

HeidelbergCement

ANNUAL GENERAL MEETING 2016

4 May 2016







HEIDELBERGCEMENT

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- 5. Outlook for 2016: further increase in results**

HeidelbergCement has reached important targets...

Target / Outlook 2015	Actual 2015		
Significant increase in operating income and earnings per share	Operating income Earnings per share	+16% +65%	
Significant reduction of net debt and leverage <2.5x	Net debt Leverage	€bn -1.7 2.0x	
Earning of cost of capital (ROIC > WACC)	ROIC WACC	7.2% 7.0%	
Increase in payout ratio to 30%-35%	Dividend per share Payout ratio	€1.30 30.5%	

... but not everything developed to our full satisfaction:

- Weaker than expected sales volumes and revenue (Indonesia & China)
- Commissioning of new capacities in Indonesia delayed (costs developed as planned)
- New plant in Kazakhstan significantly affected by oil crisis

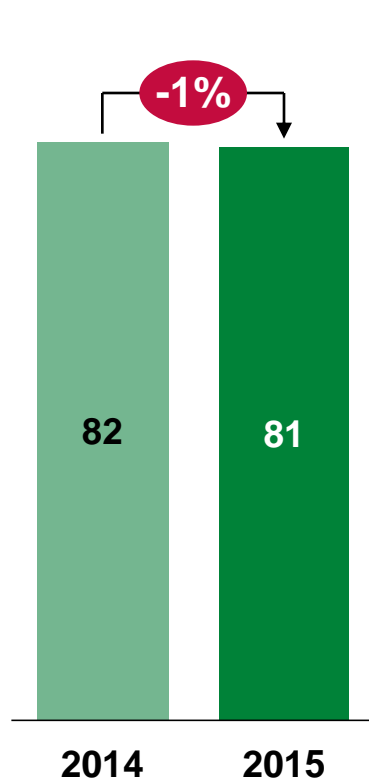
**HeidelbergCement has delivered
despite challenging framework conditions**

Review of economy in 2015

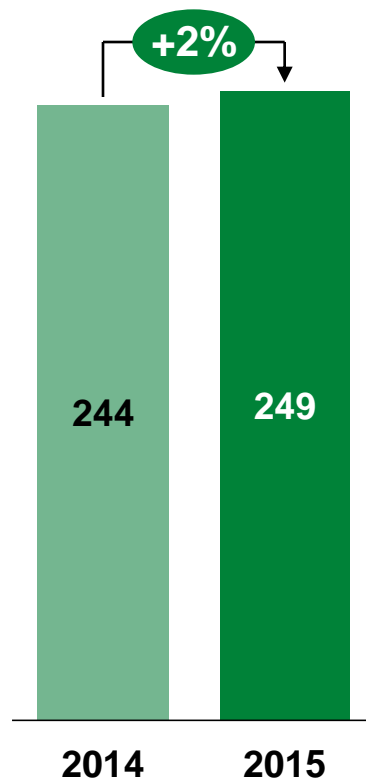
- **With 3.1%, worldwide economic growth was weaker than in 2014**
 - Slowdown in China, Russia, and Brazil
 - Significant deterioration of the oil price
 - Appreciation of the US dollar
- **Weakening of the euro compared to other currencies**
 - Increase in interest rates by the US FED in 2014 led to appreciation of US dollar
 - The ongoing low interest rate policy of the ECB is weakening the euro compared to the British pound and Asian currencies
 - Currencies of commodity-exporting countries under pressure: Russia, Ghana, Norway
- **Declining costs for fuels**
 - Weakness of the oil price continued in 2015
 - Prices for coal decreased, they remained stable for electricity

Sales volumes remained stable

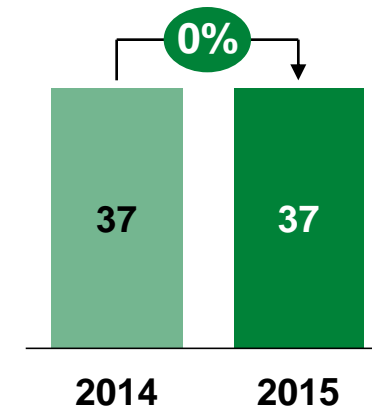
Cement (mt)



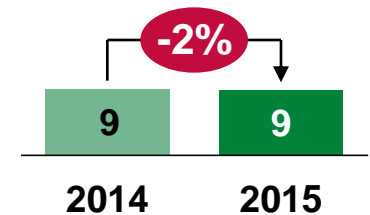
Aggregates (mt)



Ready-mixed concrete (mm³)



Asphalt (mt)



Key financial figures 2015

Key financial figures				
€m	2014	2015	Variance in %	like for like ¹⁾ in %
Revenue	12,614	13,465	7 %	0%
Operating EBITDA	2,288	2,613	14 %	8%
as % of revenue	18.1%	19.4%		
Operating income	1,595	1,846	16 %	10%
Profit for the financial year	687	983	43 %	
Group share of profit	486	800	65 %	
Earnings per share in € ²⁾	2.59	4.26	65 %	
Net debt	6,957	5,286	-24 %	
Leverage ³⁾	3.04x	2.02x		

1) Adjusted for currency and consolidation effects

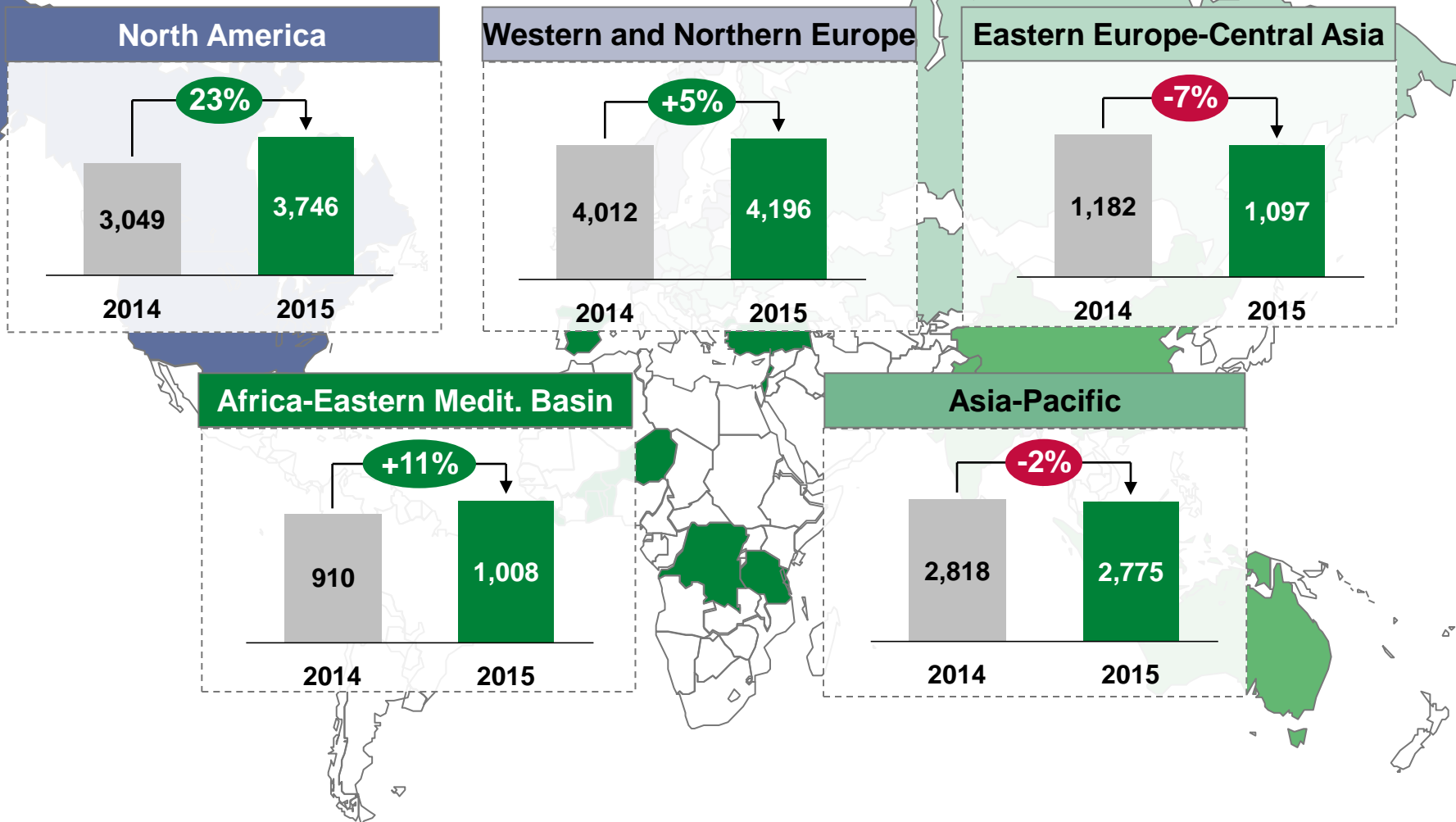
2) Attributable to parent entity

3) Net debt/operating EBITDA

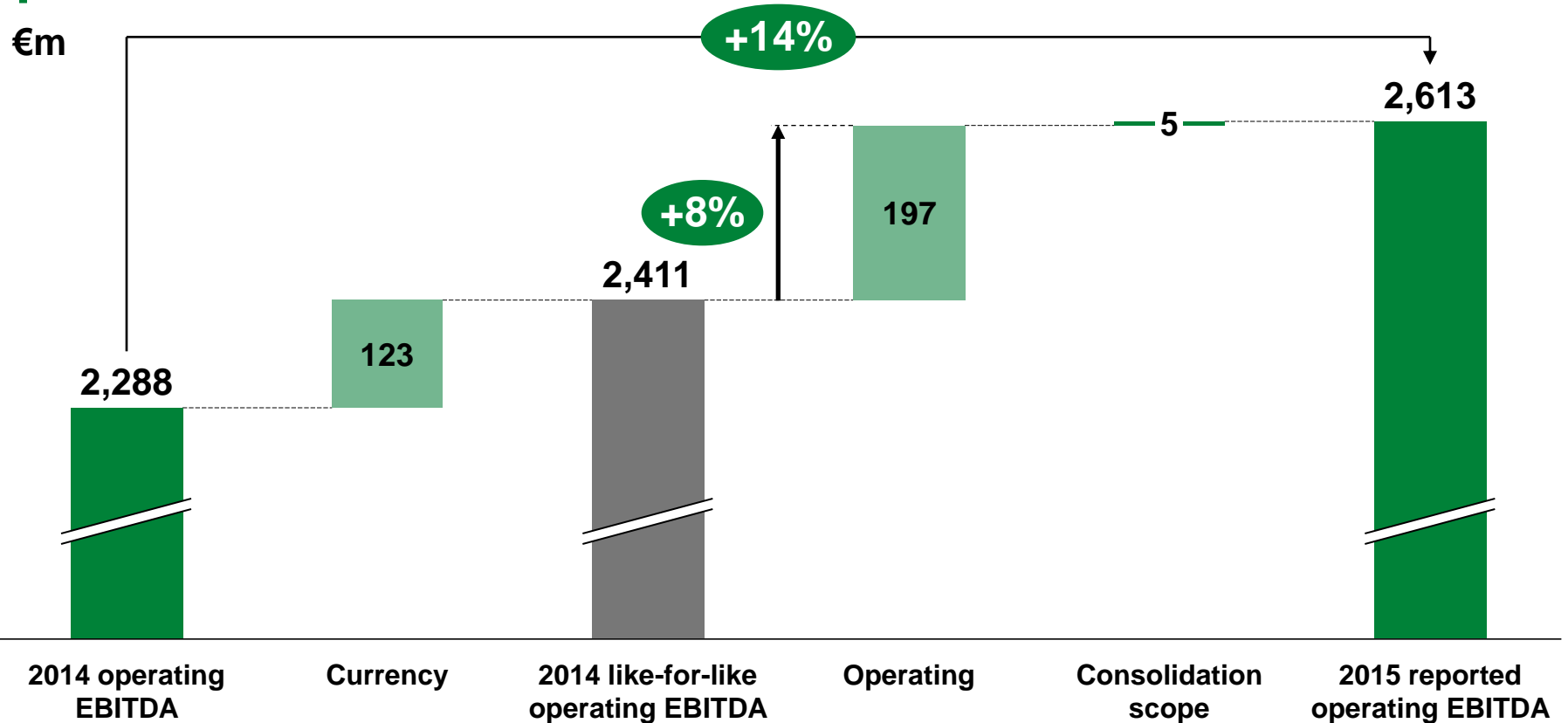
**HeidelbergCement achieves profitable growth
increase in result significantly higher than in revenue**

Revenue by Group areas

€m



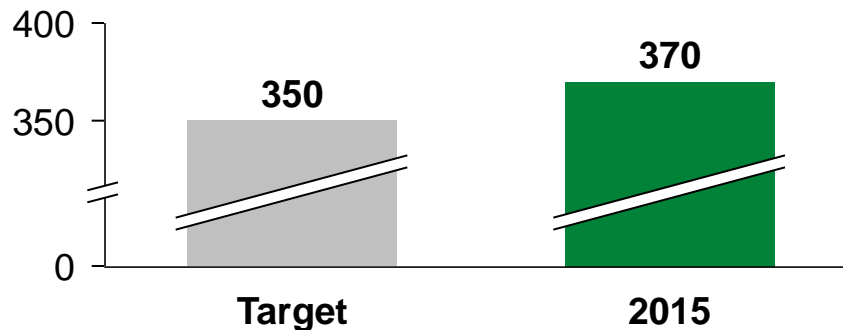
Strong organic growth driven by solid operational performance



Significant improvement of operating EBITDA driven by successful efficiency and margin improvement programmes, lower energy costs, and currency effects

Successful programmes contribute to margin improvement

Margin improvement 2013-2015 (€m)



“CLIMB Commercial” – Aggregates

- Focus on price niches in aggregates
- Focus on unprofitable / small customers
- Comprehensive market research
- Pricing according to product costs

€m 120 margin improvement* in aggregates until 2015

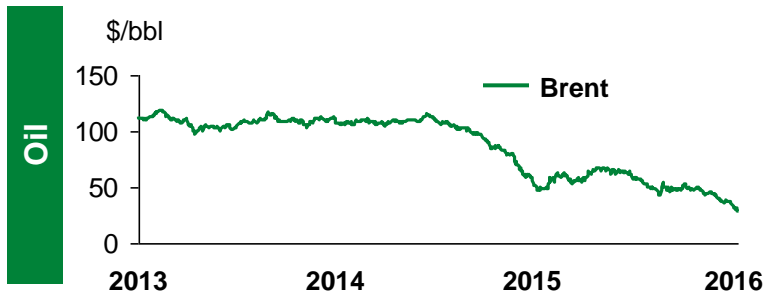
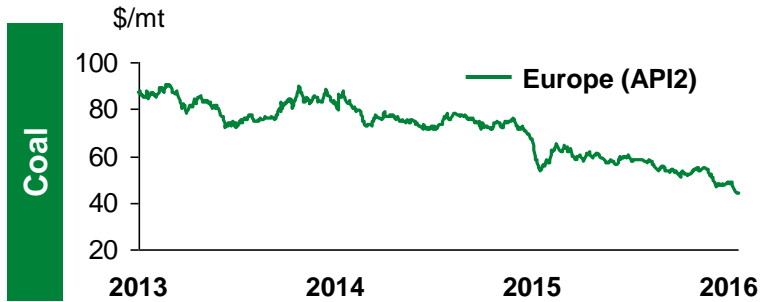
“PERFORM” – Cement

- Consistent pricing policy
- Energy, transport, and service surcharges
- Intensive and regular trainings of sales staff
- Sales enhancing measures

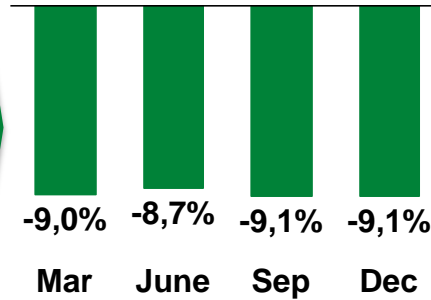
€m 230 margin improvement* in cement until 2015

Margin improvement programmes exceed target

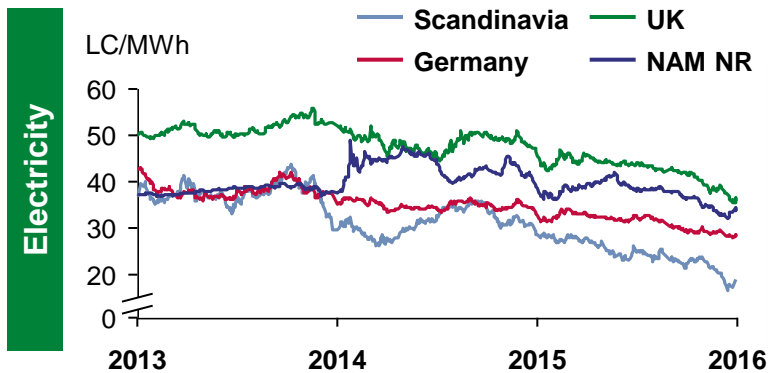
Lower energy costs due to declining oil and coal prices



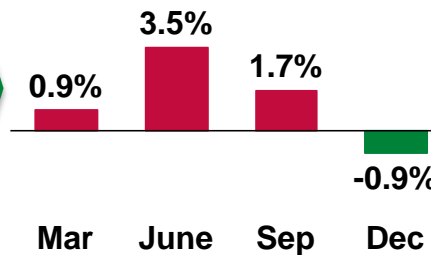
Fuel costs 2015/2014



Declining fuel prices and stable Electricity prices



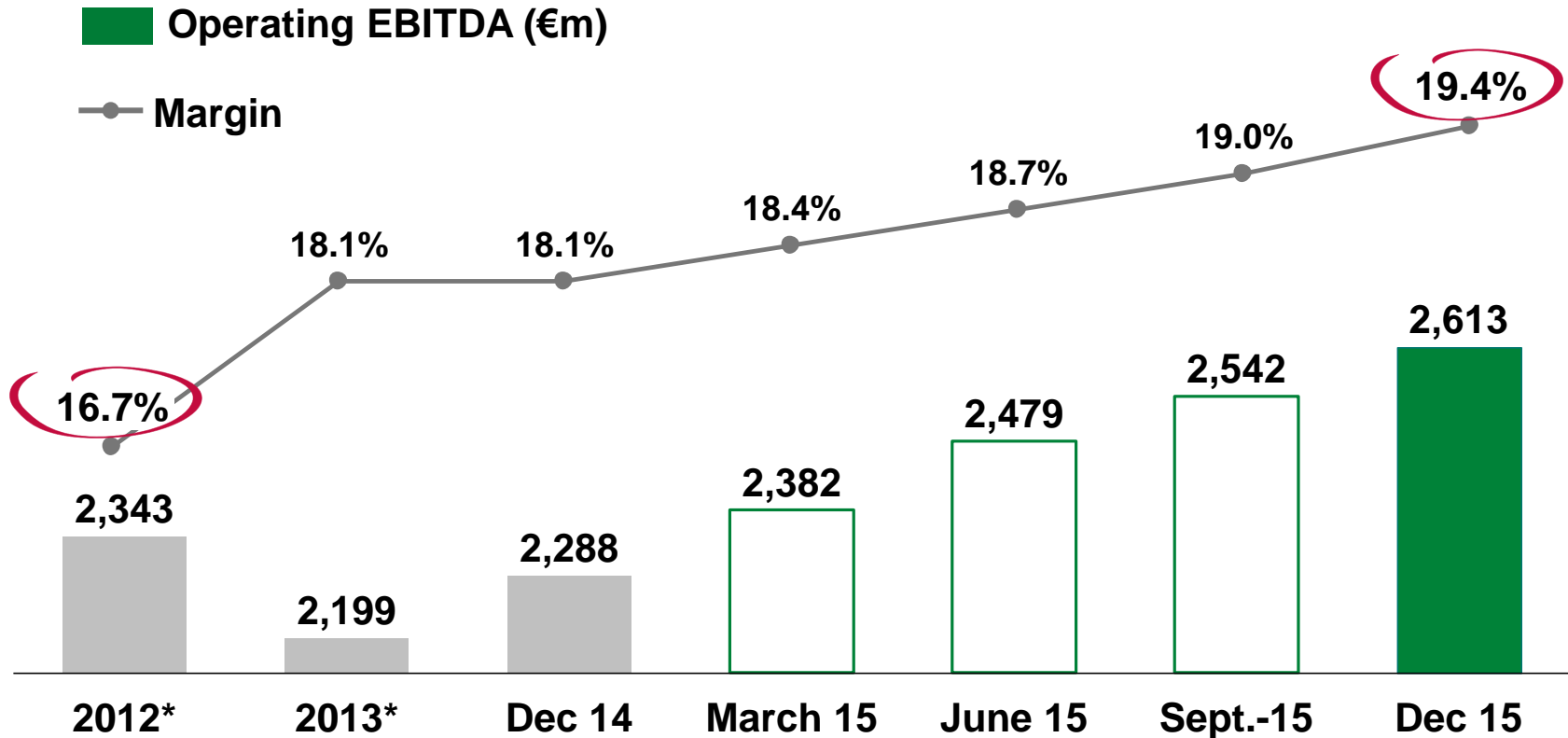
Electricity costs 2015/2014



Current trend: declining energy prices expected in 2016

Margins improved noticeably to 19.4%

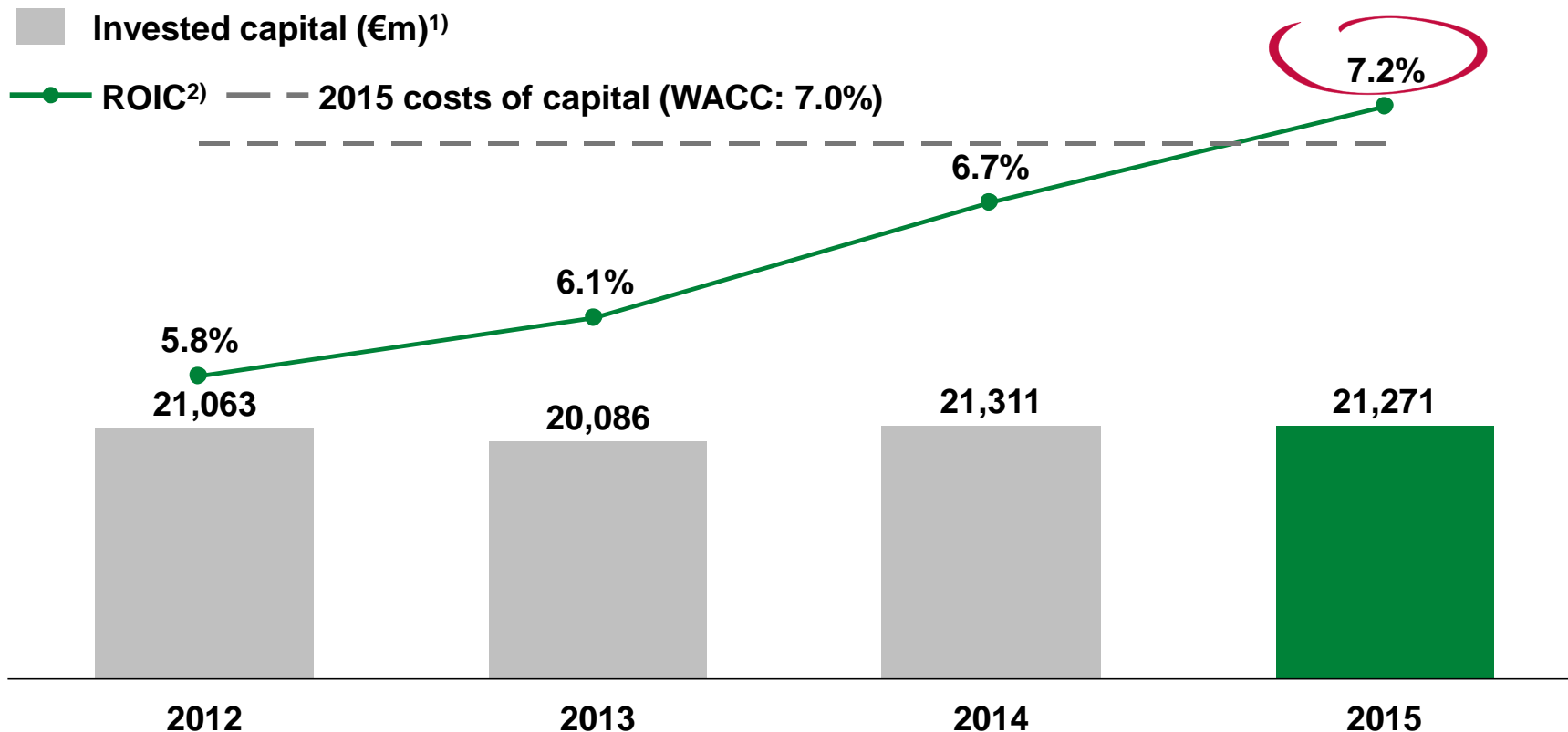
In 2015, very positive margin development especially in North America, Western and Northern Europe, as well as Africa



Operating EBITDA margin rose continuously since 2012, by ~130 basis points to 19.4% only in the course of 2015

Premium earned on costs of capital in 2015

With 7.2%, ROIC exceeds HeidelbergCement's cost of capital amounting to 7.0% (WACC)



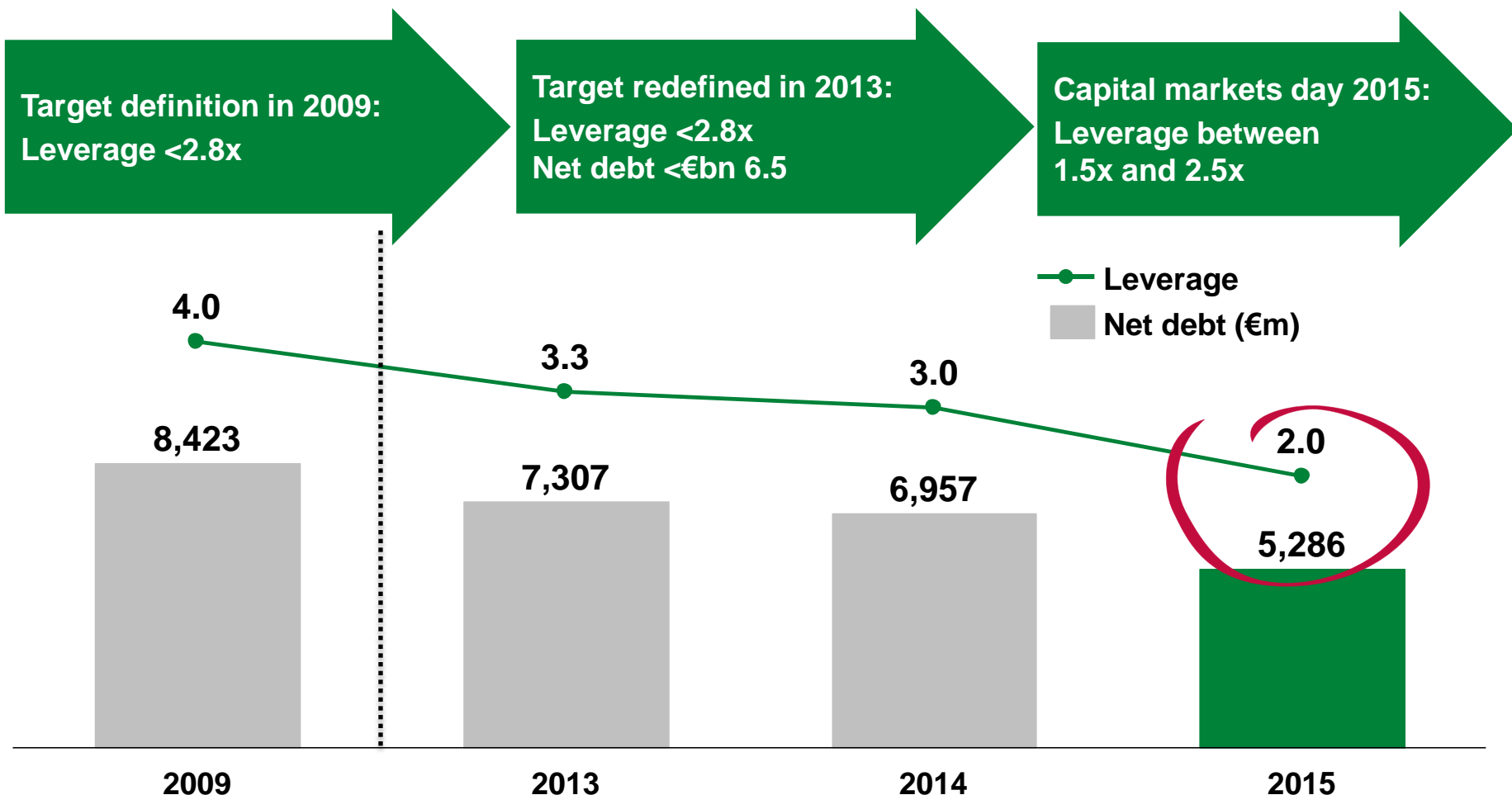
Premium earned on the costs of capital for the first time since the financial crisis – very good result compared to competitors

Balance sheet (short version)

Stable development – capital structure improved

Consolidated balance sheet			
€m	31 Dec. 2014	31 Dec. 2015	Part of balance sheet total 2015
Intangible assets and property, plant, and equipment	19,358	20,310	72 %
Financial assets	1,832	1,832	6 %
Other non-current assets	1,319	1,526	5 %
Current assets	4,244	4,707	17 %
Assets held for sale and discontinued operations	1,380		
Shareholders' equity and non-controlling interests	14,245	15,976	56 %
Non-current liabilities	8,638	7,531	27 %
Current liabilities	5,028	4,867	17 %
Liabilities associated with assets held for sale and discontinued operations	222		
Balance sheet total	28,133	28,374	100 %
Equity/total capital	50.6%	56.3%	
Net debt (€m)	6,957	5,286	
Gearing (net debt/equity)	48.8%	33.1%	

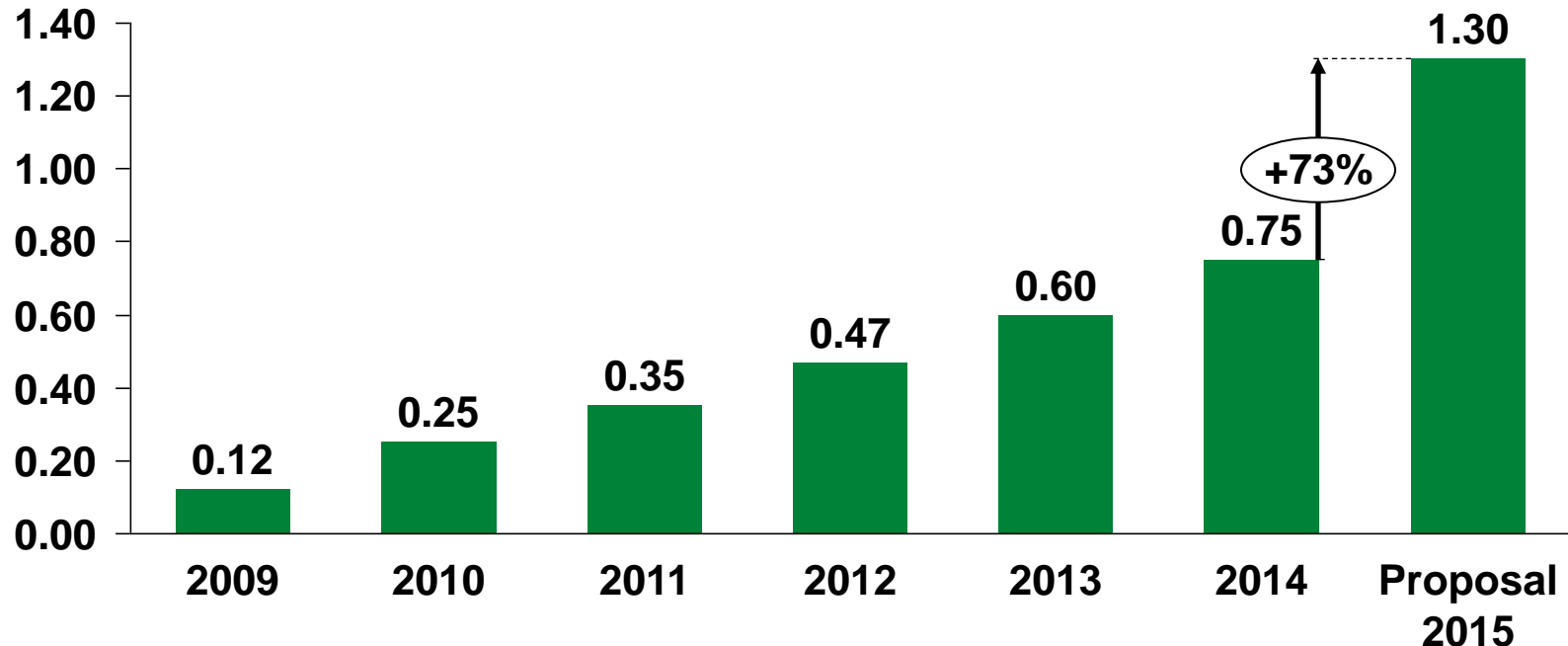
Net debt and leverage significantly below target values



We have reached our targets. Investment grade remains a priority.

Proposal to increase dividend payment by 73% to €1.30

Dividend payment (€)



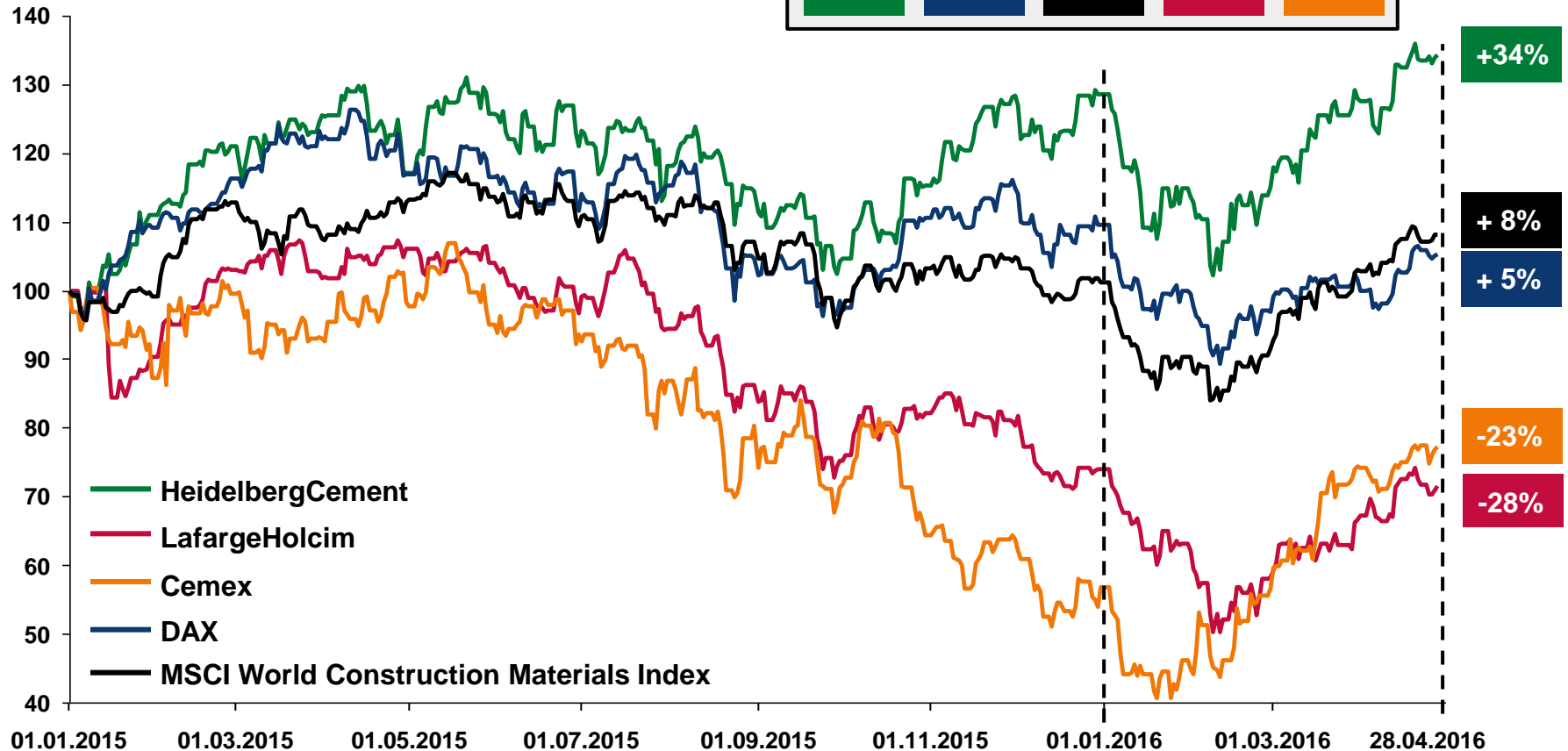
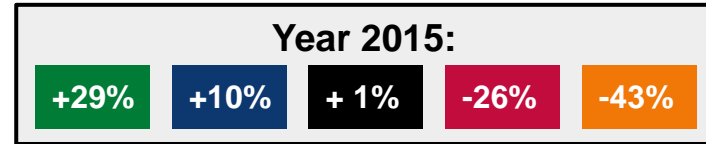
- The significantly increased proposal for dividend payment reflects the new strategic priority of shareholder returns
- Dividend payment proposal in accordance with the target of a payout ratio between 30% and 35%, which was published for 2015

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Successful development is reflected in the share price

Index price (Base 1 January 2015 = 100)

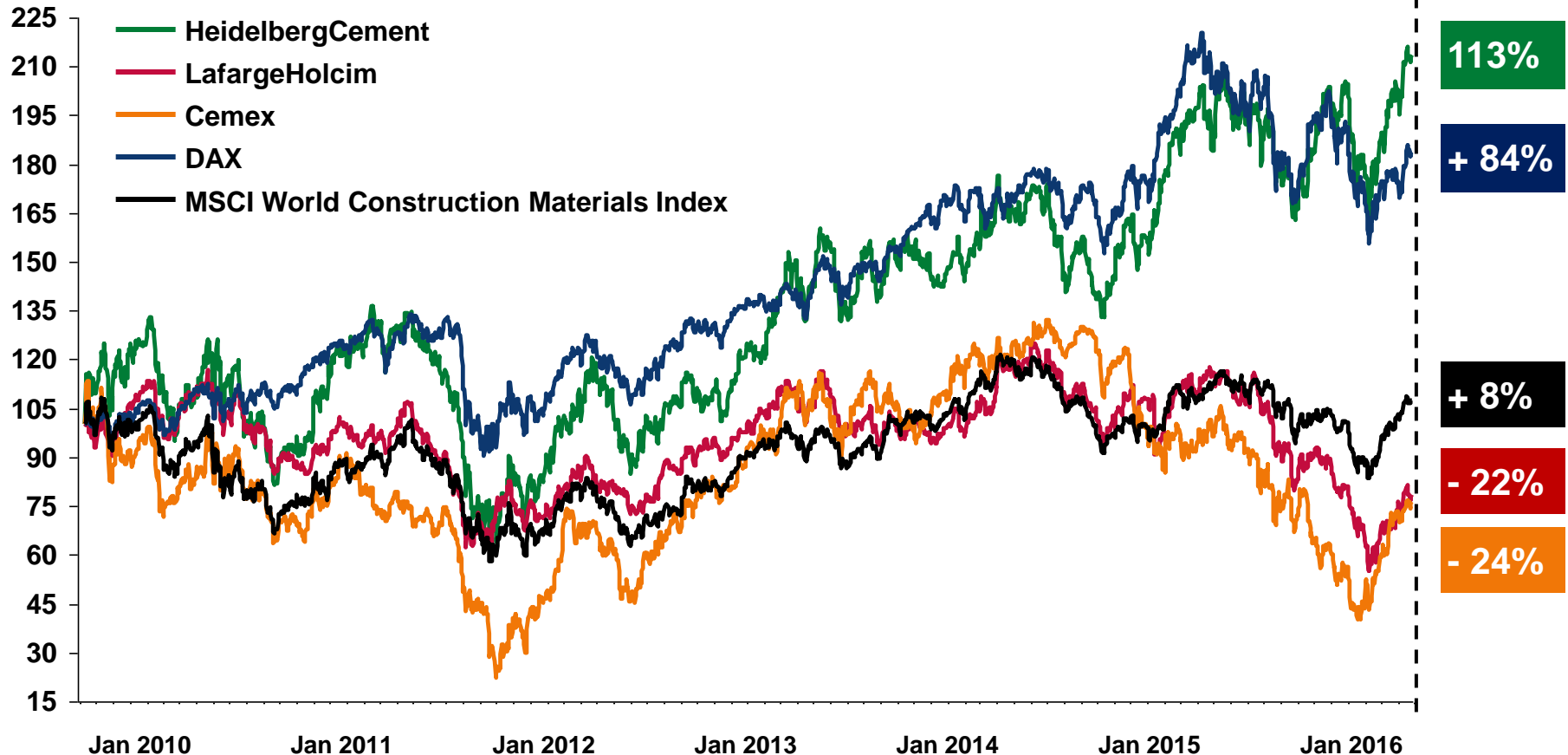


HeidelbergCement share price has clearly beaten DAX for the 2nd time and MSCI for the 3rd time in a row

Share price since announcement of capital increase 2009

Index (Base 14 September 2009 = 100)

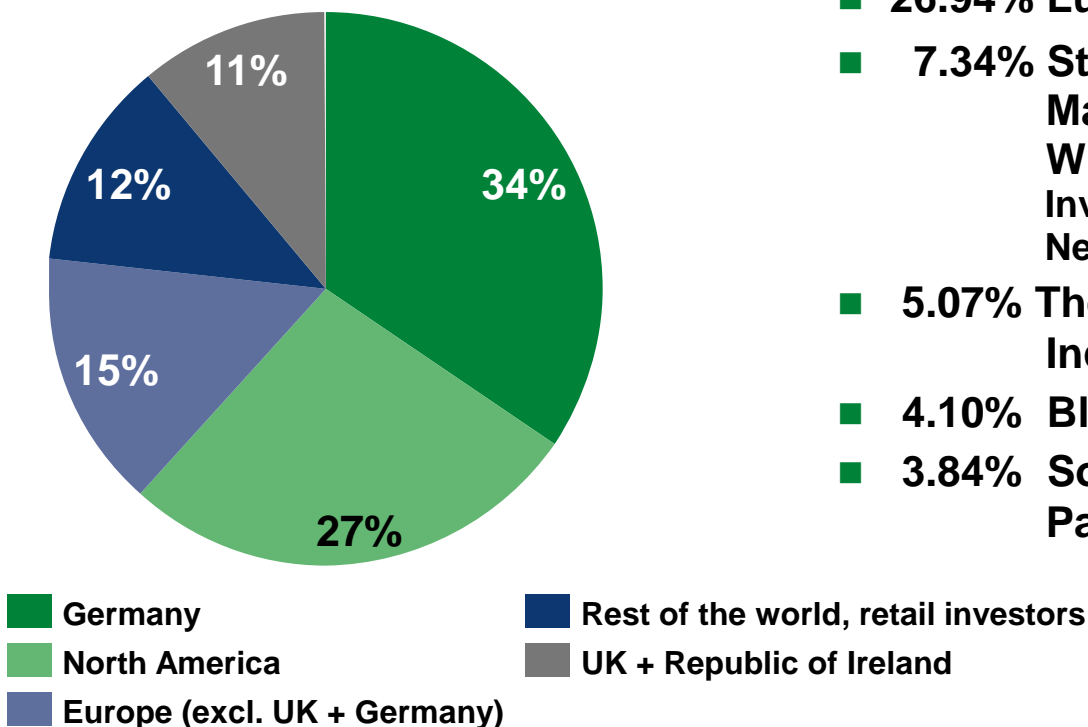
28 April 2016



HeidelbergCement share price developed much better than that of competitors since the announcement of the capital increase

Shareholder structure of HeidelbergCement

Geographical distribution of shareholders (as of Dec. 2015)



Shareholder structure (latest notifications)

- 26.94% Ludwig Merckle via participations
- 7.34% Stephen A. Schwarzman and Maximilian Management LLC, Wilmington/USA (via First Eagle Investment Management, LLC, New York/USA)
- 5.07% The Capital Group Companies, Inc. Los Angeles/USA
- 4.10% Black Rock, Inc., New York/USA
- 3.84% Société Générale S.A., Paris/France

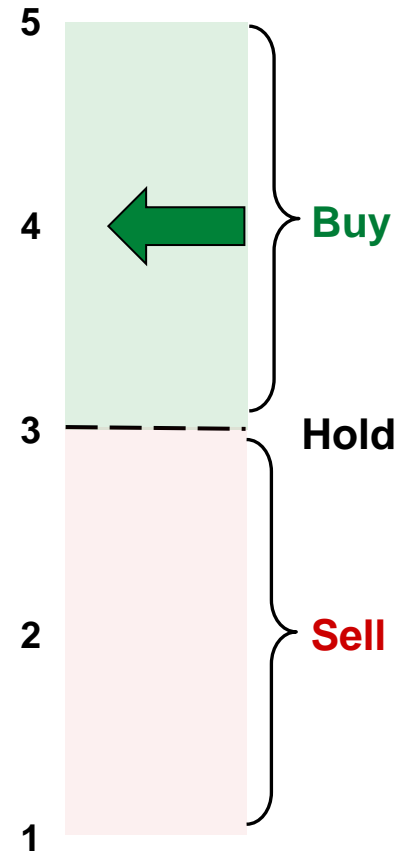
Shareholder structure further enlarged: share of institutional investors in Germany, Switzerland, Sweden, and North America increased

IR work and recommendations by financial analysts

Focus & success of investor relations work

- Geographical enlarged shareholder structure:
→ share of German, Swiss, Swedish, French, and British investors increased
- Reduction of share price volatility:
→ share of long-term investors increased
- Institutional Investor Magazine:
according to a survey of >760 investors, HeidelbergCement's IR-work is the best in the European construction sector

Average recommendation by analysts (as of 26 April 2016)



CDP (Carbon Disclosure Project) 2015

■ Result:

- In November 2015, HeidelbergCement was recognised by CDP as Sector Leader Energy & Materials in the DACH region (Germany, Austria, Switzerland) for the transparency and integrity of its climate reporting
- **Climate Disclosure Score: 99 points out of 100**
 - Leading position in the Climate Disclosure Leadership Index (CDLI) of the DACH region und among the top ten in DAX
- **Climate Performance Score: A-**



Further sustainability indices

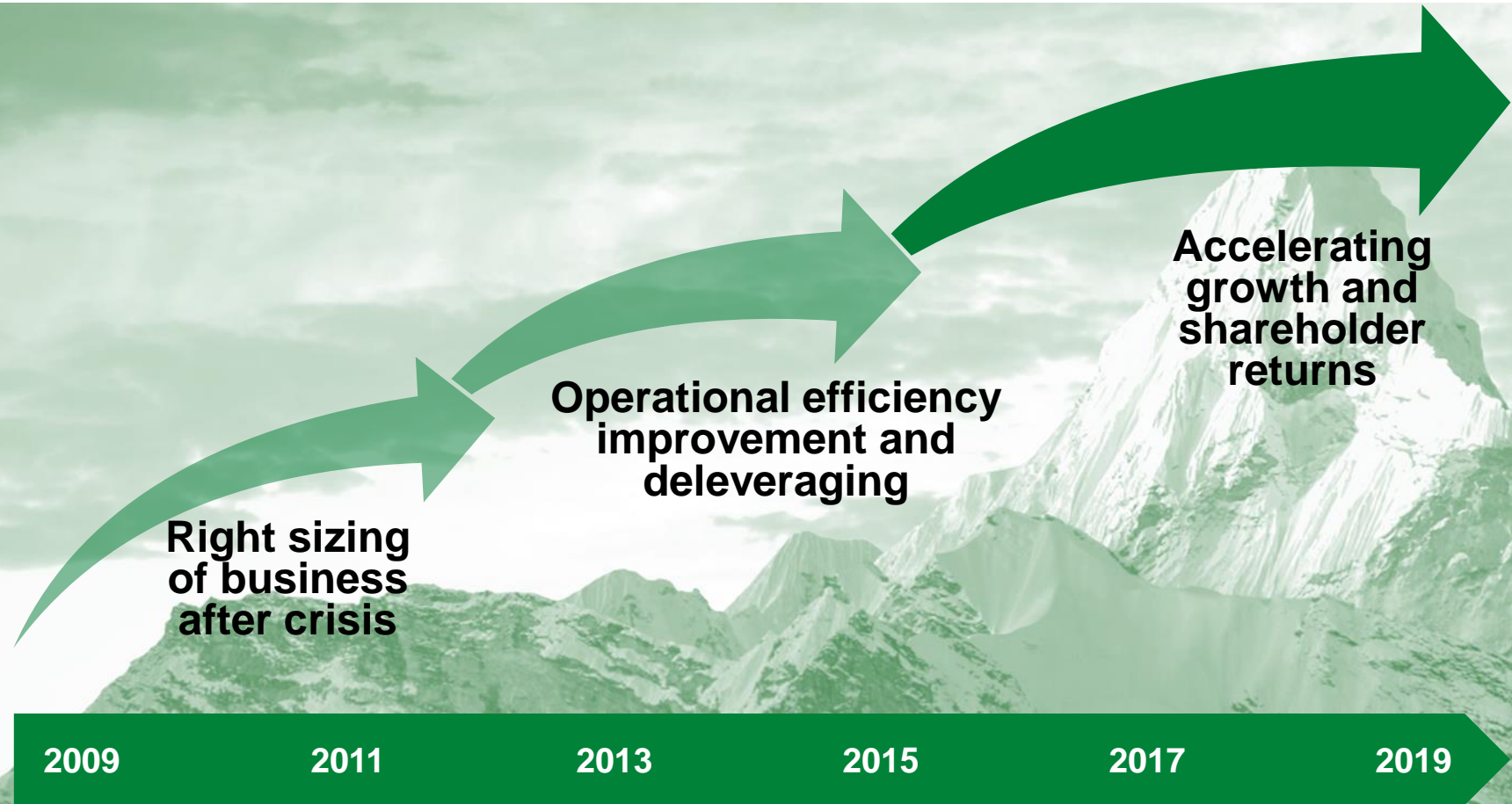
- In 2015, HeidelbergCement was included in:
 - FTSE4Good Index family
 - MSCI Global Sustainability Indexes
 - STOXX Global ESG Leaders Index



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Increasing shareholder value



Our target: Increasing shareholder value

Increased cash generation

Continuous growth

Attractive shareholder returns



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Our target: Increasing shareholder value

Benefit from recovery of mature markets, especially aggregates

Focused and disciplined growth

Pricing above inflation rate

Increasing vertical integration in urban centres

Digitalisation of value chain

Culture of continuous efficiency improvements

Focus on cash generation

Targets in 2019
(without Italcementi)

Revenue in €bn

>17

Operating EBITDA
in €bn

>4

Strategic levers

Operating leverage

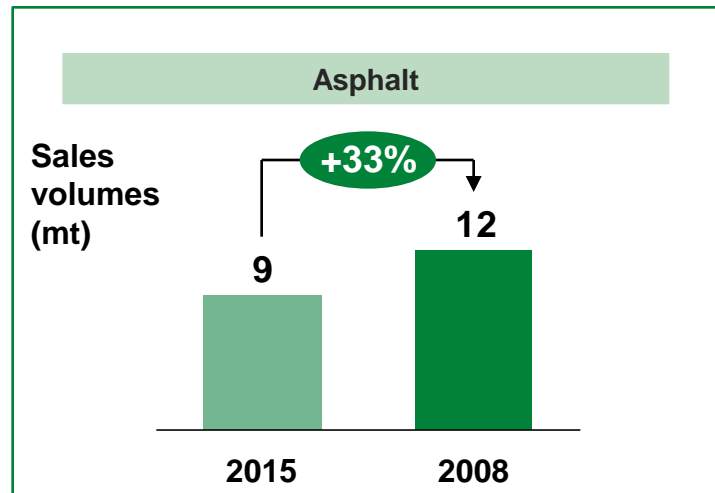
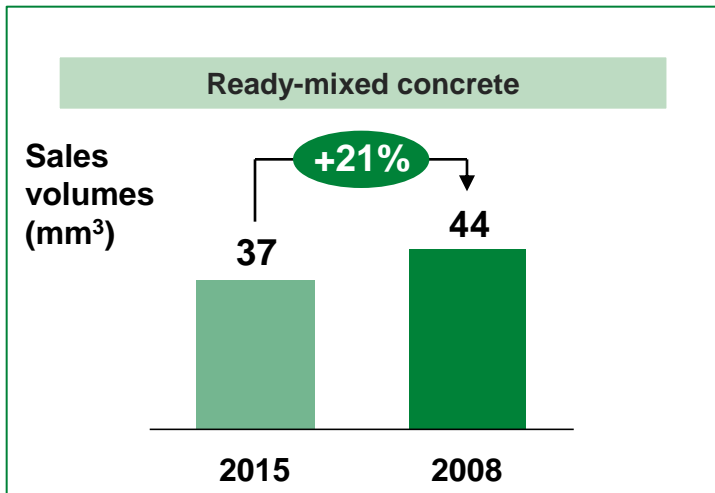
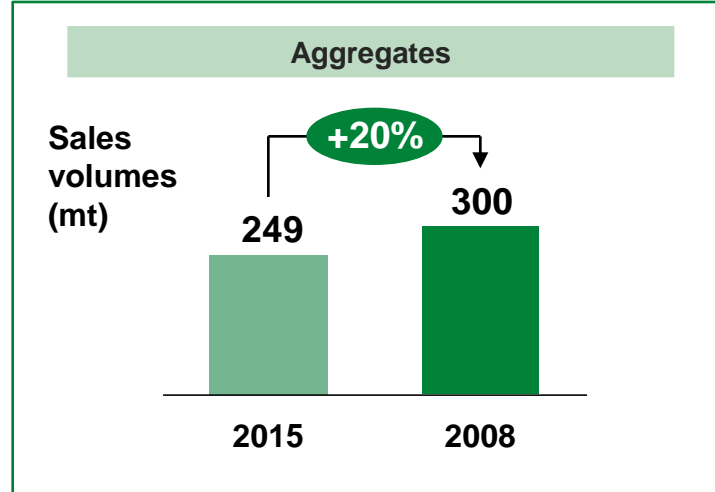
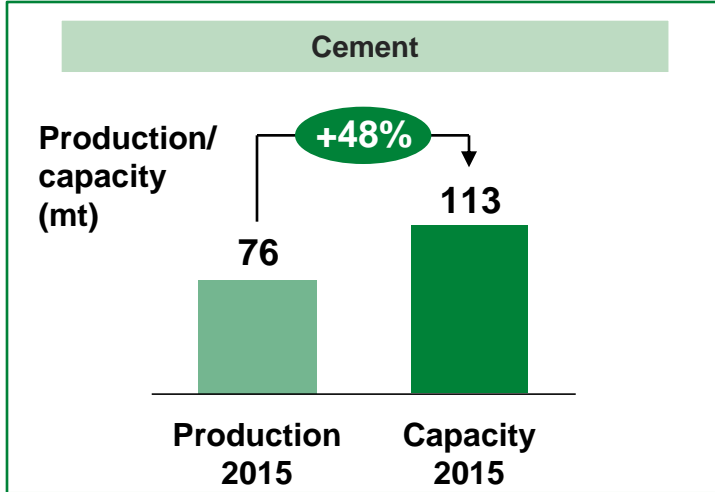
Cost leadership

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Vertical integration

Optimal geographic
footprint

Significant potential for increasing sales volumes



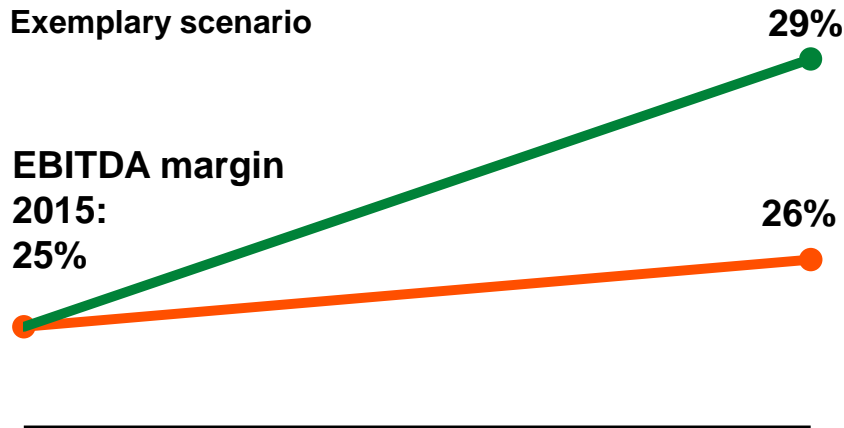
Recovery in mature markets – emerging countries in Asia and Africa on growth track

Significant operating leverage potential as markets improve

Cement gross margin: ~45%

Aggregates gross margin: ~55%

Exemplary scenario



EBITDA margin

2015:
25%

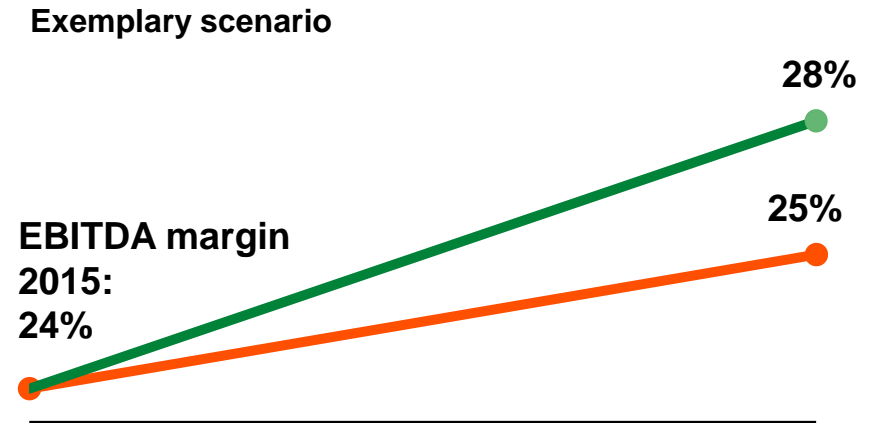
29%

26%

EBITDA margin development when:

- Prices increase by 5%
- Volumes increase by 5%

Exemplary scenario



EBITDA margin

2015:
24%

28%

25%

EBITDA margin development when:

- Prices increase by 5%
- Volumes increase by 5%

Operating leverage enhanced by focus on efficiency

“CIP” – Cement

- Safeguard the achieved efficiency improvements in 65 cement plants
- Promote entrepreneurial thinking of employees and culture of continuous improvement

€m 120 sustainable results improvement until 2017

“Aggregates CI”

- Safeguard the achieved efficiency improvements of the “CLIMB” programme
- Implementation at all 600 locations
- Increasing professionalism & efficiency in operational and commercial areas

€m 120 sustainable results improvement until 2018

“LEO” – Logistics

- Centralised dispatching system
- Integrated replenishment
- Fleet optimisation
- Bundling and sourcing of trucks

€m 150 reduction in logistic costs

“FOX” – Procurement

- Continuation of successful cost savings initiative
- Standardisation and optimisation of procurement processes

€m 100 savings in 2016

Continuous efficiency and margin improvement is part of HeidelbergCement's DNA

Urbanisation – an important growth driver



Vertical integration

Aggregates

- Focus on mature markets and industrialisation
- Reserves: 18 bnt
- 86% of reserves in mature markets

Cement

- Focus on growth markets
- Capacity*: 129 mt
- 64% of capacities in growth markets

Asphalt


- Focus on urbanisation
- 114 plants*
- Sales volumes: 9.1 mt

Ready-mixed concrete


- Focus on urbanisation
- 1,320 plants*
- Sales volumes: 36.7 mm³



Infrastructure
Cement: 50%
Aggregates: 50%-60%



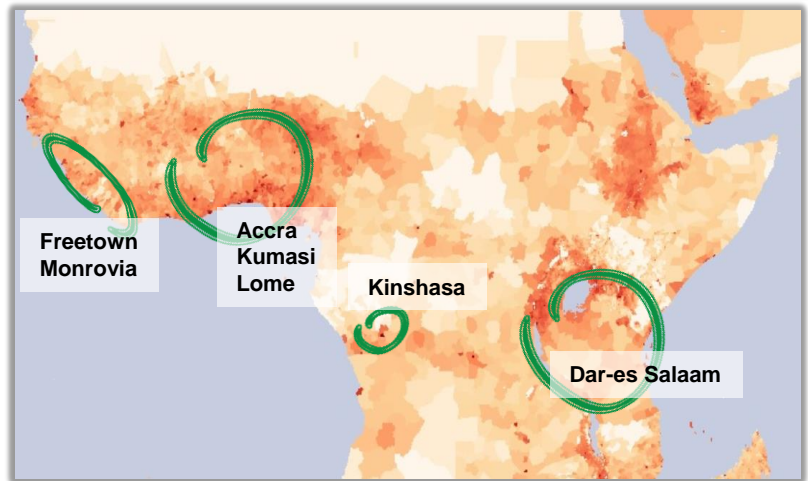
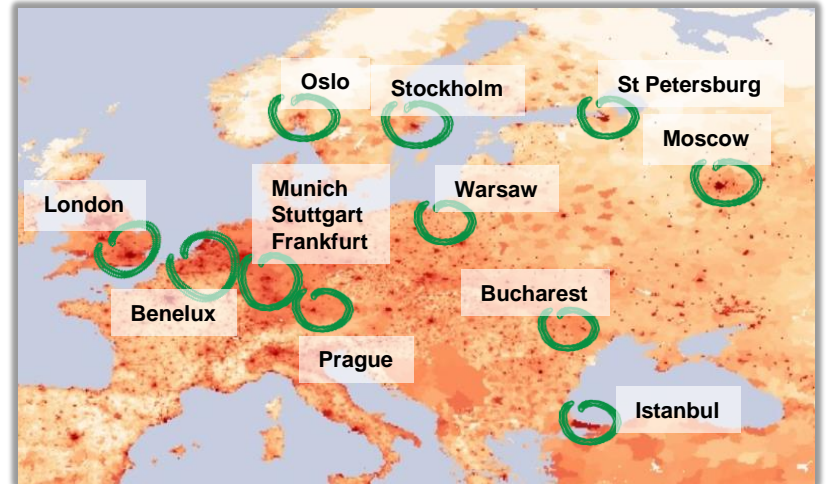
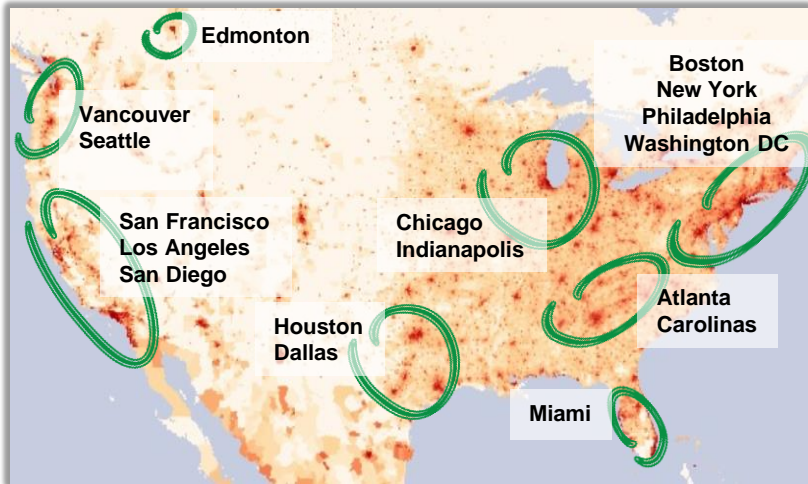
Commercial
Cement: 20%
Aggregates: 20%-25%



Residential
Cement: 30%
Aggregates: 20%-25%

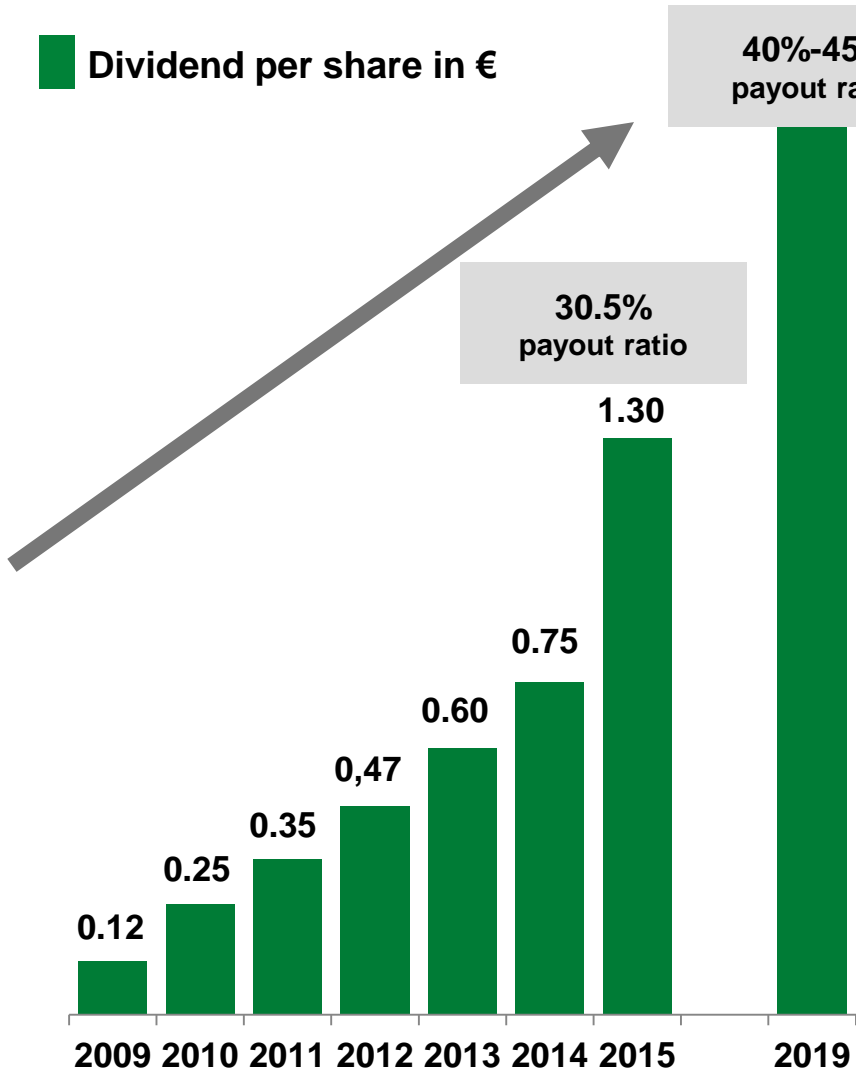
Integrated management – key value driver

HeidelbergCement is well positioned in urban centre hot spots



Dividend policy

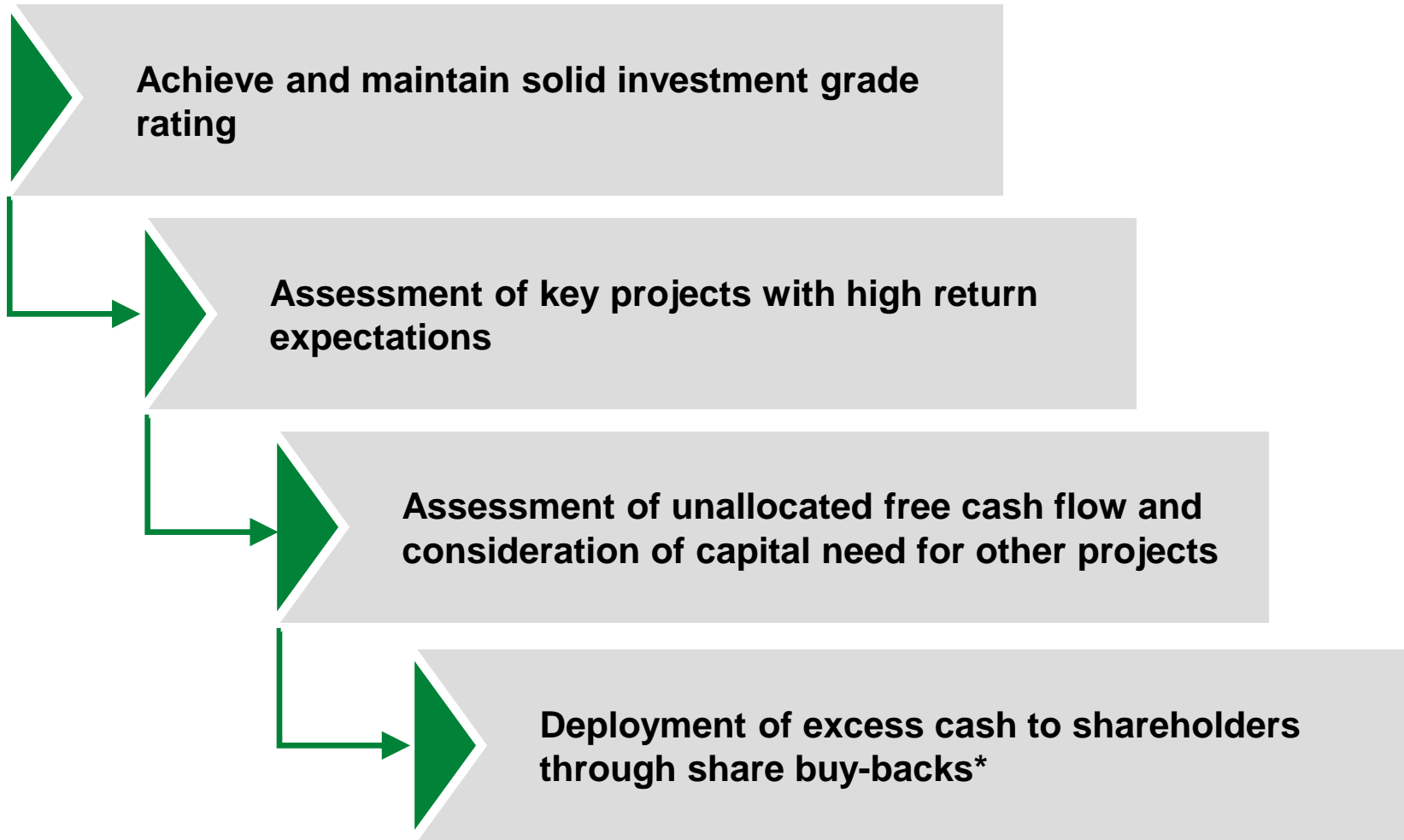
Dividend per share in €



Dividend payout ratio
40%-45% by the end of 2019

Progressive increase based on
affordability and sustainability

Share buy-backs



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HeidelbergCement and Italcementi – a natural fit

Unique opportunity to accelerate growth and achieve mid-term goals

Acquiring high quality assets with excellent geographical fit

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Italcementi
Italcementi Group

Right time for transaction to capitalise on recovery in key markets

Significant value creation potential through synergies and operational efficiency

Fully aligned with the strategy, announced in June, of accelerated growth and increased shareholder returns

Italcementi overview

Major global building materials group

- 150-year-old family owned company
- More than €bn 4 revenue generation
- 71 million tonnes of cement capacity
- Operations in 22 countries

Strong market positions

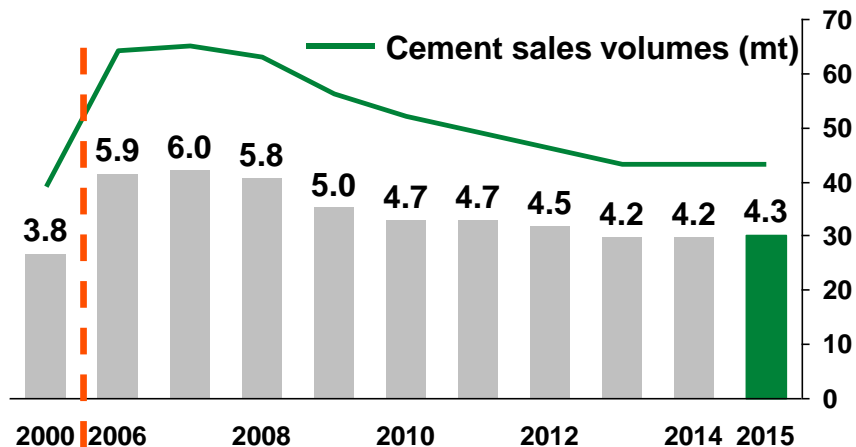
- Mature markets: France, Italy, USA, Canada, Spain
- Emerging markets: India, Egypt, Morocco, Thailand, Kazakhstan
- Urban centres: Paris, Milan, Chennai, Cairo, Bangkok

High quality assets, brands & know-how

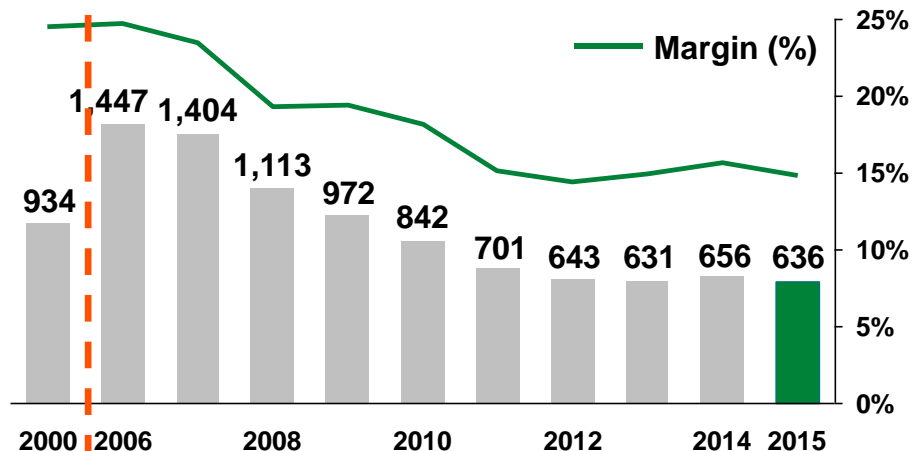
- No CapEx backlog
- Well established local brands
- Fully deployed central IT platform
- Leading R&D capabilities

Italcementi: Financial overview

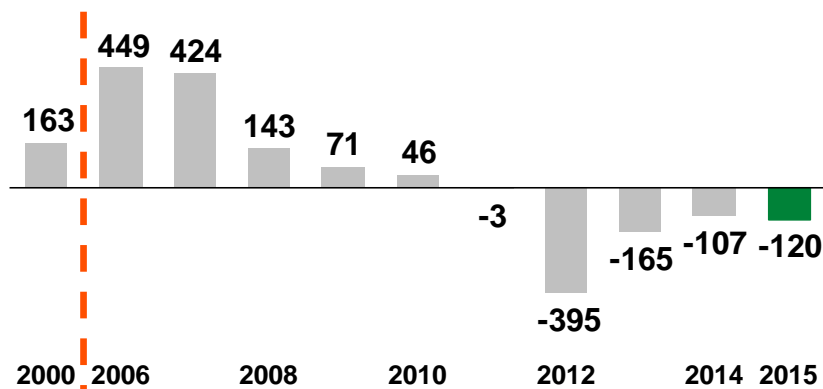
Revenue (€bn)



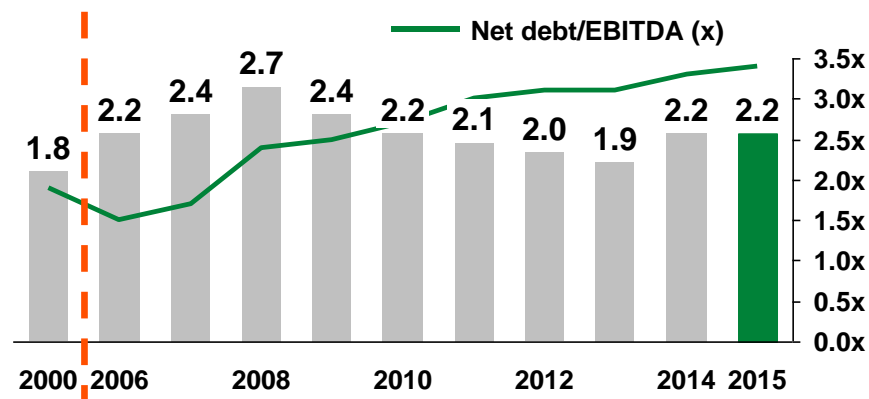
Recurring EBITDA (€m)



Net result (€m)



Net financial debt (€bn)



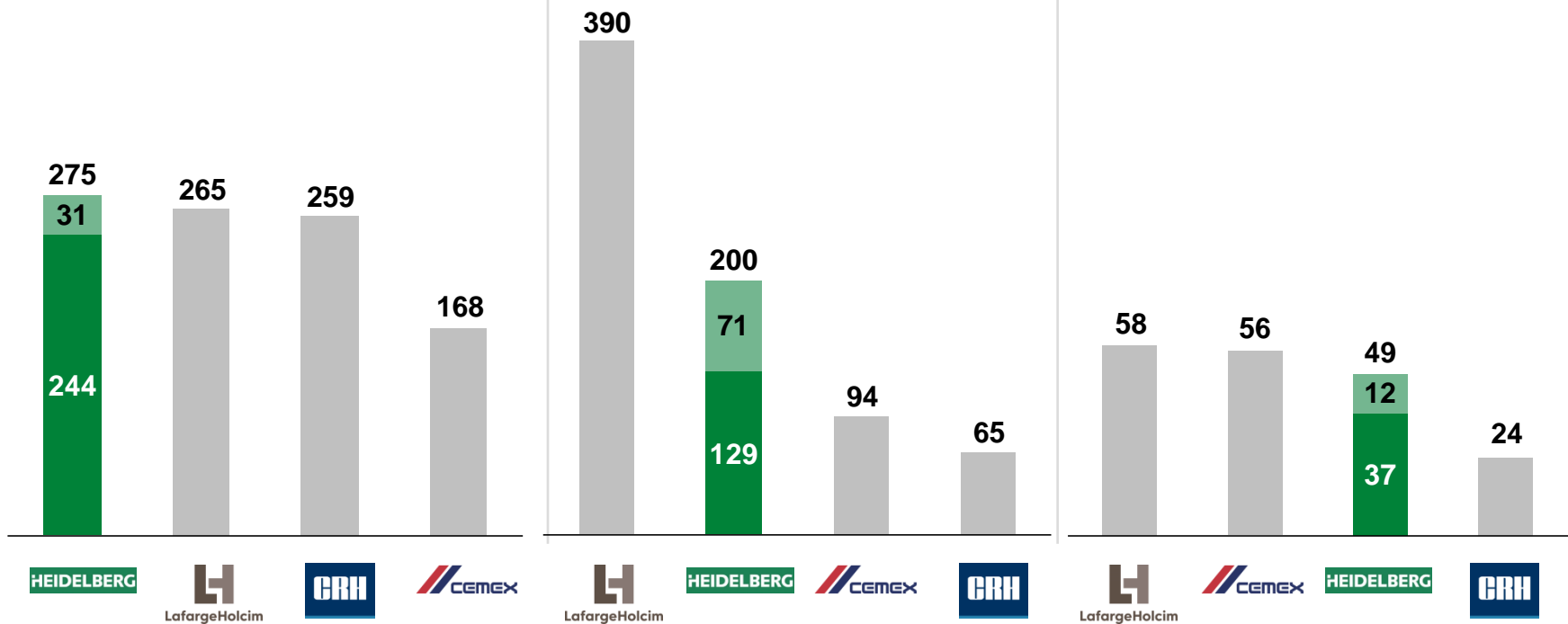
Significant recovery potential ahead

Expansion of strong global market positions

Aggregates sales volume
2014 (mt)

Cement capacity* (mt)

Ready-mixed concrete sales
volume 2014 (mm³)



Combination creates a global no 1 in aggregates,
no 2 in cement and no 3 in ready-mixed concrete

Key transaction terms

Two-step transaction: acquisition of 45% stake followed by mandatory offer to remaining shareholders

- Contractual agreement to acquire a 45% stake owned by Italmobiliare S.p.A.
- €10.6 per share; combination of cash and HeidelbergCement shares
- Maximum of 10.5 million HeidelbergCement shares to be issued at the higher of floor price of €72.50 and price at closing¹⁾
- Customary representations and warranties
- Mandatory offer to acquire remaining shares at an offer of € ~10.60 per share in cash after completion of 45% stake acquisition

Implied equity value of €bn 3.7

Enterprise value of €bn 6.7²⁾

EV/EBITDA multiple of 7.0x³⁾

Valuation of cement capacity
US\$/t ~85

€bn 1.0 cash generation from
asset disposals expected

1) The new shares shall be issued at €72.50 or at an average price of a 30 days period prior to closing, if the latter is higher.

2) Based on Italcementi's net debt of €bn 2.2, and the net balance of minorities, associates and pension obligations of €bn 0.8 as of 31 December 2014

3) Based on EBITDA of €m 636 for 2015 and expected synergies.

HeidelbergCement with excellent track record in value creation

**Integration
excellence**

**Successful Hanson
integration and unique
organisational structure**

**Operational
excellence**

**Timely implemented
and executed programmes
leading to visible margin
improvements**

**Commercial
excellence**

**Sales excellence and
revenue growth across all
business lines**

**Financial
excellence**

**Clear success in working
capital management and
financial discipline**

**Significant potential
for improved results
and enhanced value
from Italcementi's
assets**

Italcementi synergy target increased from €m 175 to €m 400

	Immediate impact	Mid-term impact	Margin improvement	Business combination and strategy	TOTAL
€m	<ul style="list-style-type: none"> ▪ Administration ▪ Organisation ▪ Shared services 	<ul style="list-style-type: none"> ▪ Purchasing ▪ Insurance ▪ IT 	<ul style="list-style-type: none"> ▪ Operational improvement ▪ Logistics 	<ul style="list-style-type: none"> ▪ Trading ▪ Tax ▪ Treasury 	
July 2015 Top-down approach	85	25	65		175
Further analysis on synergy potentials	30	45	45	105	+225
Current synergy target	115	70	110	105	400*

Detailed implementation plans in development by project teams

Achieve attractive returns for shareholders

Maintain the long-term targeted payout ratio

	2015	Stand-alone 2019	Combined 2019
Revenue	€bn 13.5	> €bn 17	> €bn 20
OIBD	€bn 2.6	> €bn 4	> €bn 5
ROIC	7.1%	> 10%	> 10%
Leverage	2.0x	1.5x – 2.5x	1.5x – 2.5x
Earnings per share	€ 4.26	~ € 10	~ € 11
Payout ratio	30.5%	40% – 45%	40% – 45%

Italcementi transaction update

■ Anti-trust discussions/filings

- Approval received from Canada, India, Kazakhstan, and Morocco authorities
- Agreement reached in principle with FTC in the USA on the divestment package
- Formal filing of transaction with the EU Commission was made; discussions about sale of Belgian operations continue
- Decisions of EC and FTC expected by the end of May/early June

■ Divestments

- Banks have been mandated for the divestments in the USA and Belgium
- USA: very strong interest in first class assets
- Belgium: very strong interest in fully vertically integrated market positions
- High confidence in achieving attractive proceeds from disposals

■ Organisation/transaction

- New Group organisation announced: valid after transaction
- “Day 1 Readiness” plan will be implemented immediately after the closing

Italcementi transaction on track – closing expected in the second half of 2016 in line with initial plans

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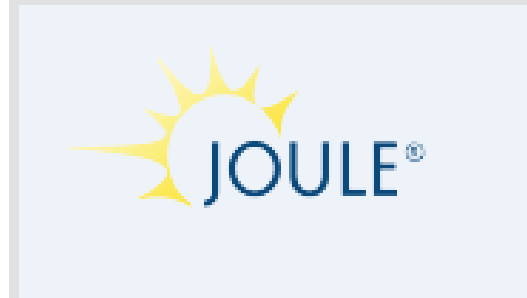
Long-term commitment for sustainability

- **The HeidelbergCement Sustainability Ambitions 2020 define 6 key action areas and respective goals**
 - Occupational health and safety
 - Energy and CO₂ management
 - Alternative fuels and raw materials
 - Biodiversity management
 - Pollutant emissions
 - Sustainable construction



Sustainability: Focus on carbon capture and utilisation

- **Tests at Brevik cement plant in Norway**
 - Four different technologies for CO₂ capture from combustion exhaust gases
 - Start of a comprehensive feasibility study on the construction of a large-scale facility for CO₂ capture
- **EU funded “Horizon 2020” programme**
 - “CEMCAP” project: further development of Oxyfuel technology
 - “LEILAC” project: separate the CO₂ released from limestone in the calciner
- **Strategic partnership with Joule**
 - Research and generate biofuels from CO₂ emissions



Sustainability: Focus on species protection

■ Quarry Life Award

- International scientific and educational competition to promote biodiversity in quarries
- Target group: students, researchers, NGOs
- Status 2016: more than 450 projects submitted in 22 countries

■ Partnership with BirdLife International (since 2011)

- Better biodiversity management due to cooperation with experts of BirdLife and their partner organisations
- Since 2015, expansion to Africa and Asia
- Status 2016: 15 projects in Europe und Africa



HEIDELBERGCEMENT

Inhalt

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2. The capital markets honour the positive development
3. HeidelbergCement is well prepared for the future
 - a. New strategic priorities
 - b. Increased growth with acquisition of Italcementi
 - c. Focus on sustainable business activities
4. **The positive development continued in Q1 2016**
5. Outlook for 2016: further increase in results

New split of Group areas in 2016

Group areas in 2015

North America

Western and Northern Europe (Northern Europe)

Eastern Europe-Central Asia

Africa-Mediterranean Basin (Spain)

Asia-Pacific

Group areas in 2016

North America



Jon Morrish

Western and Southern Europe (Spain)



Dr. Dominik v. Achten

Northern and Eastern Europe-Central Asia (Northern Europe)



Dr. Albert Scheuer

Africa-Eastern Mediterranean Basin



Hakan Gurdal

Asia-Pacific



Kevin Gluskie

Market and financial overview in Q1 2016

- **Best first quarter since financial crisis – good omen for 2016**
 - Increase in sales volumes of cement, aggregates, and ready-mixed concrete
 - Operating EBITDA up 7% to €m 321 (like-for-like¹⁾ +13%)
 - Strong operating leverage leads to margin improvement in all business lines
- **Group share of profit rises by €m 51**
- **Net debt down to €bn 5.9 (previous year: €bn 6.1); leverage²⁾ at 2.2x (previous year: 2.6x)**
- **More than €bn 1 free cash flow in the last 12 months**
- **Italcementi acquisition well on track: first-time consolidation expected in July**

Outlook increased to: high single to double-digit growth of operating income¹⁾ and profit for the financial year³⁾

Key financial figures in Q1 2016

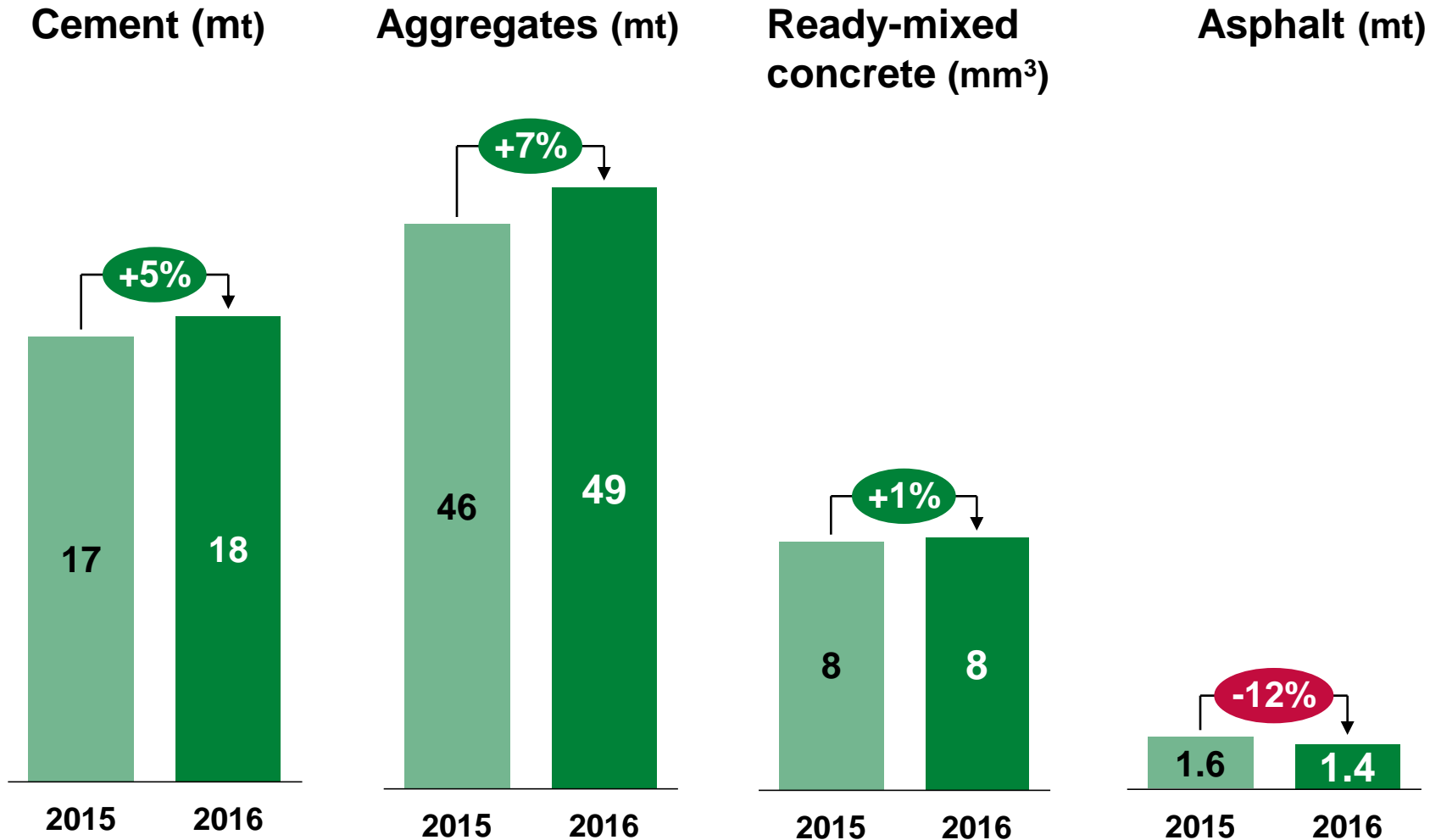
Key financial figures	January - March		Variance in %	like for like ¹⁾ in %
	2015	2016		
Consolidated income statement				
Revenue	2,835	2,832	0 %	1%
Result from joint ventures	38	31	-19 %	
Operating EBITDA	299	321	7 %	13%
Operating EBITDA margin in %	10.6%	11.3%		
Operating income	115	138	20 %	35%
Loss for the period	-80	-31	61 %	
Group share of loss	-123	-72	41 %	
Earnings per share in € ²⁾	-0.65	-0.38	41 %	

Key financial figures	January - March		Variance
	2015	2016	
Consolidated statement of cash flows			
Cash flow from operating activities	-373	-262	112
Total investments	-188	-257	-69
Consolidated balance sheet			
Net debt	6,127	5,890	-237
Gearing	38.5%	38.7%	

1) Adjusted for currency and consolidation effects

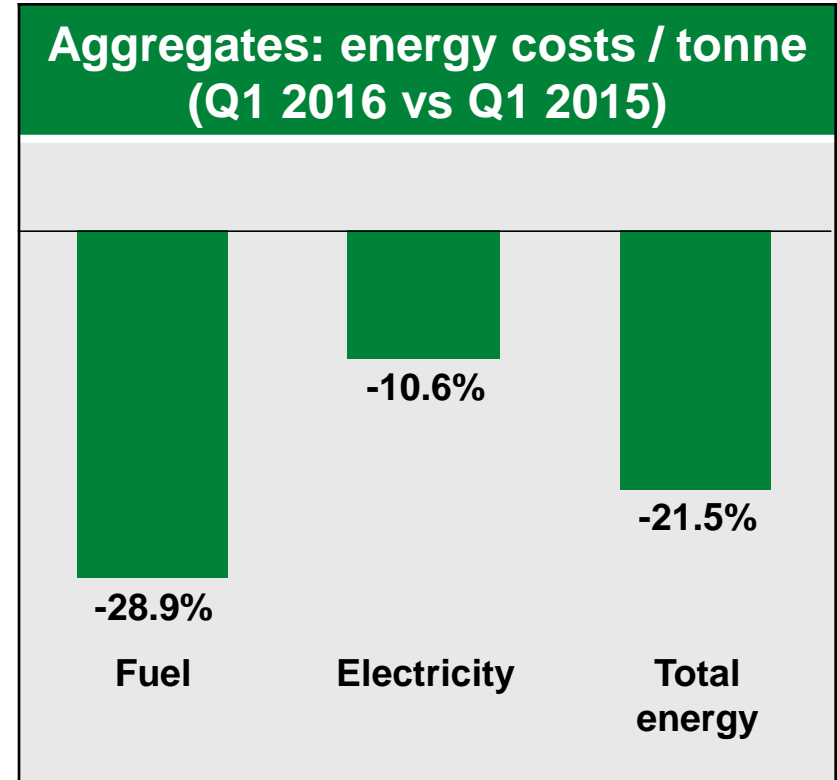
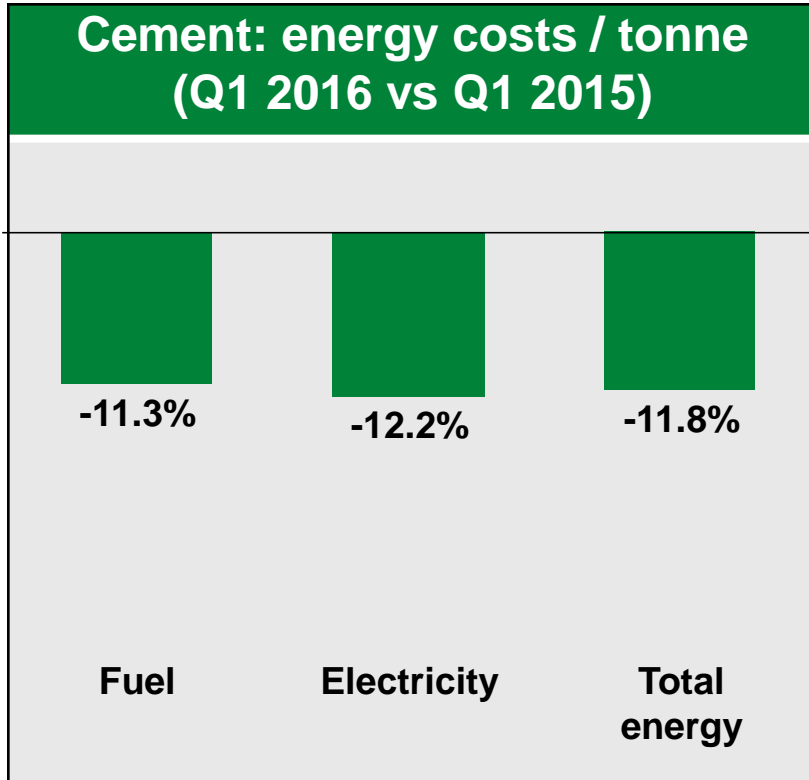
2) Attributable to the parent entity

Sales volumes in Q1 2016



Pleasing sales volumes development in Q1 2016

Energy costs below previous year in Q1 2016



Significantly reduced energy costs in Q1 2016, but lower decrease for aggregates expected in 2016 (oil price)

Successful refinancing measures

1. Successful issue of €645 million debt certificates (January/February 2016)

- 6-year term (January 2022)
- One tranche with a fixed rate of 1.85%
- One tranche with a floating rate of 1.5% over 6-month Euribor
- The proceeds will be used to pre-fund the Italcementi acquisition and reduce the bridge financing

2. Successful placement of a Eurobond with a volume of €1 billion (March 2016)

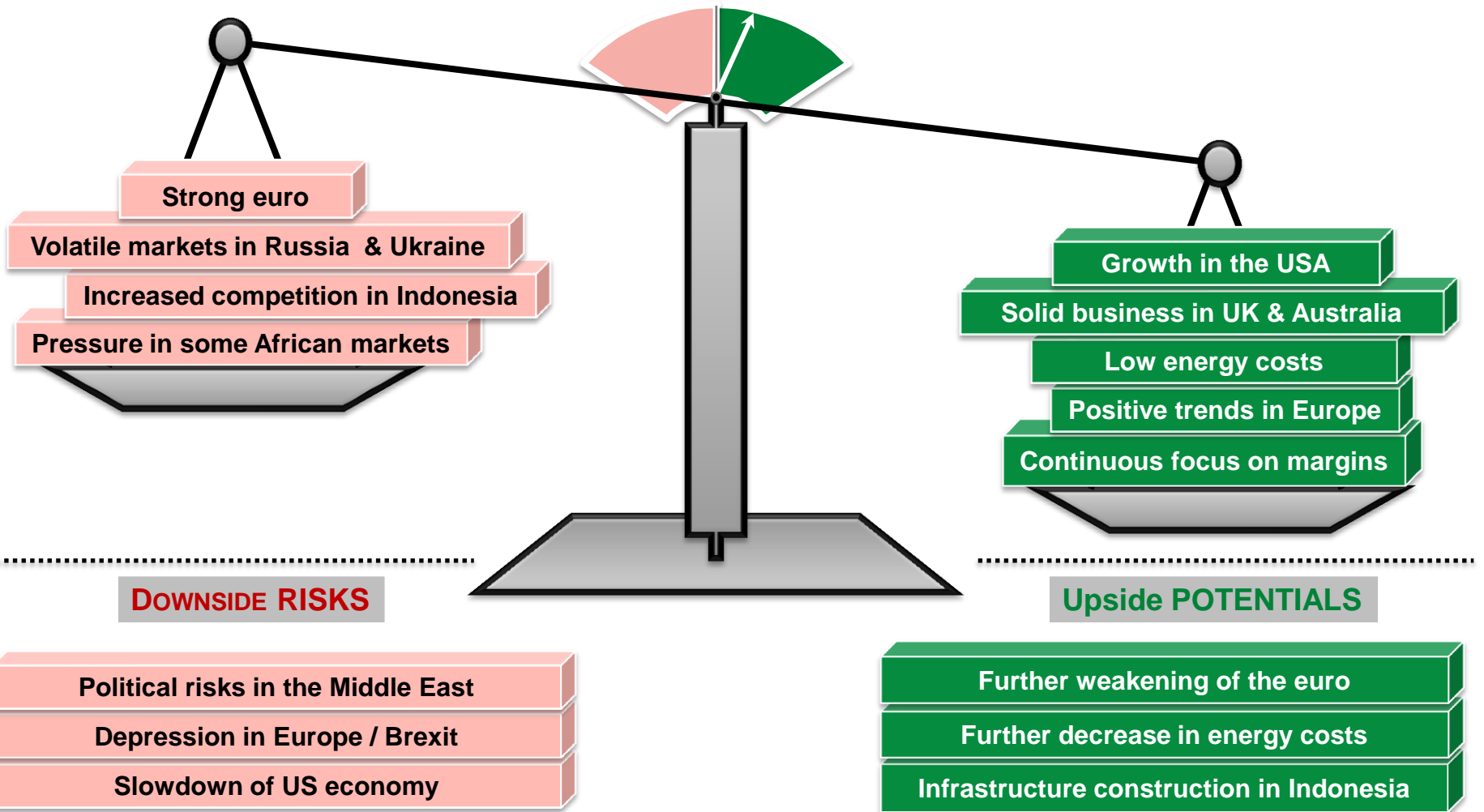
- 7-year term (March 2023)
- Most attractive terms HeidelbergCement could ever secure in this maturity segment
- Fixed coupon: 2.25%; yield to maturity: 2.31%
- The proceeds will be used for general corporate purposes and pre-funding the Italcementi acquisition

Reduction of bridge financing to €2 billion

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Major drivers for business environment in 2016



Overall challenging but positive business environment expected in 2016

Outlook 2016

■ Growth of sales volumes in all Group areas

- Continuing growth in the USA (increasing sales volumes and prices)
- Further recovery and rising demand in the United Kingdom
- Solid market conditions in Germany and Australia
- Increasing sales volumes in Indonesia, India, and the African countries due to rising demand and expanded capacities

■ Stable energy costs

Improved operational and financial results

- Growth of sales volumes in all Group areas
- Moderate increase in revenue*
- High single to double-digit increase in operating income and profit for the financial year*

Management focus in 2016

- **Successful closing of the Italcementi acquisition**
 - **Immediate start of the integration and realisation of synergies**
 - **Quick improvement of financial key figures to reach investment grade metrics**
- **Further improvement of margins through efficiency improving programmes**

Next Annual General Meeting on 10 May 2017

