

Remuneration system for the Supervisory Board members of Heidelberg Materials AG

The system for the remuneration of the members of the Supervisory Board is based on the legal requirements and takes into account the recommendations of the German Corporate Governance Code.

The remuneration of the members of the Supervisory Board shall be balanced overall and shall be commensurate with the responsibilities and tasks of the members of the Supervisory Board and the situation of the Company, also taking into account the remuneration regulations of other large listed companies. At the same time, it should make the assumption of a mandate as a member or chairman of the Supervisory Board or a committee appear sufficiently attractive in order to be able to attract and retain outstanding mandate holders. This is a prerequisite for the best possible supervision of and advice to the Managing Board, which in turn make an essential contribution to a successful business strategy and the long-term success of the Company.

The members of the Supervisory Board shall receive a purely fixed remuneration to strengthen the independence of the Supervisory Board, to enable an objective and neutral performance of the advisory and supervisory function as well as independent personnel and remuneration decisions. The extent of the workload and the liability risk of the Supervisory Board members does not usually develop in parallel with the business success or the earnings situation of the Company. Rather, it is often in difficult times, when variable remuneration may be reduced, that the Supervisory Board members are required to perform their advisory and supervisory functions particularly intensively.

In accordance with the recommendation of the German Corporate Governance Code, the higher time expenditure of the Chairman and the Deputy Chairmen of the Supervisory Board as well as the Chairmen and members of the Audit, Personnel and Sustainability and Innovation Committees shall be adequately taken into account through corresponding additional remuneration. The Chairman of the Supervisory Board shall receive three times the basic remuneration of an ordinary member of the Supervisory Board, his/her deputy one and a half times. The Chairmen of the Audit, Personnel and Sustainability and Innovation Committees shall each receive two and a half times the additional remuneration of a committee member. The members of the Nomination Committee and the Arbitration Committee shall not receive any additional remuneration. In view of the special time burden, a higher additional remuneration shall be provided for the activity in the Audit Committee than for the activity in the Personnel and Sustainability and Innovation Committees. There shall be no offsetting or reduction of remuneration for work on more than one committee.

In the case of several meetings on one day, attendance fees shall only be paid once, whereby participation by telephone, video conference or similar customary means of communication shall also entitle the respective member of the Supervisory Board to receive attendance fees. The remuneration (if applicable pro rata temporis) and the attendance fee shall be paid after the expiry of each financial year.

Finally, the members of the Supervisory Board shall be included in a directors & officers liability insurance policy for members of the executive bodies and certain employees of the Heidelberg Materials Group, maintained by the Company in its own interest and at its own expense, to the extent that such a policy exists. In addition, the Company reimburses each member of the Supervisory Board for his/her expenses and the value-added tax payable on his/her remuneration.

The regulations on remuneration and the remuneration system shall be regularly reviewed by the Supervisory Board for their appropriateness, whereby external remuneration experts may also be consulted. At least every four years and in the event of proposals to amend the remuneration regulations, the Annual General Meeting shall pass a resolution on the remuneration of the members of the Supervisory Board. The Annual General Meeting may confirm the existing system of Supervisory Board remuneration or pass a resolution to change it. Corresponding resolution proposals to the Annual General Meeting are submitted by the Managing Board and the Supervisory Board in accordance with the legally regulated allocation of responsibilities, so that there is mutual control between the two bodies. The decision on the final structure of the remuneration system rests with the Annual General Meeting.