

Updated statement of compliance in accordance with § 161 section 1 of the German Stock Company Act (Aktiengesetz)

On 7 February 2012, the Managing Board and on 9 February 2012, the Supervisory Board resolved to submit the annual statement of compliance with the German Corporate Governance Code (hereafter referred to as the "Code").

On 28 June 2012, the Supervisory Board resolved to adopt the recommendation stated in section 5.4.1 of the Code as amended on 15 May 2012. The Supervisory Board set the following concrete objectives regarding its composition: "The composition of the Supervisory Board is an appropriate reflection of the national and international alignment of HeidelbergCement as a leading building materials manufacturer. The Supervisory Board comprises at least three members who have been elected by the shareholders and who are independent members within the meaning of section 5.4.2 of the Code. Following the 2014 Annual General Meeting, the newly-constituted Supervisory Board comprises at least two female members. The standard retirement age for members of the Supervisory Board is 75 years."

Therefore, an update of the statement of compliance dated 7/9 February 2012 is to be carried out during the year.

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"), with the following exceptions:

- Some of the Managing Board agreements do not provide for any limit on redundancy payments (redundancy pay cap) in the event of early termination of membership of the Managing Board without good cause or due to a change in control (deviation from point 4.2.3).

Justification: The Supervisory Board respects the provision for the protection of continuance for the existing Managing Board agreements, which do not provide for any

corresponding limit on redundancy payments. New future agreements and extensions to existing Managing Board agreements will, however, include a limit on redundancy payments in line with the Code. All four Managing Board agreements extended in 2011 already contain a limit on redundancy payments in line with the Code. As determined by the start dates of these agreements, the limit on redundancy payments for two Managing Board agreements entered into force in 2011; for two other Managing Board agreements, it will enter into force in 2012.

- The Chairman of the Supervisory Board does not chair the Personnel Committee (deviation from point 5.2).

Justification: The Supervisory Board deems this allocation appropriate on the basis of the shareholder structure of the company.

- The shareholdings of members of the Supervisory Board are not disclosed (deviation from point 6.6).

Justification: The members of the Supervisory Board are bound by the shareholding disclosure requirements under § 21 of the German Securities Trading Law (Wertpapierhandelsgesetz) and the “Directors’ Dealings” disclosure requirements under § 15a of the German Securities Trading Law. This seems to guarantee sufficient transparency as regards the shareholdings of members of the Supervisory Board.

For the reporting period since 7/9 February 2012 (submission date of previous statement of compliance), the above statement in reference to the recommendations in sections 5.4.1 and 5.4.2 relates to the version of the Code dated 15 May 2012 and published on 15 June 2012, and apart from that to the version of the Code dated 26 May 2010 and published on 2 July 2010.

Heidelberg, 28 June 2012

HeidelbergCement AG

The Managing Board

The Supervisory Board