

Profile of skills, diversity concept, and objectives for the composition of the Supervisory Board

Taking into account the recommendations set forth in section C.1 of the German Corporate Governance Code (“Code”) and section 289f para. 2 no. 6 of the German Commercial Code (diversity concept), the Supervisory Board determined specific objectives regarding its composition and a profile of skills for the Supervisory Board as a whole and amended these on 23 March 2022. In doing so, the Supervisory Board aims to make a wide range of expertise available to the Group and to have the broadest possible pool of candidates at its disposal for the election of future Supervisory Board members.

Profile of skills

The profile of skills shall ensure that each of the skills and areas of knowledge or technical experience listed below is held by at least one member of the Supervisory Board, so that the Supervisory Board as a whole covers all of the necessary skills:

Skill area	Requirements
Industry knowledge	<ul style="list-style-type: none"> ▪ Familiarity with the building materials sector or related industries
International management experience	<ul style="list-style-type: none"> ▪ Own management activities in an international environment
Personnel competencies	<ul style="list-style-type: none"> ▪ Experience in the composition of corporate bodies ▪ Knowledge of procedures for identifying candidates for relevant positions ▪ Experience in/with change management
Governance, Legal & Compliance	<ul style="list-style-type: none"> ▪ Knowledge of stock corporation and capital markets law, compliance structures and concepts, and corporate governance standards ▪ Membership in and leadership of co-determined corporate bodies
Accounting, auditing and controlling	<ul style="list-style-type: none"> ▪ Experience and expertise in the fields of accounting and auditing¹ ▪ Experience in controlling and risk management structures

¹ According to sections 100 para. 5, 107 para. 4 of the German Stock Corporate Act, at least one member of the Supervisory Board/Audit Committee must have expertise in the field of accounting and at least one other member of the Supervisory Board/Audit Committee must have expertise in the field of auditing

Skill area	Requirements
Strategy, capital markets	<ul style="list-style-type: none"> ▪ Experience in developing and implementing corporate strategies ▪ M&A experience
Sustainability	<ul style="list-style-type: none"> ▪ Experience in the field of sustainability and sustainable corporate governance ▪ Integration of ambitious sustainability goals into existing business processes as well as corresponding change management ▪ New sustainable technologies and corresponding business models
Digitalisation	<ul style="list-style-type: none"> ▪ Experience in the digitalisation of existing processes and the development of new digital and data-based business models

Diversity concept

On the Supervisory Board, the skills listed above should be represented as broadly and in as balanced way as possible. In addition, the in-depth skills of the individual members of the Supervisory Board should complement each other in individual fields. Furthermore, the Supervisory Board shall ensure an appropriate diversity with regard to the age structure and the respective educational and professional background of its members as well as their personal, national and/or international background. Attention shall be paid to the time availability of the Supervisory Board members. The composition of the Supervisory Board shall appropriately reflect the national and international orientation of HeidelbergCement as a leading building materials manufacturer. The Supervisory Board shall be composed of at least 30% women and at least 30% men.

Independence

It is the goal of the Supervisory Board that it includes at least four shareholder representatives who are independent within the meaning of recommendation C.6 of the Code.

Age limit and tenure

At the time of election, the members of the Supervisory Board shall not be older than 70 years. The standard limit for the length of membership in the Supervisory Board is twelve years.