



HeidelbergCement AG

Heidelberg

ISIN DE0006047004 / WKN 604 700

Declaration of invalidity of share certificates in accordance with § 73 of the German Stock Corporation Act (AktG)

The Annual General Meeting of our company, then trading under the name "Heidelberger Zement Aktiengesellschaft" resolved on 2 June 1999, inter alia, to convert the par-value shares into no-par value shares and the share capital from DM into euros. One share with a nominal value of DM 5.00 each became one no-par value share. The ordinary Annual General Meeting of 7 May 2002 resolved to change the name of the company into "HeidelbergCement AG". Due to the mentioned resolutions, the content of the issued share certificates of our company has become incorrect.

Furthermore, the Annual General Meeting of 3 May 2012 resolved, inter alia, to exclude the shareholders' right to certification of their shares and to rewrite Article 5(1) of the Articles of Association accordingly. This resolution amending the Articles of Association became effective on 7 May 2012 with the entry into the commercial register of the Local Court (Amtsgericht) of Mannheim. Therefore, HeidelbergCement AG's entire share capital was documented by a global share certificate which is held at the Clearstream Banking AG in Frankfurt/Main. Our company's shareholders will have a stake in the holding in collective safe custody of HeidelbergCement AG shares at Clearstream Banking AG as co-owners in accordance with the size of their share by means of credit of their securities. There will be no additional new share certificates issued.

Through three publications in the Federal Gazette (21 June 2012, 20 July 2012 and 20 August 2012), we have appealed to the shareholders of our company - and warned them of the impending declaration of invalidity - to submit their share certificates in the name of "Heidelberger Zement Aktiengesellschaft" and with DM par values along with dividend coupon no. 20 and renewal coupon between 21 June 2012 and 21 September 2012 including to a domestic branch of the Commerzbank AG, Frankfurt/Main, as a central settlement agent of the share certificates exchange or to another credit institution, which keeps a custody account for customers for the custody of shares, for forwarding to the Commerzbank AG, Frankfurt/Main, during normal business hours in order to receive co-ownership in the holding in collective safe custody of HeidelbergCement AG shares at Clearstream Banking AG.

All share certificates still circulating which have become incorrect and which have been issued in the name of "Heidelberger Zement Aktiengesellschaft", which have not been submitted by today despite three publications of the request, are hereby declared invalid in accordance with § 73 of the German Stock Corporation Act (AktG). The required authorisation for this was granted by the Local Court of Mannheim – Court of Registry – (HRB 330082) with resolution dated 22 May 2012.

Even after the declaration of invalidity, share certificates which have become incorrect and which have been issued in the name of "Heidelberger Zement Aktiengesellschaft" can be submitted to the Commerzbank AG, Frankfurt/Main, for the time being to receive co-ownership in the collective safe custody of the global share certificate of HeidelbergCement AG, which is held at the Clearstream Banking AG. HeidelbergCement AG reserves its right to deposit the uncollected share certificates with debt-discharging effect at the Local Court of Mannheim.

Heidelberg, September 2012

HeidelbergCement AG
The Managing Board