

Statement of compliance in accordance with § 161 of the German Stock Company Act (Aktiengesetz)

On 13 February 2017, the Managing Board and on 14 February 2017, the Supervisory Board resolved to submit the following statement of compliance in accordance with § 161, section 1 of the German Stock Company Act: The Managing Board and Supervisory Board of HeidelbergCement AG declare, in accordance with § 161, section 1 of the German Stock Company Act, that they have complied with, and are in compliance with, the recommendations of the Government Commission on the German Corporate Governance Code (hereafter referred to as the Code) in the version dated 5 May 2015, since submission of last year's statement of compliance in February 2016, with the following exception:

- The shareholdings of members of the Supervisory Board are not disclosed (deviation from point 6.2).

Justification:

The members of the Supervisory Board are bound by the disclosure requirements relating to the purchase of voting rights under §§ 21 ff. of the German Securities Trading Law (Wertpapierhandelsgesetz) and to the own-account deals of managers under Art. 19 of the European Market Abuse Directive. This seems to guarantee sufficient transparency as regards the shareholdings of members of the Supervisory Board. It should also be noted that the Government Commission on the German Corporate Governance Code proposes in its ongoing consultation procedure on the suggested amendments to the code for 2017 that point 6.2 of the code should be removed without replacement. It justifies this removal particularly based on the fact that it considers any additional regulations over and above the legal reporting requirement in the Code to be superfluous.

Heidelberg, 13/14 February 2017

HeidelbergCement AG

The Managing Board

The Supervisory Board