

# **Declaration of compliance 2026 by the Managing Board and Supervisory Board of Heidelberg Materials AG with the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*)**

Since issuing the last declaration of compliance in January 2025, Heidelberg Materials AG has complied with all recommendations of the German Corporate Governance Code in the version dated 28 April 2022, published by the Federal Ministry of Justice in the official section of the Federal Gazette (*Bundesanzeiger*) on 27 June 2022, and will continue to comply with them in the future with the following exceptions:

- The recommendation G.10 sentence 2 is fully complied with, subject to the following exception: According to the Managing Board remuneration system 2024+, the Managing Board members can only dispose of the long-term incentive (LTI) payout amount after four years (a three-year performance period followed by a one-year waiting period). However, a deviation is declared for a transitional period regarding the 2024 LTI tranche. In the 2027 financial year, 25% of the provisional payout amount of the 2024 LTI tranche will be paid out to the members of the Managing Board appointed at the time of approval of the remuneration system 2024+ provisionally at the end of the three-year performance period. The provisional payout will be offset against the regular payout of the 2024 LTI tranche after the end of the waiting period in the 2028 financial year.

The preliminary payout in the 2027 financial year is intended to mitigate the effects of the adjustment of the Managing Board remuneration system implemented with effect from the 2024 financial year. Otherwise, only the capital market component of the 2023 LTI tranche would be paid out in the 2027 financial year.

- The recommendation in G.13 sentence 2 is not complied with. According to this recommendation, the severance payment shall be taken into account in the calculation of any compensation payments if post-contractual non-competition clauses apply. This is not the case at Heidelberg Materials AG.

The reason for this deviation is that a possible severance payment and a waiting allowance are intended to compensate for different issues in terms of content.

Heidelberg, 15 / 29 January 2026

Heidelberg Materials AG

The Managing Board

The Supervisory Board