



**Invitation
to the Annual General Meeting
of Heidelberg Materials AG
on 15 May 2025**

Heidelberg Materials AG
Heidelberg

ISIN DE0006047004 / WKN 604700

Invitation to the Annual General Meeting of Heidelberg Materials AG on 15 May 2025

We hereby invite our shareholders to attend the Annual General Meeting of Heidelberg Materials AG which will be held on Thursday, 15 May 2025, at 10:00 a.m. (Central European Summer Time – CEST) as virtual meeting without attendance in person of the shareholders or their proxies (with the exception of the Company's proxies).

Overview of the agenda

1. Submission of the adopted annual financial statements, the approved consolidated financial statements of the Group, the combined management report of Heidelberg Materials AG and Heidelberg Materials Group, as well as the report of the Supervisory Board for the 2024 financial year
2. Resolution on the appropriation of the balance sheet profit for the 2024 financial year
3. Resolution on the discharge of the Managing Board for the 2024 financial year
4. Resolution on the discharge of the Supervisory Board for the 2024 financial year
5. Resolution on the appointment of the auditor of the annual financial statements as well as the auditor of the sustainability report for the 2025 financial year
6. Resolution on the approval of the remuneration report for the 2024 financial year
7. Resolution on the amendment of article 12 of the Articles of Association on the adjustment of the Supervisory Board remuneration and approval of the remuneration system for the Supervisory Board
8. Resolution on the amendment of article 16 para. 5 of the Articles of Association (General Meeting of Shareholders) on the renewal of the authorisation to hold future virtual general meetings
9. Resolution on the creation of a new Authorised Capital 2025 against contributions in cash and/or in kind with authorisation to exclude subscription rights and the corresponding amendment to the Articles of Association
10. Resolution on the authorisation to acquire and use treasury shares pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act with the possible exclusion of subscription rights and any right to sell shares
11. Resolution on the authorisation to use derivatives in the course of acquiring treasury shares with the possible exclusion of subscription rights and any right to sell shares

Agenda

1. Submission of the adopted annual financial statements, the approved consolidated financial statements of the Group, the combined management report of Heidelberg Materials AG and Heidelberg Materials Group, as well as the report of the Supervisory Board for the 2024 financial year

The above documents also include the explanatory report on the statements in accordance with sections 289a para. 1 and 315a para. 1 of the German Commercial Code as well as the Corporate Governance statement with the Corporate Governance reporting for the 2024 financial year. They form part of the Annual and Sustainability Report 2024, with the exception of the adopted annual financial statements of Heidelberg Materials AG. These documents and the Managing Board's proposal for the appropriation of the balance sheet profit and the remuneration report may be viewed on the internet at www.heidelbergmaterials.com/en/annual-general-meeting-2025 before and during the Annual General Meeting. The documents will also be explained in greater detail at the Annual General Meeting. In accordance with the statutory provisions, no resolution will be passed on agenda item 1, since the Supervisory Board has already approved the annual financial statements and consolidated financial statements and the annual financial statements have thus been adopted.

2. Resolution on the appropriation of the balance sheet profit for the 2024 financial year

The balance sheet profit for the 2024 financial year of Heidelberg Materials AG amounts to € 607,203,961.46. The Managing Board and the Supervisory Board propose

- a) that a dividend in the amount of € 3.30 be paid out of the balance sheet profit per share entitled to dividend. If this proposal is accepted, dividends in the total amount of € 588,821,508.00 would be paid for the 178,430,760 no-par value shares entitled to dividends for the 2024 financial year; and
- b) that the remaining balance sheet profit in the amount of €18,382,453.46 be carried forward in full.

Should the number of shares entitled to dividends for the 2024 financial year change by the time of the Annual General Meeting, a correspondingly adjusted proposal for resolution will be submitted to the Annual General Meeting, which will continue to propose a dividend of € 3.30 per share entitled to dividend as well as correspondingly adjusted amounts for the total dividend and the profit carried forward.

In accordance with section 58 para. 4 sentence 2 of the German Stock Corporation Act, the dividends are due on the third business day following the Annual General Meeting, i.e. on 20 May 2025.

3. Resolution on the discharge of the Managing Board for the 2024 financial year

The Managing Board and the Supervisory Board propose that discharge be granted to the members of the Managing Board in office in the 2024 financial year for this period and listed below in nos. 3.1 to 3.11:

- 3.1 Dr Dominik von Achten
- 3.2 René Aldach
- 3.3 Dr Katharina Beumelburg
- 3.4 Roberto Callieri
- 3.5 Axel Conrads
- 3.6 Kevin Gluskie
- 3.7 Hakan Gurdal
- 3.8 Dr Nicola Kimm
- 3.9 Dennis Lentz
- 3.10 Jon Morrish
- 3.11 Chris Ward

It is intended that the Annual General Meeting will resolve on the approval of the actions of the members of the Managing Board by way of separate votes.

4. Resolution on the discharge of the Supervisory Board for the 2024 financial year

The Managing Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board in office in the 2024 financial year for this period and listed below in nos. 4.1 to 4.16:

- 4.1 Dr Bernd Scheifele
- 4.2 Werner Schraeder
- 4.3 Barbara Breuninger
- 4.4 Gunnar Groebler
- 4.5 Birgit Jochens
- 4.6 Katja Karcher
- 4.7 Ludwig Merckle
- 4.8 Luka Mucic
- 4.9 Markus Oleynik
- 4.10 Dr Ines Ploss
- 4.11 Peter Riedel
- 4.12 Heinz Schmitt
- 4.13 Margret Suckale
- 4.14 Dr Sopna Sury
- 4.15 Anna Toborek-Kacar
- 4.16 Univ.-Prof. Dr Marion Weissenberger-Eibl

It is intended that the Annual General Meeting will resolve on the approval of the actions of the members of the Supervisory Board by way of separate votes.

5. Resolution on the appointment of the auditor of the annual financial statements as well as the auditor of the sustainability report for the 2025 financial year

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that

- 5.1 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, be appointed as the auditor of the annual financial statements and consolidated financial statements for the 2025 financial year as well as the auditor to review the abbreviated financial statements and the interim management report of the Group for the first six months of

the 2025 financial year, insofar as these are subjected to a review by an auditor,

- 5.2 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, be appointed as the auditor of the sustainability report for the 2025 financial year.

The auditor of the sustainability report is appointed by the Annual General Meeting as a precaution in the event that the German legislature, when implementing Article 37 Audit Directive 2006/43/EC in the version of CSRD (EU) 2022/2464 of 14 December 2022, should require that the Annual General Meeting explicitly appoint the auditor of the sustainability report, i.e. should the auditor, according to German transposition law, not be responsible for auditing the sustainability report anyway.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and no clause restricting the choice within the meaning of Art. 16 para. 6 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

6. Resolution on the approval of the remuneration report for the 2024 financial year

Pursuant to section 120a para. 4 sentence 1 of the German Stock Corporation Act, the general meeting of a listed company must decide on the approval of the remuneration report prepared and audited by the Managing Board and Supervisory Board in accordance with section 162 of the German Stock Corporation Act for the previous financial year.

Pursuant to section 162 para. 3 of the German Stock Corporation Act, the remuneration report was checked by the auditor to determine whether the information required by section 162 para. 1 and 2 of the German Stock Corporation Act was provided. In addition to the statutory requirements, the auditors also checked the content.

The remuneration report for the 2024 financial year, including the auditor's report on the audit of the remuneration report, is available on the Company's

website www.heidelbergmaterials.com/en/annual-general-meeting-2025 from the time the Annual General Meeting is convened.

The Managing Board and the Supervisory Board propose that the remuneration report for the 2024 financial year be approved.

7. Resolution on the amendment of article 12 of the Articles of Association on the adjustment of the Supervisory Board remuneration and approval of the remuneration system for the Supervisory Board

Pursuant to section 113 para. 3 of the German Stock Corporation Act, the Annual General Meeting will resolve on the remuneration and the remuneration system for the members of the Supervisory Board at least every four years.

The remuneration of the Supervisory Board is laid down in article 12 of the Company's Articles of Association. The Managing Board and Supervisory Board are of the opinion that the fixed remuneration of the Supervisory Board has proven effective and should therefore be retained. The fixed remuneration model is also practised by the majority of the DAX40 companies and is in accordance with suggestion G.18 sentence 1 of the German Corporate Governance Code in the version of 28 April 2022 published in the Federal Gazette on 27 June 2022.

The fixed remuneration component of the Company's Supervisory Board remuneration was most recently adjusted by resolution of the Annual General Meeting of 9 May 2019 and, with respect to the attendance fee, it was most recently adjusted by resolution of the Annual General Meeting of 6 May 2021. By resolution of 11 May 2023, the Sustainability and Innovation Committee was taken into account in the context of Supervisory Board remuneration. Taking into account the remuneration of comparable DAX40 companies, the Managing Board and Supervisory Board have come to the conclusion that an adjustment is necessary.

In order to meet the constantly growing demands and the increased amount of work and time required of the members of the Supervisory Board, in particular the Chairmen of the Supervisory Board, the Audit Committee, the Personnel Committee and the Sustainability and Innovation Committee as well as the members of these committees, it is proposed that the remuneration be increased appropriately with effect as of 1 January 2025. An adjustment of the Supervisory Board remuneration should ensure the Company remains competitive in attract-

ing outstanding Supervisory Board members. At the same time, an appropriate reduction of the attendance fee is proposed. The remuneration will otherwise remain unchanged.

It is intended that article 12 of the Articles of Association, which currently reads as follows, be amended.

- “(1) Each member of the Supervisory Board shall receive a fixed remuneration. This remuneration for each member shall be €80,000 p.a. The chairman shall receive 2.5 times, his deputy 1.5 times this amount.
- (2) The members of the Audit Committee shall additionally receive fixed remuneration of €25,000 p.a., and the members of the Personnel Committee as well as the members of the Sustainability and Innovation Committee shall additionally receive fixed remuneration of €20,000 p.a. The chairman of the committee shall receive two times these respective amounts.
- (3) Moreover, the members of the Supervisory Board shall receive an attendance fee of €2,000 for each meeting of the Supervisory Board and its committees they personally attend, regardless of the form in which the meeting is conducted. An attendance fee shall only be paid once where several meetings are held on the same day or consecutive days.
- (4) The remuneration of the Supervisory Board as well as the attendance fee are payable after the close of the financial year.
- (5) The provision of paragraph 3 shall apply for the first time for the year 2021 and replaces the previously applicable provision on the attendance fee.
- (6) The Company may, in its own interest and at its own expense, take out appropriate D&O-liability insurance for the members of the Supervisory Board.
- (7) The members of the Supervisory Board shall be reimbursed for their expenses and the cost of any value-added tax incurred by the Supervisory Board members in performance of their duties.”

The Managing Board and the Supervisory Board propose that article 12 of the Articles of Association be revised as follows:

- “(1) Each member of the Supervisory Board shall receive a fixed remuneration. This remuneration for each member shall be €100,000 p.a. The chairman shall receive 3.0 times, his deputy 1.5 times this amount.
- (2) The members of the Audit Committee shall additionally receive fixed remuneration of €30,000 p. a., and the members of the Personnel Committee as well as the members of the Sustainability and Innovation Committee shall additionally receive fixed remuneration of €25,000 p.a. The chairman of the committee shall receive 2.5 times these respective amounts.
- (3) Moreover, the members of the Supervisory Board shall receive an attendance fee of €1,000 for each meeting of the Supervisory Board and its committees they personally attend, regardless of the form in which the meeting is conducted. An attendance fee shall only be paid once where several meetings are held on the same day or consecutive days.
- (4) The remuneration of the Supervisory Board as well as the attendance fee are payable after the close of the financial year.
- (5) The Company may, in its own interest and at its own expense, take out appropriate D&O-liability insurance for the members of the Supervisory Board.
- (6) The members of the Supervisory Board shall be reimbursed for their expenses and the cost of any value-added tax incurred by the Supervisory Board members in performance of their duties.”

The remuneration system for the Supervisory Board approved by the Annual General Meeting on 11 May 2023 is to be correspondingly adjusted to take into account the increased remuneration of the members of the Supervisory Board as well as the Chairmen of the Supervisory Board, the Audit Committee, the Personnel Committee and the Sustainability and Innovation Committee and the members of these committees.

The Managing Board and the Supervisory Board propose that the remuneration system for the members of the Supervisory Board resolved by the Supervisory

Board on 29 January 2025 – and available on the Company’s website www.heidelbergmaterials.com/en/annual-general-meeting-2025 from the time the Annual General Meeting is convened – be approved.

8. Resolution on the amendment of article 16 para. 5 of the Articles of Association (General Meeting of Shareholders) on the renewal of the authorisation to hold future virtual general meetings

Pursuant to section 118a para.1 sentence 1 of the German Stock Corporation Act, the articles of association can stipulate, or can authorise the Managing Board to stipulate, that the general meeting will be held as a virtual general meeting, i.e. without attendance in person of the shareholders or their proxies, at the place of the general meeting. Such a provision in the articles of association must be limited in time, whereby the maximum period is five years from registration of the corresponding amendment of the articles of association in the commercial register of the company.

On 11 May 2023, the Annual General Meeting authorised the Managing Board, for a period of two years after registration of this provision of the Articles of Association in the commercial register of the Company, to hold virtual general meetings. The corresponding provision in article 16 para. 5 of the Articles of Association was registered in the commercial register of the Company on 16 May 2023.

The Managing Board and the Supervisory Board are of the opinion that the virtual general meeting format has generally proven effective in the past years. Just as the in-person general meeting does, the virtual format also allows for the direct interaction between shareholders and the Managing Board and Supervisory Board during the meeting via video communication and electronic communication channels. However, there can also be reasons for conducting general meetings of the Company as in-person general meetings and not making use of the option to conduct virtual general meetings.

For this reason, it seems reasonable to once again authorise the Managing Board to decide, prior to each general meeting, with the approval of the Supervisory Board, whether that meeting should take place as a virtual or as an in-person meeting. In the case of such an authorisation of the Managing Board, use shall not be made of the maximum possible term of five years provided for in the Act. Instead, the Managing Board shall, as before, only be authorised to hold virtual general meetings within a period of two years after the registration

of the amendment of the Articles of Association in the commercial register. For future general meetings, a separate decision shall be made taking into account the circumstances of the individual case as to whether use shall be made of the authorisation and a general meeting be held as a virtual general meeting. The Managing Board will make its decisions taking into account the interests of the Company and its shareholders and, in doing so, focus in particular on safeguarding shareholders' rights along with aspects of health protection of the participants, effort and costs as well as sustainability considerations. Furthermore, the intention is also to organise any future virtual general meetings in a manner comparable to an in-person general meeting and thus to grant the shareholders a full right to information and right to ask questions at the meeting itself without requiring questions to be submitted in advance with the accompanying possibility of limiting the right to ask questions to mere follow-up questions at the meeting.

The Managing Board and the Supervisory Board propose that article 16 para. 5 of the Articles of Association be revised as follows:

“(5) The Managing Board shall be authorised, with the approval of the Supervisory Board, to stipulate that the general meeting will be held without attendance in person of the shareholders or their proxies at the place of the general meeting (virtual general meeting). The authorisation shall apply to the holding of virtual general meetings within a period of two years after registration of this provision of the Articles of Association in the commercial register of the Company. All the provisions of these Articles of Association for general meetings shall apply to virtual general meetings unless otherwise stipulated by mandatory law or otherwise expressly provided for in these Articles of Association.”

Article 16 of the Articles of Association will otherwise remain unchanged.

9. Resolution on the creation of a new Authorised Capital 2025 against contributions in cash and /or in kind with authorisation to exclude subscription rights and the corresponding amendment to the Articles of Association

The existing Authorised Capital 2020, which was resolved by the Annual General Meeting on 4 June 2020 and has not yet been utilised, will expire on 3 June 2025. The existing Authorised Capital 2020 is to be cancelled now and a new

authorised capital created (Authorised Capital 2025), although in a much lower amount than previously, so that the Managing Board will have the possibility of making use of financing options with the consent of the Supervisory Board in the interest of the Company in the future as well in order to take advantage of business opportunities and to strengthen the Company's equity capital base.

The Managing Board and the Supervisory Board propose that the following be resolved:

- a) The existing Authorised Capital 2020 pursuant to article 4 para. 2 of the Articles of Association shall be cancelled upon the amendment of the Articles of Association proposed in lit. c) of this agenda item 9 taking effect.
- b) The Managing Board shall be authorised, subject to the approval of the Supervisory Board, to increase the share capital of the Company once or several times until 14 May 2030 by up to a total of €98,300,000 by issuing new no-par value bearer shares against contributions in cash and/or in kind (Authorised Capital 2025).

Shareholders shall generally be granted a statutory right to subscribe to the new shares. The shares can also be wholly or partially taken over by one or more credit or securities institutions or other companies designated by the Managing Board within the meaning of sec. 186(5) sentence 1 German Stock Corporation Act with the obligation to offer them to the shareholders for subscription. Subject to the approval of the Supervisory Board, the Managing Board shall be authorised, however, to exclude the shareholders' subscription right wholly or partially, once or several times,

- (i) to exclude the shareholders' subscription right for any fractional amounts;
- (ii) if and to such extent as may be required in order to grant holders or creditors of conversion or option rights and /or the holders or creditors of financing instruments carrying conversion or option obligations which were or are issued by the Company, or by a domestic or foreign company in which the Company directly or indirectly holds the majority of the votes and capital, a subscription right in the amount to which they would be entitled after having exercised the conversion or option rights and /or after fulfilment of the conversion or option obligation, respectively,

- (iii) in the case of a capital increase against cash contributions, if the issue price of the new shares is not significantly below the stock exchange price of the Company's already listed shares within the meaning of sec. 203(1) and (2), sec. 186(3) sentence 4 German Stock Corporation Act and the total pro rata amount of share capital attributable to the shares issued subject to the exclusion of the subscription right does not exceed 10% of the Company's share capital existing at the time at which this authorisation takes effect or – if lower – at the time at which this authorisation is exercised. Shares that have otherwise been issued during the term of this authorisation subject to the exclusion of the subscription right by applying sec. 186(3) sentence 4 German Stock Corporation Act must be counted towards the aforesaid 10% limit. New shares that can be issued or are to be issued to cover convertible bonds carrying a conversion or option right or a conversion or option obligation are also to be counted towards the aforesaid 10% limit, provided that the convertible bonds have been issued subject to the exclusion of the subscription right in corresponding application of sec. 186(3) sentence 4 German Stock Corporation Act during the term of the Authorised Capital 2025. Moreover, treasury shares that are issued and / or sold subject to the exclusion of the subscription right on the basis of an authorisation pursuant to sections 71(1) no. 8 sentence 5, 186(3) sentence 4 German Stock Corporation Act during the term of the Authorised Capital 2025 must also be counted towards this limitation,
- (iv) insofar as the capital increase is carried out against contributions in kind, in particular for the purpose of acquiring companies, parts thereof, participations in companies or other assets, including receivables from the Company or its Group companies or in the context of implementing a dividend in kind / dividend option.

The pro rata amount of the share capital attributable to shares issued in accordance with paragraphs (ii) to (iv) above subject to the exclusion of the subscription right may not exceed 10% of the Company's share capital existing at the time at which the general meeting has resolved. The share capital attributable to those shares that have been issued subject to the exclusion of subscription rights from authorised capital (but excluding the issuance subject to the exclusion of subscription rights for fractional amounts) or from conditional capital during the term of this authorisation is to be counted towards the aforesaid 10% limit.

The Managing Board shall be authorised, subject to the approval of the Supervisory Board, to lay down the further details of the capital increase and its implementation, in particular the content of the rights attached to the shares and the conditions for the issuance of the shares.

- c) Article 4 para. 2 of the Articles of Association shall be revised as follows:
- “(2) The Managing Board is authorised, subject to the approval of the Supervisory Board, to increase the share capital of the Company once or several times until 14 May 2030 by up to a total of €98,300,000 by issuing new no-par value bearer shares against contributions in cash and / or in kind (Authorised Capital 2025).
- Shareholders shall generally be granted a statutory right to subscribe to the new shares. The shares can also be wholly or partially taken over by one or more credit or securities institutions or other companies designated by the Managing Board within the meaning of sec. 186(5) sentence 1 German Stock Corporation Act with the obligation to offer them to the shareholders for subscription. Subject to the approval of the Supervisory Board, the Managing Board shall be authorised, however, to exclude the shareholders' subscription right wholly or partially, once or several times,
- (i) to exclude the shareholders' subscription right for any fractional amounts;
- (ii) if and to such extent as may be required in order to grant holders or creditors of conversion or option rights and / or the holders or creditors of financing instruments carrying conversion or option obligations which were or are issued by the Company, or by a domestic or foreign company in which the Company directly or indirectly holds the majority of the votes and capital, a subscription right in the amount to which they would be entitled after having exercised the conversion or option rights and / or after fulfilment of the conversion or option obligation, respectively,

- (iii) in the case of a capital increase against cash contributions, if the issue price of the new shares is not significantly below the stock exchange price of the Company's already listed shares within the meaning of sec. 203(1) and (2), sec. 186(3) sentence 4 German Stock Corporation Act and the total pro rata amount of share capital attributable to the shares issued subject to the exclusion of the subscription right does not exceed 10% of the Company's share capital existing at the time at which this authorisation takes effect or – if lower – at the time at which this authorisation is exercised. Shares that have otherwise been issued during the term of this authorisation subject to the exclusion of the subscription right by applying sec. 186(3) sentence 4 German Stock Corporation Act must be counted towards the aforesaid 10% limit. New shares that can be issued or are to be issued to cover convertible bonds carrying a conversion or option right or a conversion or option obligation are also to be counted towards the aforesaid 10% limit, provided that the convertible bonds have been issued subject to the exclusion of the subscription right in corresponding application of sec. 186(3) sentence 4 German Stock Corporation Act during the term of the Authorised Capital 2025. Moreover, treasury shares that are issued and/or sold subject to the exclusion of the subscription right on the basis of an authorisation pursuant to sections 71(1) no. 8 sentence 5, 186(3) sentence 4 German Stock Corporation Act during the term of the Authorised Capital 2025 must also be counted towards this limitation,

- (iv) insofar as the capital increase is carried out against contributions in kind, in particular for the purpose of acquiring companies or parts thereof, or of participations in companies or other assets, including receivables from the Company or its Group companies or in the context of implementing a dividend in kind / dividend option.

The pro rata amount of the share capital attributable to shares issued in accordance with paragraphs (ii) to (iv) above subject to the exclusion of the subscription right may not exceed 10% of the Company's share capital existing at the time at which the general meeting has resolved. The share capital attributable to those shares that have been issued subject to the exclusion of subscription rights from authorised capital

(but excluding the issuance subject to the exclusion of subscription rights for fractional amounts) or from conditional capital during the term of this authorisation is to be counted towards the aforesaid 10% limit.

The Managing Board is authorised, subject to the approval of the Supervisory Board, to lay down the further details of the capital increase and its implementation, in particular the content of the rights attached to the shares and the conditions for the issuance of the shares.”

The Supervisory Board shall be authorised to amend the wording of article 4 para. 1 and para. 2 of the Articles of Association, after full or partial implementation of the share capital increase, to reflect the respective utilisation of the Authorised Capital 2025 and, if the Authorised Capital 2025 has not been utilised or not been utilised in full by 14 May 2030, after 14 May 2030.

A report of the Managing Board on this agenda item 9, in particular on the reasons for the possibility of an exclusion of subscription rights, is available on the Company's website at www.heidelbergmaterials.com/en/annual-general-meeting-2025.

10. Resolution on the authorisation to acquire and use treasury shares pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act with the possible exclusion of subscription rights and any right to sell shares

The authorisation to acquire treasury shares issued by the Annual General Meeting on 11 May 2023 was partly utilised. 4,117,499 shares were acquired within the scope of the 2021 share buyback programme and 3,637,360 shares were acquired within the scope of the 2024 share buyback programme under this authorisation. Therefore, insofar as it has not already been utilised, such authorisation shall be revoked and replaced by a new authorisation, with essentially the same content, for another five-year term until 14 May 2030. In this connection, the Managing Board shall also be authorised again to use the shares in certain cases, subject to the approval of the Supervisory Board and the exclusion of the shareholders' subscription rights.

The Managing Board and the Supervisory Board propose that the following resolution be adopted:

- a) insofar as it has not already been utilised, the authorisation to acquire treasury shares resolved by the Annual General Meeting on 11 May 2023 shall be revoked upon the following authorisation taking effect.
- b) The Managing Board is authorised to acquire treasury shares until the end of 14 May 2030 subject to the approval of the Supervisory Board once or several times, in whole or in partial amounts, up to a total of 10% of the current share capital or – if such amount is lower – of the share capital at the time this authorisation is exercised, for any permissible purpose within the scope of the legal restrictions under the conditions stipulated below. The authorisation may not be used for the purpose of trading in treasury shares.

Pursuant to section 71 para. 2 sentence 1 of the German Stock Corporation Act, at no time may more than 10% of the respective share capital be attributable to the acquired treasury shares combined with other shares which the Company has already acquired and still possesses or which are attributable to it pursuant to sections 71d and 71e of the German Stock Corporation Act. Moreover, the requirements of section 71 para. 2 sentences 2 and 3 of the German Stock Corporation Act are to be complied with.

The shares may be acquired via the stock exchange or by way of a public purchase offer or by means of a public call to submit offers to sell or by issuing rights to sell shares to the shareholders.

- aa) If the shares are acquired via the stock exchange, the equivalent value paid by the Company to acquire a share (without ancillary acquisition costs) may not exceed or fall below the price in the Xetra trading system on the Frankfurt Stock Exchange (or a functionally comparable successor system), as determined on the trading day by the opening auction, by more than 10%.
- bb) If the shares are acquired outside the stock exchange by way of a public purchase offer, the purchase price per share (without ancillary acquisition costs) offered by the Company may not be more than 10% higher or lower than the unweighted average closing price of shares of the Company of the same type in the Xetra trading system on the Frankfurt Stock Exchange (or a functionally comparable successor system) in the last three trading days prior to the Managing Board's final decision on the offer. Should, after the publication of a purchase offer, the relevant price deviate to a considerable extent from the offered purchase price,

the offer may be adjusted. In such a case, the average closing price of shares of the Company of the same type in the Xetra trading system on the Frankfurt Stock Exchange (or a functionally comparable successor system) from the sixth to the second trading days prior to the publication of any adjustment will be used as a basis and the 10% limit will be applied to this amount.

The volume of the public purchase offer may be restricted. Insofar as, in the case of a public purchase offer, the volume of the offered shares exceeds the volume of shares intended for repurchase, the acquisition may be performed, subject to the partial exclusion of any statutory right of the shareholders to sell the shares in this regard, according to the proportion of offered shares (offer quotas) instead of according to the proportion of the participations held by the offering shareholders in the Company (participation quotas). Moreover, offers for lower numbers of shares of up to 100 shares per shareholder may be given preferential treatment, and the number of shares may be rounded according to commercial principles in order to avoid fractional shares, subject to the partial exclusion of any statutory right of the shareholders to sell the shares in this regard.

- cc) Insofar as the acquisition takes place via a public call for the submission of offers to sell sent to all shareholders, the Company will set a purchase price range per share within which the offers to sell can be submitted. The purchase price range may be adjusted should, during the offer period, the price deviate to a considerable extent from the price at the time of the publication of the call for the submission of offers to sell. The purchase price per share (without ancillary acquisition costs) to be paid by the Company as determined by the Company on the basis of the offers to sell received may not be more than 10% higher or lower than the unweighted average closing price of the shares of the Company of the same type in the Xetra trading system (or a functionally comparable successor system) in the last three trading days prior to the day of acceptance of the offers to sell.

The volume of accepted shares may be restricted. Insofar as the restriction of the volume means that not all of a number of similar offers to sell can be accepted, the acquisition may be performed, subject to the partial exclusion of any statutory right of the shareholders to sell the shares in this regard, according to the proportion of the offer quotas instead of

according to participation quotas. Moreover, offers for lower numbers of shares of up to 100 shares per shareholder may be given preferential treatment, and the number of shares may be rounded according to commercial principles in order to avoid fractional shares, subject to the partial exclusion of any statutory right of the shareholders to sell the shares in this regard.

- dd) Insofar as the acquisition takes place by means of rights to sell made available to the shareholders by the Company (“Created Rights to Sell”), these can be allocated per share of the Company. According to the proportion of the share capital of the Company to the volume of the shares to be repurchased by the Company, a correspondingly set number of Created Rights to Sell will confer the right to sell one share of the Company to the latter. Created Rights to Sell may also be allocated in such a way that one Created Right to Sell is in each case allocated to a number of shares that arises from the proportion of the share capital to the volume to be repurchased. Fractional Created Rights to Sell will not be allocated; in such a case, the corresponding partial rights to sell will be excluded. The price or the limits of the offered purchase price range (in each case without ancillary acquisition costs) at which a share can be sold to the Company by exercising the Created Right to Sell will be determined in accordance with the provisions of paragraph bb). The reference date is the date of the Managing Board’s final decision on the offer to repurchase while granting rights to sell, which offer may need to be adjusted, whereby the record date is then the date of the Managing Board’s final decision on the adjustment. The Managing Board of the Company will determine the further details of the Created Rights to Sell, especially their content, term and, if applicable, whether they can be traded.
- c) The Managing Board shall be authorised, subject to the approval of the Supervisory Board, in addition to selling the treasury shares – acquired on the basis of this authorisation – via the stock exchange or, with due observance of the equal treatment principle, by way of a public offer sent to all shareholders, to use the acquired treasury shares for all other purposes permitted by law, in particular
- aa) to sell these to third parties in a manner other than via the stock exchange. This is subject to the condition that the price at which the shares are sold (without ancillary acquisition costs) does not fall significantly below the stock exchange price of Company shares of the same type at the time of the sale;
 - bb) to sell these to third parties in return for non-cash consideration as part of corporate mergers or for the acquisition of undertakings, parts of undertakings and/or participations in undertakings;
 - cc) to use these to fulfil or secure obligations or rights to purchase shares of the Company, especially arising from and in connection with convertible/warrant bonds issued, in the past or in future, by the Company or by a Group company of the Company within the meaning of section 18 of the German Stock Corporation Act;
 - dd) to issue these in order to implement a so-called scrip dividend;
 - ee) to redeem these without a further resolution of the Annual General Meeting. The shares may also be redeemed without a capital reduction by adjusting the proportional amount of the remaining no-par value shares in the share capital of the Company. In both cases, the Managing Board is authorised to adjust the number of no-par value shares in the Articles of Association;
 - ff) to offer these to members of the Managing Board of the Company, members of the Managing Board and management of affiliated companies as well as employees of the Company or its affiliated companies for acquisition or to promise these as a remuneration component; the offered or promised shares may also be transferred to the entitled persons after termination of the board membership or employment relationship. The shares may also be transferred to a credit institution which takes over the shares subject to the obligation to use them exclusively for the purposes pursuant to sentence 1. Insofar as treasury shares are to be offered or promised as well as transferred to members of the Managing Board of the Company, this authorisation will apply to the Supervisory Board.

The shareholders' subscription rights in respect of acquired treasury shares will be excluded insofar as these shares are used in accordance with the authorisations in letter c) aa) to cc) as well as ff) above. In addition, the Managing Board is authorised, with the approval of the Supervisory Board, to exclude subscription rights in order to grant the bearers or creditors of conversion/option rights in respect of shares of the Company or corresponding conversion/option obligations in order to compensate for dilution subscription rights to the extent they would be entitled to after the exercise of these rights or after the fulfilment of these obligations. The Managing Board is also authorised to exclude subscription rights if an exclusion of subscription rights within the meaning of section 186 para. 3 sentence 4 of the German Stock Corporation Act is required to implement the scrip dividend (authorisation, letter c) dd)). Finally, subscription rights for fractional amounts may be excluded in the case of an offer to purchase treasury shares sent to all shareholders.

In the case of the authorisations in letter c) aa) and cc), the number of the shares of the Company to be sold subject to the exclusion of subscription rights combined with new shares of the Company that have been issued since the granting of this authorisation with the exclusion of subscription rights pursuant to section 186 para. 3 sentence 4 of the German Stock Corporation Act may not exceed a total of 10% of the share capital of the Company, either at the time at which this authorisation comes into force or – if this value is lower – at the time at which it is exercised. Furthermore, shares that are issued or that are to be issued to service warrant or convertible bonds will be counted towards the aforesaid cap of 10% of the share capital if the bonds were issued during the term of this authorisation subject to the exclusion of subscription rights in corresponding application of section 186 para. 3 sentence 4 of the German Stock Corporation Act. Shares that are issued in direct or corresponding application of this provision during the term of this authorisation up to the time of its utilisation are to be counted towards this cap.

The authorisation to use treasury shares may in each case be exercised in whole or in part, and in the latter case also repeatedly.

A report of the Managing Board on this agenda item 10, in particular on the reasons for the possibility of an exclusion of subscription rights, is available on the Company's website at www.heidelbergmaterials.com/en/annual-general-meeting-2025.

11. Resolution on the authorisation to use derivatives in the course of acquiring treasury shares with the possible exclusion of subscription rights and any right to sell shares

In addition to the methods of acquisition specified in the proposed authorisation to acquire treasury shares pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act in agenda item 10, the Company is to be granted the option in line with the applicable market standard to acquire treasury shares using derivatives.

The Managing Board and the Supervisory Board propose that the following resolution be adopted:

- a) In supplement to the authorisation to acquire treasury shares to be resolved under agenda item 10 of the Annual General Meeting of 15 May 2025, along with the methods described there, shares may also be acquired by one or more of the following methods:
 - aa) the sale of options to third parties obligating the Company to purchase shares of the Company when the option is exercised ("put option"),
 - bb) the purchase of options giving the Company the right to acquire shares of the Company upon exercise of the option ("call option"),
 - cc) forward purchases, in which the Company acquires treasury shares at a specified future time, and
 - dd) the use of a combination of put options, call options, and forward purchases

(collectively "Derivatives").

- b) Derivative transactions may only be concluded on the stock exchange or with one or more credit institutions or other companies that meet the requirements of section 186 para. 5 sentence 1 of the German Stock Corporation Act. The conditions of the Derivatives transaction must ensure that the Company is only supplied with shares that it has acquired with due observance of the equal treatment principle (section 53a of the German Stock Corporation Act). All share purchases using Derivatives are restricted to a share volume of a maximum of 5% of share capital at the time the general

meeting adopts the resolution on this authorisation or – if such amount is lower – at the time this authorisation is utilised. The Derivatives terms must expire on 14 May 2030, whereby the term of an individual Derivative must not exceed 18 months and it must be ensured that the purchase of shares of the Company through the exercise or settlement of the Derivatives does not take place after 14 May 2030.

- c) The option premium the Company pays for call options and receives for put options must not be significantly higher or lower than the theoretical market value of that option as determined in accordance with recognised methods of financial mathematics, the determination of which must take into account the agreed exercise price, among other things. The purchase price per share of the Company to be paid upon exercise of the options or upon maturity of forward purchase contracts (without ancillary acquisition costs, but taking into account the option premium paid or received) must not exceed or fall below the non-weighted average closing price of shares of the Company of the same type in Xetra trading on the Frankfurt stock exchange (or a functionally comparable successor system) in the last three trading days prior to conclusion of that option or forward purchase transaction by more than 10%.
- d) If treasury shares are acquired using Derivatives in adherence with the aforementioned regulations, any right of the shareholders to conclude such Derivatives transactions with the Company is excluded in corresponding application of section 186 para. 3 sentence 4 of the German Stock Corporation Act. Shareholders only have the right to sell their shares of the Company to the extent that the Company is obliged to purchase the shares under the Derivatives transactions. Any further right of the shareholders to sell their shares is excluded.
- e) Treasury shares of the Company acquired using Derivatives may be sold or redeemed in accordance with the rules defined in agenda item 10 of the Annual General Meeting of 15 May 2025.

A report of the Managing Board on this agenda item 11, in particular on the reasons for the possibility of an exclusion of subscription rights, is available on the Company's website at www.heidelbergmaterials.com/en/annual-general-meeting-2025.

Further information and notes on the virtual Annual General Meeting without attendance in person of the shareholders

Based on section 118a para. 1 of the German Stock Corporation Act in conjunction with article 16 para. 5 of the Articles of Association of Heidelberg Materials AG, the Managing Board has decided that the Annual General Meeting will be held as a virtual general meeting without attendance in person of the shareholders or their proxies (with the exception of the proxies nominated by the Company).

The Annual General Meeting will be transmitted from the business premises of the Company at Berliner Straße 6, 69120 Heidelberg (location of the Annual General Meeting within the meaning of section 121 para. 3 of the German Stock Corporation Act). Please note that attendance in person of the shareholders or their proxies (with the exception of the proxies nominated by the Company) at the place of transmission of the Annual General Meeting is excluded. All members of the Managing Board and the Supervisory Board intend to attend the Annual General Meeting for its entire duration.

The entire Annual General Meeting will be transmitted with video and audio in an internet-supported and password-protected general meeting system (“**Investor-Portal**”) that can be accessed via the website at www.heidelbergmaterials.com/en/annual-general-meeting-2025. Duly registered shareholders and their proxies can join the virtual Annual General Meeting electronically via the InvestorPortal and follow the live video and audio transmission there (“**attendance**”) as well as exercise their shareholder rights.

Shareholders or their proxies may exercise their voting rights exclusively by way of absentee voting (including by means of electronic communication) or by granting power of attorney and giving instructions to the proxies nominated by the Company. Shareholders joining the meeting electronically will be granted the right to speak and request information by way of video communication as well as the right to submit motions and election proposals by way of video communication. They will also be granted the right to object to a resolution of the Annual General Meeting by way of electronic communication. Shareholders who have duly registered for the Annual General Meeting are also granted the right to submit written statements prior to the meeting by way of electronic communication.

1. Requirements for attending the virtual Annual General Meeting and for exercising the shareholders' rights, in particular voting rights

In accordance with section 123 para. 4 sentence 2 of the German Stock Corporation Act in its current version, shareholders must have duly registered for the Annual General Meeting and have provided the Company with proof of their shareholding as of the close of business, i.e. the end of the 22nd day before the Annual General Meeting, i.e. as of 23 April 2025, 2400 hrs (CEST) (so-called “**record date**”), in order to attend the Annual General Meeting and exercise the shareholders' rights in connection with the virtual Annual General Meeting, in particular their voting rights. For this purpose, a certificate of shareholding issued in text form in German or English by the depositary institution or a proof pursuant to section 67c para. 3 of the German Stock Corporation Act (in each case “**proof of entitlement**”) shall be sufficient.

The registration and the proof of entitlement must be received by the Company at the latest six days prior to the Annual General Meeting, i.e. by 8 May 2025, 2400 hrs (CEST) at the following address:

Heidelberg Materials AG
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

In addition, the registration can be transmitted to the Company through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act. The Company shall be entitled to request appropriate further proof in the event of any doubt concerning the accuracy or authenticity of the proof of entitlement.

In relation to the Company, only those persons who have furnished such proof of entitlement shall be considered shareholders for the purpose of exercising shareholders' rights, including voting rights, in connection with the Annual General Meeting. The right to exercise the shareholders' rights and the extent of the voting rights shall be determined exclusively by the shareholding of the shareholder contained in the proof of entitlement as at the record date. A registration for the Annual General Meeting will not block the shares from trading; for this reason shareholders can continue to freely dispose of their shares, also starting from the record date and even after having registered for the Annual General Meeting. Also in the case of the full or partial sale of the shareholding after the

record date, only the shareholding of the shareholder as at the record date shall be decisive for the exercise of the shareholder rights and the extent of the voting rights; i.e. sales of shares after the record date do not have any effect on the right to exercise the shareholder rights or on the extent of the voting rights. The same shall apply to purchases and additional purchases of shares after the record date. Persons who do not own any shares as at the record date and only become shareholders afterward, shall not be entitled to exercise shareholder rights. The record date shall not have any relevance for the entitlement to dividends.

Following receipt of the registration and proof of shareholding by the Company at the above address, registration confirmations for the virtual Annual General Meeting will be sent to the shareholders, containing the access data for the InvestorPortal, which can be accessed via the website www.heidelbergmaterials.com/en/annual-general-meeting-2025, as well as an integrated form for the granting of the power of attorney, instructions to proxies and absentee votes, together with further explanations. In order to ensure that the registration confirmation is received on time, we kindly ask the shareholders to send the registration and proof of their shareholding to the Company sufficiently in advance. No further action is required of shareholders who have requested, in a timely manner, the registration confirmation for attending the Annual General Meeting from their depositary institution. In such cases, the depositary institution will handle the registration and proof of shareholding.

2. Access to InvestorPortal

Shareholders who have duly registered for the Annual General Meeting, or their proxies, can join the Annual General Meeting electronically via the InvestorPortal using the access data printed on the registration confirmation and in this way attend the Annual General Meeting and exercise shareholder rights as well as follow the live video and audio transmission of the entire Annual General Meeting via electronic communication.

The InvestorPortal can be accessed via the following website of the Company:

www.heidelbergmaterials.com/en/annual-general-meeting-2025

The InvestorPortal is expected to be available from 24 April 2025.

3. Transmission of the Annual General Meeting

There will be a video and audio transmission of the entire Annual General Meeting on the internet for duly registered shareholders or their proxies via the InvestorPortal, which will be accessible at www.heidelbergmaterials.com/en/annual-general-meeting-2025. Shareholders or their proxies may access the InvestorPortal and therefore follow the Annual General Meeting by entering the access data printed on their registration confirmation.

The speech by the Chairman of the Supervisory Board as well as the Managing Board speech can also be followed live on the internet by other interested parties at www.heidelbergmaterials.com/en/investor-relations.

Shareholders or their proxies who follow the virtual Annual General Meeting as part of the public transmission will not be automatically connected electronically to the virtual Annual General Meeting. Electronic access to the virtual Annual General Meeting and the exercise of shareholder rights at the Annual General Meeting will only be possible via the InvestorPortal after entering and validating the access data printed on the registration confirmation.

4. Exercise of voting rights

The exercise of voting rights by shareholders or their proxies may only be done by way of absentee voting or by granting power of attorney and issuing instructions to the proxies nominated by the Company. In all cases, timely and proper registration for the Annual General Meeting, as described in section 1 above, is required.

a) Absentee voting process

Shareholders or their proxies may cast their votes by way of absentee voting, even without attending the meeting, in writing or electronically via the InvestorPortal, which can be accessed via the website www.heidelbergmaterials.com/en/annual-general-meeting-2025.

The form printed on the registration confirmation or a corresponding power-of-attorney and absentee voting form, which is available on the internet at www.heidelbergmaterials.com/en/annual-general-meeting-2025, is available for written votes by post or by e-mail. The votes cast by post or by e-mail, their amendment and their revocation should, if possible, use the forms designated for this purpose and must be received by the Company, at the latest, by 14 May 2025, 2400 hrs (CEST) at the following address:

Heidelberg Materials AG
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

Postal votes may also be submitted to the Company through intermediaries, at the latest, by 14 May 2025, 2400 hrs (CEST), subject to the requirements of section 67c German Stock Corporation Act. This also applies to any amendment to or revocation of postal votes.

Electronic absentee voting, its amendment and its revocation are possible via the InvestorPortal, which can be accessed via the website www.heidelbergmaterials.com/en/annual-general-meeting-2025 until the time at which the voting is closed by the chair at the Annual General Meeting on 15 May 2025.

In all cases, receipt by the Company shall be decisive.

b) Voting by proxies

Shareholders may also appoint a proxy, such as an intermediary (e.g. a credit institution), a shareholders' association or another person of their choice, to vote on their behalf in the Annual General Meeting. Also in this case shareholders, proxies, credit institutions or shareholders' associations must register in due time for the Annual General Meeting and provide proof of shareholding.

Proxies cannot attend the virtual Annual General Meeting in person either. They can only exercise the voting right for shareholders they represent by way of absentee voting (see section a) above) or by granting (sub-)powers of attorney and giving instructions to the proxies nominated by the Company (see section c) below). The use of the InvestorPortal by a proxy requires that the proxy receive from the grantor of the proxy the access data sent following proper registration for the Annual General Meeting and proof of shareholding, unless the access data were sent directly to the proxy.

If the proxy authorisation is not granted to an intermediary (e.g. a credit institution), a shareholders' association or another person or institution equivalent to them pursuant to the regulations of the German Stock Corporation Act, the granting of the power of attorney, its revocation and the proof of authorisation vis-à-vis the Company must be in writing in order to be valid. For granting power of attorney, shareholders may use the power-of-attorney form which is printed on the registration confirmation and which is available on the internet at www.heidelbergmaterials.com/en/annual-general-meeting-2025. However, it is also possible to issue a separate power of attorney in writing. The granting of the power of attorney, its amendment, its revocation and the proof of authorisation must be submitted to the Company by post or by e-mail, at the latest, by 14 May 2025, 2400 hrs (CEST), to the following address:

Heidelberg Materials AG
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

The granting of the power of attorney, its amendment, its revocation and the proof of authorisation may be submitted to the Company also through intermediaries, at the latest, by 14 May 2025, 2400 hrs (CEST), subject to the requirements of section 67c German Stock Corporation Act.

Alternatively, registered shareholders may also grant, amend or revoke their powers of attorney electronically via the InvestorPortal, which can be accessed via the website www.heidelbergmaterials.com/en/annual-general-meeting-2025, until the end of the Annual General Meeting on 15 May 2025. In such a case, it is not necessary to send anything to the Company in writing.

In all cases, receipt by the Company shall be decisive.

Intermediaries (e.g. credit institutions), shareholders' associations and persons equivalent to them pursuant to section 135 of the German Stock Corporation Act that offer proxy voting services to shareholders as part of their regular business activities, may set forth deviating conditions with respect to the process of their own authorisation. Shareholders are asked to agree with these persons or institutions on the form of such authorisation in advance.

c) Voting by proxies nominated by the Company

The Company also offers its shareholders and their proxies the possibility to have their voting rights exercised at the Annual General Meeting in accordance with their instructions by proxies nominated by the Company. A power-of-attorney and instruction form to authorise a proxy nominated by the Company is printed on the registration confirmation and is available on the internet at www.heidelbergmaterials.com/en/annual-general-meeting-2025. If proxies nominated by the Company are granted authorisation, instructions for exercising the voting right must be issued in each case. The proxies nominated by the Company are obliged to vote as instructed. Please note that proxies of the Company will not accept instructions to speak, to object to Annual General Meeting resolutions or to ask questions, submit motions or election proposals and that the proxies are available only for voting on proposed resolutions presented together with the invitation or later-announced proposals by the Managing Board and/or Supervisory Board pursuant to section 124 para. 3 of the German Stock Corporation Act or by shareholders pursuant to sections 124 para. 1, 122 para. 2 of the German Stock Corporation Act or which are made accessible in accordance with sections 126, 127 of the German Stock Corporation Act or on which the Managing Board and/or Supervisory Board issue statements during the Annual General Meeting.

The powers of attorney for the proxies giving explicit instructions that are sent by post or by e-mail, their amendment and their revocation must, if possible by using the forms designated for this purpose, be received by the Company, at the latest, by 14 May 2025, 2400 hrs (CEST) at the following address:

Heidelberg Materials AG
c/o Computershare Operations Center
80249 Munich, Germany
E-mail: anmeldestelle@computershare.de

Subject to the requirements of section 67c German Stock Corporation Act, proxy authorisations and instructions to Company proxies may also be issued, amended or revoked vis-à-vis the Company through intermediaries at the latest, by 14 May 2025, 2400 hrs (CEST).

Granting power of attorney and giving instructions to the proxies nominated by the Company, as well as the amendment and revocation hereof, are possible electronically via the InvestorPortal, which can be accessed via the website www.heidelbergmaterials.com/en/annual-general-meeting-2025 until the time at which the voting is closed by the chair at the virtual Annual General Meeting on 15 May 2025.

In all cases, receipt by the Company shall be decisive.

Authorised intermediaries (such as a credit institution) and – insofar as they are equivalent to them pursuant to section 135 of the German Stock Corporation Act – shareholders' associations, proxy advisors and persons, that offer proxy voting services to shareholders as part of their regular business activities, may also make use of the proxies of the Company in compliance with the given deadlines.

Further information on voting

If several absentee votes and/or several powers of attorney and instructions to the proxies that are not revoked are received, the declaration that was last received is binding. If declarations that differ from one another are received on different transmission channels and it is not apparent which was issued last, the declarations will be taken into account in the following transmission channel order: (i) InvestorPortal, (ii) through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act, (iii) e-mail, (i) in writing by post.

A revocation of absentee votes or powers of attorney and instructions to the proxies can be declared in the above-mentioned ways within the deadlines

specified there. The order of priority of the transmission channels according to the previous paragraph does not apply to the declaration of revocation. Subsequent voting as such does not constitute a revocation of an earlier voting.

Absentee voting or instructions to the proxies regarding agenda item 2 (appropriation of the balance sheet profit) remain valid even if the proposal for the appropriation of retained earnings is adjusted as a result of a change in the number of shares entitled to dividends.

5. Rights of the shareholders pursuant to sections 122 para. 2, 126 para. 1, 127, 130a, 131 para. 1, 118a para. 1 sentence 2 no. 8 of the German Stock Corporation Act

a) Amendment to the agenda pursuant to section 122 para. 2 of the German Stock Corporation Act

In accordance with section 122 para. 2 of the German Stock Corporation Act shareholders with shares corresponding to a part of the share capital equal to € 500,000 – i.e. 166,667 shares – can request that items be added to the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposal. The request is to be sent in writing to the Managing Board of the Company and must reach the Company no later than 30 days before the meeting, not counting the date of receipt. The last possible date of receipt is therefore 14 April 2025, 2400 hrs (CEST). Please send any such requests to the following address: Heidelberg Materials AG, Vorstand, Berliner Strasse 6, 69120 Heidelberg, Germany. Subject to the requirements set out in section 126a of the German Civil Code, requests for an additional agenda item within the meaning of section 122 para. 2 German Stock Corporation Act may also be transmitted to the Company in electronic form, i.e. by e-mail including the name and with a qualified electronic signature, to the e-mail address tagesordnungsergaenzung@heidelbergmaterials.com.

Further details as to the requirements for exercise of said right and its limits may be viewed at www.heidelbergmaterials.com/en/annual-general-meeting-2025 under the heading “Information regarding shareholders' rights”.

b) Motions and election proposals of shareholders pursuant to sections 126 para. 1, 127 of the German Stock Corporation Act

In accordance with section 126 of the German Stock Corporation Act, all motions by shareholders regarding agenda items, including the reasons in support thereof, or proposals by shareholders for the election of Supervisory Board members or auditors in accordance with section 127 of the German Stock Corporation Act, received by us at our address: Heidelberg Materials AG, Abt. GLC, Berliner Strasse 6, 69120 Heidelberg, Germany, or by e-mail to: antrag-hv@heidelbergmaterials.com, or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act, at least 14 days before the Annual General Meeting, whereby the day of receipt shall not be counted, i.e. by 2400 hrs (CEST) on 30 April 2025, and required to be disclosed will be published without undue delay after receipt at www.heidelbergmaterials.com/en/annual-general-meeting-2025. Any responses from the management will likewise be published at the aforementioned internet address. Further details as to the requirements for exercise of the rights and their limits are to be found there under the heading "Information regarding shareholders' rights".

Motions and election proposals by shareholders to be made available pursuant to section 126 of the German Stock Corporation Act or section 127 of the German Stock Corporation Act are deemed to have been made at the time they are made available. The Company allows the right to vote on these motions or election proposals to be exercised from this point in time. If the shareholder submitting the motion or the election proposal is not duly authorised or has not registered for the Annual General Meeting in due time and form, the motion or election proposal does not have to be dealt with at the meeting.

In addition, shareholders or their proxies who have joined the Annual General Meeting shall have the right, as part of their right to speak, to submit motions and election proposals at the meeting by way of video communication (for details, see below).

c) Submission of statements

According to section 130a paras. 1 to 4 of the German Stock Corporation Act, shareholders who have registered for the Annual General Meeting in due time and form, or their proxies, have the right to submit statements on the agen-

da items in text form by e-mail to stellungnahme@heidelbergmaterials.com no later than five days before the meeting, i.e., at the latest, by 9 May 2025, 2400 hours (CEST). Statements must be submitted in plain text form as a PDF file. Please do not exceed 10,000 characters. By submitting the statement, the shareholder or his/her proxy agrees that the statement may be made available on the InvestorPortal, stating his/her name.

Unless, as an exception, the Company can decide not to make them available pursuant to section 130a para. 3 sentence 4 of the German Stock Corporation Act, submitted statements on the agenda items will be made available to the duly registered shareholders or their proxies on the InvestorPortal at www.heidelbergmaterials.com/en/annual-general-meeting-2025 no later than four days before the Annual General Meeting, i.e., at the latest, by 10 May 2025, 2400 hrs (CEST).

Motions and election proposals, questions as well as objections to resolutions of the Annual General Meeting submitted as statements in text form will not be considered at the Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information and the filing of objections to resolutions of the Annual General Meeting are only possible via the channels described separately in this invitation.

d) Right to speak

Shareholders who have registered in due time and form or their proxies and have joined the Annual General Meeting electronically have the right to speak at the meeting by way of video communication.

From 0930 hrs (CEST) on the day of the Annual General Meeting, a virtual request-to-speak desk will be maintained via the InvestorPortal which the shareholders or their proxies joining the Annual General Meeting electronically can use to register their request. The InvestorPortal can be accessed on the website www.heidelbergmaterials.com/en/annual-general-meeting-2025.

The right to speak also includes in particular the right to submit motions and election proposals in accordance with section 118a para. 1 sentence 2 no. 3 of the German Stock Corporation Act, as well as the right to request information in accordance with section 131 para. 1 of the German Stock Corpora-

tion Act. Pursuant to article 18 para. 2 sentence 3 of the Company's Articles of Association, the chair of the meeting may impose appropriate limits on the speaking time, the question time or the total speaking and question time for the whole Annual General Meeting, for individual items on the agenda and for individual speakers, at the beginning or during the course of the Annual General Meeting and, as far as it is necessary for proper running of the Annual General Meeting, bring the debate to a close.

All video communication with shareholders and their proxies is handled via the InvestorPortal. Shareholders or their proxies require either a non-mobile or mobile device (e.g. PC, notebook, laptop, tablet, smartphone) for their spoken statements to be connected. For this purpose, the devices must be connected to the internet with stable upload/download bandwidth, and a camera and microphone must be available on the devices which can be accessed from the browser. No further installation of software components or apps on the devices is required. The statements of persons who have registered to speak via the virtual request-to-speak desk will be activated in the InvestorPortal. The Company will examine the functionality of the video communication between the shareholders or proxies and the Company during the meeting and before a statement is made, reserving the right to reject it if the functionality is not ensured.

e) Right to information

To the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda, and provided that the Managing Board is not entitled to refuse to provide such information, each shareholder shall upon request be provided with information at the Annual General Meeting by the Managing Board regarding the Company's affairs pursuant to section 131 para. 1 of the German Stock Corporation Act. The Managing Board's duty to provide information also extends to the Company's legal and business relations with affiliated companies. The duty to provide information also pertains to the situation of the Group and the companies that are included in the consolidated financial statements.

It is intended that the chair of the meeting will stipulate that the aforementioned right to information pursuant to section 131 para. 1 of the German Stock Corporation Act may only be exercised at the Annual General Meeting by way of video communication, i.e. in the context of exercising the right to speak during the general debate (see section d) above).

Pursuant to section 131 para. 4 sentence 1 of the German Stock Corporation Act, where information has been provided to shareholders due to their capacity as such, and this was done outside of the general meeting, this information is to be provided to all other shareholders or their proxies making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The Managing Board has determined that this right to information pursuant to section 131 para. 4 sentence 1 of the German Stock Corporation Act may only be exercised at the Annual General Meeting by way of video communication, i.e. in the context of exercising the right to speak via the InvestorPortal (see section d) above). The InvestorPortal can be accessed on the website www.heidelbergmaterials.com/en/annual-general-meeting-2025. It is intended that the chair of the meeting will confirm this determination at the Annual General Meeting.

Pursuant to section 131 para. 5 sentence 1 of the German Stock Corporation Act, where a shareholder's request for information is refused, that shareholder may demand that this question and the grounds for refusing to provide the information be included in the minutes of the meeting. It will be ensured in the course of the virtual Annual General Meeting that shareholders or their proxies who have joined the Annual General Meeting electronically can transmit their request pursuant to section 131 para. 5 sentence 1 of the German Stock Corporation Act by way of electronic communication via the InvestorPortal in accordance with the procedure provided for this purpose in the Annual General Meeting. The InvestorPortal can be accessed on the website www.heidelbergmaterials.com/en/annual-general-meeting-2025.

f) Possibility to object to resolutions of the Annual General Meeting

Shareholders who have joined the meeting, or their proxies, have the right to object to the resolutions of the Annual General Meeting by way of electronic communication in accordance with section 118a para. 1 sentence 2 no. 8 of the German Stock Corporation Act.

Corresponding declarations may be submitted electronically via the InvestorPortal from the opening of the virtual Annual General Meeting to its adjournment by the chair. The InvestorPortal can be accessed on the website www.heidelbergmaterials.com/en/annual-general-meeting-2025.

6. Publications on the Company's website

The publications and explanations specified in section 124a of the German Stock Corporation Act are to be found at www.heidelbergmaterials.com/en/annual-general-meeting-2025. The speech by the Chairman of the Supervisory Board, as well as that of the Managing Board, will be published as a recording at the same internet address following the Annual General Meeting.

7. Notice of the aggregate number of shares and voting rights

At the time of the invitation of the Annual General Meeting, all 178,430,760 no-par value shares of the Company issued are entitled to attend and vote. The Company does not hold any treasury shares. Each share entitled to attend shall carry one vote at the Annual General Meeting. There are no different classes of shares.

8. Notes for intermediaries

The registration for the Annual General Meeting, the voting (also by proxy), the issuance of proxy authorisations and instructions to Company proxies appointed by the Company and the authorisation of third parties can, pursuant to section 67c German Stock Corporation Act, also be transmitted to the company via intermediaries in the ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX). In these cases, authorisation via the SWIFT Relationship Management Application (RMA) is required for transmission via SWIFT.

9. Information on data protection for shareholders of Heidelberg Materials AG

In the EU General Data Protection Regulation, transparency regarding data processing plays a key role. The security of your personal data and protection of your privacy are also our top priority. You can find information on the processing of your personal data by Heidelberg Materials AG in connection with the preparation, holding and follow-up of our Annual General Meeting and your rights granted by the data protection law on the internet at www.heidelbergmaterials.com/en/annual-general-meeting-2025. If you use our InvestorPortal, you will receive additional data protection information for the processing of data in the InvestorPortal.

Heidelberg, March 2025

Heidelberg Materials AG
The Managing Board

Information pursuant to the Implementing Regulation (EU) 2018 / 1212 for the notification pursuant to section 125 of the German Stock Corporation Act by Heidelberg Materials AG

Further information on the invitation of the Annual General Meeting (blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018 / 1212): participation in the Annual General Meeting (block D), agenda (block E) and indication of deadlines for exercising other shareholder rights (block F) can be found on the following web-site:

www.heidelbergmaterials.com/en/annual-general-meeting-2025

A. Specification of the message	
1. Unique identifier of the event	Virtual Annual General Meeting 2025 of Heidelberg Materials AG 187b47a0e3eaf11b53e00505696f23c
2. Type of message	NEWM
B. Specification of the issuer	
1. ISIN	DE0006047004
2. Name of issuer	Heidelberg Materials AG
C. Specification of the Annual General Meeting	
1. Date of the Annual General Meeting	15 May 2025 (20250515)
2. Time of the Annual General Meeting (Beginning)	1000 hrs CEST (0800 hrs UTC)
3. Type of Annual General Meeting	GMET
4. Location of the Annual General Meeting	Link to the InvestorPortal of the virtual Annual General Meeting: www.heidelbergmaterials.com/en/annual-general-meeting-2025 Location of the General Meeting in the sense of the German Stock Corporation Act: Berliner Straße 6, 69120 Heidelberg, Germany
5. Record Date	23 April 2025 (20250423)
6. Uniform Resource Locator (URL)	www.heidelbergmaterials.com/en/annual-general-meeting-2025

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Imprint

Managing Board

Dr Dominik von Achten, Chairman
René Aldach
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Axel Conrads
Hakan Gurdal
Dennis Lentz
Jon Morrish
Chris Ward

Chairman of the Supervisory Board

Dr Bernd Scheifele

Heidelberg Materials AG

Berliner Strasse 6
69120 Heidelberg, Germany
www.heidelbergmaterials.com

The Company has its registered office in Heidelberg, Germany.

It is registered with the Commercial Register at the Local Court of Mannheim (Amtsgericht Mannheim) under HRB 330082

This is a convenience translation of the German invitation to the Annual General Meeting. Only the German version of this document is legally binding.