

Proxy and Absentee Ballot Form

for the Annual General Meeting of HeidelbergCement AG, Heidelberg, on 4 June 2020

If you are registered as a shareholder at the Annual General Meeting (“AGM”) by your depository (credit) institution, you may exercise your voting rights in our virtual AGM by absentee ballot (field A), confer proxy (field B), or confer instructions for an employee of the Company to act as proxy (field C). Please also carefully read the notes on pages 3 and 4.

(Please provide your number(s) if possible!)

My admission ticket number(s): _____

A **Absentee Ballot**

I/We exercise my/our voting rights for the AGM of HeidelbergCement AG on 4 June 2020 by absentee ballot as stated below.

or

B **Proxy authorisation/instructions for a third party**

I/We confer proxy to

.....
Surname and/or company name

.....
First Name

.....
Place

to represent me/us while exercising my rights at the virtual AGM of HeidelbergCement AG on 4 June 2020 under disclosure of my/our name. The proxy authorisation entitles the holder to cancel otherwise conferred proxies and to execute any and all Meeting-related rights, including the right to confer a delegate power of attorney.

Please inform your authorized representative explicitly about the data protection and the disclosure of personal data.

Please note that your authorized representative cannot physically attend the virtual AGM. The latter must also choose absentee ballot or proxy authorization/instructions for an employee of the Company to exercise the voting rights.

or

C **Proxy authorisation/instructions for an employee of the Company exercising your voting rights (hereinafter “Company’s proxies”)**

I/We herewith authorize Mr. Roland Sterr and Mr. Boris Roth (authorized proxies of the Company), both with business address in 69120 Heidelberg, Berliner Str. 6, without disclosure of my/our name, each being entitled to act alone and with the authority to sub-delegate their authority, to exercise my voting rights as stated below.

If you do not place a cross in any of the boxes A, B or C, and/or do not sign the proxy or insert a readable declaration, in which your person is named, but place a cross in the boxes related to the motions listed below, you exercise your voting right by absentee ballot, irrespective of whether or not you have placed a cross in the box in field A.

Motions listed below in accordance with the publication of the agenda in the Federal Gazette

	Yes	No
2. Resolution on the appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the discharge of the Managing Board for the 2019 financial year		
a) Dr. Bernd Scheifele	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr. Dominik von Achten	<input type="checkbox"/>	<input type="checkbox"/>
c) Kevin Gluskie	<input type="checkbox"/>	<input type="checkbox"/>
d) Hakan Gurdal	<input type="checkbox"/>	<input type="checkbox"/>
e) Ernest Jelito	<input type="checkbox"/>	<input type="checkbox"/>
f) Jon Morrish	<input type="checkbox"/>	<input type="checkbox"/>
g) Dr. Lorenz Näger	<input type="checkbox"/>	<input type="checkbox"/>
h) Dr. Albert Scheuer	<input type="checkbox"/>	<input type="checkbox"/>
i) Christopher James Ward	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the discharge of the Supervisory Board for the 2019 financial year		
a) Fritz-Jürgen Heckmann	<input type="checkbox"/>	<input type="checkbox"/>
b) Heinz Schmitt	<input type="checkbox"/>	<input type="checkbox"/>
c) Barbara Breuninger	<input type="checkbox"/>	<input type="checkbox"/>
d) Josef Heumann	<input type="checkbox"/>	<input type="checkbox"/>
e) Birgit Jochens	<input type="checkbox"/>	<input type="checkbox"/>
f) Gabriele Kailing	<input type="checkbox"/>	<input type="checkbox"/>
g) Ludwig Merckle	<input type="checkbox"/>	<input type="checkbox"/>
h) Tobias Merckle	<input type="checkbox"/>	<input type="checkbox"/>
i) Luka Mucic	<input type="checkbox"/>	<input type="checkbox"/>
j) Dr. Ines Ploss	<input type="checkbox"/>	<input type="checkbox"/>
k) Peter Riedel	<input type="checkbox"/>	<input type="checkbox"/>
l) Dr. Jürgen M. Schneider	<input type="checkbox"/>	<input type="checkbox"/>
m) Werner Schraeder	<input type="checkbox"/>	<input type="checkbox"/>
n) Margret Suckale	<input type="checkbox"/>	<input type="checkbox"/>
o) Stephan Wehning	<input type="checkbox"/>	<input type="checkbox"/>
p) Univ.-Prof. Dr. Marion Weissenberger-Eibl	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor for the 2020 financial year	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the creation of a new Authorised Capital 2020 against contributions in cash and/or contributions in kind with authorisation to exclude the subscription right and the corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>

.....
Place, date, signature(s) or readable declaration, in which the person making the declaration is named

Notes

On the exercise of voting rights by absentee ballot and/or proxy authorisation instructions for a third party or the Company's proxies

According to Section 1 (1), (2) of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonheld Property to Combat the Effects of the COVID-19 Pandemic (hereinafter "**COVID-19 Act**"), the Managing Board has decided with the approval of the Supervisory Board that the Annual General Meeting would be held as a virtual general meeting without the physical presence of the shareholders or their proxies (with the exception of the Company's proxies). Furthermore, the Managing Board, with the approval of the Supervisory Board, has decided to make use of the shortening of the deadlines in accordance with Section 1 (3) of the COVID-19 Act. The Annual General Meeting takes place in the presence of the Chairman of the Supervisory Board and the Chairman of the Managing Board and other members of the Supervisory Board and the Managing Board, the Company's proxies and the notary responsible for the minutes of the Annual General Meeting in the Company's business premises in Heidelberg, Berliner Straße 6.

The implementation of the Annual General Meeting 2020 as a virtual general meeting in accordance with the COVID-19 Act leads to modifications in the processes of the general meeting and in the rights of the shareholders.

If you are registered to attend the AGM as a shareholder duly and on time, you may exercise your voting right either by absentee ballot or have it exercised by the Company's proxies. Moreover, you may also have your voting right exercised by a third party (proxy) by way of absentee ballot or granting a sub-proxy to the Company's proxies. For this purpose, please use preferably the respective online form in the internet-based InvestorPortal (hereinafter "**InvestorPortal**") or the respective form printed on your admission ticket, or page 1 and 2 of this form; when exercising your voting right by absentee ballot or via the Company's proxies, the use of these forms is obligatory. Please note that the use of this form is not a substitute for the due registration for the AGM.

Please choose on page 1 of this form the desired options (field A, B or C) by placing a cross and, in case of field A or C, confer voting instructions for all resolution motions. Place a cross in the "Yes" box to denote your consent and in the "No" box to voice your rejection. No entry at all will be deemed to be an abstention. Double entries will be discarded as invalid. Please sign the form conferring proxy authorisation/instructions for a third party or the Company's proxies or insert a readable declaration, in which your person is named. Without such a completion, your voting instructions are deemed to be an absentee ballot form.

Proxy authorisation/instructions for a third party (field B), its modification, its revocation and proof of authorisation must be received at the latest by midnight (CEST) on 3 June 2020, at the address: HeidelbergCement AG, c/o Computershare Operations Center, 80249 Munich or via telefax: +49 (0) 89 30903-74675 or by email to the email address: HCAG-HV2020@computershare.de. Via the InvestorPortal, the proxy can be issued, changed, revoked and proof of authorisation given until the end of the AGM.

The receipt at the Company shall be decisive in all cases.

The admission ticket for the virtual AGM also contains access data for the InvestorPortal as well as an integrated form for the submission of proxy authorisations/instructions for a third party and Absentee ballots, as well as further explanations. Via this InvestorPortal it is possible to grant a proxy to a third party, change it, revoke it and provide proof of authorization until the end of the AGM. The InvestorPortal can be reached via the Company's website:

www.heidelbergcement.com/en/annual-general-meeting-2020

Absentee votes (field A) or proxy authorisation/instructions for the Company's proxies (field C) must be received at the latest by midnight (CEST) on 3 June 2020, at the address: HeidelbergCement AG, c/o Computershare Operations Center, 80249 Munich or via telefax: +49 (0) 89 30903-74675 or via e-mail to the e-mail-address: HCAG-HV2020@computershare.de. The same applies to the amendment and the cancellation of absentee votes and proxy authorisation/instructions for the Company's proxies. Via the InvestorPortal, the proxy and instructions for the Company's proxies can be issued, changed and revoked until the beginning of the vote at the AGM.

The receipt at the Company shall be decisive in all cases.

If absentee votes and proxy authorisation/instructions for the Company's proxies are received by the same means of transmission, absentee votes will always be revoked and proxy authorisation/instructions for the Company's proxies will be considered as priority. If absentee votes and / or proxy authorisation/instructions for the Company's proxies are received via various means of transmission, the most recent ones are considered to be of priority. If the above priority cannot be determined, (1.) votes and / or proxies transmitted via the InvestorPortal will be given priority over those transmitted via other means, (2.) votes and / or proxies transmitted by email will be given priority over votes and / or proxies transmitted by fax and in writing by mail and (3.) votes and / or proxies transmitted by fax will be given priority over votes and / or proxies sent in writing by mail.

As the AGM is held without the physical presence of the shareholders and their proxies and without electronic participation of the shareholders, i.e. as a virtual AGM only by exercising voting rights via absentee ballot or by issuing proxy authorisations with instructions, shareholders' right to make motions is excluded at the AGM. Countermotions and election nominations in the sense of Articles 126 section 1, 127 AktG and procedural motions can therefore not be made at the AGM.

As a shareholder, you still have the option of submitting countermotions, election nominations and procedural motions prior to the AGM.

Even after voting by absentee ballot, you are still entitled to participate in the vote through a proxy by way of an absentee ballot or granting a sub-proxy to the Company's proxies, in which case absentee ballots cast by you are automatically considered as revoked.

Motions and/or election proposals of shareholders (counterproposals) required to be disclosed are published in the Internet at

<https://www.heidelbergcement.com/en/annual-general-meeting-2020>

Please also note the additional details for participation in the AGM and for the execution of the voting rights as well as the data protection notes that are included in the Invitation to the AGM.

Please note that this is a translation of the German original for information purposes only. In the event of discrepancies between the German language version and any translation thereof, the German language version shall prevail.