

# **Proxy and Absentee Ballot Form**

## **for the Annual General Meeting of HeidelbergCement AG, Heidelberg, on 4 May 2016**

If you are registered as a shareholder at the Annual General Meeting (“AGM”) by your depository (credit) institution but are unable to take part at the Meeting in person, you may exercise your voting rights 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 admittance ticket number(s): \_\_\_\_\_

**A**  **Absentee Ballot**

I/We exercise my/our voting rights for the AGM of HeidelbergCement AG on 4 May 2016 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 at the AGM of HeidelbergCement AG on 4 May 2016 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. It expires upon attendance of the principal at the AGM in person.

or

**C**  **Proxy authorisation/instructions for an employee of the Company exercising your voting rights**

I/We herewith authorize Dr. Ingo Schaffernak, Ms. Katja Karcher and Mr. Boris Roth (authorized proxies of the Company), each with his/her business address in 69120 Heidelberg, Berliner Str. 6, under 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. The proxy expires upon attendance of the principal or the attendance of an authorized third party at the AGM in person.

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**

	<b>Yes</b>	<b>No</b>
2. Resolution on the appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the approval of the Managing Board's actions for the 2015 financial year		
a) Dr. Bernd Scheifele	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr. Dominik von Achten	<input type="checkbox"/>	<input type="checkbox"/>
c) Daniel Gauthier	<input type="checkbox"/>	<input type="checkbox"/>
d) Andreas Kern	<input type="checkbox"/>	<input type="checkbox"/>
e) Dr. Lorenz Näger	<input type="checkbox"/>	<input type="checkbox"/>
f) Dr. Albert Scheuer	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the approval of the Supervisory Board's actions for the 2015 financial year		
a) Fritz-Jürgen Heckmann	<input type="checkbox"/>	<input type="checkbox"/>
b) Heinz Schmitt	<input type="checkbox"/>	<input type="checkbox"/>
c) Josef Heumann	<input type="checkbox"/>	<input type="checkbox"/>
d) Gabriele Kailing	<input type="checkbox"/>	<input type="checkbox"/>
e) Hans Georg Kraut	<input type="checkbox"/>	<input type="checkbox"/>
f) Ludwig Merckle	<input type="checkbox"/>	<input type="checkbox"/>
g) Tobias Merckle	<input type="checkbox"/>	<input type="checkbox"/>
h) Alan James Murray	<input type="checkbox"/>	<input type="checkbox"/>
i) Dr. Jürgen M. Schneider	<input type="checkbox"/>	<input type="checkbox"/>
j) Werner Schraeder	<input type="checkbox"/>	<input type="checkbox"/>
k) Frank-Dirk Steininger	<input type="checkbox"/>	<input type="checkbox"/>
l) Univ.-Prof. Dr. Marion Weissenberger-Eibl	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor for the 2016 financial year	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the authorisation to acquire own shares pursuant to section 71(1), no. 8 German Stock Corporation Act and to use them with the possible exclusion of subscription rights	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the amendment of Article 10 of the Articles of Association (adoption of resolutions by the Supervisory Board)	<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 an employee of the Company**

If you are unable to take part in the Meeting in person but are registered to attend as a shareholder duly and on time, you may exercise your voting right either by absentee ballot or have it exercised by a third party or an employee of the Company. For this purpose, please use preferably 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 an employee of the Company, 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 an employee of the Company 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.

Please submit the proxy authorisation/instructions for a third party (field B) to your proxy in due time before the beginning of the AGM, so he/she can present it for inspection at the entrance and exit desk on the day of the AGM. Alternatively, you can communicate the grant, the cancellation and the evidence of proxy for a third party to the address HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg or via telefax: + 49 (0) 6221-481-13705 or via e-mail to the e-mail-address: [agm@heidelbergcement.com](mailto:agm@heidelbergcement.com). For this purpose, the entrance and exit desk is also at your disposal from 9.00 am (CET) onwards on the day of the AGM.

Absentee votes (field A) or proxy authorisation/instructions for an employee of the Company (field C) must be received at the latest by midnight (CET) on 30 April 2016, at the address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg or via telefax: + 49 (0) 6221-481-13705 or by the end of the general debate in the AGM via e-mail at the e-mail-address: [agm@heidelbergcement.com](mailto:agm@heidelbergcement.com). The same applies to the amendment and the cancellation of absentee votes and proxy authorisation/instructions for an employee of the Company. The receipt at the Company is decisive in all cases. On the day of the AGM proxies/instructions for an employee of the Company can be granted, amended or cancelled at the entrance and exit desk of the AGM from 9.00 am (CET) onwards.

If absentee votes are received along with a proxy authorisation/instructions for an employee of the Company via the same channel, the submitted absentee votes are deemed to be cancelled and the proxy authorisation/instructions for an employee of the Company prevails. If absentee votes and/or a proxy authorisation/instructions for an employee of the Company are received via different channels, the last received prevails. If no determination can be made as to which of the above is overriding, absentee votes and/or a proxy authorisation/instructions for an employee of the Company received in writing shall prevail over any received by fax or e-mail; absentee votes and/or a proxy authorisation/instructions for an employee of the Company received by fax shall prevail over any received via e-mail.

As an absentee voter, you cannot exercise those participation rights going beyond the rights to vote, such as putting forward a motion, raising questions or delivering statements. Employees of the Company exercising the right to vote are exclusively bound to your instructions. Any further mandate will not be exercised by an employee of the Company. Should you wish to exercise your shareholder rights in excess of the scope described, you may attend the Meeting yourself or authorize a third party to do so for you.

Even after submission of an absentee ballot or conferring proxy authorisation/instructions for an employee of the Company, you retain the right to take part in the AGM personally. If you grant proxy authorisation/instructions for a third party by using this form (field B), the proxy authorisation/instructions for third persons is cancelled upon your participation in the AGM in person. If you grant proxy authorisation/instructions for an employee of the Company, the proxy authorisation/instructions for an employee of the Company is cancelled upon your participation or the

participation of an authorized third party in the AGM in person. Received absentee ballots are automatically deemed to be cancelled in this case.

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

<http://www.heidelbergcement.com/en/annual-general-meeting-2016>

You may advocate a counterproposal aimed solely at dismissing the respective resolution proposal by voting against the Board proposal. For lack of explicit instructions, absentee votes or the proxy authorisation/instructions for an employee of the Company exercising the right to vote do not entitle any voting on more far-reaching motions, such as counterproposals or procedural motions.

Please also note the additional details for participation in the AGM and for the execution of the voting rights 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.