

9 August 2021

Disclosure pursuant to Article 5(1)(a) of Regulation (EU) No 596/2014 and Article 2(1) of Delegated Regulation (EU) 2016/1052 / Share buyback programme

HeidelbergCement AG
Berliner Strasse 6, 69120 Heidelberg

The share buyback programme announced by HeidelbergCement AG in an ad hoc notification on 28 July 2021 will be carried out in a first tranche starting 10 August 2021. In the period from 10 August 2021 until 31 January 2022 at the latest, shares in HeidelbergCement AG (ISIN DE0006047004) up to a total price (without incidental acquisition costs) of 300 to 350 million euros shall be acquired via the stock exchange. This will be the first tranche of the announced share buyback programme, which shall comprise a total volume of up to 1 billion euros and be carried out in several tranches by means of an acquisition via the stock exchange, with completion by 30 September 2023. Based on the current share-price level (75.66 euros, XETRA closing price of 6 August 2021), this would be up to 4,625,958 shares and around 2.33% of the share capital.

The Managing Board thereby will be making use of the authorisation granted by the Annual General Meeting on 6 May 2021. According to it, HeidelbergCement AG is authorised to acquire treasury shares until the end of 5 May 2026 up to a total of 10% of the share capital existing at the time of the adoption of the resolution by the Annual General Meeting; this corresponds to 19,841,647 shares.

The authorisation of 6 May 2021 can be exercised by the company once or several times, in whole or in partial amounts for any permissible purpose. The equivalent value paid by HeidelbergCement AG per share (without ancillary acquisition costs) may not exceed or fall below the price in the XETRA trading system on the Frankfurt/Main Stock Exchange (or a functionally comparable successor system), as determined on the trading day by the opening auction, by more than 5%.

The buyback is generally based on the requirements in Articles 5, 14 and 15 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 in conjunction with the provisions of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures (hereinafter: EU Reg. 2016/1052), with the exception of Article 2(1a) of EU Reg. 2016/1052.

The share buyback will be carried out for the first tranche by involving an independent credit institution acting as principal for HeidelbergCement AG. The credit institution must carry out the acquisition of shares in HeidelbergCement AG in accordance with the regulations specified above and must comply with the provisions of the authorisation of 6 May 2021.

The credit institution shall make its decisions concerning the timing of the acquisition of the shares in HeidelbergCement AG in accordance with Article 4(2b) of EU Reg. 2016/1052 independently of and without being influenced by HeidelbergCement AG. HeidelbergCement AG will therefore not influence the decisions of the credit institution. To the extent legally permissible, the Managing Board of HeidelbergCement AG may – taking into account the insider trading law provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 –, at any time suspend the share buyback programme and, if applicable, resume it or terminate it prematurely.

The credit institution instructed by HeidelbergCement AG in the context of the share buyback programme is obliged, in particular, to comply with the trading conditions of Article 3 of EU Reg. 2016/1052. The acquired shares may be used for all purposes approved by the Annual General Meeting on 6 May 2021, also, in particular, as (partial) consideration within the scope of company mergers or to acquire companies, participations in companies or parts of companies.

Information on the transactions relating to the share buyback programme shall be adequately disclosed no later than by the end of the seventh daily market session following the date of execution of such transactions in a detailed form and in an aggregated form. In addition, HeidelbergCement AG shall publish the disclosed transactions on its website (<https://www.heidelbergcement.com/en>) under the category “Investor Relations/Shares/Share buyback” and ensure that, starting from the day of the disclosure, the information will be publically available for at least five years.

Heidelberg, 9 August 2021

The Managing Board

About HeidelbergCement

HeidelbergCement is one of the world’s largest integrated manufacturers of building materials and solutions, with leading market positions in aggregates, cement, and ready-mixed concrete. Around 53,000 employees at more than 3,000 locations in over 50 countries deliver long-term financial performance through operational excellence and openness for change. At the center of actions lies the responsibility for the environment. As forerunner on the path to carbon neutrality, HeidelbergCement crafts material solutions for the future.