth rate. Moderate growth is shown by applying a growth discount of 1.0%. The present value calculated in this way was greater than the net assets of the division, so that no impairment loss was required to be recognised on this item. Management does not currently consider any change in a key measurement parameter possible that would result in a write-down.

6. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment used in operations developed as follows in the year under review:

in € million	Land and buildings	Technical equipment and machinery	Other equipment, operating and office equipment	Property, plant and equipment under construction	Total
Accumulative cost					
As at 1 Jan. 2019	196.8	345.5	93.8	27.0	664.2
Currency adjustments	0.9	1.6	0.4	0.5	3.4
Additions	1.7	7.0	4.3	16.4	29.4
Disposals	-1.4	-5.3	-6.4	-	-13.1
Reclassifications	5.8	21.3	0.7	-24.4	2.3
As at 1 Jan. 2020	203.8	370.1	92.8	19.5	686.2
Currency adjustments	-3.2	-7.5	-1.2	-0.9	-12.8
Additions	0.9	4.3	3.9	7.7	16.8
Disposals	-5.6	-14.6	-5.1	-0.1	-25.4
Reclassifications	1.8	9.2	0.9	-11.9	0.0
As at 31 Dec. 2020	197.7	361.5	91.3	14.3	664.8
Accumulative depreciation and impairment					
As at 1 Jan. 2019	123.8	280.0	77.2	-	481.0
Currency adjustments	0.3	1.2	0.3	-	1.8
Depreciation	4.8	13.2	6.6	-	24.6
Impairments	-	-	0.4	-	0.4
Disposals	-2.2	-5.3	-6.3	-	-13.8
Reclassifications	4.5	0.1	-0.3	-	4.3
As at 1 Jan. 2020	131.2	289.2	77.9	-	498.3
Currency adjustments	-1.7	-5.4	-1.0	-	-8.1
Depreciation	3.5	14.0	6.0	-	23.5
Impairments	0.1	3.6	0.2	-	3.9
Disposals	-2.2	-12.0	-5.3	-	-19.5
Reclassifications	-	-	-	-	-
As at 31 Dec. 2020	130.9	289.4	77.8	-	498.1
Residual carrying amounts					
As at 31 Dec. 2020	66.8	72.1	13.5	14.3	166.7
As at 31 Dec. 2019	72.6	80.9	14.9	19.5	187.9

We acquired property, plant and equipment worth €16.8 million (previous year: €29.4 million). At €11.6 million (previous year: €24.5 million), our investments primarily concentrated on the Bathroom and Wellness Division. We mainly invested in the modernisation of our production. The focus was on sanitary ware production, mainly in Mettlach (Germany), Saraburi (Thailand), Hódmezővásárhely (Hungary) and Valence d'Agen (France). An injection robot was installed at Roeselare (Belgium), and moulds were acquired for new wellness products in Roden (Netherlands).

We invested €5.2 million (previous year: €4.9 million) in the Tableware Division. New machinery and tools valued at €3.5 million (previous year: €1.8 million) were acquired for production at our Merzig and Torgau plants. Work to create a shuttle picking system continued at our logistics centre in Merzig. The installation of an ISO cup press began in the Torgau plant.

Facilities worth €11.9 million were completed and integrated into operational value added in the reporting period (previous year: €25.5 million). €5.3 million related

to Thailand, where there was investment in casting and glazing. The optimisation of casting and glazing processes were also invested in at the sanitary ware plant in Mettlach. The production site in Hungary uses new facilities worth €2.3 million. New casting equipment and new glazing robots accounted for the majority of this. In the previous year, new facilities were used for the first time mainly in Germany (€4.0 million), Mexico (€5.1 million) and Thailand (€3.9 million).

The disposals in the financial year of €25.4 million (previous year: €13.1 million) and the cumulative depreciation of €23.5 million (previous year: €13.8 million) predominantly result from the scrapping of assets already written down in full that can no longer be used. The disposal of the sanitary ware plant in Ramos Arizpe (Mexico) is included at €5.7 million.

A write-down on key money of €0.7 million was recognised for the shops in Bordeaux, Metz, Lille and Toulouse. Write-downs of €3.1 million were incurred in connection with the disposal of the plant in Mexico.

7. RIGHT-OF-USE ASSETS

The Villeroy & Boch Group leases (as the lessee) sales premises, warehouses, office space, other facilities and movable assets where this is the most economical means of sourcing.

Capitalised right-of-use assets developed as follows in the year under review:

in € million	Land and buildings	Other equipment, operating and office equipment	Total
Accumulative cost			
As at 1 Jan. 2019	–	–	–
Additions from initial use of IFRS 16	42.1	5.4	47.5
Additions	6.9	2.3	9.2
Disposals	–	-0.1	-0.1
Reclassifications	–	0.7	0.7
As at 1 Jan. 2020	49.0	8.3	57.3
Currency adjustments	-0.8	-0.1	-0.9
Additions	15.3	2.5	17.8
Disposals	-2.5	-0.5	-3.0
As at 31 Dec. 2020	61.0	10.2	71.2
Accumulative depreciation and impairment			
As at 1 Jan. 2019	–	–	–
Currency adjustments	0.0	0.1	0.1
Depreciation	11.2	2.6	13.8
Impairments	1.2	–	1.2
Disposals	–	-0.1	-0.1
Reclassifications	–	0.3	0.3
As at 1 Jan. 2020	12.4	2.9	15.3
Currency adjustments	-0.2	0.0	-0.2
Depreciation	12.6	3.0	15.6
Impairments	0.2	0.0	0.2
Disposals	-2.2	0.0	-2.2
Reclassifications	1.8	0.0	1.8
As at 31 Dec. 2020	24.6	5.9	30.5
Residual carrying amounts			
As at 31 Dec. 2020	36.4	4.3	40.7
As at 31 Dec. 2019	36.6	5.4	42.0

In the financial year, we capitalised new right-of-use assets worth € 17.8 million (previous year: € 9.2 million). Additions in the financial year mostly result from the renewal and extension of existing leases.

The disposals in the financial year predominantly resulted from the premature termination of contracts.

A carrying amount of € 0.4 million was reclassified from property, plant and equipment (see note 6) to this item in the previous year.

Straight-line depreciation of € 15.6 million (previous year: € 13.8 million) is based on the following useful lives of the assets as at 31 December 2020:

in € million	2020	2019
Land and buildings	1–27 years	2–27 years
Other equipment, operating and office equipment	1–7 years	2–7 years

The right-of-use assets capitalised at the inception of a lease are offset by corresponding current and non-current lease liabilities (see note 30), which are repaid by ongoing rental payments. Long-term lease liabilities accrue interest (see note 30).

The Villeroy & Boch Group exercises both options of not capitalising leases with a total term of not more than twelve months or leases for low-value assets. Expenses for leases and lease payment components not capitalised break down as follows in the 2020 financial year:

in € million	31/12/2020	31/12/2019
Expenses for variable payments for property leases	-7.9	-8.5
Expenses for short-term property leases	-1.0	-3.0
Expenses for leases of low-value assets	-1.4	-1.5
Expenses for short-term leases for movable assets	-0.6	-1.4
Expenses for variable payments for leases for movable assets	0.0	-0.1
Expenses for retrospective amendments to leases	-0.1	-
Expenses for leases not included in capitalisation	-11.0	-14.5

Expenses from variable rental payments mostly result from the rental of retail space for which the rent is wholly or partially dependent on the revenue generated on the respective space. Only the variable portion of the revenue-based rent is recognised directly in profit or loss. Contractually agreed minimum revenue-based rent is recognised as part of the cost of the respective right-of-use asset.

The Villeroy & Boch Group currently leases (as the lessor) selected free land and buildings that are capitalised as property, plant and equipment (see note 6). The significant

risks and rewards of these properties remain with Villeroy & Boch. Income of € 1.9 million (previous year: € 1.9 million) was generated from these operating leases. We expect the following future minimum lease payments from our lessees:

in € million	2020	2019 ⁽¹⁾
Due within next 12 months	0.8	0.5
Due between 13 and 24 months	0.7	0.4
Due between 25 and 36 months	0.3	0.3
Due between 37 and 48 months	0.3	0.3
Due between 49 and 60 months	0.3	0.3
Due between 61st month and end of contract	2.3	3.0
Total expected lease payments	4.7	4.8

⁽¹⁾ Correction of the previous year value according to IAS 8.14 (b)

Income of € 0.4 million was generated from subletting unused properties held under uncancelled leases (previous year: € 0.5 million). Any ancillary costs and other obligations are borne by the sublessees. The subleases end before or at the expiry date of the Group's lease on the respective property. We expect the following future minimum lease payments from our sublessees:

in € million	2020	2019 ⁽¹⁾
Due within next 12 months	0.3	0.4
Due between 13 and 24 months	0.3	0.3
Due between 25 and 36 months	0.1	0.3
Due between 37 and 48 months	0.0	0.1
Due between 49 and 60 months	0.0	0.0
Due between 61st month and end of contract	0.0	0.0
Total expected incoming payments from leases	0.7	1.1

¹⁾ Correction of previous year value according to IAS 8.14 (b)

The Villeroy & Boch Group also leases (as the lessor) selected space in investment property (see note 8).

8. INVESTMENT PROPERTY

Investment property developed as follows:

in € million	Land	Buildings	Asset not used for business purposes	
			2020	2019
Accumulative cost				
As at 1 Jan.	0.3	62.9	63.2	67.8
Additions	-	-	-	-
Transfer	-	-	-	-4,6
As at 31 Dec.	0.3	62.9	63.2	63.2
Accumulative depreciation and impairment				
As at 1 Jan.	-	56.8	56.8	60.8
Depreciation	-	0.6	0.6	0.6
Transfer	-	0.0	0.0	-4,6
As at 31 Dec.	-	57.4	57.4	56.8
Residual carrying amounts				
As at 31 Dec.	0.3	5.5	5.8	6.4

This item includes property in Saarland (Germany) and France.

Properties in Germany were reclassified to property, plant and equipment in the previous reporting year (see note 6). In line with the classification described above, the total market value of the properties reported in this item was € 12.3 million as at 31 December 2020 (previous year: € 12.5 million). These market values are categorised in level 3 of the fair value hierarchy of IFRS 13.

The Group generated the following amounts from its investment property:

in € million	31/12/2020	31/12/2019
Rental income	0.5	0.5
Property management and similar expenses	0.0	-0.1

Rent is expected to develop as follows:

in € million	31/12/2020	31/12/2019
Due within next 12 months	0.5	0.5
Due between 13 and 24 months	0.5	0.4
Due between 25 and 36 months	0.5	0.4
Due between 37 and 48 months	0.5	0.4
Due between 49 and 60 months	0.5	0.4
Due between 61st month and end of contract	5.5	4.5
Total expected lease payments	8.0	6.6

Future rents rise in line with the trend in the consumer price index applicable at the time. The tenants usually bear all maintenance expenses.

9. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Since the 2020 financial year, the Villeroy & Boch Group accounts for just one company using the equity method in accordance with IAS 28.

Villeroy & Boch AG sold its shares in Villeroy & Boch Lifestyle India Private Limited, India, effective 5 October 2020. The purpose of the company was the sale of tableware products in India. The purchase price and the result from the disposal of this equity investment were immaterial to these consolidated financial statements.

The unlisted company still recognised, which is domiciled in Germany and to which section 313(3) HGB applies, is not allocated to any division.

10. OTHER FINANCIAL ASSETS

Other financial assets include:

in € million	31/12/2020	31/12/2019
Shares in non-consolidated affiliated companies (a)	0.7	0.7
Equity investments (b)	2.1	2.1
Loans (c)	2.4	2.4
Securitized (d)	12.2	12.3
Total	17.4	17.5

- (a) This item contains the shares in Villeroy & Boch Innovations GmbH, Mettlach (see note 2). Business relationships with this company are presented in note 57.
- (b) A 2.29% holding in the share capital of V & B Fliesen GmbH, Merzig, with a carrying amount of € 2.1 million (previous year: € 2.1 million) is reported under equity investments.
- (c) In connection with the gradual sale of the plant property in Gustavsberg, Sweden, a loan receivable was granted to Porcelainsfabriksstaden AB, Gustavsberg, Sweden, a company of the IKANO Bostad Group, in 2013. The loan, which is denominated in Swedish krona, has an equivalent value of € 0.5 million (previous year: € 0.5 million) and a remaining term of one year. A repayment of € 1.6 million was made in December 2019. The final repayment of around € 0.5 million is expected in December 2021. A bank guarantee from Svenska Handelsbanken AB (publ), Stockholm, Sweden, and transferred ownership rights to material assets serve as collateral for the loan.

In addition, loans to third parties essentially include mandatory government loans from France.

Loans to third parties mature as follows:

in € million	2020	2019
Gross carrying amount as at 31 Dec.	2.4	2.4
Of which: Neither impaired nor past due as at end of reporting period	2.4	2.4
┆ Due within one year	0.8	0.1
┆ Due in two to five years	0.3	1.0
┆ Due in more than five years	1.3	1.3

- (d) Listed bonds, equities and investment funds are recognised as securities at their current market value, not affecting net income. Changes in value are recognised in equity in the revaluation surplus (see note 21(f)) and reclassified to retained earnings on disposal of the respective security. The investments break down as follows:

in € million	31/12/2020	31/12/2019
Special assets provided by the ordinary shareholders	1.4	1.5
Other free assets	10.8	10.8
Total	12.2	12.3

On the occasion of the 100-year anniversary of the Mettlach mosaic factory on 17 January 1970, the ordinary shareholders provided a fund intended to pay for the professional education and training of employees of the Villeroy & Boch Group and their families, the promotion of research and science and for the Investor Relations and Corporate Governance of the Villeroy & Boch Group. The capital is invested to achieve an optimal return. These items are assigned to level 1 in the fair value hierarchy of IFRS 13.

11. DEFERRED TAX ASSETS AND LIABILITIES

The following deferred taxes are reported in the statement of financial position:

in € million	31/12/2020	31/12/2019
Deferred tax assets from temporary differences	27.1	30.1
Deferred tax assets from tax loss carryforwards	8.8	7.7
Deferred tax assets	35.9	37.8
Deferred tax liabilities	3.8	3.2

Deferred tax assets from tax loss carryforwards amounted to € 8.8 million (previous year: € 7.7 million) and relate to loss carryforwards at German and foreign Group companies. Deferred taxes from temporary differences are due to different carrying amounts in the consolidated statement of financial position and the tax base in the following items:

in € million	Notes	Deferred tax assets		Deferred tax liabilities	
		31/12/2020	31/12/2019	31/12/2020	31/12/2019
Intangible assets	5	0.1	0.1	1.0	1.7
Property, plant and equipment	6	0.1	0.9	2.2	2.8
Rights of use	7	0.0	0.0	5.9	6.9
Financial assets	10	0.2	0.3	0.1	0.2
Inventories	12	0.0	0.0	3.0	2.4
Other assets	14	0.5	0.1	0.4	0.1
Special tax items		0.0	0.0	4.9	4.2
Provisions for pensions	26	35.6	33.6	8.6	6.6
Other provisions	28	5.8	7.9	0.1	0.0
Lease liabilities	30	5.9	7.1	0.0	0.0
Other liabilities		2.0	1.8	0.7	0.0
Subtotal		50.2	51.8	26.9	24.9
Offsetting of deferred tax assets/liabilities		-23.1	-21.7	-23.1	-21.7
Deferred taxes from temporary differences		27.1	30.1	3.8	3.2

The €-3.0 million change in deferred tax assets from temporary differences to € 27.1 million (previous year: € 30.1 million) is essentially attributable to the increase in deferred taxes on provisions for pensions of € 1.3 million (see note 30).

Deferred tax assets are recognised only to the extent that it is probable that the corresponding tax benefit will be recovered. In addition to the past results of operations and the respective business expectations for the foreseeable future,

the assessment of probability also takes into account the tax loss carryforwards subject to restrictions on offsetting.

Deferred tax assets not likely to be recovered decreased from € 25.8 million to € 21.2 million in the current financial year. A reversal of the difference was therefore recognised in profit or loss.

As at the end of the financial year, the company reported tax loss carryforwards subject to restrictions on offsetting of € 70.8 million (previous year: € 80.6 million).

12. INVENTORIES

Inventories were composed as follows as at the end of the reporting period:

in € million	31/12/2020	31/12/2019
Raw materials and supplies	25.3	24.9
Work in progress	15.6	20.9
Finished goods and goods for resale	122.2	130.2
Advance payments	-	0.4
Carrying amount	163.1	176.4

Inventories were broken down between the individual divisions as follows:

in € million	31/12/2020	31/12/2019
Bathroom and Wellness	104.5	114.0
Tableware	58.6	62.4
Total	163.1	176.4

The significant reduction in inventories in the Bathroom and Wellness Division by € 9.5 million to € 104.5 million is due mainly to the reduction of large ceramic parts following the scaling back and closure of plants due to the COVID-19 pandemic and the sale of the sanitary ware plant in Ramos Arizpe (Mexico). Currency effects and the additional write-down for items difficult to sell also had an impact.

A valuation allowance of € 26.2 million was recognized for inventory risks arising from the storage period or reduced usability. In the financial year, the write-downs on inventories increased by € 5.1 million.

13. TRADE RECEIVABLES

Trade receivables are carried at their transaction price less expected losses over the agreed payment period on first-time recognition. Villeroy & Boch grants its customers country- and industry-specific payment terms. The geographical allocation of these receivables by customer domicile was as follows:

in € million	31/12/2020	31/12/2019
Germany	22.5	25.3
Rest of euro zone	25.9	28.8
Rest of world	72.7	93.2
Gross carrying amount	121.1	147.3
Write-down due to expected losses (level 1)	-0.7	-0.5
Write-down due to objective indications (level 2)	-4.6	-3.7
Write-downs	-5.3	-4.2
Receivables from affiliated, non-consolidated companies	0.0	0.1
Total trade receivables	115.8	143.2

€ 81.2 million (previous year: € 104.0 million) of trade receivables from third parties relate to the Bathroom and Wellness Division and € 34.6 million (previous year: € 39.1 million) to the Tableware Division. Receivables from affiliated, unconsolidated companies amount to € 0.0 million (previous year: € 0.1 million) (see note 57).

Impairment losses are recognised using a two-stage approach as the individual receivables are mainly short-term and therefore do not contain significant financing components. The risk of default on un-impaired receivables is essentially covered by insurance.

In the first stage, the loss expected by the agreed payment date is recognised as an impairment loss. Uninsured receivables are managed by using limits based on insurance classification and an internal rating. Expected losses are calculated primarily on the basis of external and internal customer ratings and the associated historic probabilities of default.

An additional impairment loss is recognised if there are objective indications that a customer may default on a receivable (stage 2). The loss allowances to be recognised are calculated in the amount of the expected losses over the total remaining term. The following matrix is used to determine the expected credit losses. This is based on observed past loss rates, supplemented by future-oriented estimates.

The receivables were composed as follows:

in € million	2020		2019	
	Gross	Write-downs	Gross	Write-downs
Items neither impaired not past due	95.9	–	106.8	–
Not impaired but past due	10.9	–	23.5	–
Impaired but not past due ¹⁾	7.7	-0.4	13.4	-0.5
Impaired and past due	6.6	-4.9	3.7	-3.7
Customer in default for 90 days or less	0.7	-0.3	0.8	-0.8
Customer in default between 91 and 360 days	2.3	-1.4	1.8	-1.8
Customer in default for 361 days or more	3.5	-3.2	1.1	-1.1
Total gross amount	121.1	-5.3	147.4	-4.2
Write-downs	-5.3	–	-4.2	–
Net carrying amount	115.8	–	143.2	–

¹⁾ Receivables not covered by credit insurance

There is trade credit insurance for trade receivables. This covers most of the Villeroy & Boch Group's receivables. The cover note or recoverable collateral are limited by limits defined for customers or customer groups. The risk on uninsured receivables that are not individually impaired is taken into account by a general flat-rate-write-down derived from past data and experience. These receivables declined by €5.7 million from €13.4 million to €7.7 million in the reporting year. If there were objective indications of a possible default as a result, in the second step an additional impairment loss was recognised, and the receivable was reported as impaired and past due.

Impairment developed as follows in the two stages:

Write-downs account for 4.4% of the total amount of trade payables (previous year: 2.8%). There are no significant concentrations of default risks within the Group as such risks are distributed across a large number of customers. The risk of a potential increase in insolvency rates due to the current COVID-19 situation was taken into account in step 1 impairment. Furthermore, the assessment of the effects of current economic conditions and the forecast direction of developments as at the end of the reporting period did not cause an increase in the expected loss rates for trade receivables as against the previous year.

in € million	2020			2019		
	Level 1	Level 2	Total	Level 1	Level 2	Total
As at 1 Jan.	0.5	3.7	4.2	0.5	2.5	3.0
Additions	0.3	2.2	2.5	0.5	1.9	2.4
Currency adjustments	0.0	-0.4	-0.4	-0.3	0.1	-0.2
Utilisation	0.0	-0.5	-0.5	-0.2	-0.3	-0.5
Reversals	-0.1	-0.4	-0.5	0.0	-0.5	-0.5
As at 31 Dec.	0.7	4.6	5.3	0.5	3.7	4.2

14. OTHER NON-CURRENT AND CURRENT ASSETS

Other assets are composed as follows:

in € million	Carrying amount			Carrying amount		
	31/12/2020	Less than 1 year	More than 1 year	31/12/2019	Less than 1 year	More than 1 year
Advance payments and deposits	2.8	1.1	1.7	4.1	2.2	1.9
Fair values of hedging instruments	1.9	1.4	0.5	0.7	0.6	0.1
Contract assets	1.2	1.2	–	1.3	1.3	–
Miscellaneous other assets	14.0	14.0	–	8.6	8.6	–
Total financial instruments*	19.9	17.7	2.2	14.7	12.7	2.0
Other tax receivables	5.7	5.7	–	6.2	6.2	–
Prepaid expenses	1.7	1.7	–	1.8	1.8	–
Total other assets	27.3	25.1	2.2	22.7	20.7	2.0

* Financial instruments are described in note 54.

As at the end of the reporting period, the Group's hedging instruments comprised currency futures (€0.9 million; previous year: €0.6 million) and brass swaps (€1.0 million; previous year: €0.1 million).

Capitalised security deposits in the amount of €1.9 million (previous year: €1.9 million) were provided to the respective lessors in cash. The fair value of these deposits is equal to their carrying amounts.

Contract assets comprise licence claims included but not yet invoiced of €1.2 million (previous year €1.3 million). €1.2 million of the assets recognised as at the end of the previous year (previous year: €1.6 million) were invoiced to licensees in the 2020 financial year and new claims of €1.2 million (previous year €1.6 million) were recognised.

Claims of €0.1 million (previous year: none) recognised as at 31 December of the previous year were reversed through profit or loss.

“Miscellaneous other assets” include receivables from the sale of the non-current assets of the plant in Mexico, receivables from the French government from the “crédit d'impôt pour la compétitivité et l'emploi”, receivables from various states under government subsidy programmes for short-time work employment caused by the COVID-19 pandemic, receivables from other investees, rent receivables, creditors with debit balances and a number of individual items. In total, government grants of €5.8 million were received in connection with the COVID-19 pandemic in the 2020 financial year. These are essentially recognised in staff costs and in other operating income.

Other tax receivables in the amount of €5.7 million (previous year: €6.2 million) primarily include VAT credit of €3.1 million (previous year: €4.4 million).

Prepaid expenses mainly include rent payments and insurance premiums.

In cases of doubt regarding the collectability of receivables, write-downs were recognised and offset directly against the carrying amounts by the persons responsible for the respective portfolios. Loss allowances for current assets are recognised using the simplified, two-stage approach. As in the previous year, there were no past due receivables in this item as at 31 December 2020. There are no significant concentrations of default risks within the Group as such risks are distributed across a large number of contractual partners.

15. INCOME TAX RECEIVABLES

The income tax receivables of €2.0 million (previous year: €5.3 million) primarily include outstanding corporate income tax assets. €1.1 million (previous year: €0.9 million) of this figure relates to foreign group companies.

16. CASH AND CASH EQUIVALENTS

Cash and cash equivalents were composed as follows as at the end of the reporting period:

in € million	31/12/2020	31/12/2019
Cash on hand incl. cheques	0.3	0.4
Current bank balances	95.8	53.9
Cash equivalents	201.7	156.0
Total cash and cash equivalents	297.8	210.3

Cash is held solely in the short term and at banks of good credit standing that are predominantly members of a deposit protection system (see note 54). Accordingly, we do not anticipate any de-faults within the next twelve months. We continually observe the creditworthiness of our banking partners in order to counteract any significant increase in default risk.

17. ISSUED CAPITAL

The issued capital of Villeroy & Boch AG as at the end of the reporting period was unchanged at €71.9 million and is divided into 14,044,800 fully paid-up ordinary shares and 14,044,800 fully paid-up non-voting preference shares. Both share classes have an equal interest in the share capital.

The holders of non-voting preference shares receive a dividend from the annual unappropriated sur-plus that is €0.05 per share higher than the dividend paid to holders of ordinary shares, or a minimum preferred dividend of €0.13 per preference share. If the unappropriated surplus in a given financial year is insufficient to cover the payment of this preferred dividend, any amount still out-standing shall be paid from the unappropriated surplus of subsequent financial years, with priority given to the oldest amounts outstanding. The preference dividend for the current financial year is only paid when all amounts outstanding are satisfied. This right to subsequent payment forms part of the profit entitlement for the respective financial year from which the outstanding dividend on preference shares is granted. Each ordinary share grants one vote.

The numbers of different shares outstanding were as follows:

Number of shares	2020	2019
Ordinary shares		
Ordinary shares outstanding – unchanged –	14,044,800	14,044,800
Preference shares		
Ordinary shares issued – unchanged –	14,044,800	14,044,800
Treasury shares, as at 31 December – unchanged –	1,683,029	1,683,029
Shares outstanding	12,361,771	12,361,771

A resolution of the General Meeting of Shareholders on 23 March 2018 authorised the Management Board of Villeroy & Boch AG to acquire ordinary treasury shares and/or preference treasury shares in accordance with the following rules:

- a) Until 22 March 2023 inclusively, the Management Board is authorised to acquire ordinary or preference shares of the company up to an amount of ten percent of the share capital of the company at the time this authorisation becomes effective or, if lower, ten percent of the share capital of the company at the time this authorisation is exercised. The authorisation to acquire treasury shares granted to the company by the General Meeting of Shareholders on 22 March 2013 will be revoked after the new authorisation takes effect, to the extent that it has not yet been utilised. The shares acquired on the basis of this authorisation together with other treasury shares already acquired by the company and still owned or attributable to it in accordance with sections 71a et seq. of the German Stock Corporation Act (AktG) must not account for more than 10 % of the share capital. The acquisition can be restricted to the shares of just one class.

At the discretion of the Management Board, preference treasury shares can be acquired either on the stock exchange (1) or on the basis of a public offer to all preference shareholders or on the basis of an invitation to all preference shareholders to submit offers to sell in accordance with the principle of equal treatment (2). At the discretion of the Management Board, ordinary treasury shares can be acquired either on the basis of a public offer to all ordinary shareholders or on the basis of an invitation to all ordinary shareholders to submit offers to sell in accordance

with the principle of equal treatment (2) or from individual ordinary shareholders by disapplying the put options of the other ordinary shareholders (3).

(1) If acquired on the stock exchange, the consideration paid per preference treasury share by the company (not including additional costs of acquisition) must be within 10% of the average closing prices for the company's shares on the Xetra trading system (or a similar successor system) on the Frankfurt stock exchange for the last five trading days before the acquisition date.

(2) If preference/ordinary treasury shares are acquired on the basis of a public purchase offer to all shareholders of a particular class or a public invitation to submit offers to sell

|| in the event of a public purchase offer to all preference/ordinary shareholders, the purchase price offered per share (not including additional costs of acquisition), or

|| in the event of a public invitation to all preference/ordinary shareholders to submit offers to sell, the thresholds of the price range stipulated by the company (not including additional costs of acquisition)

must be within 20% of the average closing prices for the company's preference treasury shares on the Xetra trading system (or a similar successor system) on the Frankfurt stock exchange for the last five trading days before the day on which the public purchase offer or the public invitation to submit offers to sell is publicly announced.

If the relevant share price deviates substantially following the publication of a public purchase offer for all preference/ordinary shareholders or the public invitation to all preference/ordinary shareholders to submit offers to sell, the purchase offer or the invitation to submit offers to sell can be adjusted.

In the event of this, the average closing prices for the company's shares on the Xetra trading system (or a similar successor system) on the Frankfurt stock exchange on the third, fourth and fifth trading day before the day of the announcement of the adjustment is taken as a basis.

The volume of the purchase offer or the invitation to submit offers to sell can be limited. If, in the case of a public purchase offer or a public invitation to submit offers to sell, the volume of the preference/ordinary treasury shares tendered exceeds the planned buyback volume, the acquisition can be conducted in the ratio of the issued or offered preference/ordinary treasury shares; the right of preference/ordinary shareholders to tender their preference/ordinary treasury shares in proportion to their ownership interests is excluded in this respect.

Preferential treatment of smaller amounts of up to 100 preference/ordinary treasury shares per preference/ordinary shareholder and commercial rounding to avoid notional fractions of shares can be provided for. Any further put options of preference/ordinary shareholders are therefore precluded.

The public offer to all preference/ordinary shareholders or the invitation to all preference/ordinary shareholders to submit offers to sell can provide for further conditions.

(3) If ordinary treasury shares are acquired from individual shareholders by disapplying the put options of the other ordinary shareholders, the purchase price must not be more than 5% higher than the closing prices for the company's preference treasury shares on the Xetra trading system (or a similar successor system) on the Frankfurt stock exchange on the day before the acquisition offer. Acquisition at a price below the relevant price as defined above is possible.

b) The Management Board is authorised to use the shares acquired on the basis of the above authorisation under a) or one or more prior authorisations for all legally permitted purposes. The treasury shares can be sold on the stock market or on the basis of an offer to all shareholders, in accordance with the principle of equal treatment, and used for the following purposes in particular:

(1) The preference treasury shares can be sold in a way other than on the stock market or on the basis of an offer to all shareholders if the cash purchase price to be paid is not significantly less than shares already listed on the stock market with essentially the same features. The price is not significantly less if the

purchase price is not more than 5% less than the average closing prices for the company's preference treasury shares on the Xetra trading system (or a similar successor system) for the last five trading days before disposal. The number of preference treasury shares sold in this way, together with the number of other shares sold or issued from authorised capital during the term of this authorisation with pre-emption rights disapplied in accordance with section 186(3) sentence 4 AktG, and the number of shares that can arise as a result of exercising options or convertible rights or fulfilling the conversion obligations of options or convertible bonds issued during the term of this authorisation with pre-emption rights disapplied in accordance with section 186(3) sentence 4 AktG must not exceed 10% of the share capital, neither at the time of this authorisation becoming effective nor being exercised.

- (2) The treasury preference or ordinary shares can be issued against non-cash consideration, particularly in connection with the acquisition of companies, shares in companies or interests in them and mergers of companies, as well as for the purpose of acquiring other assets including rights and receivables.
 - (3) The preference or ordinary treasury shares can be redeemed without the redemption or its execution requiring a further resolution of the General Meeting of Shareholders. They can also be redeemed by way of simplified procedure without a capital reduction by adjusting the notional pro rata amount of share capital of the company attributable to the other shares. If redeemed by way of simplified procedure, the Management Board is authorised to adjust the number of shares in the Articles of Association. Ordinary treasury shares can only be redeemed without the simultaneous redemption of at least a corresponding number of preference treasury shares if the pro rata amount of share capital of the total preference treasury shares outstanding does not exceed half of the share capital as a result.
 - (4) The preference treasury shares can be distributed to shareholders as a distribution in kind in addition to or instead of cash distribution.
- c) All the above authorisations can be utilised individually or collectively, on one or several occasions, in full or in part, in pursuit of one or more purposes. The authorisations under a) and b), items (1) and (2) can also be utilised by dependent companies or companies majority owned by Villeroy & Boch AG or by third parties acting on their behalf or on behalf of Villeroy & Boch AG. The above authorisations cannot be utilised for the purposes of trading in treasury shares (section 71(1) no. 8 sentence 2 AktG).
 - d) The Management Board can exercise the above authorisations under a) to c) only with the approval of the Supervisory Board.
 - e) The preemption rights of shareholders to treasury shares acquired on the basis of the authorisation in accordance with a) above or one or more prior authorisations are disapplied if they are utilised in accordance with the above authorisations under b), items (1) and/or (2). Shareholders also have no pre-emption rights if the treasury shares acquired are sold on the stock market in accordance with b). In the event of a disposal of the treasury shares acquired by way of an offer to all shareholders as per b), the Management Board is authorised to disapply the pre-emption rights of the holders of shares of once class to shares of the respective other class, if the respective offer price is not more than 5% less than the average closing prices for the company's preference treasury shares on the Xetra trading system (or a similar successor system) on the last five trading days before the offer is announced. If the treasury shares acquired are sold by way of an offer to all shareholders or a distribution in kind in accordance with b) (4), the Management Board is authorised to disapply the pre-emption rights of shareholders for fractional amounts.

18. CAPITAL RESERVES

The capital reserves are unchanged at € 193.6 million.

19. TREASURY SHARES

As in the previous year, the cost for the 1,683,029 preference treasury shares was € 15.0 million. Under IAS 32.33, the total cost of these shares reduces equity. All transactions were performed on the stock market on the basis of the applicable

resolutions of the General Meeting of Shareholders and with the approval of the Supervisory Board. There were no share transactions with related parties. Treasury shares are not entitled to dividends. The utilisation of the preference shares held is restricted by the resolutions adopted.

20. RETAINED EARNINGS

The retained earnings of the Villeroy & Boch Group in the amount of € 104.0 million (previous year: € 95.2 million) contain the retained earnings of Villeroy & Boch AG and the proportionate results generated by consolidated subsidiaries since becoming part of the Group.

in € million	2020	2019
As at 1 Jan.	95.2	31.1
Consolidated earnings attributable to Villeroy & Boch AG shareholders	22.6	79.2
Dividend distribution	-13.8	-15.1
As at 31 Dec.	104.0	95.2

21. REVALUATION SURPLUS

The revaluation surplus comprises the reserves of “Other comprehensive income”:

in € million	2020	2019	Change
Items to be reclassified to profit or loss:			
▮ Currency translation of financial statements of foreign group companies (a)	-6.9	-11.4	4.5
▮ Currency translation of long-term loans classified as net investments in foreign group companies (b)	-9.2	-4.4	-4.8
▮ Cash flow hedges (c)	-1.5	-0.6	-0.9
▮ Deferred tax effect on items to be reclassified to profit or loss (d)	-7.4	-5.5	-1.9
Items not to be reclassified to profit or loss:			
▮ Actuarial gains and losses on defined benefit obligations (e)	-117.0	-107.9	-9.1
▮ Other valuation results (f)	0.3	0.2	0.1
▮ Deferred tax effect on items not to be reclassified to profit or loss (g)	34.1	31.5	2.6
As at 31 December	-107.6	-98.1	-9.5

(a) Reserve for currency translation of financial statements of foreign group companies

Results of group companies that report in foreign currency are translated into euro in accordance with the functional currency concept (see note 4). The translation of these financial statements resulted in a net effect of € + 4.5 million in the 2020 financial year (previous year: € -6.4million).

(b) Reserve for currency translation of long-term loans classified as net investments in foreign group companies

Within the Villeroy & Boch Group there are loans that finance a net investment in a foreign operation. Loans in foreign currency are measured using the respective closing rate at the end of the reporting period. Currency effects from

loans classified as a net investment are therefore reported in this revaluation surplus. This net change in equity in the period under review amounted to €-4.8 million (previous year: €2.1 million).

(c) Reserve for cash flow hedges

The Villeroy & Boch Group uses financial derivatives to reduce the risks of planned operating currency and brass transactions (see note 54). These hedges are reported at fair value in the statement of financial position as other assets (see note 14) or other liabilities (see note 31). Changes in fair value amounted to €-1.3 million in the period under review (previous year: €-0.8 million). Cumulative prior-period changes in value in the amount of €0.4 million (previous year: €-2.3 million) were reclassified to profit or loss in the year under review as the hedged item was also recognised in profit or loss at the same time. The net change in equity in the period under review amounted to €0.9 million (previous year: €-3.1 million).

(d) Reserve for deferred tax effect on items to be reclassified to profit or loss

As at the end of the reporting period this reserve also includes the deferred tax on the recognised cash flow hedge reserve. This developed as follows:

in € million	2020	2019
As at 1 January	-5.5	-4.6
Additions	-2.2	-1.1
Disposals	0.3	0.2
As at 31 December	-7.4	-5.5

On settlement of the respective hedging instrument the deferred taxes recognised in this reserve will be reclassified to profit or loss.

(e) Reserve for actuarial gains and losses on defined benefit plans

The reserve for actuarial gains and losses on defined benefit plans (see note 26) arises on the re-measurement of benefit obligations as a result of the modification at the end of the reporting period of actuarial parameters, such as the discount rate, the benefit period or the long-term salary trend. In the reporting period, this item changed by €-9.1 million from €-107.9 million to €-117.0 million (see note 26).

(f) Reserve for miscellaneous gains and losses on measurement

This reserve comprises:

in € million	2020	2019	Change
Valuation results on securities	0.1	0.2	-0.1
Valuation results on long-term obligations to employees	0.2	0.0	0.2
As at 31 December	0.3	0.2	0.1

The Villeroy & Boch Group recognises listed securities (see note 10 c). These financial instruments are measured at their respective fair value. The fair value is the market price and is assigned to the first level of the fair value hierarchy. Changes in value during the holding period are recognised in the revaluation surplus in equity. Gains and losses reported in this item by the time of derecognition remain in the reserves. In the reporting period, this item changed by €-0.1 million from €0.2 million to €0.1 million (see note 10).

Provisions for personnel (see note 27) include long-term obligations to employees of Villeroy & Boch (Thailand) Co. Ltd. that are recognised in the amount of the actuarial present values. Actuarial gains and losses, such as those arising from the change in the discounting factor or assumed mortality rates, are recognised in this item. In the reporting period, this item changed by €0.2 million from €0.0 million to €0.2 million.

(g) Reserve for deferred tax effect on items not to be reclassified to profit or loss

As at the end of the reporting period, this reserve exclusively contained the deferred tax on the reserve for actuarial gains and losses on defined benefit plans. This resulted in a change in net equity in the financial year of €1.2 million (previous year: €5.6 million).

22. EQUITY ATTRIBUTABLE TO MINORITY INTERESTS

Non-controlling interests in equity amounted to € 4.8 million (previous year: € 4.6 million). As in the previous year, there are non-controlling interests in two Group companies (see note 62).

Combined, these Group companies are as follows as at the end of the reporting period:

in € million	Argent Australia Pty. Ltd., Australia	Mondial S.A., Romania	Total 2020	Total 2019
Percentage of minority interests	54.6%	0.5%		
Non-current assets	5.9	11.3		
Current assets	13.3	16.7		
Non-current liabilities	-5.9	-1.3		
Current liabilities	-4.6	-6.6		
Net assets	8.8	20.1		
Net assets of minority interests	4.8	0.0	4.8	4.6
Revenue	19.1	42.1		
Result	0.5	3.1		
Thereof attributable to minority interests	0.3	0.0	0.3	0.2
Total of comprehensive income	0.0	3.1		
Thereof attributable to minority interests	0.0	0.0	0.0	0.0
Dividend payment to minority interests	-0.5	-	-0.5	-0.5

This combined financial information contains transactions with other companies of the Villeroy & Boch Group that were eliminated in consolidation, such as liabilities for purchased goods and unearned intercompany profits. Our principles of consolidation are described in note 3.

0.50 € per ordinary share
0.55 € per preference share

The proposal for the appropriation of profits is for a dividend of:

Ordinary share: 7.0 million €
Preference share: 7.7 million €
14.7 million €

23. DISTRIBUTABLE AMOUNTS AND DIVIDENDS

The information presented here relates to the appropriation of the retained earnings of Villeroy & Boch AG calculated in accordance with German commercial law.

The net loss of Villeroy & Boch AG for 2020 amounted to € 28.1 million. Taking into account the profit carryforward of € 42.9 million, the unappropriated surplus amounts to € 14.7 million.

At the next General Meeting of Shareholders on 26 March 2021, the Management Board of Villeroy & Boch AG will propose that the unappropriated surplus be used to distribute a dividend as follows:

If the company still holds treasury shares at the time of the resolution on the appropriation of profits, the dividend payment for the preferred capital will be reduced by the amount attributable to the treasury shares. The amount attributable to treasury shares is to be carried forward to new account.

The dividend shown in the table below was paid to the bearers of Villeroy & Boch shares in previous years:

Eligible share class	13/07/2020 and 04/11/2020		03/04/2019	
	Dividend per unit in €	Total dividend in € million	Dividend per unit in €	Total dividend in € million
Ordinary shares	0.50	7.0	0.55	7.7
Preference shares	0.55	6.8	0.60	7.4
		13.8		15.1

24. CAPITAL MANAGEMENT

The primary goals of central capital management in the Villeroy & Boch Group are ensuring liquidity and access to the capital markets at all times. This provides the Group with freedom of action and sustainably increases its enterprise value.

The Villeroy & Boch Group's non-current sources of finance consist of:

in € million	31/12/2020	31/12/2019
Equity	251.7	252.2
Provisions for pensions (note 26)	193.0	189.9
Financial liabilities (note 29)	105.0	70.0
Non-current sources of finance	549.7	512.1

25. VOTING RIGHT NOTIFICATIONS

In accordance with section 160(1) no. 8 of the German Stock Corporation Act (AktG), the published content of disclosures on holdings in Villeroy & Boch AG reported in accordance with section 20(1) or (4) AktG or in accordance with section 33(1) or (2) of the German Securities Trading Act (WpHG) (sections 21 et seq. WpHG of the version applicable prior to 3 January 2018) must be disclosed.

The content of disclosures in accordance with sections 33 et seq. WpHG (sections 21 et seq. WpHG of the version applicable prior to 3 January 2018) as at the time of going to press is shown below.

(1) On 11 November 2016, *Ms. Thalea von Boch-Reichel, Germany*, informed us in accordance with section 21(1) WpHG that her share of the voting rights in Villeroy & Boch AG exceeded the threshold of 3% on 9 November 2016 and amounted to 3.16% (444,020 voting rights) at this date.

(2) On 11 November 2016, *Ms. Alida-Kirsten von Boch-Galhau, Germany*, informed us in accordance with section 21(1) WpHG that her share of the voting rights in Villeroy & Boch AG exceeded the threshold of 3% on 9 November 2016 and amounted to 3.16% (444,020 voting rights) at this date.

(3) *Villeroy and Boch Saarufer GmbH, Mettlach, Germany*, informed us in accordance with section 41(4) f WpHG on 15 January 2016:

Since 26 November 2015, Villeroy & Boch Saarufer GmbH, Mettlach, Germany, has held instruments in accordance with section 25a(1) no. 2 WpHG that could theoretically enable it to purchase voting shares of Villeroy & Boch AG under certain conditions (purchase option). This relates to a share of the voting rights of 98.73% or 13,866,852 voting rights, meaning that the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% could theoretically be exceeded. There are not currently any voting rights due to instruments in accordance with section 25 WpHG or any voting rights in accordance with sections 21, 22 WpHG.

(4) On 13 June 2014, *Baroness Ghislaine de Schorlemer, Luxembourg*, informed us in accordance with section 21(1) of the German Securities Trading Act (WpHG) that her share of the voting rights in Villeroy & Boch AG exceeded the thresholds of 3% and 5% on 27 February 2014 as a result of inheritance (testator: Baron Antoine de Schorlemer) and amounted to 5.92% (831,575 voting rights) at this date. On 13 June 2014, Baroness Ghislaine de Schorlemer, Luxembourg, further informed us in accordance with section 21(1) WpHG that her share of the voting rights in Villeroy & Boch AG returned to below the thresholds of 3% and 5% on 28 March 2014 and has amounted to 0% since this date.

(5) On 13 June 2014, *Mr. Christophe de Schorlemer, Luxembourg*, informed us in accordance with section 21(1) WpHG that his share of the voting rights in Villeroy & Boch AG exceeded the threshold of 3% on 28 March 2014 and amounted to 3.16% (444,307 voting rights) at this date.

(6) On 13 June 2014, *Ms. Gabrielle de Schorlemer-de Theux, Luxembourg*, informed us in accordance with section 21(1) WpHG that her share of the voting rights in Villeroy & Boch AG exceeded the threshold of 3% on 28 March 2014 and amounted to 3.16% (444,308 voting rights) at this date.

(7) On 11 June 2014, *Ms. Caroline de Schorlemer-d'Huart, Belgium*, informed us in accordance with section 21(1) WpHG that her share of the voting rights in Villeroy & Boch AG exceeded the threshold of 3% on 28 March 2014 and amounted to 3.16% (444,308 voting rights) at this date.

(8) Since 20 February 2013, *Villeroy and Boch Saarufer GmbH, Mettlach, Germany*, has held financial instruments or other instruments in accordance with section 25a WpHG that could theoretically enable it to purchase voting shares of Villeroy & Boch AG under certain conditions (purchase option). This relates to a share of the voting rights of 98.73% or 13,866,852 voting rights, meaning that the thresholds of 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75% could theoretically be exceeded. There are not currently any voting rights due to financial or other instruments in accordance with section 25 WpHG or any voting rights in accordance with sections 21, 22 WpHG.

(9) On 14 February 2011, *Mr. Luitwin-Gisbert von Boch-Galhau, Germany*, notified us in accordance with section 21(2) WpHG that his share of the voting rights in Villeroy & Boch AG exceeded the threshold of 15% on 17 November 2010 and amounted to 17.74% (2,491,132 voting rights) as at this date. 13.94% of this (1,957,696 voting rights) is attributable to him in accordance with section 22(1) sentence 1 no. 4 WpHG, 1.10% of which (154,000 voting rights) also in accordance with section 22(1) sentence 1 no. 6 WpHG. A further 3.37% (472,726

voting rights) is attributable to him in accordance with section 22(1) sentence 1 no. 6 WpHG. Of the following shareholders, 3% or more of the voting rights are attributable to him in each case:

■ Luitwin Michel von Boch-Galhau

■ Siegfried von Boch-Galhau

(10) On 20 May 2010, *Dr. Alexander von Boch-Galhau, Germany*, notified us in accordance with section 21(1) WpHG that his share of the voting rights in Villeroy & Boch AG fell below the threshold of 5% on 18 May 2010 and has amounted to 4.13% (580,250 voting rights) since this date. 1.42% of this (200,000 voting rights) is attributable to him in accordance with section 22(1) sentence 1 no. 4 WpHG.

The shareholders listed below notified us in accordance with section 127(2) WpHG (section 41(2) WpHG of the version applicable prior to 3 January 2018) that their shares of the voting rights in our company were as follows as at the dates stated below:

(1) 18.42% of voting rights are attributable to *Mr. Luitwin Michel von Boch-Galhau, Germany*, as at 1 April 2002; 1.55% of shares with voting rights are attributable to him in accordance with section 22(1) sentence 1 no. 1 WpHG.

(2) 7.41% of voting rights are attributable to *Mr. Wendelin von Boch-Galhau, Germany*, as at 1 April 2002; 6.80% of shares with voting rights are attributable to him in accordance with section 22(1) sentence 1 no. 4 WpHG.

(3) 7.14% of voting rights are attributable to *Mr. Franziskus von Boch-Galhau, Germany*, as at 1 April 2002; 0.34% of shares with voting rights are attributable to him in accordance with section 22(1) sentence 1 no. 1 WpHG.

26. PROVISIONS FOR PENSIONS

There are various defined benefit pension plans within the Villeroy & Boch Group. The regional distribution of the provisions recognised for these pensions were as follows:

in € million	31/12/2020	31/12/2019
Germany	169.7	166.5
Rest of euro zone	10.1	10.6
Rest of world	13.2	12.8
Provisions for pensions	193.0	189.9

In Germany there are a final salary plan and several earnings points plans. A final salary plan is available in Sweden. The pension plans in Sweden, Switzerland, Norway and Mexico are partially backed by the investment of financial assets with external managers.

In the Villeroy & Boch Group, 7,818 people (previous year: 8,261) have a defined benefit pension plan. Their regional distribution is as follows:

Headcount	31/12/2020	31/12/2019
Germany		
Members	2.190	2.362
Vested former members	1.264	1.230
Pensioners	2.371	2.360
Total	5.825	5.952
Rest of euro zone		
Members	381	422
Vested former members	27	27
Pensioners	78	75
Total	486	524
Rest of world		
Members	1.060	1.357
Vested former members	176	170
Pensioners	271	258
Total	1.507	1.785
Persons with a commitment	7.818	8.261

Provisions for pensions were measured by using the following company-specific parameters:

in %	2020		2019	
	Ø	Range	Ø	Range
Discount rate	0.7	0.0–7.0	1.0	0.2–7.0
Expected long-term wage and salary trend	2.4	0.0–5.6	2.5	1.0–5.6
Expected long-term pension trend	1.2	0.0–1.3	1.3	0.0–3.4

Average values (Ø) are calculated as a weighted mean on the basis of present values. The discount rate is determined on the basis of senior fixed-interest corporate bonds. The country-specific discount rates range from 0.0 % in Sweden to 7.0 % in Mexico. In the previous year, the country-specific discount rates ranged from 0.25 % in Switzerland to 7.0 % in Mexico. A discount rate of 0.70 % (previous year: 1.00 %) is used in Germany. In estimating future salary and pension trends, the length of service with the company and other labour market factors are taken into consideration. The pension obligations for the German companies in the Group are measured, as in the previous year, using the biometric data of the 2018 G Heubeck mortality tables. Country-specific mortality tables were used in the other group companies.

The pension plans are presented below in summary because, as in the previous year, the majority of these provisions relate to German companies.

The present value of defined benefit obligations can be reconciled to the provision reported in the statement of financial position as follows:

in € million	31/12/2020	31/12/2019
Present value of defined benefit obligations	218.0	214.6
Fair value of plan assets	-25.0	-24.7
Carrying amount	193.0	189.9

The present value of pension obligations developed as follows:

in € million	2020	2019
As at 1 Jan	214.6	200.7
Current service cost	2.8	2.3
Interest income and interest expenses	2.1	3.4
Actuarial gains and losses arising from		
changes in demographic assumptions	0.1	0.0
changes in financial assumptions	6.6	18.2
changes in other assumptions	3.1	0.9
Past service cost	1.0	0.9
Gains or losses from settlements	0.0	-0.1
Contributions from plan participants	0.2	0.4
Benefits paid	-12.7	-11.9
Settlement payments	0.0	-0.1
Disposals	-0.2	0.0
Currency changes arising from non-euro-denominated plans	0.4	-0.1
As at 31 Dec	218.0	214.6

There were the following changes to plan assets:

in € million	2020	2019
As at 1 Jan	24.7	23.5
Interest income and interest expenses	0.1	0.4
Revenue from plan assets without interest	0.3	0.0
Gains and losses from plan assets	0.4	1.1
Contributions from the Villeroy & Boch Group as employer	0.4	0.4
Contributions from plan participants	0.2	0.4
Benefits paid	-1.7	-1.2
Currency changes arising from non-euro-denominated plans	0.6	0.1
As at 31 Dec	25.0	24.7

The plan assets are distributed among the companies in Switzerland (24.7%), Norway (6.5%), Sweden (68.7%) and Mexico (0.1%). Their portfolio structure was as follows:

	31/12/2020		31/12/2019	
	in € million	%	in € million	%
Annuities/annuity funds	16.1	65	10.4	42
Equities/equity funds	0.0	0	5.6	23
Property/REITs	2.6	10	2.2	9
Cash and cash equivalents	0.1	0	0.1	0
Investments on an active market	18.8	75	18.3	74
Insurance policies	6.2	25	6.4	26
Plan assets	25.0	100	24.7	100

Risks

The risks associated with defined benefit obligations in the Villeroy & Boch Group essentially relate to the basic actuarial assumptions for the future on the basis of past developments in the calculation of the carrying amount. This present value is influenced by discounting rates in particular, whereby the present low interest rate is contributing to a relatively high pension provision. A continuing decline in returns on the capital market for prime industrial bonds would result in a further rise in obligations. A simulation calculation is presented in the section below “Sensitivities, forecast development and duration”.

There are risks within plan assets, such as equity price risk and issuer default risk, as a result of the selection of the individual investments and their composition in a securities account. Given the small overall volume of plan assets, the Villeroy & Boch Group considers these risks to be appropriate and non-critical overall. The return on plan assets is assumed in the amount of the discounting rates determined on the basis of senior, fixed rate industrial bonds. If the actual returns on plan assets fall short of the discounting rates used, the net obligation under pension plans will increase.

Sensitivities, forecast development and duration

The sensitivity analysis for the present values of obligations shown below takes into account the change in one assumption while the other variables are not changed compared to the original calculation:

The interval for disclosing sensitivities was changed to +/- 0.1 percentage points in the current financial year (previous year: +/- 0.25%).

An alternative valuation of pension obligations was carried out to determine the effects of the amount of pension obligations in the event of changes in the underlying parameters. It is not possible to extrapolate these values on a straight-line basis in the event of differing changes in assumptions, nor to add them together in the event of combinations of changes in individual assumptions.

The following development in the present value of obligations is forecast for the subsequent year:

in € million	Forecast 2021	Forecast 2020
Defined benefit obligations as at 31 Dec. 2020 or 2019 resp.	218.0	214.6
Forecast service cost	2.5	2.8
Forecast interest costs	1.6	2.1
Forecast pension payments	-13.0	-12.6
Forecast defined benefit obligations	209.1	206.9

In determining the forecast pension obligations, the demographic assumptions about the composition of participants are taken from the current scenario. The calculation of pension obligations in the coming year is based on the situation on the valuation date.

The weighted duration of pension provisions in the Villeroy & Boch Group as at 31 December 2020 was 13.2 years (previous year: 13.2 years). The weighted duration for the pension plans of German companies amounted to 12.1 years (previous year: 12.0 years).

	Change in actuarial assumption	Effect on defined benefit obligation as at	
		31/12/2020	31/12/2019
Present value of defined benefit obligations		218.0	214.6
	Increase by 0.1 %	214.5	207.7
Discount rate	Reduction by 0.1 %	221.6	222.4
	Increase by 0.1 %	219.8	219.5
Pension trend	Reduction by 0.1 %	216.1	211.3

27. NON-CURRENT AND CURRENT PROVISIONS FOR PERSONNEL

Provisions for personnel at the Villeroy & Boch Group are based on the legal, tax and economic circumstances of the respective country. These provisions developed as follows in the reporting period:

in € million	Non-current provisions for:					Current provisions	Total amount
	Anniversary bonuses	Severance pay	Partial retirement	Other	Total		
As at 1 Jan. 2019	6.8	5.9	3.4	1.0	17.1	15.2	32.3
Currency adjustments	0.0	0.3	0.0	0.0	0.3	0.2	0.5
Utilisation	-0.5	-2.7	-2.0	-0.1	-5.3	-13.5	-18.8
Reversals	0.0	0.0	0.0	0.0	0.0	-0.8	-0.8
Additions	1.2	4.1	0.4	0.7	6.4	14.3	20.7
Reclassifications	-	-	0.0	0.0	0.0	-	0.0
As at 1 Jan. 2020	7.5	7.6	1.8	1.6	18.5	15.4	33.9
Currency adjustments	-0.1	-0.3	0.0	0.0	-0.4	-0.3	-0.7
Utilisation	-0.6	-1.5	-1.2	-0.1	-3.4	-12.2	-15.6
Reversals	-0.1	0.0	0.0	0.0	-0.1	-0.6	-0.7
Additions	0.6	1.0	0.4	0.3	2.3	13.2	15.5
Reclassifications	-	-	0.0	0.1	0.1	-0.2	-0.1
As at 31 Dec. 2020	7.3	6.8	1.0	1.9	17.0	15.3	32.3

Provisions for anniversary bonuses are recognised by Group companies that have undertaken to pay their employees corresponding cash or non-cash benefits on the occasion of work anniversaries. Villeroy & Boch AG recognises an obligation of €5.4 million (previous year: €5.4 million). This corresponds to 73.1% (previous year: 72.0%) of this provision. As in the previous year, these provisions were measured applying the biometric assumptions of the 2018 G Heubeck mortality tables.

The provisions for severance pay are recognised for legally required termination benefits that, for instance, must be paid when an employee changes employer or retires. These are generally non-recurring payments for employees in Thailand, Austria, Italy, Australia, Romania and India. 48.0% of the provision relates to the claims of employees of Villeroy & Boch Thailand (previous year: 49.9%) and 29.4% to the claims of employees of Villeroy & Boch Austria GmbH (previous year: 30.3%).

Under the partial retirement programme, employees have the option to reduce their working hours in accordance with certain personal requirements for a period determined by law prior to retirement. 85.2% of the provision relates to the employees of Villeroy & Boch AG (previous year: 91.0%).

The increase in other non-current provisions for personnel is essentially due to the creation of a fund to be used as an instrument for coping with demographic change and financing measures for health prevention, the improvement of working conditions and support for working hours according to life phases.

Current provisions for staff mainly include provisions for variable remuneration bonuses in the amount of €14.5 million (previous year: €14.9 million).

The measurement of current and non-current provisions for staff is based on external expert opinions, the past data available and government regulations.

28. OTHER NON-CURRENT AND CURRENT PROVISIONS

Other non-current and current provisions developed as follows in the period under review:

in € million	Other non-current provisions	Other current provisions for:						Total	Total amount
		Restructuring	Warranties	Recultivation and demolition	Legal and consultancy fees	Miscellaneous	Total		
As at 1 Jan. 2019	8.8	–	6.6	4.2	2.0	7.2	20.0	28.8	
Currency adjustments	0.0	0.0	0.0	–	0.0	0.0	0.0	0.0	
Utilisation	-1.8	–	-0.9	-0.9	-0.7	-3.6	-6.1	-7.9	
Reversals	-0.1	–	-0.2	-2.5	-0.3	-0.9	-3.9	-4.0	
Additions	16.2	10.4	0.7	4.4	3.0	3.9	22.4	38.6	
Reclassifications	0.7	–	–	–	–	-0.7	-0.7	0.0	
As at 1 Jan. 2020	23.8	10.4	6.2	5.2	4.0	5.9	31.7	55.5	
Currency adjustments	0.0	0.0	0.0	–	-0.1	-0.1	-0.2	-0.2	
Utilisation	-1.8	-2.2	-0.5	-0.2	-2.3	-3.2	-8.4	-10.2	
Reversals	-0.1	-3.4	-0.1	0.0	-1.2	-0.4	-5.1	-5.2	
Additions	1.8	3.2	0.7	0.0	2.1	4.4	10.4	12.2	
Reclassifications	-2.4	–	–	2.4	–	0.6	3.0	0.6	
As at 31 Dec. 2020	21.3	8.0	6.3	7.4	2.5	7.2	31.4	52.7	

In particular, non-current provisions relate to recultivation and demolition obligations for several properties at existing or former production sites and to obligations to remove leasehold improvements.

Provisions for recultivation and demolition obligations for properties in France, Germany and Sweden of € 19.3 million were recognised in the past financial year. Contrary to expectations as at 31 December 2019, only € 0.8 million of the € 4.4 million forecast was utilised. This was due to delays on account of the COVID-19 pandemic. We expect these measures to result in utilisation amounting to € 4.7 million in the coming financial year. € 0.1 million (previous year: € 0.9 million) was invested in the restoration and renovation of the former tableware plant in Luxembourg in the 2020 financial year. We expect expenses of € 1.8 million from this project in Luxembourg in the coming financial year.

In December 2019, a restructuring plan has been defined to continue the development of our Group in terms of efficient structures. The measures under this transformation and efficiency programme comprise all functions and markets of the Villeroy & Boch Group. The local employee representatives were informed accordingly. The anticipated restructuring costs for staff were estimated at € 9.2 million

in total as at 31 December 2019. The restructuring provision for staff declined by € 2.0 million to € 7.2 million in the 2020 financial year as a result of the expansion and partial implementation of the restructuring plan, in particular for our foreign subsidiaries. Other costs directly attributable to this restructuring programme decreased from € 1.2 million to € 0.8 million as a result of utilisation and reversals. This obligation was calculated on the basis of company-specific updated empirical values. Provisions for these costs were recognised in full and are essentially included in selling, marketing and development expenses and in general and administrative expenses. The provision recognised is expected to be utilised in full within the next 12 months.

The Villeroy & Boch Group typically sold its products with a warranty specific to the country and sector. The provision for warranties was measured on the basis of past division-specific data. In addition, current information on any new risks in connection with new materials, changes in production processes or other factors influencing quality were also taken into account in measurement.

Miscellaneous other provisions included provisions for commission, licensing fees and a large number of individual items.

29. NON-CURRENT AND CURRENT FINANCIAL LIABILITIES

Interest-bearing liabilities to banks are reported under financial liabilities as at 31 December 2020. These developed as follows in the financial year:

in € million	Non-current financial liabilities	Current financial liabilities	Total amount
As at 1 Jan. 2019	25.0	33.1	58.1
Cash changes	70.0	-2.5	67.5
Non-cash changes:			
┆ Offsetting (see note 16)	–	-13.1	-13.1
┆ Interest capitalisation	–	0.3	0.3
┆ Reclassifications	-25.0	25.0	0.0
┆ Reclassifications from initial use of IFRS 16	–	-0.3	-0.3
As at 1 Jan. 2020	70.0	42.5	112.5
Cash changes	35.0	-19.7	15.3
Non-cash changes:			
┆ Offsetting (see note 16)	–	-12.5	-12.5
┆ Interest capitalisation	–	-0.1	-0.1
As at 31 Dec. 2020	105.0	10.2	115.2

There are non-current financial liabilities of € 105.0 million (previous year: € 70.0 million) as at 31 December 2020. In January and September 2020, Villeroy & Boch AG entered into agreements for two further long-term loans with two different German credit institutions. In total, there are five long-term bullet loans as at the end of the reporting period (previous year: three). A bank loan of € 20.0 million matures in 2022, a loan of € 10.0 million in 2023, two loans of € 25.0 million each in 2024 and a loan of € 25.0 million in 2025. The interest is payable quarterly or annually. The loans include negative pledges on the part of Villeroy & Boch

AG. One long-term loan agreement will end prematurely in the event of a change of control at Villeroy & Boch AG.

The long-term bank loan of € 25.0 million, which was reclassified to current financial liabilities in the previous year, was repaid on time.

Net receivables from and liabilities to banks were consolidated and amounted to € 12.5 million (previous year: € 13.1 million) (see note 16). The requirements for offsetting have been met and it is intended to settle them on a net basis.

30. NON-CURRENT AND CURRENT LEASE LIABILITIES

Lease liabilities relate exclusively to future payment obligations from the long-term rental of assets (see note 7). They are recognised at the present value of the payments to be made to the lessor over the lease term. Current and non-current lease liabilities developed as follows in the financial year:

in € million	Long term Lease liability	Short term Lease liability	Total amount
As at 1 Jan. 2019	-	-	-
Additions due to first-time application of IFRS 16	35.2	12.3	47.5
Cash changes	-	-14.2	-14.2
Non-cash changes:			
┆ First-time application	8.9	-	8.9
┆ Finance leases	-	0.3	0.3
┆ Interest capitalisation	0.8	0	0.8
┆ Reclassifications	-14.7	14.7	0
┆ Currency adjustments	0	0	0
As at 1 Jan. 2020	30.2	13.1	43.3
Cash changes	-	-18.9	-18.9
Non-cash changes:			
┆ First-time application	17.8	-	17.8
┆ Interest capitalisation	-0.9	0	-0.9
┆ Reclassifications	-16.6	16.6	0
┆ Currency adjustments	0	0	0
As at 31 Dec. 2020	30.5	10.8	41.3

Interest expenses for lease liabilities of € -0.9 million were recognised in profit or loss in the financial year (previous year: € -0.8 million).

The Group's undiscounted obligations from capitalised leases are due as follows:

in € million	2020	2019
Due within next 3 months	3.8	4.0
Due between 4 and 12 months	9.0	10.5
Due between 13 and 24 months	9.7	11.1
Due between 25 and 36 months	6.8	7.7
Due between 37 and 48 months	5.2	4.9
Due between 49 and 60 months	3.3	3.0
Due between 61st month and end of contract	5.3	5.4
Total undiscounted lease payments	43.1	46.6
Interest portion included	-1.8	-3.3
Recognised lease liability	41.3	43.3

Some leases contain price adjustment clauses in addition to renewal, purchase and termination options. Such options are only included in the calculation of the lease liability when it is reasonably certain that the lease will be renewed or not terminated. Variable lease payments not linked to the development of an index or price, such as revenue-based rent components, are also not permitted to be included in lease liabilities. These unrecognised contract clauses could result in the following theoretical additional payments:

in € million	31/12/2020	31/12/2019
Future potential outflows due to		
I variable lease payments	1.5	1.0
I renewal and termination options	3.2	3.2
I residual value guarantees	–	–
I penalties	0.0	0.1
I leases for which the asset has not yet been provided	0.6	0.8
	5.3	5.1

In addition to payments of principal and interest for the recognised lease liability, amounts recognised in the statement of cash flow also include payments for unrecognised short-term leases and for leases for low-value assets. Payments of principal are reported under cash flows from financing activities and payments of interest are reported under cash flows from operating activities.

The use of the option under the amendment to IFRS 16 “COVID-19-Related Rent Concessions” (see note 1) reduced rental expenses by € 1.9 million in the 2020 financial year, € 0.4 million of which relates to non-substantial leases. Furthermore, lease liabilities include € 0.3 million in rent reductions to be paid in the coming months.

in € million	Notes	31/12/2020	31/12/2019
Cash flow from operating activities			
I Expenses for short-term leases	7	-1.6	-4.3
I Expenses for leases for low-value assets	7	-1.4	-1.5
I Expenses for variable lease payments	7	-7.9	-8.5
I Miscellaneous lease expenses	7	-0.2	-0.1
I Income from the rental of property, plant and equipment	7	1.8	1.9
I Income from sub-leases	7	0.4	0.5
I Income from the rental of investment property	8	0.8	0.5
I Interest expenses for lease liabilities	30	-0.9	-0.8
I Change in cash flow from operating activities		-9.0	-12.3
Cash flow from financing activities			
I Payments for the principal portion of lease liabilities	30	-18.9	-14.2
I Change in cash flow from financing activities		-18.9	-14.2
Total change in cash and cash equivalents from cash outflow for leases		-27.9	-26.5

31. OTHER NON-CURRENT AND CURRENT LIABILITIES

Other non-current and current liabilities were composed as follows:

in € million	Carrying amount			Carrying amount		
	31/12/2020	Remaining term		31/12/2019	Remaining term	
		Less than 1 year	More than 1 year		Less than 1 year	More than 1 year
Bonus liabilities	45.7	45.7	–	41.9	41.9	–
Fair values of hedging instruments	3.4	0.7	2.7	1.3	0.6	0.7
Advance payments received on account of orders	7.6	7.6	–	4.1	4.1	–
Liabilities to affiliated, non-consolidated companies	0.3	0.3	–	0.4	0.4	–
Miscellaneous other liabilities	33.1	6.2	26.9	30.4	3.4	27.0
Total financial instruments*	90.1	60.5	29.6	78.1	50.4	27.7
Personnel liabilities	19.1	19.1	–	19.9	19.8	0.1
Other tax liabilities	14.8	14.8	–	12.4	12.4	–
Deferred income	5.0	4.1	0.9	4.1	3.0	1.1
Total carrying amount	129.0	98.5	30.5	114.5	85.6	28.9

* Financial instruments are described in note 54.

The measurement of hedging instruments (see note 54) includes currency hedges in the amount of € 3.4 million (previous year: € 1.3 million).

Advance payments received on account of orders are classified as contract liabilities in accordance with IFRS 15. € 2.9 million of the advance payments recognised as at 31 December 2019 (previous year: € 3.7 million) were settled by deliveries in the 2020 financial year.

Miscellaneous other liabilities included, among other things, a long-term obligation from the sale of the plant site in Luxembourg in the amount of € 24.7 million. The plant site was sold on 6 December 2019 in conjunction with a company disposal. The assets of the sold company consisted almost exclusively of its land. The purchaser intends to develop the land in line with building law and subsequently market it. The purchase price for all shares is based on the maximum area that can be developed on this land. This density of development will be determined by the final development plan that has yet to be submitted and approved. As the purchase price is linked to the potential variability of development density, this is a transaction with a correspondingly variable purchase price. The purchaser made a purchase price payment of € 114.0 million in 2019. Due to the linking with a possible variability of the building density, this is a transaction with a correspondingly variable purchase price. Any change in development density will lead to an adjustment of the purchase price.

The transaction was therefore measured taking into account various scenarios considered possible. These six scenarios considered possible consider a different density of development combined with an estimated probability of occurrence of between 0 % and 80 %. The likeliest scenario with a probability of occurrence of 80 % resulted in a fair value (level 3) of € 89.3 million. This meant the recognition of income in the above amount for the 2019 financial year, and results in the recognition of a repayment obligation of € 24.7 million. Owing to delays in the planning process, due in part to the effects of the COVID-19 pandemic, the buyer is not expected to submit a development plan before the end of the first quarter of 2021. The measurement of the repayment obligation was therefore unchanged as at 31 December 2020. As the approval process is likely to be protracted, a legally binding development plan is not expected until the start of 2022 at the earliest.

Other liabilities also include a government loan of € 1.1 million to mitigate the consequences of the COVID-19 pandemic. Miscellaneous other liabilities also include debtors with credit balances and a number of individual items.

Other tax liabilities primarily included VAT in the amount of € 9.5 million (previous year: € 7.8 million) and payroll and church tax in the amount of € 4.3 million (previous year: € 4.0 million).

Deferred income essentially consisted of the free allocation of emission allowances (see note 5), compensation for a long-term rental agreement with the City of Luxembourg in conjunction with the former plant site, rent payments received and government grants for property, plant and equipment (see note 6).

Miscellaneous other liabilities to affiliated, unconsolidated companies mainly comprise an interest-bearing loan from these subsidiaries in the context of general cash clearing (see note 57).

32. TRADE PAYABLES

Based on the domicile of the respective Group company, trade payables related to:

in € million	31/12/2020	31/12/2019
Germany	36.7	32.3
Rest of euro zone	11.7	9.4
Rest of world	37.2	39.6
Carrying amount as at 31 Dec.	85.6	81.3

NOTES TO THE CONSOLIDATED INCOME STATEMENT

33. REVENUE

Revenue breakdown

The Villeroy & Boch Group generates revenue from the sale of goods and merchandise. The income generated from the licence business is also reported as a component of consolidated revenue. A breakdown of revenue - by type of revenue and by division and region - is shown in segment reporting under note 53.

Contract balances

Please see the relevant sections for information on the development of contract balances in relation to trade receivables (note 13), contract assets (note 14) and contract liabilities - these correspond to the statement of financial position item "Advance payments" (note 31).

Revenue of €2.9 million (previous year: €3.7 million) was recognised in the 2020 financial year that was included in net advance payments (€4.1 million) at the start of the reporting period. The amount of revenue recognised in the

2020 financial year from performance obligations that were settled in prior periods was €1.8 million (previous year: €2.1 million).

Performance obligations

Please see "Revenue recognition" under note 1 "Accounting policies" for detailed information on performance obligations in contracts with customers.

As at the end of the reporting period, the total amount of outstanding performance obligations, i.e. the Group's orders on hand, was €100.8 million, €100.8 million of which are expected to be fulfilled in the coming twelve months and €0.0 million of which thereafter. The previous year's orders on hand amounted to €44.8 million; orders €44.8 million were considered to be deliverable in the short term. The amounts stated do not include subsequent deductions to be granted or revenue-based income anticipated from licence business.

34. COST OF SALES

Cost of sales comprises the cost of the products and merchandise sold. In accordance with IAS 2, this includes not only directly allocable costs such as the cost of materials, staff costs and energy costs, but also overheads and allocable depreciation of production facilities.

35. SELLING, MARKETING AND DEVELOPMENT COSTS

This item contains the costs of marketing and distribution, the field sales force and advertising and logistics, licence costs and research and development expenses.

The expenses for research and technical development broke down into:

in € million	2020	2019
Bathroom and Wellness	-11.5	-12.2
Tableware	-3.7	-4.4
Total	-15.2	-16.6

36. GENERAL ADMINISTRATIVE EXPENSES

General administrative expenses comprise staff costs and non-staff operating expenses incurred in management and administrative functions.

37. OTHER OPERATING INCOME

Other operating income is composed as follows:

in € million	2020	2019
Exchange rate gains	2.6	5.7
Reversal of provisions *	1.6	4.4
Reversal of liabilities	0.8	0.3
Reimbursement for damages	0.5	0.6
Reversal of write-downs on receivables	0.5	0.5
Book profits on the disposal of non-current assets	0.4	0.2
Rental income due to leases	0.1	0.0
Income from the sale of a property in Luxembourg	-	87.7
Other	2.4	3.4
Total	8.9	102.8

* not including amounts in other statement of consolidated income items

38. OTHER OPERATING EXPENSES

Other operating expenses were composed as follows:

in € million	2020	2019
Consulting services	-3.4	-5.3
Exchange rate losses	-2.9	-0.7
Addition to write-downs on receivables	-2.2	-2.5
Reorganisation costs	-1.5	-0.6
Service Costs	-0.7	-1.1
Book losses on the disposal of non-current assets	-0.7	-0.2
Addition to write-downs on other receivables	-0.3	-0.5
Costs for maintenance/repairs	-0.1	-0.3
Costs for recultivation and demolition	-	-18.7
Other	-6.1	-7.4
Total	-17.9	-37.3

39. RESULTS OF FINANCIAL ASSETS ACCOUNTED FOR USING THE EQUITY METHOD

This item includes the pro rata result from the investment in two associated companies in the amount of € 0.2 million (previous year: € -0.2 million). Further details can be found in note 9.

40. INTEREST INCOME AND OTHER FINANCIAL INCOME

Financial income consisted of:

in € million	2020	2019
Interest income from:		
! Cash and cash equivalents	0.5	0.8
! Loans and receivables	0.2	0.2
Total interest income	0.7	1.0
Dividends from securities available-for-sale	0.2	0.3
Other financial income	0.4	0.2
Total financial income	1.3	1.5

41. INTEREST EXPENSES AND OTHER FINANCIAL EXPENSES

Finance expenses related to:

in € million	2020	2019
Interest expenses from:		
! Provisions	-2.0	-4.2
! Lease liabilities	-0.9	-0.8
! Overdraft facilities	-1.7	-2.0
! Non-current loans	-1.2	-0.8
! Other borrowing	0.0	0.0
Total interest expenses	-5.8	-7.8
Other finance expenses	-0.4	-0.4
Total finance expenses	-6.2	-8.2

The interest expense of provisions declined by €-2.2 million to €-2.0 million, essentially on account of the adjustment of the discount rate used to measure pension obligations and Villeroy & Boch AG's anniversary obligations. The interest expense from the remeasurement of the pension provision has changed significantly year-on-year as the interest rate for 2019 of 1.00 % was applied in the reporting period and the interest rate of 1.75 % for 2018 was applied in the previous year (see note 26). The current pension interest rate of 0.7 % will not affect net interest income until 2021.

The interest expense of the anniversary obligations declined year-on-year as the discount rate used for the anniversary obligations has been reduced from 0.55% as at 31 December 2019 to currently 0.40%.

Other financial expenses are at the same level as in the previous year. They relate to the use of currency derivatives outside hedge accounting and to losses on the disposal of securities. These currency derivatives are used in the context of our hedging strategy for foreign currencies (see note 54).

42. INCOME TAXES

Income taxes include the taxes on income paid or due and deferred taxes. The German tax law applicable in the 2020 financial year stipulates a tax rate of 30% (previous year: 30%) for the German companies of the Villeroy & Boch Group, taking different trade tax rates into account. The respective country-specific income tax rates used for foreign companies vary from 9.0% to 30.0% (previous year: 9.0% to 30.0%).

in € million	2020	2019
Taxes paid or due in Germany	-1.0	-4.8
Taxes paid or due outside Germany	-10.3	-7.6
Current taxes	-11.3	-12.4
Deferred taxes	-1.6	-3.4
Income taxes	-12.9	-15.8

The expected income tax expense (current and deferred) based on the overall German tax rate of 30.0% differs from the reported income tax expense as follows:

in € million	2020	2019
Earnings before taxes (EBT)	35.8	95.2
Expected income tax (EBT × tax rate of 30.0%)	-10.8	-28.5
Differences arising from foreign tax rates	2.6	6.3
Tax effects arising from:		
Non-deductible expenses	-6.4	-2.3
Adjustment/write-downs on deferred taxes	0.2	-7.0
Tax-free income	2.8	19.1
Tax in previous years	-0.9	-4.0
Change of tax rates	-0.7	0.2
Other deferred taxes	0.3	0.4
Actual income tax expense	-12.9	-15.8
Actual tax rate in %	36.0	16.6

The reconciliation of the deferred tax assets and liabilities recognised in the statement of financial position to the deferred taxes recognised in the income statement is as follows:

in € million	2020	2019
Change in statement of financial position item:		
I Deferred tax assets (note 10)	-1.9	1.3
I Deferred tax liabilities (note 10)	0.6	-0.9
Sub-total	-1.3	0.4
I Pass to other comprehensive income (note 21(d))	-0.8	-4.6
I Currency adjustments	0.5	0.8
Deferred taxes recognised in income statement	-1.6	-3.4

43. MINORITY INTERESTS

Non-controlling interests in consolidated earnings amounted to €0.3 million (previous year: €0.2 million). Group companies with non-controlling interests are shown in the list of shareholdings (see note 62). The key figures are presented in note 22.

44. EARNINGS PER SHARE

Earnings per share are calculated by dividing the portion of consolidated net income attributable to the shareholders of Villeroy & Boch AG by the weighted number of shares outstanding:

	31/12/2020	31/12/2019
Ordinary shares		
Number of shares outstanding	14,044,800	14,044,800
Pro rata consolidated net income (in € million) *	11.7	41.8
Earnings per share (in €) *	0.83	2.98
Preference shares		
Number of shares outstanding	12,361,771	12,361,771
Pro rata consolidated net income (in € million) *	10.9	37.4
Earnings per share (in €) *	0.88	3.03

* each in relation to the shares outstanding

The portion of consolidated net income attributable to the shareholders of Villeroy & Boch AG is allocated in accordance with the appropriation of earnings set out in

the Articles of Association (see note 17). The development in treasury shares is described in note 19. There were no dilution effects during the reporting periods.

45. DEPRECIATION, AMORTISATION AND IMPAIRMENTS

Depreciation, amortisation and impairments in the financial year broke down as follows:

in € million	2020	2019
Amortisation of intangible assets	-1.0	-0.9
Impairment losses on intangible assets	-0.7	-0.2
Depreciation of property, plant and equipment	-23.5	-24.6
Impairment losses on property, plant and equipment	-3.9	-0.4
Depreciation of right-of-use assets	-15.6	-13.8
Impairment losses on right-of-use assets	-0.2	-1.2
Depreciation of investment property	-0.6	-0.6
Total depreciation, amortisation and impairments	-45.5	-41.7

Depreciation is based on standard Group useful lives (see note 1).

46. COST OF MATERIALS

The cost of materials comprised the following:

in € million	2020	2019
Cost of raw materials and supplies (including primary products)	-121.1	-132.7
Cost of purchased goods	-123.1	-122.4
	-244.2	-255.1
Cost of purchased services	-34.5	-39.5
Total cost of materials	-278.7	-294.6

47. PERSONNEL EXPENSES

Personnel expenses were composed as follows:

in € million	2020	2019
Wages and salaries	-215.1	-240.6
Post-employment benefits:		
■ Expenses for defined benefit plans (see note 26)	-3.9	-3.2
■ Income from settlement of defined benefit obligations (see note 26)	0.0	0.1
■ Expenses for defined contribution plans	-16.2	-17.9
Termination benefits	-6.5	-11.7
Other services	-30.5	-34.3
Total staff costs	-272.2	-307.6

The cost of defined contribution pension plans essentially relates to employer contributions to statutory pension schemes.

“Other benefits” include employer contributions to health insurance, trade association dues and similar expenses.

Average number of employees

NUMBER OF EMPLOYEES		
	2020	2019
Wage earners	3,748	4,040
Salaried employees	3,653	3,806
Average	7,401	7,846

Of the workforce as a whole, a total of 2,637 people are employed in Germany (previous year: 2,753), with the remaining 4,764 employed outside Germany (previous year: 5,093). The divisions employ:

NUMBER OF EMPLOYEES		
	2020	2019
Bathroom and Wellness	4,752	5,065
Tableware	2,102	2,220
Other	547	561
Average	7,401	7,846

48. OTHER TAXES

The cost of other taxes was €-4.6 million in the reporting period (previous year: €-3.7 million). Companies based in Germany accounted for €-1.1 million (previous year: €-0.9 million) and Group companies abroad for €-3.5 million (previous year: €-2.8 million).

“Other taxes” include mainly real estate tax expenses of €-2.2 million (previous year: €-1.5 million), expenses for the French “contribution économique territoriale” of €-0.7 million (previous year: €-0.7 million) and the French “taxe organique” of €-0.1 million (previous year: €-0.1 million).

NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

49. CASH FLOW FROM OPERATING ACTIVITIES

Cash flow from operating activities is calculated by using the indirect method. Here, the Group result after taxes is adjusted for non-cash income and expenses, such as depreciation and amortisation, and changes in operating assets affecting cash are taken into account.

The cash flow from operating activities amounted to €136.5 million (previous year: €44.9 million). This unusually high cash flow was mainly due to the good Group result (€22.9 million) in spite of the COVID-19 crisis, reduction of trade receivables (€27.4 million) and inventories (€13.3 million). Furthermore, the increase in trade payables (€4.3 million) and other liabilities (€14.3 million) – mainly higher advance payments and bonus liabilities – also contributed to the improvement in cash flow from operating activities.

The “Other non-cash income and expenses” item includes:

in € million	2020	2019
Interest from the provision for pensions and similar obligations	2.0	4.2
Expenses/income from deferred taxes	3.1	4.3
Additions to tax provisions	4.6	2.4
Other non-cash items	-0.3	0.5
Total	9.4	11.4

50. CASH FLOW FROM INVESTING ACTIVITIES

The cash flow from investing activities of €-17.4 million (previous year: €82.7 million) mainly included payments for investments in property, plant and equipment and intangible assets in the 2020 financial year of €19.9 million (previous year: €31.6 million) and in non-current financial assets of €3.1 million (previous year: €4.7 million), which were offset by proceeds from the disposal of assets amounting to €4.6 million (previous year: €5.0 million). It also includes the proceeds from the first purchase price instalment from the sale of the Mexican sanitary ware plant of €1.0 million (see note 2 c).

In the previous year it had included the proceeds from the sale of the former plant property in Luxembourg of €114.0 million.

51. CASH FLOW FROM FINANCING ACTIVITIES

Net cash used in financing activities amounted to €-30.1 million (previous year: €24.6 million). This mainly includes payments of lease liabilities of €18.9 million (previous year: €14.2 million) and the dividend paid in two tranches in the 2020 financial year of €13.8 million in total (previous year: €15.1 million). This is offset in the amount of €2.7 million (previous year: €54.4 million) by the increase in financial liabilities.

52. CASH AND CASH EQUIVALENTS

As at the end of the reporting period, cash and cash equivalents amounted to €297.8 million (previous year: €210.3 million), an increase of €87.5 million as against the previous year.

NOTES TO THE GROUP SEGMENT REPORT

53. GROUP SEGMENT REPORT

The Villeroy & Boch Group is divided into the operating divisions described below, which bundle the Group activities for our product business. The divisions are consistent with the internal organisational and reporting structure and are the reportable segments as defined by IFRS 8.

The Bathroom and Wellness Division manufactures ceramic sanitary ware, ceramic kitchen sinks, bathroom furniture, bathtubs and shower tubs, whirlpools, bath and kitchen fittings and accessories. The product range is rounded off by shower toilets, installation systems, outdoor system pools and accessories, among other things.

The Tableware Division covers the complete assortment “for the perfectly laid table”, consisting of tableware, crystal/glass and cutlery, supplemented by accessories, kitchen and tableware textiles as well as a selection of gift articles.

In addition to net revenues, the operating result of the divisions is the key performance indicator and used as a basis for decisions on the allocation of resources and for determining the divisions’ earnings power. Furthermore, the rolling operating return on net assets is also used to measure the earnings power of the Group and the individual divisions. This is calculated from the operating net assets as at the end of the month as an average of the last twelve months in relation to earnings before interest and taxes (before central function expenses). Group financing and income taxes are managed on a Group-wide basis and are not allocated to the individual divisions. Pricing for interdivision transfers is based on standard market conditions.

The divisions of the Villeroy & Boch Group generated the following revenue:

in € million	Revenue from sales of goods to external customers		Revenue from licence		Intersegment revenue		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Bathroom and Wellness	538.9	553.4	0.2	0.6	0.0	0.0	539.1	554.0
Tableware	257.3	272.8	1.9	3.7	0.0	0.0	259.2	276.5
Transition/Other	–	–	2.6	2.8	0.0	0.0	2.6	2.8
Total segment revenue	796.2	826.2	4.7	7.1	0.0	0.0	800.9	833.3
Eliminations	0,0	0,0	–	–	–	–	0,0	0,0
Consolidated revenue	796.2	826.2	4.7	7.1	0.0	0.0	800.9	833.3

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The operating result of the two divisions was calculated as operating segment earnings (EBIT) as follows:

in € million	31/12/2020	31/12/2019
Bathroom and Wellness	41.9	42.2
Tableware	7.8	7.3
Non-operating result ⁽¹⁾	-9.0	52.4
Operating result (EBIT)	40.7	101.9
Net finance cost (see notes 40 and 41)	-4.9	-6.7
Earnings before taxes	35.8	95.2
Income taxes (see note 42)	-12.9	-15.8
Group result	22.9	79.4

⁽¹⁾ For changes in the Non-operating result (see Group Management Report; Results of operations; page 31 ff)

The following assets and liabilities were assigned to the divisions:

in € million	Assets		Liabilities		Net assets	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Bathroom and Wellness	375.8	422.9	170.8	160.5	205.0	262.4
Tableware	148.7	158.3	78.0	72.7	70.7	85.6
Reconciliation	389.8	309.3	413.8	405.1	-24.0	-95.8
Total	914.3	890.5	662.6	638.3	251.7	252.2

The rolling net operating assets of the two divisions were as follows as at the end of the reporting period:

in € million	Rolling assets		Rolling liabilities		Rolling net assets	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Bathroom and Wellness	396.4	411.4	140.9	141.7	255.5	269.7
Tableware	151.2	153.7	69.5	68.8	81.7	84.9
Total	547.6	565.1	210.4	210.5	337.2	354.6

Segment assets include intangible assets, property, plant and equipment, right-of-use assets, inventories, trade receivables and other assets. Segment liabilities include provisions, trade payables, lease liabilities and other liabilities.

Reconciliation essentially includes financial assets, cash and cash equivalents, investment property, deferred tax assets, provisions for pensions, financial liabilities and deferred tax liabilities.

Other segment information:

in € million	to intangible assets and property, plant and equipment		to right-of-use assets		Total	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Bathroom and Wellness	14.2	26.3	8.3	17.7	22.5	44.0
Tableware	5.7	5.3	9.5	39.0	15.2	44.3
Total	19.9	31.6	17.8	56.7	37.7	88.3

Depreciation and amortisation relates to the intangible assets, property, plant and equipment and right-of-use assets allocated to the individual divisions. € 3.9 million (previous year: € 1.2 million) of write-downs related to the Bathroom and Wellness Division. Write-downs of € 0.9 million (previous year: € 0.6 million) related to the Tableware Division in the current financial year.

in € million	Intangible assets and property, plant and equipment		right-of-use assets		Total	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019	31/12/2020	31/12/2019
Bathroom and Wellness	-19.9	-20.6	-5.8	-4.2	-25.7	-24.8
Tableware	-5.2	-5.5	-9.8	-9.6	-15.0	-15.1
Total	-25.1	-26.1	-15.6	-13.8	-40.7	-39.9

The following table shows the revenue from external customers and non-current assets by domicile of the respective national companies:

in € million	Revenue from sales of goods to external customers		Non-current assets*	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019
German companies	400.1	409.0	92.1	95.9
Registered office in the rest of the euro zone	121.9	139.3	45.6	45.4
Registered office outside the euro zone	274.2	277.9	119.7	138.4
Total	796.2	826.2	257.4	279.7

* in accordance with IFRS 8.33 (b)

OTHER NOTES

54. FINANCIAL INSTRUMENTS

The recognition of primary and derivative financial instruments is based on their allocation to the four measurement categories defined in IFRS 9. The following measurement categories were used in the Villeroy & Boch group in the reporting period:

- ▮ Debt instruments such as trade receivables, bank balances and trade payables, which are held primarily to generate contractually agreed cash flows and whose cash flows relate to payments of interest and principle payments on an outstanding nominal value, are recognised at “*amortised cost*”. Changes in value are recognised in the statement of profit or loss.
- ▮ Debt instruments that are not intended to be held to maturity and equity instruments that are not held for trading are recognised “*at fair value through other comprehensive income*”. These financial instruments are measured at fair value. Changes in value during the year are recognised in the reserves. The gains and losses that accrue in the reserves over time are recycled to profit or loss when a debt instrument is derecognised. When an equity instrument is derecognised, the accrued gains and losses are reclassified to retained earnings.
- ▮ All other financial instruments are recognised “*at fair value through profit or loss*”. Positive and negative changes in fair value are recognised in profit or loss.
- ▮ In the “*hedges*” category, the Villeroy & Boch Group uses financial derivatives exclusively to reduce the risks of planned operating transactions (cash flow hedge). These are recognised in the statement of financial position at fair value. The connection between the hedged item and the hedging instrument is documented at the inception of the hedge. Changes in fair value that prove effective in accordance with IFRS 9 are reported outside profit or loss. Effectiveness means that any change in the market value of the hedge will be offset by an opposing change in the fair value of the hedging instrument. The cumulative changes in value taken to equity are later reported in profit or loss in the period in which the hedged item is recognised in the statement

of comprehensive income. Ineffective portions of the change in fair value are taken directly to profit or loss when they arise.

List of financial instruments

The Villeroy & Boch consolidated statement of financial position contains the following financial instruments in accordance to IFRS 9:

The assets side of the statement of financial position shows cash and cash equivalents (note 16), trade receivables (note 13), other financial assets (note 10) and other assets at cost in accordance with IFRS 9 (note 14). This does not include:

- (a) Other financial assets of € 15 million (previous year: € 15.1 million) measured at fair value through OCI (note 10).
 - (b) Other assets of € 8.6 million (previous year: € 8.0 million) not recognised in accordance with IFRS 9 and cash flow hedges measured at fair value of € 1.9 million (previous year: € 0.7 million). The other assets not recognised under IFRS 9 are tax receivables, contract assets and prepaid expenses (see note 14).
- The equity and liabilities side of the statement of financial position shows trade payables (note 33), financial liabilities (note 30) and other liabilities at cost in accordance with IFRS 9 (note 32). This does not include:
- (c) Other liabilities of € 40.0 million (previous year: € 36.4 million) not recognised in accordance with IFRS 9 and cash flow hedges measured at fair value of € 3.4 million (previous year: € 1.3 million). The other liabilities not recognised under IFRS 9 are personnel liabilities, other tax liabilities and deferred income (see note 32).

Owing to the short maturities of cash and cash equivalents, trade receivables, other receivables, trade payables and other liabilities, it is assumed that the fair values are the carrying amounts. The fair values of other receivables and held-to-maturity investments are calculated as the present values of future expected payments. Standard, matched maturity interest rates are used for discounting. The fair values of currency forwards and foreign currency positions are determined using market prices as at the end of the reporting period.

Basis of fair value measurement

As in the previous year, the fair values of recognised financial instruments are calculated, in the case of hedge transactions, on the basis of market prices of the parameters on which the derivatives are based, such as current and forward rates, and yield curves. Stock exchange prices are used to measure the securities of the Villeroy & Boch support fund and free investments (see note 10). These are level 1 inputs as referred to by the fair value hierarchy of IFRS 13. The evaluation of other financial assets measured at fair value through OCI was carried out at level 2. All other calculations of fair value for accounting or disclosure purposes used level 3 inputs, such as contract or internal planning data.

Management of financial instruments

A common feature of all primary and derivative financial instruments is a future claim to cash. Accordingly, the Villeroy & Boch Group is subject in particular to risks of volatility in exchange rates, interest rates and market prices. To limit these risks, the Villeroy & Boch Group has a functional and effective risk management system with a clear functional organisation. Further information on the implemented risk management system can be found under “Risk management system” in the management report.

Management of exchange rate risks

Exchange rate risk refers to the uncertainty of fluctuations in the fair value or future cash flows from financial instruments due to changes in exchange rates. The Villeroy & Boch Group uses currency futures to hedge these risks. The procedure for hedging exchange rate fluctuations is described in the management report under “Management of exchange rate risks”. The following currency futures will be carried out after the end of the reporting period 31 December 2020:

in € million	Assets as at end of reporting period		Liabilities as at end of reporting period	
	Transaction volume	Changes in fair value	Transaction volume	Changes in fair value
Within the next three months	10.5	0.1	7.0	0.1
In three to six months	9.1	0.1	9.4	0.2
In six to twelve months	20.8	0.1	15.3	0.4
After twelve months	24.6	0.6	34.2	2.7
Total	65.0	0.9	65.9	3.4

The Villeroy & Boch Group recognised the following transactions as at the previous year's reporting date:

in € million	Assets as at end of reporting period		Liabilities as at end of reporting period	
	Transaction volume	Changes in fair value	Transaction volume	Changes in fair value
Within the next three months	5.1	0.1	10.1	0.2
In three to six months	7.8	0.1	6.3	0.2
In six to twelve months	16.5	0.3	8.2	0.2
After twelve months	23.5	0.1	53.5	0.7
Total	52.9	0.6	78.1	1.3

As at the reporting date, around 30 % of planned foreign currency revenues in various currencies were still unhedged. This essentially relates to the foreign currencies Chinese yuan, Swedish krona, Norwegian krone and pound sterling. In the event of a change in the respective exchange rates of +/- 10 % and assuming that all other variables remained constant, the carrying amounts at 31 December 2020 would have been € 5.0 million higher/lower (previous year: € 7.5 million). As in the previous year, these two scenarios would have had no effect on the statement of comprehensive income.

Management of commodity price risks

Commodity price risk refers to the uncertainty of fluctuations in the fair value or future cash flows from financial instruments due to changes in market prices. The hedging strategy of the Villeroy & Boch Group is described in the management report under "Management of other price change risks".

The following cash flows from the brass commodity swaps in place are due after the balance sheet date 31 December 2020:

in € million	Assets as at end of reporting period		Liabilities as at end of reporting period	
	Transaction volume	Changes in fair value	Transaction volume	Changes in fair value
Within the next three months	1.0	0.1	-	-
In three to six months	0.9	0.2	-	-
In six to twelve months	1.8	0.3	-	-
After twelve months	2.0	0.4	-	-
Total	5.7	1.0	0.0	0.0

The Villeroy & Boch Group recognised the following transactions as at the previous year' reporting date:

in € million	Assets as at end of reporting period		Liabilities as at end of reporting period	
	Transaction volume	Changes in fair value	Transaction volume	Changes in fair value
Within the next three months	0.7	0.0	–	–
In three to six months	0.7	0.0	–	–
In six to twelve months	1.5	0.1	–	–
After twelve months	–	–	–	–
Total	2.9	0.1	0.0	0.0

On the basis of production planning, there is an unhedged brass position of 1,224 tonnes in total as at the end of the reporting year for the following financial year (previous year: 1,956 tonnes). In the event of a change in brass prices of +/- 10 % and assuming that all other variables remained constant, the carrying amounts at 31 December 2020 would have been € 0.6 million higher/lower (previous year: € 0.8 million). As in the previous year, these two scenarios would have had no effect on the statement of comprehensive income in 2020.

General procurement market risk is explained in the management report.

Management of interest rate risks

Interest rate risk refers to the uncertainty of fluctuations in the fair value or future cash flows from financial instruments due to changes in market interest rates. The management method used is described in the management report under “Management of interest rate risks”.

The Villeroy & Boch Group is exposed to market fluctuations arising from its existing interest positions. According to a sensitivity analysis before tax effects, in the event of a theoretical change in interest rates in the 2020 financial year of +/- 50 bp and assuming all other variables remained constant, the net finance cost would have been +/- € 0.1 million (previous year: +/- € 0.6 million).

Management of default and credit risks

Default and credit risks describe the uncertainty of a contractual party meeting its obligations, such as customers for trade receivables or banks for cash investments. The Villeroy & Boch Group has taken extensive measures to reduce this risk, which are described in the management report under “Management of default and credit risks”.

Management of liquidity risks

A sufficient liquidity reserve is maintained to ensure that the Villeroy & Boch Group is able to meet its obligations and remain financially flexible at all times. The strategy applied is described in the management report under “Management of liquidity risks”. Financial instruments in the form of cash and cash equivalents (see note 15) and borrowings (see note 29) are used to manage liquidity. Based on the contractual maturities of financial liabilities, cash outflows are expected in the following time bands:

in € million	Carrying amount as at 31 Dec.	Cash outflow expected in the following time bands				
		Gross	Within three months	Between three months and one year	Between one and five years	More than five years
Trade payables	81.3	81.3	81.3	-	-	-
Current and non-current financial liabilities (a)	112.5	129.1	30.7	25.9	72.5	-
Lease liabilities	43.3	46.4	4.0	10.5	26.7	5.2
Other liabilities	76.8	76.8	59.5	13.9	3.4	-
Cash flow hedge liabilities (b)	1.3	78.0	10.1	14.4	53.5	-
Total as at 31 Dec. 2019	315.2	411.6	185.6	64.7	156.1	5.2
Trade payables	85.6	85.6	85.6	-	-	-
Non-current and current financial liabilities (a)	115.2	131.6	22.9	0.8	107.9	-
Lease liabilities	41.3	43.2	3.8	9.0	25.1	5.3
Other liabilities	129.0	129.0	89.8	35.8	3.4	-
Cash flow hedge liabilities (b)	3.4	65.9	7.0	24.8	34.1	-
Total as at 31 Dec. 2020	374.5	455.3	209.1	70.4	170.5	5.3

(a) The cash flow from current and non-current financial liabilities includes future interest payments of €3.9 million (previous year: €3.6 million) that will not be incurred until after 31 December 2020. Current financial liabilities of €12.5 million (previous year: €13.1 million) were consolidated in the balance sheet (see note 29).

(b) The transaction volume of cash flow hedge liabilities in the amount of €65.9 million (previous year: €78.0 million) is offset by the opposing effects of the respective hedged items. As at the end of the reporting period, a net effect of €3.4 million (previous year: €1.3 million) is forecast, equal to the statement of financial position item. €0.1 million of this will be settled in the next three months (previous year: €0.2 million).

In liquidity planning, recognised liabilities are carried at their payment amount on maturity. This takes into account future interest not shown in the statement of financial position as at the end of the reporting period as it is not incurred until later financial years.

Net income from financial instruments

In the reporting year the Villeroy & Boch Group generated a net result of €-4.9 million (previous year: €-6.7 million) from the use of primary and derivative financial

instruments. €-0.1 million (previous year: €-0.3 million) of this related to derivative financial instruments and €-4.8 million (previous year: €-6.4 million) to primary financial instruments. The decline is due in part to interest expenses on pensions (see note 27).

55. CONTINGENT LIABILITIES AND COMMITMENTS

There were the following contingent liabilities and commitments in the Villeroy & Boch Group:

in € million	31/12/2020	31/12/2019
Guarantees	0.9	0.9
Trustee obligations	0.0	0.0

The maximum guarantee commitments assumed that can be claimed from the Villeroy & Boch Group are shown. Guarantees were essentially provided by Villeroy & Boch AG to the benefit of banks and lessors.

56. OTHER FINANCIAL OBLIGATIONS

There were the following financial obligations as at the end of the reporting period:

in € million	31/12/2020	31/12/2019
Obligations arising from orders placed:		
■ for investments in property, plant and equipment	3.6	6.0
■ for investments in right-of-use assets	0.6	0.8
■ for investments in intangible assets	0.2	0.3

70.4% of the obligations to acquire property, plant and equipment in the amount of €3.6 million related to Villeroy & Boch AG, followed by Villeroy & Boch (Thailand) Co. Ltd. (10.1%) and Villeroy & Boch Trading (Shanghai) Co. Ltd. (7.5%). In the previous year, 63.8% related to Villeroy & Boch AG, followed by Villeroy & Boch (Thailand) Co. Ltd (20.6%) and Villeroy & Boch Magyarország Kft. (8.2%).

The obligations to acquire right-of-use assets result from leases that have already been signed for which the asset has not yet been provided for use (see note 30).

57. RELATED PARTY DISCLOSURES

Related company disclosures

In the course of our operating activities, we purchase materials, inventories and services from a large number of business partners around the world. This includes business partners in which the Villeroy & Boch Group holds equity interests and some that have relationships with companies or members of the executive bodies of Villeroy & Boch AG. All transactions are conducted at arm's-length conditions.

Villeroy & Boch AG, Germany, is the ultimate controlling entity of the Villeroy & Boch Group. Transactions between Villeroy & Boch AG and its subsidiaries and between individual subsidiaries primarily relate to the exchange of work in process, finished goods and merchandise and services. These transactions were eliminated in accordance with the consolidation principles (see note 3) and are not discussed in this section.

The Villeroy & Boch Group accounts for one company using the equity method (see note 9). No goods or services were provided to or by this German company. From the perspective of the Villeroy & Boch Group, the volume of financial assets and liabilities attributable to the associated company was immaterial.

The Villeroy & Boch recognises two companies with no material impact on the assets, financial and earnings

position of the Group as other financial assets (see note 10). Villeroy & Boch AG mainly delivered tableware products worth €18 thousand to these companies in the financial year (previous year: €110 thousand). The Group recognises net trade receivables of €6 thousand (previous year: €73 thousand) (see note 13). The Group recognises an interest-bearing loan of €299 thousand under other current liabilities (see note 31). There is also a cash pool liability of €89 thousand.

There were no other significant transactions with related companies in the period under review. All transactions are conducted at arm's-length conditions.

Related person disclosures

The Group's related persons include shareholders able to significantly influence Villeroy & Boch AG, persons in key positions and relatives of these persons.

Members of the Supervisory Board and the Management Board are considered persons in key positions. The following table lists all remuneration of this group of persons:

in € million	2020	2019
Current employee benefits	4.4	4.5
Post-employment benefits	3.2	2.9
Other long-term benefits	0.2	0.2
Termination benefits	0.0	–
Total	7.8	7.6

Relatives of this group of persons employed within the Villeroy & Boch Group receive the compensation based on their position/function paid independently of the identity of the person in that position.

There were no other significant transactions with related persons in the period under review. All transactions are conducted at arm's-length conditions.

58. REMUNERATION OF THE SUPERVISORY BOARD AND MANAGEMENT BOARD

Supervisory Board remuneration

In accordance with the Articles of Association of Villeroy & Boch AG, the members of the Supervisory Board are entitled to claim reimbursement for the expenses incurred as a result of their work. They also receive fixed basic remuneration and a variable remuneration component.

The fixed annual basic remuneration for each member of the Supervisory Board amounts to €24,000. The Chairman receives an additional €53,000, while the Deputy Chairman receives an additional €16,500. Members of the Supervisory Board receive a fee of €1,500 for each meeting of the full Supervisory Board. The Chairman of the Audit Committee receives €10,000 p.a. and the Chairmen of the Investment Committee and the Human Resources Committee each receive €4,000 p.a. in addition to their basic remuneration, while the members of the respective committees each receive an additional €2,500 p.a.

The members of the Supervisory Board receive variable remuneration of an additional €195 for each cent per share

by which the dividend payable to shareholders exceeds 10.5 cents. The shareholder dividend is calculated as the average of the dividends paid for one preference share or one ordinary share.

The aforementioned remuneration is paid together with any value added tax incurred. Members are only entitled to receive remuneration on a pro rata basis for their term of office.

The members of the Supervisory Board of Villeroy & Boch AG received the following remuneration for performing their duties in the financial year:

In € thousand	Fixed remuneration	Meeting fees	Variable remuneration for 2019	Total	Previous year
Yves Elsen ^{2), 3)} (until to 12/2019)	0	0	8	8	106
Dr Alexander von Boch-Galhau ^{2), 3*)}	84	12	8	104	64
Ralf Runge ⁴⁾	42	8	8	58	62
Dietmar Langenfeld ^{2), 4)} (until 06/2020)	13	5	8	26	48
Dominique Villeroy de Galhau ¹⁾	26	12	8	46	48
Dietmar Geuskens ^{1), 4)}	27	9	8	44	48
Christina Rosenberg ³⁾	26	12	8	46	48
Prof Dr Annette Köhler ^{1*)} (until 02/2020)	6	1	8	15	53
Peter Prinz Wittgenstein (until 10/2020)	38	6	0	44	2
Baron Louis de Schorlemer ²⁾	26	12	8	46	43
Thomas Kannengießler	24	12	8	44	43
Bärbel Werwie ^{2), 4)}	25	12	8	45	43
Sabine Süpke ^{3), 4)}	27	12	8	47	45
Werner Jäger (until 03/2018) ⁴⁾	0	0	0	0	2
Francesco Grioli (until 03/2018) ⁴⁾	0	0	0	0	2
Susanne Ollmann (until 03/2018)	0	0	0	0	2
Dr Renate Neumann-Schäfer (until 03/2018)	0	0	0	0	2
Susanne Heckelsberger ^{1*)}	14	6	0	20	0
Thomas Scherer	12	8	0	20	0
Andreas Schmid ³⁾	7	4	0	11	0
Rounding	-2	0	2	0	-1
Total	395	131	98	624	660

¹⁾ Audit Committee

²⁾ Investment Committee

³⁾ Human Resources Committee

⁴⁾ Remuneration is deducted in accordance with DGB guidelines for the deduction of supervisory board remuneration.

* Chairman of the respective committee

A total expense of €983 thousand was reported in the Group result for the 2020 financial year (previous year: €1,034 thousand). In addition to the fixed remuneration paid and the meeting fees for 2020, this figure includes €110 thousand (previous year: €205 thousand) for the provision for variable remuneration for 2020, €305 thousand for purchased consulting services (previous year: €122 thousand), insurance premiums of €100 thousand (previous year: €100 thousand) and the reimbursement of other expenses in the amount of €48 thousand (previous year: €55 thousand).

Management Board remuneration

An expense of €5,099 thousand (previous year: €4,755 thousand) is reported in the income statement for the 2020 financial year. This figure is composed of fixed (€1,815 thousand; previous year: €1,714 thousand) and variable salary components (€1,708 thousand; previous year: €1,650 thousand) as well as expenses for pension benefits and similar obligations of active members of the Board of Management amounting to €1,576 thousand (previous year: €1,390 thousand). The variable remuneration is composed of a one-year remuneration in the amount of €1,350 thousand (previous year: €605 thousand) and a remuneration for several years in the amount of €358 thousand (previous year: €1,045 thousand). The target agreement was amended in the current 2020 financial year, specifically as regards short-term targets, on account of the COVID-19 pandemic. The fixed remuneration includes remuneration in kind of €76 thousand (previous year: €148 thousand), including €3 thousand (previous year: €2 thousand) relating to insurance premiums. Provisions for pensions for former members of the Management Board amount to €20,765 thousand (previous year: €20,618 thousand). In the financial year, former members of the Management Board received pension benefits totalling €1,637 thousand (previous year: €1,572 thousand). The provisions of section 314(3) sentence 1 HGB in conjunction with section 286(5) HGB apply with respect to the disclosure of the individual remuneration paid to members of the Management Board up to and including the 2021 financial year.

59. AUDITORS' FEES AND SERVICES

The fees for the auditor Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft were broken down as follows:

in € million	2020	2019
Audits of financial statements	0.4	0.4
Other assurance or valuation services	–	–
Tax advisory services	–	–
Other services	0.0	0.0

60. DECLARATION OF CONFORMITY WITH THE GERMAN CORPORATE GOVERNANCE CODE IN ACCORDANCE WITH SECTION 161 AKTG

The declaration of conformity with the German Corporate Governance Code prescribed by section 161 AktG (German Stock Corporation Act) for the 2020 financial year was submitted by the Management Board and the Supervisory Board of Villeroy & Boch AG on 16 December 2020. The declarations are permanently available to shareholders on the Internet.

61. EVENTS AFTER THE END OF THE REPORTING PERIOD

Villeroy & Boch AG's 2020 financial year was very much influenced by the COVID-19 pandemic. In particular, our divisions were affected by the state-ordered lockdowns in the first half of 2020. The repercussions of this included revenue losses that eroded contribution margins as well as negative effects on production and inventories. These negative effects were almost offset in the third and fourth quarter, though there are still risks to our business development on account of the continued uncertainty entailed by the pandemic. Although the tightened measures to combat the pandemic continued in January 2021 and until the reporting date, there have been no or only minor negative effects on the business development so far.

Overall, the COVID-19 pandemic is currently the greatest risk to the global economy. In order to counter the challenges of new lockdowns in various countries, we are able to resort to proven measures on the basis of the experience gathered over the past year. These include accelerating e-commerce business, strict cost management and the use of government subsidy programmes, such as temporary employment. Thanks to our strong orders on hand and the considerable liquidity and the cash funds available, we feel we are well prepared for the future.

Otherwise there are currently no significant events that occurred after the end of the financial year.

62. LIST OF SHAREHOLDINGS

The shareholdings of the Villeroy & Boch Group are listed in accordance with section 313(2) HGB* below:

in %	Fully consolidated subsidiaries	Villeroy&Boch AG investment		
		Direct	Indirect	Total
	Germany			
1.	Gästehaus Schloß Saareck Betreibergesellschaft mbH, Mettlach ¹⁾	100	–	100
2.	Heinrich Porzellan GmbH, Selb ¹⁾	100	–	100
3.	Hol Badshop und Service GmbH, Mettlach ¹⁾	100	–	100
4.	INTERMAT – Beteiligungs- und Vermittlungsgesellschaft mbH, Mettlach ¹⁾	100	–	100
5.	Keraco GmbH, Wadgassen	100	–	100
6.	Sales Design Vertriebsgesellschaft mbH, Merzig ¹⁾	100	–	100
7.	Sanipa Badmöbel Treuchtlingen GmbH, Treuchtlingen ¹⁾	100	–	100
8.	V & B International GmbH, Mettlach ¹⁾	100	–	100
9.	VilboCeram GmbH, Mettlach ¹⁾	100	–	100
10.	Villeroy & Boch Creation GmbH, Mettlach ¹⁾	100	–	100
11.	Villeroy & Boch Gastronomie GmbH, Mettlach ¹⁾	100	–	100
12.	Villeroy & Boch Interior Elements GmbH, Mettlach ¹⁾	100	–	100
13.	Villeroy & Boch K-Shop GmbH, Mettlach ¹⁾	100	–	100
	Abroad	Direct	Indirect	Total
14.	Argent Australia Pty. Ltd., Brisbane (Australia)	45.36	–	45.36
15.	Delfi Asset S.A., Luxemburg (Luxembourg)	–	100	100
16.	EXCELLENT INTERNATIONAL HOLDINGS LIMITED, Hongkong (China)	100	–	100
17.	Kiinteistö Oy, Helsinki (Finland)	–	100	100
18.	Mondial S.A., Lugoj (Romania)	99.45	–	99.45
19.	Ucosan B.V., Roden (Netherlands)	100	–	100
20.	V AND B SOUTH AFRICA PTE LTD., Claremont (South Africa)	100	–	100
21.	Vilbomex S.A. de C.V., Ramos Arizpe (Mexico)	–	100	100
22.	Vilbona Mexiko S.A. de C.V., Ramos Arizpe (Mexico)	–	100	100
23.	Villeroy & Boch (Schweiz) AG, Lenzburg (Switzerland)	–	100	100
24.	Villeroy & Boch (Thailand) Co. Ltd., Saraburi (Thailand)	16.51	83.49	100
25.	Villeroy & Boch (U.K.) Ltd., London (UK)	–	100	100
26.	Villeroy & Boch Arti della Tavola S.r.l., Mailand (Italy)	0.2	99.8	100
27.	Villeroy & Boch Asia Pacific Pte. Ltd., Singapur (Singapore)	100	–	100
28.	Villeroy & Boch Australia Pty. Ltd., Brookvale (Australia)	–	100	100
29.	Villeroy & Boch Austria GmbH, Mondsee (Austria)	100	–	100
30.	Villeroy & Boch Belgium S.A., Brüssel (Belgium)	99.99	0.01	100
31.	Villeroy & Boch Czech s.r.o., Prag (Czech Republic)	100	–	100
32.	Villeroy & Boch Danmark A/S, Rødovre (Denmark)	–	100	100
33.	Villeroy & Boch Gustavsberg AB, Gustavsberg (Sweden)	100	–	100

34.	Villeroy & Boch Gustavsberg Oy, Helsinki (Finland)	–	100	100	
35.	Villeroy & Boch Hogar S.L., Barcelona (Spain)	44	56	100	
36.	Villeroy & Boch Magyarország Kft., Hódmezővásárhely (Hungary)	100	–	100	
37.	Villeroy & Boch MC S.à.r.l., Monaco (Monaco)	99.99	0.01	100	
38.	Villeroy & Boch Norge AS, Lorenskog (Norway)	–	100	100	
39.	Villeroy & Boch OOO, Moskau (Russia)	100	–	100	
40.	Villeroy & Boch Polska Sp. z o.o., Warschau (Poland)	–	100	100	
41.	Villeroy & Boch S.à.r.l., Faiencerie de Septfontaines-lez-Luxembourg, Luxembourg (Luxembourg)	100	–	100	
42.	Villeroy & Boch Sales India Private Limited, Mumbai (India)	99.99	0.01	100	
43.	Villeroy & Boch Tableware (Far East) Ltd., Hongkong (China)	–	100	100	
44.	Villeroy & Boch Tableware B.V., Oosterhout (Netherlands)	100	–	100	
45.	Villeroy & Boch Tableware Ltd., Toronto (Canada)	–	100	100	
46.	Villeroy & Boch Trading (Shanghai) Co. Ltd., Shanghai (China)	100	–	100	
47.	Villeroy & Boch Ukraine TOV, Kiew (Ukraine)	100	–	100	
48.	Villeroy & Boch USA Inc., New Jersey (USA)	–	100	100	
49.	Villeroy & Boch Wellness N.V., Roeselare (Belgium)	99.99	0.01	100	
50.	Villeroy et Boch Arts de la Table S.A.S., Paris (France)	–	100	100	
51.	Villeroy et Boch S.A.S., Paris (France)	100	0	100	
52.	Villeroy et Boch Valence d’Agen S.A.S., Valence d’Agen (France)	–	100	100	
	Affiliated, unconsolidated companies		Direct	Indirect	Total
53.	Villeroy & Boch Innovations GmbH, Mettlach (Germany)	100	–	–	100
54.	Villeroy & Boch Ventures GmbH, Mettlach (Germany)	–	–	100	100

¹⁾ Section 264 (3) HGB is applied to this subsidiary.

* Section 313(3) p. 4 HGB is applied to one German investment.

63. DEVELOPMENTS WITHIN THE IFRS FRAMEWORK

The following pronouncements by the international standardsetter, the IASB (International Accounting Standards Board), were endorsed by the EU and are required to be applied for financial years beginning after 31 December 2019:

Standard	Name
IFRS	16 Amendments to IFRS 16: COVID-19 related Rent Concessions
IFRS	3 Amendments to IFRS 3: Definition of a Business
IAS	1/8 Amendments to IAS 1 and 8: Definition of Material
IFRS/IAS	7/9/39 Amendments to IFRS 7 and 9 and IAS 39: Interest Rate Benchmark Reform (Phase 1)
Conceptual framework	Amendments to references to the Conceptual Framework in IFRS Standards

The application of the amendment to IFRS 16 “COVID-19-Related Rent Concessions” is presented in note 1 “Accounting policies”. The effects on the 2020 financial year are presented in note 7. As set out in the 2019 Annual Report, the other changes will have no material effect on the accounting policies of the Villeroy & Boch Group.

The application of all IASB pronouncements endorsed by the EU was mandatory for the current 2020 financial year. An exception to this was the amendment to IFRS 16 “COVID-19-Related Rent Concessions”, which was optional.

The following IASB pronouncements were adopted by the EU and were not yet effective for the past 2020 financial year:

Standard	Name
New standards	
-	
Amendments to existing standards	
IFRS	4 Extension of the Temporary Exemption from Applying IFRS 9

In the 2020 financial year, there was only one amendment to existing standards that had already been endorsed by the EU but that was not yet effective for the past financial year. The amendment postpones the set end to the temporary

exemption from applying IFRS 9 in IFRS 4 to financial years beginning on or after 1 January 2023.

The following IASB pronouncements were not yet endorsed by the EU:

Standard	Name
New standards	
IFRS	17 IFRS 17 Insurance Contracts (including changes to IFRS 17, issued in June 2020)
Changes and additions to existing standards	
IFRS/IAS	7/9/4/16/39 Changes to IFRS 4, 7, 9 and 16 as well as IAS 39: Reform of the reference interest rate benchmarks (Phase 2) (Issued in August 2020)
IFRS	1/9/16/41 Annual Improvements to IFRS – Cycle 2018-2020
IFRS	3 Changes to IFRS 3 – Reference to the conceptual framework (issued in May 2020)
IAS	37 Changes to IAS 37 – Onerous contracts: Costs for fulfilling a contract (issued in May 2020)
IAS	16 Changes to IAS 16 – Property, plant and equipment: Recognition of revenues, before an asset is in an operational status (issued in May 2020)
IAS	1 Changes to IAS 1 – Classification of liabilities as short- or long term (including the change to IAS 1 – Classification of liabilities as short- or long term – Shift of the time of coming into effect, issued in July 2020)

The new IFRS 17 “Insurance Contracts” applies to all contracts in which the entity is required to pay compensation on the occurrence of an uncertain future event. Typical examples for a manufacturing company include product warranties given by a manufacturer, assets and liabilities relating to pension obligations or short positions from residual value guarantees issued. An explicit exemption from or opting for IFRS 9 will presumably have only an immaterial effect on the Villeroy & Boch Group. Subject to endorsement in EU law, the standard will be effective from 1 January 2023. The effective date was postponed by two years from 1 January 2021 by the amendment to IFRS 17, published on 25 June 2020.

Amendment to IFRS 3 “Reference to the Conceptual Framework” updates IFRS 3 to the effect that the standard now relates to the 2018 Conceptual Framework rather than the 1989 Conceptual Framework. Two additions were also added. Subject to endorsement in EU law, the standard will be effective from 1 January 2022.

The amendment to IAS 37 “Onerous Contracts – Costs of Fulfilling a Contract” states that the “costs of fulfilling a

contract” consist of the “costs that relate directly to the contract”. These can be either the incremental costs of fulfilling that contract (e.g. direct labour costs, materials) or an allocation of costs that relate directly to fulfilling that and other contracts (e.g. the allocation of the write-down for an item of property, plant and equipment used in fulfilling the contract). Subject to endorsement in EU law, the standard will be effective from 1 January 2022.

The amendment to IAS 16 “Property, Plant & Equipment: Proceeds before Intended Use” prohibits deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the cost of producing those items, in profit or loss. Subject to endorsement in EU law, the standard will be effective from 1 January 2022.

The amendment to IAS 1 “Classifications of Liabilities as Current or Non-Current” clarify the classification of liabilities as current or non-current. In future, only rights in place at the end of the reporting period should affect the classification of a liability. Interpretation guidance was also added for the “right to defer settlement by at least twelve months” and “settlement”. Subject to endorsement in EU law, the standard will be effective from 1 January 2023. The effective date was postponed by one year from 1 January 2022 by the amendment to IAS 1, published on 15 July 2020. According to present knowledge, the new standards listed above will have only an immaterial effect on the Villeroy & Boch Group.

The European Commission has resolved not to endorse the following IASB pronouncements in European law:

Standard	First-time adoption
IFRS 14 Regulatory Deferral Accounts (issued on 30 January 2014)	01/01/16
Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (issued on 11 September 2014)	undefined

As they have not been implemented in EU law, the Villeroy & Boch Group is not permitted to apply these regulations in the preparation of exempting consolidated financial statements in accordance with section 315e (1) HGB. The Villeroy & Boch Group would not be affected by either regulation.

Mettlach, 8 February 2021


Frank Göring


Gabriele Schupp


Georg Lörz


Dr Markus Warncke

ADDITIONAL INFORMATION

INDEPENDENT AUDITOR'S REPORT

TO VILLEROY & BOCH AKTIENGESELLSCHAFT

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS AND OF THE GROUP MANAGEMENT REPORT

Opinions

We have audited the consolidated financial statements of Villeroy & Boch Aktiengesellschaft, Mettlach, and its subsidiaries (the Group), which comprise the consolidated balance sheet as of 31 December 2020, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of equity and consolidated statement of cash flows for the fiscal year from 1 January to 31 December 2020 and the notes to the consolidated financial statements, including a summary of significant accounting policies. In addition, we have audited the group management report of Villeroy & Boch Aktiengesellschaft for the fiscal year from 1 January to 31 December 2020. We have not audited the content of the components of the group management report mentioned in the appendix to the auditor's report and the Company information listed there outside the annual report, which is referred to in the group management report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRSs as adopted by the EU, and the additional requirements of German commercial law pursuant to Sec. 315e (1) HGB ["Handelsgesetzbuch": German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities and financial position of the Group as of 31 December 2020 and of its financial performance for the fiscal year from 1 January to 31 December 2020, and
- the accompanying group management report as a whole provides an appropriate view of the Group's position. In all material respects, this group management report is consistent with the consolidated financial statements,

complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our opinion on the group management report does not cover the content of the components of the group management report referred to in the appendix to the auditor's report.

Pursuant to Sec. 322 (3) Sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the group management report.

Basis for the opinions

We conducted our audit of the consolidated financial statements and of the group management report in accordance with Sec. 317 HGB and the EU Audit Regulation (No 537/2014, referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and of the group management report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Art. 10 (2) f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Art. 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the consolidated financial statements and on the group management report.

Key audit matters in the audit of the consolidated financial statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the fiscal year from 1 January to 31 December 2020. These matters were addressed in the context of our audit of the consolidated

financial statements as a whole, and in forming our opinion thereon; we do not provide a separate opinion on these matters.

Below, we describe what we consider to be the key audit matters:

1. Sale of shares in Rollingergrund Premium Properties SA

Reasons why the matter was determined to be a key audit matter

On 6 December 2019, Villeroy & Boch S.à.r.l., Luxembourg, sold 100% of the shares in Rollingergrund Premium Properties SA (RPP) as part of a share deal. The assets of RPP almost exclusively comprised real estate in Luxembourg. The acquirer intends to gain construction rights for the property. In the past fiscal year, unresolved issues regarding the construction were discussed with the authorities several times. However, at present, a corresponding building plan has not yet been submitted to the competent authorities of the city of Luxembourg, which is why the building density and therefore the actual buildable land available have not yet been determined.

To measure the provisional purchase price, which has already been paid in full, the parties applied a certain buildable area that would lead to a higher building density compared to other land in this municipal area. Subsequent more/less land in the building plan that is to be approved leads to a corresponding adjustment of the purchase price. We have once again determined this to be a key audit matter in our audit, as the calculation of the final purchase price and therefore the current repayment obligation as a result of liabilities largely depend on the estimate of the actual buildable land made by the executive directors and external experts. These estimates are based on judgment.

Auditor's response

We inspected the underlying contract and additional internal records to obtain an understanding of significant key points of the transaction, particularly the determination of the provisional purchase price using the purchase price formula in the contract and potential subsequent adjustments of the purchase price. We interviewed the employees at Villeroy & Boch who were involved with the contract negotiations regarding the further development of discussions with the competent authorities in Luxembourg about the building plan and the assumptions made, particularly related to the estimate of the actual buildable

land. We also inspected the documents that were submitted to the authorities of Luxembourg.

Our audit procedures did not reveal any reservations concerning the accounting treatment of the sale of shares in RPP.

Reference to related disclosures in the consolidated financial statements

The disclosures on the sale of shares in RPP, including the accounting policies applied, are contained in the notes to the consolidated financial statements (notes 1, 2c and 31).

2. Measurement of inventories

Reasons why the matter was determined to be a key audit matter

Inventories constitute a significant item in the consolidated financial statements. They are measured at acquisition or production cost. For this purpose, the standard costs used during the year are adjusted to the respective actual costs at the end of the year with the help of revaluation factors. The adjustment is highly dependent on the assumptions with regard to the overhead costs of the production process that have to be included, the fixed costs that are not related to production and the determination of the planned capacity utilization (normal utilization). Due to the plant closures lasting several weeks as a result of the coronavirus, it was particularly important to adjust idle capacity costs and account for state subsidies. In addition, corresponding valuation allowances take into account inventory risks arising from the period of storage and/or reduced usability. In particular, the determination of the impairment rates and the allocation to various valuation classes in the IT-supported impairment procedure as well as the evaluation of whether additional manual impairment losses are necessary, which are not taken into account in this impairment procedure, are at the discretion of the Company's executive directors.

Auditor's response

In our audit, we obtained an understanding of the Company's internal processes and procedures and examined the underlying controls of the measurement of inventories. We verified the method used to calculate the standard costs and examined this at item level for each business division for anomalies and changes compared to the prior year using data analytic procedures. We analyzed the revaluation factors used for the adjustment of the standard costs to the actual costs on a spot check basis. We also examined

whether production-related overhead costs were only taken into account in the calculation of the production costs to the extent that they are incurred with normal utilization of technical and personnel production capacities. In particular, we analyzed the change in overhead costs and the planned production capacity compared to the prior year. We examined the planned and actual output by making a prior-year comparison and inspecting the production reports of the production plants. We also verified the adjustment of effects from the plant closures as a result of the coronavirus in terms of methodical accuracy and, in the course of this, analyzed the recognition of state subsidies.

We examined the suitability of the IT-supported impairment procedure for the assessment of inventory risks with the assistance of internal experts. We compared the computational logic of the model with the accounting policies used by the Company and mathematically verified it on a sample basis. We further assessed the impairment losses calculated on the basis of past experience through analytical comparisons with the impairment of individual items and of total inventory applied in prior years and, based on this, discussed the requirement for additional manual impairment losses with the executive directors.

Our audit did not lead to any reservations concerning the measurement of inventories.

Reference to related disclosures in the consolidated financial statements

The Company's disclosures regarding the accounting policies used for the inventories are included in the notes to the consolidated financial statements (note 1 and note 12).

3. Recognition and measurement of provisions for personnel-related restructuring measures and recultivation and restoration obligations

Reasons why the matter was determined to be a key audit matter

Other provisions, which represent a significant balance sheet item in the consolidated financial statements of Villeroy & Boch AG, contain provisions for personnel-related restructuring measures planned in Germany and abroad in connection with the transformation and efficiency improvement program launched in the prior year as well as the planned store closures in the Tableware business division. Measures in additional locations abroad decided on in the prior fiscal year were communicated and their implementation initiated, which was taken into account

accordingly in the accounting for provisions. In addition, the item contains material provisions for various recultivation and restoration obligations from now idle or leased factories in France, Germany and Sweden. These matters recognized in the prior year are once again determined to be a key audit matter, as the recognition and measurement continue to be based on estimates and assumptions by the executive directors regarding the probability and amount of a possible claim, reversal or increase and thus require a high degree of judgment.

Auditor's response

As part of our audit procedures regarding the personnel-related restructuring measures in the consolidated financial statements, we analyzed the current implementation of measures decided on in the prior year and discussed adjustments, delays and, in particular, additions related to individual measures with representatives of the Company.

We also examined internal records, such as the minutes of the Management Board and Supervisory Board. In addition, we verified the calculation of the total provisions as well as individual matters on a sample basis and checked for plausibility using personnel measures implemented in the past, particularly regarding the severance payments for each employee. With regard to matters already recognized in the prior year, the verification of the claim as a result of the implementation and the reversal of the provision were an additional key audit matter.

Our audit procedures related to provisions for recultivation and restoration obligations comprised interviews with the executive directors and other employees within the Company involved with these matters regarding the status of discussions with the respective authorities. Here, the progress of individual projects was also consistent with our expectations and we discussed which conclusions can be drawn from this for the existing provision. In this respect, we also inspected internal and external communication and, on this basis, evaluated the scenarios developed as well as potential effects on the most recent assessment with regard to the recognition criteria found in IAS 37.14 et seq. Furthermore, we evaluated its consistency with internal reporting (risk report) and verified the calculation of the provision both in terms of methodical and clerical accuracy. Our audit did not lead to any reservations concerning the recognition and measurement of provisions for personnel-related restructuring measures as well as recultivation and restoration obligations.

Reference to related disclosures in the consolidated financial statements

Disclosures of the Company on personnel-related restructuring measures and recultivation and restoration obligations, including the accounting policies applied, are contained in the notes to the consolidated financial statements (note 1 and note 28).

4. Disposal of Vilbomex Inmobiliaria, S. de R.L. de C.V., Mexico

Reasons why the matter was determined to be a key audit matter

In the fiscal year, the Management Board and Supervisory Board of Villeroy & Boch AG decided to sell the Mexican sanitary ware factory and adjust the market cultivation within the Bathroom and Wellness business division in Mexico. Prior to the transaction, significant components of the fixed assets required for production had been contributed to the former real estate company Vilbomex Inmobiliaria, S. de R.L. de C.V., Mexico (Inmobiliaria). By agreement dated 23 December 2020 and with effect from 31 December 2020, Inmobiliaria was subsequently sold to Porcelane Corona de México, S.A. de C.V., Mexico (PCM), and was therefore deconsolidated. The purchase price has to be repaid in five installments within a period of four years. Furthermore, due to the disposal and the adjustment of the market cultivation, the Group recognized additional impairment losses on fixed and current assets remaining in the Group as well as provisions for personnel-related measures.

The effects from the disposal of Vilbomex Inmobiliaria were determined to be a key audit matter on account of the complexity and large number of accounting effects. In addition, the assessment of the recoverability of assets remaining in the Group, expenses resulting from the personnel-related measures as well as potential tax risks require management to make decisions based on judgment.

Auditor's response

We analyzed the corresponding protocols and documents on the disposal of Inmobiliaria as well as the underlying contract, and discussed the implementation of the adjustment of the market cultivation with the Management Board. With regard to the disposal, we examined the discount rate determined for discounting the purchase price by inspecting creditworthiness assessments carried out by an independent party and analyzed the agreements on promissory notes and liens. The latter were also used to evaluate the recoverability

of the purchase price receivable; for this purpose, we also received proof of payment of the first purchase price installment. The deconsolidation of Inmobiliaria was examined in terms of methodological and clerical accuracy. In addition, we assessed the valuation of fixed assets, which were deposited beforehand, by means of documents and correspondence regarding the purchase price negotiations. In the overall assessment of the contract, we verified the impairment losses recognized on fixed assets remaining in the Group as well as the assessment of the recoverability of tax items relevant in this context and assessed whether all existing risks were adequately accounted for by investigating additional documents and interviewing management.

Our audit procedures did not reveal any reservations concerning the accounting treatment of the sale of shares in Inmobiliaria.

Reference to related disclosures in the consolidated financial statements

Disclosures of the Company on the disposal of Inmobiliaria, including the accounting policies applied, are contained in the notes to the consolidated financial statements (note 2c).

Other information

The Supervisory Board is responsible for the Report of the Supervisory Board pursuant to Sec. 171 (2) AktG ["Aktiengesetz": German Stock Corporation Act] and the declaration of compliance with the corporate governance code of the Supervisory Board pursuant to Sec. 161 AktG. In all other respects, the executive directors are responsible for the other information. The other information comprises the components of the annual report mentioned in the appendix.

Our opinions on the consolidated financial statements and on the group management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon. In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- || is materially inconsistent with the consolidated financial statements, with the group management report or our knowledge obtained in the audit, or
- || otherwise appears to be materially misstated.

Responsibilities of the executive directors and the Supervisory Board for the consolidated financial statements and the group management report

The executive directors are responsible for the preparation of the consolidated financial statements that comply, in all material respects, with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to Sec. 315e (1) HGB, and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position and financial performance of the Group. In addition, the executive directors are responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the executive directors are responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the executive directors are responsible for the preparation of the group management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects, consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a group management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the group management report. The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the group management report.

Auditor's responsibilities for the audit of the consolidated financial statements and of the group management report

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole

are free from material misstatement, whether due to fraud or error, and whether the group management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the consolidated financial statements and on the group management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this group management report.

We exercise professional judgment and maintain professional skepticism throughout the engagement. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the group management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures (systems) relevant to the audit of the group management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.

- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the group management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRSs as adopted by the EU and the additional requirements of German commercial law pursuant to Sec. 315e (1) HGB.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express opinions on the consolidated financial statements and on the group management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinions.
- Evaluate the consistency of the group management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by the executive directors in the group management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on

the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Report on the assurance in accordance with Sec. 317 (3b) HGB on the electronic reproduction of the consolidated financial statements and the group management report prepared for publication purposes

Opinion

We have performed assurance work in accordance with Sec. 317 (3b) HGB to obtain reasonable assurance about whether the reproduction of the consolidated financial statements and the group management report (hereinafter the "ESEF documents") contained in the attached electronic file `villeroy-boch_186746.zip` and prepared for publication purposes complies in all material respects with the requirements of Sec. 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance only extends to the conversion of the information contained in the consolidated financial statements and the group management report into the ESEF format and therefore relates neither to the information contained in this reproduction nor to any other information contained in the abovementioned electronic file.

In our opinion, the reproduction of the consolidated financial statements and the group management report contained in

the abovementioned attached electronic file and prepared for publication purposes complies in all material respects with the requirements of Sec. 328 (1) HGB for the electronic reporting format. We do not express any opinion on the information contained in this reproduction nor on any other information contained in the abovementioned file beyond this reasonable assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying group management report for the fiscal year from 1 January 2020 to 31 December 2020 contained in the “Report on the audit of the consolidated financial statements and of the group management report” above.

Basis for the opinion

We conducted our assurance work on the reproduction of the consolidated financial statements and the group management report contained in the abovementioned attached electronic file in accordance with Sec. 317 (3b) HGB and Exposure Draft of IDW Assurance Standard: Assurance in Accordance with Sec. 317 (3b) HGB on the Electronic Reproduction of Financial Statements and Management Reports Prepared for Publication Purposes (ED IDW AsS 410). Our responsibilities under that standard are further described in the “Group auditor’s responsibilities for the assurance work on the ESEF documents” section. Our audit firm applied the standards for the quality assurance system set forth in IDW Quality Control Standard: “Anforderungen an die Qualitätssicherung in der Wirtschaftsprüferpraxis” [Requirements for Quality Control in the Practice of Public Auditors] (IDW QS 1).

Responsibilities of the executive directors and the Supervisory Board for the ESEF documents

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic reproduction of the consolidated financial statements and the group management report in accordance with Sec. 328 (1) Sentence 4 No. 1 HGB and for the tagging of the consolidated financial statements in accordance with Sec. 328 (1) Sentence 4 No. 2 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have considered necessary to enable the preparation of ESEF documents that are free from material non-compliance with the requirements of Sec. 328 Abs. 1 HGB for the electronic reporting format, whether due to fraud or error.

The executive directors of the Company are also responsible for the submission of the ESEF documents together with the auditor’s report and the attached audited consolidated financial statements and the audited group management report as well as other documents to be published to the operator of the Bundesanzeiger [German Federal Gazette]. The Supervisory Board is responsible for overseeing the preparation of the ESEF documents as part of the financial reporting process.

Group auditor’s responsibilities for the assurance work on the ESEF documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material non-compliance with the requirements of Sec. 328 (1) HGB, whether due to fraud or error. We exercise professional judgment and maintain professional skepticism throughout the engagement. We also:

- Identify and assess the risks of material non-compliance with the requirements of Sec. 328 (1) HGB, whether due to fraud or error, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- Obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documents, i.e., whether the electronic file containing the ESEF documents meets the requirements of Delegated Regulation (EU) 2019/815, in the version valid as of the reporting date, on the technical specification for this electronic file.
- Evaluate whether the ESEF documents enable an XHTML reproduction with content equivalent to the audited consolidated financial statements and to the audited group management report.
- Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) enables an appropriate and complete machine-readable XBRL copy of the XHTML reproduction.

Further information pursuant to Art. 10 of the EU Audit Regulation

We were elected as auditor of the consolidated financial statements by the annual general meeting, which was postponed to 30 October 2020 due to the restrictions issued to stem the coronavirus pandemic. Subject to this postponed election, we were appointed by the Supervisory Board on 15 September 2020. We have been the group auditor of Villeroy & Boch Aktiengesellschaft without interruption since fiscal year 2009.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Art. 11 of the EU Audit Regulation (long-form audit report).

In addition to permissible legal services, we have provided to group entities the following services that are not disclosed in the consolidated financial statements or in the group management report:

German Public Auditor responsible for the engagement

The German Public Auditor responsible for the engagement is Mr. Heiko Hummel.

Appendix to the auditor's report:

1. Parts of the group management report whose content is unaudited

We have not audited the content of the following parts of the group management report:

- the Group declaration on corporate governance published on the website cited in the group management report, which is part of the group management report.

Furthermore, we have not audited the content of information which is not part of the management report. This relates to any information whose disclosure in the group management report is not required pursuant to Secs. 315, 315a or Secs. 315b to 315d HGB or GAS 20.

- General comments on sustainability in section 3.1
- Combined Responsibility Statement in section 8

2. Further other information

"Other information" comprises the following component of the annual report, which we were provided with prior to issuing this auditor's report:

- the group non-financial report.

"Other information" further comprises the prescribed components of the annual report, which were provided to us prior to us issuing this auditor's report, including, but not limited to the following sections:

- the "Report of the Supervisory Board" and
- the "Corporate Governance Report",

but not the consolidated financial statements, nor the disclosures in the group management report included in our audit or our associated auditor's report.

The other information also comprises the other parts of the annual report, which we expect to receive after we have issued our independent auditor's report, in particular the sections:

- "The Group at a Glance"
- "Divisions"
- "Letter to Shareholders"
- "Executive Bodies of the Company"
- "Villeroy & Boch's Shares"

3. Company information outside the annual report, which has been referred to in the group management report

"Other information" also includes the following information outside the annual report, which is referred to in the group management report:

- the sustainability report.

Besides the cross-references under "1. Components of the group management report not included in the audit of content", the group management report contains additional cross-references to the Group's websites. The information to which the aforementioned cross-references refer is not part of the annual report.

Stuttgart, 10 February 2021

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Hummel	Waldner
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

MANDATES OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

MANDATES OF THE MANAGEMENT BOARD

FRANK GÖRING

Chairman of the Management Board

a) *V & B Fliesen GmbH, Merzig, Germany within the Group:*

b) *Villeroy & Boch Innovations GmbH, Mettlach, Germany*

ANDREAS PFEIFFER (until 31 July 2020)

Management Board member responsible for Bathroom and Wellness Division

b) *within the Group: Villeroy & Boch Magyarország Kft.,*

Hódmezővásárhely, Hungary

Villeroy & Boch Trading (Shanghai) Co., Ltd.,

Shanghai, China

GEORG LÖRZ (since 1 August 2020)

Management Board member responsible for Bathroom and Wellness Division

b) *within the Group: Villeroy & Boch Magyarország Kft.,*

Hódmezővásárhely, Hungary

Villeroy & Boch Trading (Shanghai) Co., Ltd.,

Shanghai, China

GABRIELE SCHUPP

Management Board member responsible for Tableware Division

b) *within the Group: Villeroy & Boch Innovations*

GmbH, Mettlach, Germany

DR MARKUS WARNCKE

Chief Financial Officer

b) *within the Group: Villeroy & Boch Innovations*

GmbH, Mettlach, Germany

MANDATES OF THE SUPERVISORY BOARD

LUITWIN GISBERT VON BOCH-GALHAU

Honorary member of the Supervisory Board

DR ALEXANDER VON BOCH-GALHAU

|| Chairman of the Supervisory Board

(since 15 January 2020)

|| Management Consultant

b) *Union Stiftung, Saarbrücken, Germany*

RALF RUNGE *

|| First Vice Chairman of the Supervisory Board

|| Chairman of the Villeroy & Boch Euro Works Council *(since 1 February 2020)*

|| Chairman of the Villeroy & Boch AG Central Works Council

|| Chairman of the Faïencerie Merzig Works Council *(until 31 January 2021)*

DIETMAR GEUSKENS * (until 31 January 2021)

District Manager of IGBCE Saarbrücken, Germany

a) *Steag New Energies GmbH, Saarbrücken, Germany*

SUSANNE HECKELSBERGER (since 1 July 2020)

Management Consultant/Managing Director SH

Financial Management Consulting GmbH Stuttgart, Germany

PROF DR ANNETTE G. KÖHLER (until 29 February 2020)

University professor and owner of the Chair of

Accounting, Auditing and Controlling at the University of Duisburg-Essen, Germany

a) *UniCredit Bank AG, Munich, Germany*

DMG Mori AG, Bielefeld, Germany

b) *DKSH Holding AG, Zurich, Switzerland*

THOMAS KANNENGIESSER *

Senior Product Manager Bathroom and Wellness
Division at Villeroy & Boch AG

DIETMAR LANGENFELD * (until 30 June 2020)

- ▮ Chairman of the Villeroy & Boch AG Central Works Council (until 31 January 2020)
- ▮ Chairman of the Sanitary Ware Plant Mettlach Works Council (until 31 January 2020)

CHRISTINA ROSENBERG

Management Consultant at innotail, Munich,
Germany

- a) Hugo Boss AG, Metzingen, Germany (since 7 May 2020)
- b) Josef Tretter GmbH & Co. KG, Munich, Germany

SABINE SÜPKE *

Board secretary of the IG BCE Hesse-Thuringia,
Germany

- a) KSBG Kommunale Beteiligungsgesellschaft GmbH & Co. KG,
Essen, Germany

THOMAS SCHERER * (since 1 July 2020)

Chairman of the Sanitary Ware Plant Mettlach
Works Council (since 1 February 2020)

ANDREAS SCHMID (since 30 October 2020)

Management Consultant and President of the
Administrative Board Helvetica Capital AG, Zurich,
Switzerland

- b) Zurich Airport AG, Zurich, Switzerland (Chairman)
Steiner AG, Zurich, Switzerland
Wirz Partner Holding AG, Zurich, Switzerland (Chairman)
Nüssli AG, Hüttwilen, Switzerland (Chairman)
Gategroup Holding AG, Opfikon, Switzerland

LOUIS DE SCHORLEMER

Managing Director at Corporate Diplomat Sprl,
Brussels, Belgium

- b) Lift Me Off, Ltd., Aylesbury, UK (until 31 January 2020)

BÄRBEL WERWIE *

Chairwoman of the Villeroy & Boch AG Central
Works Council

PETER PRINZ WITTGENSTEIN

(from 23 January 2020 to 30 October 2020)

- ▮ Former second Vice Chairman of the Supervisory Board
- ▮ Management Consultant

DOMINIQUE VILLEROY DE GALHAU

General Director of La Financière Tiepolo SAS,
Paris, France

- a) Momentum Asset Management S.A., Luxembourg
(Chairman)
- b) Adolphe de Galhau'sche Sophienstiftung, Wallerfangen,
Germany (Chairman)

ROLAND STRASSER * (since 10 February 2021)

Regional Director of the Rhineland-Palatinate/Saar-
land branch of the Mining, Chemical and Energy
Industries Union (IG BCE)

- a) BASF SE, Ludwigshafen, Germany
V & B Fliesen GmbH, Merzig, Germany
AbbVie Komplementär GmbH, Ludwigshafen, Germany

* Employee representative

a) Memberships of other statutory supervisory boards within the meaning of section 125 of the German Stock Corporation Act (AktG)

b) Memberships of comparable domestic and foreign controlling bodies of commercial enterprises within the meaning of section 125 of the Stock Corporation Act (AktG)

COMPANY CALENDAR 2021

26 March 2021 - Virtual General Meeting of Shareholders

22 April 2021 - Report on the first three months of 2021

20 July 2021 - Report on the first half of 2021

20 October 2021 - Report on the first nine months 2021

IMPRINT

EDITOR / CONTACT

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DISCLAIMER

Forward-looking statements

This annual report contains forward-looking statements based on management estimates of future developments at the time this report was prepared. These statements are subject to risks and uncertainties that Villeroy & Boch is largely unable to influence or precisely evaluate. Among other things, this includes the future economic and legal market conditions, the behaviour of other market participants and expected synergy effects. If these or other uncertain factors were to occur in reality or the assumptions underlying the forward-looking statements were to prove incorrect, the actual results could deviate from the expected results described herein. Villeroy & Boch does not intend to update these forward-looking statements after the reporting date in order to reflect future events or developments.

Rounding differences

The percentages and figures in this report may be subject to rounding differences.

Technical discrepancies

There may be discrepancies between the accounting documents contained in this report and the accounting documents submitted to the Bundesanzeiger (Federal Gazette) due to technical reasons (e.g. conversion of electronic formats). In this case, the version submitted to the Bundesanzeiger shall be binding. This report has been translated into English. In the event of variances, the German version shall take precedence over the English translation.





Villeroy & Boch

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