

# Corporate Governance statement

The Corporate Governance statement for Heidelberg Materials AG and the Group in accordance with the provisions of sections 289f and 315d of the German Commercial Code (HGB) includes the declaration of compliance pursuant to section 161 of the German Stock Corporation Act (AktG). It also provides information on corporate governance practices and the functioning of the Managing Board and Supervisory Board, including the corporate governance of the company, the remuneration of the boards, the diversity concept for the Supervisory Board and Managing Board, and the legal requirements for equal participation of women and men in management positions.

## Declaration of compliance with the German Corporate Governance Code

On 15 January 2026 and 29 January 2026, the Managing Board and the Supervisory Board submitted the following declaration of compliance pursuant to section 161(1) of the AktG:

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, severance payments shall be taken into account in the calculation of any waiting allowances if post-contractual non-compete clauses apply. This is not the case at Heidelberg Materials AG.

- 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 Materials AG has complied with and continues to comply with all the suggestions of the Ger-

man Corporate Governance Code, although suggestion A.8 of the code is of no practical relevance to the company at present due to the absence of a takeover bid.

## Remuneration system and remuneration report

The remuneration system for members of the Managing Board, which was approved by the Annual General Meeting on 16 May 2024 with a majority of 96.21% of the votes cast, is publicly available on the company's [website](#) under Corporate Governance. The remuneration system for the members of the Supervisory Board, which was confirmed by the Annual General Meeting on 15 May 2025 with a majority of 99.57% of the votes cast, can also be found on the website together with the resolution passed by the Annual General Meeting pursuant to section 113(3) of the AktG. The remuneration report together with the auditor's report are likewise made publicly available at the same internet address pursuant to section 162 of the AktG. The remuneration report can also be found in the [Remuneration report chapter](#).

## Information on corporate governance practices

### Fundamentals of corporate governance

Heidelberg Materials AG is a German public limited company based in Heidelberg. In accordance with the legal regulations, it has three institutions: the Annual General Meeting, the Supervisory Board, and the Managing Board. The tasks and responsibilities of these institutions are primarily based on the AktG and the company's Articles of Association.

As a German public limited company, Heidelberg Materials AG is required by law to have a two-tier board system. The Managing Board is responsible for independently managing the Group. The members of the Managing Board are jointly accountable for the management of the Group. The Chairman of the Managing Board coordinates the work of the members of the Managing Board. The Supervisory Board appoints the members of the Managing Board for a maximum period of five years (in the case of an initial appointment, for a maximum of three years) and extends their appointment if necessary; they may only be removed from office prematurely for good cause. The Supervisory Board also monitors and advises the Managing Board and is directly involved in decisions of fundamental importance to the Group. The Chairman of the Supervisory Board coordinates the work of the Supervisory Board.

In line with the options provided for in accordance with the law or the Articles of Association, the shareholders exercise their rights before or during the Annual General Meeting and thereby exercise their voting right. Each share carries one vote at the Annual General Meeting. The ordinary Annual General Meeting is normally held in the first five months of the financial year. In particular, the Annual General Meeting passes resolutions on the use of profit, approval of the actions of the members of the Supervisory Board and Managing Board, the conclusion of inter-company agreements, changes to the Articles of Association, and the approval of the remuneration report. It also elects the shareholder representatives to the Supervisory Board and the auditor. Shareholders are entitled to file motions and have a comprehensive right to speak and ask questions at the Annual General Meeting in accordance with the statutory provisions. In special cases, the AktG provides for the convening of an Extraordinary General Meeting.

All important documents for exercising shareholder rights as well as the resolution issues and documentation are duly and easily available on the company's [website](#) for shareholders to access. Both the notice of the agenda for the Annual General Meeting and our website will provide shareholders with the information they need to exercise their rights, and particularly their voting rights at the Annual General Meeting, including by way of proxy or postal vote. Company proxies bound by instructions are also available to shareholders to exercise their voting rights at the Annual General Meeting. After the end of the Annual General Meeting, the attendance and voting results for the individual agenda items will be published on our [website](#).

### Internal control and risk management system

Heidelberg Materials is subject to various risks on account of its international business activity. Responsible risk management is an essential component of good corporate governance. The comprehensive and Group-wide risk management system at Heidelberg Materials serves to ensure the early identification, systematic assessment, and targeted management of risks. Heidelberg Materials also has an internal control system that consists of process-independent and process-integrated control measures. Our risk management system and internal control system are used to identify circumstances with the potential to jeopardise the Group. The internal control and risk management system is implemented both at the level of Heidelberg Materials AG and within the Group. The Managing Board of Heidelberg Materials AG is responsible for fulfilling the obligation to set up the systems and for continuously monitoring their effectiveness. The two systems are comprehensive in design and, in addition to an accounting-related component, also include business and purely operational risks and controls, including those associated with

our sustainability targets, which are partly not directly related to accounting. With regard to the internal control and risk management system's main accounting-related features, there are comprehensive statutory disclosure obligations, which are set out in greater detail at Group level by German Accounting Standard no. 20 (DRS 20). The relevant disclosures and further information about the internal control and risk management system can be found in the [Risk and opportunity report chapter](#). The statements made there for the accounting-related components of the internal control and risk management system essentially also apply to the business and operational system components.

### Compliance management system

Integrity, legality, and compliance are integral to everyday business at Heidelberg Materials. The company has a compliance management system that is subject to constant further development. In accordance with the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer, IDW) auditing standard 980, the structure of the compliance management system includes compliance culture, targets, risk assessments, and reporting, the compliance programme with guidelines and whistle-blower system, the compliance organisation, communication, training, and controls. Practical implementation in the operating units is the responsibility of the compliance officers of the individual country organisations. Further information about the compliance management system can be found in the [Governance section of the Sustainability Report chapter](#).

Based on its review of the internal control and risk management system, including the compliance management system, and the reporting by the Group Internal Audit department, the Managing Board is not

aware of any circumstances that cast doubt on the adequacy and effectiveness of these systems.

The Managing Board has the quality, adequacy, and effectiveness of the internal control and risk management system, including the compliance management system, regularly monitored and assessed by independent parties, in particular by the Group Internal Audit department. The latter performs independent objective audit procedures, which, in addition to examining the design and effectiveness of the aforementioned systems, also explore the potential for optimisation in the operational processes. In compliance with internationally recognised auditing principles and standards, the Group Internal Audit department contributes to the evaluation and optimisation of the internal control and risk management system and the compliance and governance processes. The activities of the Group Internal Audit department are thus intended to support the company in terms of both reducing risks and strengthening its organisational governance processes and structures.

The Managing Board and the Audit Committee of the Supervisory Board receive regular reports on the audit results. In addition, the Supervisory Board also satisfies itself that the Managing Board has installed an internal control and risk management system appropriate to the business activities and risk situation of the company, as well as a functioning monitoring system within the meaning of section 91(2) of the AktG that is effective and capable of recognising at an early stage any developments that could jeopardise the Group as a going concern. The Supervisory Board also has the functionality of the accounting-related internal control system and the early risk identification system confirmed by the auditor. Furthermore, the Supervisory Board has satisfied itself of the effectiveness of the compliance management

system, which guarantees Group-wide compliance with law, legality, and internal guidelines.

### Code of Business Conduct

A Group-wide Code of Business Conduct requires all employees to observe the basic rules of business decorum – irrespective of whether these rules are prescribed by law or not. Heidelberg Materials' Code of Business Conduct is an important element of our corporate governance and is published on the website under [Company profile/Compliance](#). The Code of Business Conduct is binding on the Managing Board and all employees worldwide. It forms part of Heidelberg Materials' comprehensive compliance programme and its observance is monitored by control mechanisms included in the programme. In particular, the Code of Business Conduct calls for:

- Integrity and professional behaviour towards customers, suppliers, authorities, and other business partners
- Strict compliance with all applicable laws
- Compliance with competition and antitrust law
- The provision of healthy and safe workplaces
- Efforts to combat corruption and the consistent avoidance of conflicts of interest
- The consideration of sustainability and environmental concerns
- The protection of human rights and employee rights, including fair, non-discriminatory employment conditions and fair dialogue with the employee representatives

- Careful and responsible handling of the Group's property and assets
- Careful and responsible handling of company and business secrets as well as personal data

To ensure that the rules of the Code of Business Conduct are understood and observed, all members of the Managing Board and employees must regularly complete an online training programme.

## Functioning and composition of the Managing Board, Supervisory Board, and Supervisory Board committees

### Managing Board

The Managing Board is the company's managing body and has overall responsibility for corporate governance. In this regard, it is obliged to act exclusively in the Group's best interests within the framework of the law. It takes into account the interests of shareholders, its employees, and other stakeholders with the aim of creating sustainable added value. The Managing Board develops the Group's strategy, coordinates it with the Supervisory Board, and ensures its implementation. It makes sure that all provisions of law and the Group's internal guidelines are adhered to and works to achieve compliance by Group companies. It ensures appropriate risk management and risk controlling within the Group.

The Managing Board Rules of Procedure govern, in connection with the schedule of responsibilities, the work of the Managing Board, in particular the departmental responsibilities of individual members of the Managing Board, matters reserved for the full Managing Board, and the required majority for resolutions. In accordance with these rules, each member of the Managing Board runs their management department independently and on their own responsibility, with the provision that all matters of clearly defined fundamental importance are to be decided upon by the full Managing Board. This takes place in the regular meetings of the Managing Board, led by the Chairman of the Managing Board, on the basis of prepared meeting documents. The results of the meetings are recorded in minutes, which are issued to all members of the Managing Board. There are no Managing Board committees. Further details can be found in the Managing Board Rules of Procedure on our [website](#).

### Composition of the Managing Board

There are currently nine members on the Managing Board of Heidelberg Materials AG: the Chairman of the Managing Board, the Chief Financial Officer, three further functional members of the Managing Board (Chief Digital Officer, Chief Sustainability & New Technologies Officer, and Chief Technical Officer), and four members of the Managing Board each in charge of the business in one Group area.

### Composition of the Managing Board

	Responsibility	Year of birth	Initial appointment	Appointed until
Dr Dominik von Achten	Chairman of the Managing Board	1965	2007	31 January 2028
René Aldach	Chief Financial Officer and Australia within the Asia-Pacific Group area	1979	2021	31 August 2029
Dr Katharina Beumelburg	Chief Sustainability & New Technologies Officer	1976	2024	30 September 2027
Roberto Callieri	Asia within the Asia-Pacific Group area	1963	2024	31 December 2029
Axel Conrads	Chief Technical Officer	1975	2024	31 January 2027
Hakan Gurdal	Africa-Mediterranean-Western Asia Group area	1968	2016	31 January 2029
Dennis Lentz	Chief Digital Officer	1982	2021	31 August 2029
Jon Morrish	Europe Group area	1970	2016	31 January 2029
Chris Ward	North America Group area	1972	2019	31 August 2028

Further information on the composition of the Managing Board and on the areas of responsibility and mandates of the individual members can be found in the [Annual financial statements of Heidelberg Materials AG](#), which are available on the [website](#). Some personal details can be found in the [Managing Board chapter](#).

### Diversity concept for the Managing Board

With the targeted use of programmes for the advancement of future Managing Board positions, Heidelberg Materials is working at creating a pool of suitable candidates for Managing Board positions. Taking into account the target figure for the proportion of women defined below, the Supervisory Board makes its decision regarding appointments to Managing Board positions exclusively on the basis of objective criteria. Gender, origin or other personal characteristics do not play a role. Decisive factors for the selection are in particular objective aspects such as professional qualifications (including industry knowledge) and the personal suitability of the respective person for the specific position to be filled. The key requirements include, among others, many years of

international management experience at Heidelberg Materials or at other internationally active companies. In this context, the Supervisory Board also pays particular attention to an internationally balanced and complementary composition of the Managing Board. This diversity regarding the origin of the members reflects the international and regional positioning of Heidelberg Materials. The diversity concept mentioned above is taken into account in the composition of the Managing Board. The standard retirement age for members of the Managing Board is 65 years.

### Long-term successor planning for the Managing Board

With the support of the Managing Board, the Supervisory Board ensures long-term successor planning for the Managing Board. The chairs of the Managing Board and the Supervisory Board are in regular contact for this purpose. In addition, the Supervisory Board's Personnel Committee regularly addresses the issue by discussing the contract durations and renewal options for serving members of the Managing Board and consulting on possible successors. In

In addition to the requirements of the AktG and the German Corporate Governance Code, the target set by the Supervisory Board for the proportion of women on the Managing Board and the criteria laid out in the diversity concept adopted by the Supervisory Board for the composition of the Managing Board are taken into account. This allows candidates to be identified for the Managing Board at an early stage and prepared for their tasks in a targeted way. Structured discussions are held with these candidates, involving the Supervisory Board’s Personnel Committee and, if necessary, supported by external advisors. A recommendation for resolution is then presented to the Supervisory Board.

### Cooperation between Managing Board and Supervisory Board

The Managing Board and Supervisory Board cooperate closely for the benefit of the Group. To this end, the Managing Board coordinates the Group’s strategic approach with the Supervisory Board and discusses the current state of strategy implementation with it at regular intervals. For clearly defined transactions of fundamental importance, the Supervisory Board has stipulated reservations of consent in the Managing Board Rules of Procedure.

The Managing Board informs the Supervisory Board regularly, in a timely manner, and comprehensively of all issues of importance to the Group with regard to strategy, planning, business development, risk situation, risk management, compliance, and sustainability. The Managing Board explains deviations of the actual business development from the planning and targets, indicating the reasons for this. Documents required for decisions, in particular, the annual financial statements, the consolidated financial statements, and the auditors’ report, are made available to the members of the Supervisory Board in due time before the meeting. The cooperation between the

Managing Board and the Supervisory Board is shaped by mutual trust and a culture of open debate while fully protecting confidentiality.

In the periods between Supervisory Board meetings, the Chairman of the Supervisory Board also maintains regular contact with the Managing Board, especially the Chairman of the Managing Board, to discuss issues relating to the Group’s strategy, planning, business development, financial and risk situation, risk management, compliance, and sustainability. The Chairman of the Supervisory Board is informed by the Chairman of the Managing Board without delay on important events that are essential for the assessment of the situation and development, as well as for the management of the company.

### Supervisory Board

The Supervisory Board of Heidelberg Materials AG consists of 12 members. Pursuant to the German Co-Determination Law (Mitbestimmungsgesetz, MitbestG), it is composed of an equal number of shareholder representatives and employee representatives. The shareholder representatives are elected by the Annual General Meeting by a simple majority. At Heidelberg Materials AG, these elections are held regularly as individual elections. The employee representatives are elected by the employees in accordance with the rules of the MitbestG. Further information on the members of the Supervisory Board and the information required under section 285(10) of the HGB can be found in the [Annual financial statements of Heidelberg Materials AG](#).

### Composition of the Supervisory Board

Shareholder representatives	Employee representatives
Dr Bernd Scheifele (Chairman)	Werner Schraeder (Deputy Chairman)
Gunnar Groebler	Barbara Breuninger
Ludwig Merckle	Katja Karcher
Luka Mucic	Markus Oleynik
Margret Suckale	Peter Riedel
Dr Sopna Sury	Anna Toborek-Kacar

The Supervisory Board advises and supervises the Managing Board in the management of the company. The Managing Board involves the Supervisory Board in all decisions of fundamental importance to the Group directly and at an early stage. The Supervisory Board also appoints the members of the Managing Board. It determines its own Rules of Procedure, which govern the organisation and work of the Supervisory Board, in particular the required majority for resolutions, the standard retirement age for Supervisory Board members, the regular limit of length of membership of the Supervisory Board, and the tasks of established committees. Furthermore, the Supervisory Board has defined a catalogue of transactions and measures that require its consent, based on the size and risk profile of the company. The Supervisory Board decides on the granting of consent for significant company transactions with members of the Managing Board or their related parties (related party transactions).

The Supervisory Board meets at least twice every half-year; at these meetings, it discusses the open topics and passes the required resolutions – usually on the basis of reports drawn up by the Managing Board and documents received in advance in preparation for the meeting. Additional or extraordinary meetings are held if necessary. The results of the meetings are recorded in minutes, which are issued

to all members of the Supervisory Board. Separate preliminary meetings of the employee representatives are held regularly to prepare for the meetings. The Supervisory Board also meets regularly and on an ad hoc basis without the Managing Board. Information on any conflicts of interest of a member of the Supervisory Board and how these are treated is disclosed annually in the Report of the Supervisory Board to the Annual General Meeting. The Chairman of the Supervisory Board regularly seeks information about investors’ views on strategic issues and is prepared to receive and consider suggestions from investors on topics specific to the Supervisory Board.

An onboarding process is in place for new members of the Supervisory Board, which provides them with information relevant to their Supervisory Board activities. If required, they are given an introduction to the legal framework surrounding the Supervisory Board and can also meet with members of the Managing Board and line managers to discuss fundamental and current issues in order to gain an overview of the topics that are relevant to the company. The purpose of this is to familiarise the new members of the Supervisory Board with their rights and obligations as well as the company’s business model and the structures at Heidelberg Materials. The members of the Supervisory Board are themselves responsible for obtaining the training required for their tasks and are supported by the company in this respect. The company also offers specific training sessions – sometimes with external support – for members of the Supervisory Board, most recently in November 2025. These training courses cover topics that are particularly relevant to the company and the work of the Supervisory Board – for example, with regard to changes to the regulatory framework, the selection of suitable investment projects, the ongoing development of the company’s antitrust law compliance system, the company’s risk management system, any changes to the German Corporate Gov-

ernance Code, corporate governance, new reporting requirements, tax issues, sustainability within the company, and new, future-oriented technologies.

### Committees of the Supervisory Board

In accordance with the Articles of Association, the Supervisory Board has set up a total of five committees, which are entrusted with the tasks and functioning described below. The following respective plenary session of the Supervisory Board is given an account of the results of the committee work.

The **Personnel Committee** is responsible for preparing the decision of the Supervisory Board concerning the appointment of members of the Managing Board, for preparing the election of the Chairman of the Managing Board, for establishing the Managing Board's remuneration structure, for the remuneration paid to the individual members of the Managing Board, and for the remuneration report. It is also responsible for making a decision concerning the structuring of the non-remuneration-related legal relationships between the company and the members of the Managing Board.

The **Audit Committee** is responsible for preparing the decision of the Supervisory Board concerning the adoption of the annual financial statements and the approval of the consolidated financial statements, including the sustainability report. It is also responsible for monitoring the accounting process, the effectiveness of the internal control system, the risk management system, the internal audit system, the compliance management system, the audit, and the quality of the audit. When dealing with the audit, it is responsible in particular for the preparation of the Supervisory Board's proposal to the Annual General Meeting for the appointment of the auditor, as part of the selection and proposal procedure provided by law if applicable, for issuing the audit assignment,

establishing points of focus for the audit, verifying additional non-audit services provided by the auditor in accordance with the guideline adopted by the Audit Committee on 6 May 2024, concluding the fee agreement with the auditor, verifying the auditor's independence including obtaining the auditor's statement of independence, and making the decision concerning measures to be taken if reasons emerge during the audit to warrant the possible disqualification of the auditor or suggest a conflict of interest on the part of the auditor. Furthermore, the Audit Committee discusses the half-year financial report and quarterly statements with the Managing Board before they are published. The Audit Committee is also responsible for compliance and human rights issues and monitors the adequacy and effectiveness of the internal process for related party transactions.

The financial experts pursuant to section 100(5) of the AktG are Luka Mucic (Chairman of the Audit Committee), on account of the expertise he has acquired in the areas of accounting and auditing through his professional activity as former Chief Financial Officer of Vodafone Group Plc and of SAP SE, and Ludwig Merckle, due to his expertise in the areas of accounting and auditing acquired in the course of his many years of professional activity in a management position within the Merckle Group, in particular as managing director of the central holding companies and long-standing member of the Audit Committee of Heidelberg Materials AG. Both have specialist knowledge and experience in the application of accounting standards and internal control and risk management systems, in auditing, and in sustainability reporting and the auditing thereof.

The **Sustainability and Innovation Committee** is responsible for advising and monitoring the Managing Board on all aspects of sustainability, particularly in connection with the reduction of the company's carbon footprint and the resulting innovation topics

### Committees of the Supervisory Board

#### Personnel Committee

- Ludwig Merckle (Chairman)
- Katja Karcher
- Luka Mucic
- Markus Oleynik
- Peter Riedel
- Dr Bernd Scheifele
- Werner Schraeder
- Margret Suckale
- Dr Sopna Sury
- Anna Toborek-Kacar

#### Audit Committee

- Luka Mucic (Chairman)
- Ludwig Merckle (Deputy Chairman)
- Barbara Breuninger
- Peter Riedel
- Werner Schraeder
- Margret Suckale

and growth opportunities, digitalisation, and other ESG topics. Together with the Audit Committee, it oversees the audit of sustainability reporting and the assessment of risks and opportunities related to ESG topics.

The Supervisory Board confirmed Margret Suckale and Dr Sopna Sury from among its members as sustainability experts on the Supervisory Board. According to the Supervisory Board's assessment, Margret Suckale has proven experience and expertise in the field of sustainability, in particular through her many years of responsibility for this topic area at BASF (including as Head of the Corporate Sustainability

#### Sustainability and Innovation Committee

- Dr Sopna Sury (Chairwoman)
- Barbara Breuninger
- Gunnar Groebler
- Katja Karcher
- Ludwig Merckle
- Markus Oleynik

#### Nomination Committee

- Ludwig Merckle (Chairman)
- Margret Suckale
- Dr Sopna Sury

#### Mediation Committee, pursuant to section 27(3) of the German Co-Determination Law (MitbestG)

- Margret Suckale (Chairwoman)
- Dr Bernd Scheifele
- Werner Schraeder
- Anna Toborek-Kacar

Board) and at association level (committee chair at the German Chemical Industry Association, VCI), as well as through her work as an ESG expert on the Supervisory Board of Deutsche Telekom AG. According to the Supervisory Board's assessment, Dr Sopna Sury also has proven experience and expertise in the field of sustainability, in particular due to her many years of international and multidisciplinary work spanning energy solutions (renewable energies and hydrogen solutions), regulation, business development, strategy, and communication, as well as responsibility for developing green energy solutions at E.ON, Uniper, and RWE.

The **Nomination Committee** is responsible for putting suitable candidates for the Supervisory Board forward to the Supervisory Board for its proposals for election to the Annual General Meeting. To this end, it regularly compiles and reviews requirement profiles for shareholder representatives on the Supervisory Board and monitors suitable individuals. Before submitting a candidate recommendation to the Supervisory Board, the Nomination Committee defines the requirements for the specific mandate to be filled. In doing so, it complies with the legal requirements and takes into account both the recommendations of the German Corporate Governance Code and the guidelines and objectives adopted by the Supervisory Board for its composition, in particular the profile of skills for the Supervisory Board.

The **Mediation Committee**, formed pursuant to sections 27(3) and 31(3) of the MitbestG, is responsible for making a proposal to the Supervisory Board for the appointment or revocation of the appointment of members of the Managing Board if the necessary two-thirds majority is not initially achieved.

### Self-assessment of the effectiveness of the work of the Supervisory Board

Every two years, the Supervisory Board carries out a regular self-assessment of the effectiveness of the work of the Supervisory Board and its committees, as recommended by the German Corporate Governance Code. The last such self-assessment took place in the second half of 2025. The self-assessment was performed by means of a detailed questionnaire, which the members of the Supervisory Board completed anonymously, and a subsequent discussion within the Supervisory Board. This self-assessment focused on the internal arrangements and organisation of the Supervisory Board, the preparation, con-

duct, and recording of meetings, the culture of discussions and work, the content and topics of meetings, the composition of the Supervisory Board, the cooperation between the Supervisory Board and the Managing Board, the provision of information, and committee-specific aspects. The self-assessment of the Supervisory Board and its committees revealed highly favourable opinions on all topics. No significant need for change was identified. Opportunities to further optimise the work of the full Supervisory Board and the committees in individual areas were identified and corresponding measures were initiated. The next self-assessment of the Supervisory Board and its committees is scheduled for the 2027 financial year at the latest.

### Profile of skills, diversity concept, and targets for the composition of the Supervisory Board

Taking into account recommendation C.1 of the German Corporate Governance Code and section 289f(2)(6) of the HGB (diversity concept), the Supervisory Board agreed specific objectives regarding its composition and a profile of skills for the Board as a whole. In doing so, the Supervisory Board aims to make a wide range of expertise available to the Group and to have the broadest possible pool of candidates at its disposal for the election of future Supervisory Board members.

#### Profile of skills

The profile of skills shall ensure that each of the skills and areas of knowledge or technical experience listed below is held by at least one member of the Supervisory Board, so that the Supervisory Board as a whole covers all of the necessary skills:

- Industry knowledge (familiarity with the building materials sector or related industries)
- International management experience (own management activities in an international environment)
- Personnel competencies (experience in the composition of corporate bodies, knowledge of procedures for identifying candidates for relevant positions, experience in/with change management)
- Governance, legal, and compliance (knowledge of stock corporation and capital markets law, compliance structures and concepts, and corporate governance standards, membership in and leadership of co-determined corporate bodies)
- Accounting, auditing, and controlling (experience and expertise in the fields of accounting and auditing, experience in controlling and risk management structures)
- Strategy, capital markets (experience in developing and implementing corporate strategies, M&A experience)
- Sustainability (experience in the field of sustainability and sustainable corporate governance, integration of ambitious sustainability targets into existing business processes as well as corresponding change management, knowledge of sustainable technologies and corresponding business models)
- Digitalisation (experience in the digitalisation of existing processes and the development of digital and data-based business models)

### Diversity concept

On the Supervisory Board, the skills listed above should be represented as broadly and in as balanced a way as possible. In addition, the in-depth skills of the individual members of the Supervisory Board in individual fields should complement each other. Furthermore, the Supervisory Board shall ensure an appropriate diversity with regard to the age structure and the respective educational and professional background of its members as well as their personal, national, and/or international background. Attention shall also be paid to the time availability of the Supervisory Board members. The composition of the Supervisory Board shall appropriately reflect the national and international orientation of Heidelberg Materials as one of the leading building materials manufacturer. The Supervisory Board shall be composed of at least 30% women and at least 30% men.

### Independence

The Supervisory Board aims to include at least four shareholder representatives who are independent within the meaning of recommendation C.6 of the German Corporate Governance Code.

### Age limit and length of membership

At the time of election, the members of the Supervisory Board shall not be older than 70 years. The regular limit of length of membership of the Supervisory Board is twelve years.

## Status of implementation

The Supervisory Board considers that its current composition corresponds to its specified targets and the profile of skills. Details on the status of implementation of the fulfilment of the profile of skills for the Supervisory Board can be found in the qualification matrix, which was adopted by the Supervisory Board on the basis of a self-assessment by the individual Supervisory Board members.

In addition, the Supervisory Board ascertained with respect to its composition and the composition of its Audit Committee that all of its members are familiar with the sector in which the company operates.

According to the Supervisory Board's own assessment, the objectives of the diversity concept have been fulfilled. The composition of the Supervisory Board exhibits appropriate diversity with regard to

the age structure and the educational and professional backgrounds of its members and reflects the national and international alignment of Heidelberg Materials. There are currently five women on the Supervisory Board, of whom two represent the shareholders and three represent the employees. The proportion of women on the Supervisory Board is thus 41.67%. The minimum proportion of at least 30% each of women and men on the Supervisory Board, as specified in section 96(2) of the AktG, has therefore been fulfilled.

According to the assessment of the shareholder representatives on the Supervisory Board, all shareholder representatives (Dr Bernd Scheifele, Gunnar Groebler, Ludwig Merckle, Luka Mucic, Margret Suckale, and Dr Sopna Sury) can be regarded as independent within the meaning of the German Corporate Governance Code. In its assessment, the Supervisory Board took into account the fact that Luka

Mucic, as a member of the board of Vodafone Group plc in the 2025 financial year, held a position of responsibility at an external company with which Heidelberg Materials AG has a business relationship. However, as the business success of Heidelberg Materials AG is not significantly influenced by its business relationship with Vodafone and no other dependency on Vodafone Group plc exists, the Supervisory Board considers Mr Mucic to be independent. The Supervisory Board also took into account the fact that Ludwig Merckle has been a member of the Supervisory Board for more than 12 years. In the opinion of the Supervisory Board, this length of membership does not lead to a conflict of interest on the part of Mr Merckle, as his work in past years has shown that this length of membership does not give cause for any such concern. In addition, the regular limit of length of membership of the Supervisory Board and the standard retirement age have been taken into account.

## Target figures for the gender balance on the Managing Board and in the two leadership levels below the Managing Board and information on compliance with the minimum proportion of women and men in the composition of the Managing Board and Supervisory Board

The law requires Heidelberg Materials AG to define target figures for the proportion of women on the Managing Board and in the two leadership levels below the Managing Board.

On 18 March 2020, the Supervisory Board resolved to set the target figure for the proportion of women on the Managing Board of Heidelberg Materials AG as at least one woman for the period from 1 July 2020 to 30 June 2025. In addition, according to the AktG, the Managing Board must have as members at least one woman and at least one man (minimum participation requirement). With Dr Katharina Beumelburg's appointment as a member of the Managing Board on 1 October 2024, the Supervisory Board's target was achieved ahead of schedule. The Supervisory Board continues to strive to take diversity into account when making personnel decisions.

When filling management positions within the Group, the Managing Board also considers diversity, and in doing so, strives to give due consideration to women. The Managing Board has defined an ambitious target for the proportion of women in leadership positions. In Germany, the aim is for the proportion of women to reach 27% for each of the two leadership levels below the Managing Board by 2027. As at 31 December 2025, the proportion of women in leadership positions in Germany was 17% at the first level below the Managing Board and 23% at the second level below the Managing Board.

## Qualification matrix of the Supervisory Board

	<a href="#">Dr Bernd Scheifele<sup>1)</sup></a>	<a href="#">Barbara Breuninger<sup>2)</sup></a>	<a href="#">Gunnar Groebler<sup>1)</sup></a>	<a href="#">Katja Karcher<sup>2)</sup></a>	<a href="#">Ludwig Merckle<sup>1)</sup></a>	<a href="#">Luka Mucic<sup>1)</sup></a>	<a href="#">Markus Oleynik<sup>2)</sup></a>	<a href="#">Peter Riedel<sup>2)</sup></a>	<a href="#">Werner Schraeder<sup>2)</sup></a>	<a href="#">Margret Suckale<sup>1)</sup></a>	<a href="#">Dr Sopna Sury<sup>1)</sup></a>	<a href="#">Anna Toborek-Kacar<sup>2)</sup></a>
Industry knowledge	●	●		●	●		●	●	●			●
International management experience	●		●			●				●	●	●
Personnel competencies	●	●	●	●	●	●	●	●	●	●	●	●
Governance, legal, and compliance	●		●	●	●	●	●	●	●	●	●	
Accounting, auditing, and controlling	●	●		●	●	●	●	●	●	●		●
Strategy, capital markets	●	●	●	●	●	●	●	●	●	●	●	●
Sustainability	●	●	●	●		●	●	●	●	●	●	●
Digitalisation		●	●	●	●	●	●	●	●	●		

1) Shareholder representative  
2) Employee representative

Clicking on the name will take you to the CV of the respective Supervisory Board member.

The Managing Board has also formulated a global<sup>1)</sup> target for the proportion of women in leadership positions of 25%<sup>1)</sup> by 2030. As at 31 December 2025, the proportion of women across the Group in management positions in the first and second leadership levels below the Managing Board was 20%. For more information, see [section S1 – Own workforce in the Sustainability Report chapter](#).

With regard to the statutory minimum proportion of women and men on the Supervisory Board and the implementation of these proportions at Heidelberg Materials AG, please refer to the explanations given under [Profile of skills, diversity concept, and targets for the composition of the Supervisory Board](#).

1) Excluding the North America Group area

## Shareholdings of members of the Managing Board and Supervisory Board

The direct or indirect ownership of shares or share-based financial instruments, especially derivatives, by members of the Managing Board is shown in the [Remuneration report chapter](#) and has not exceeded the threshold of 1% of the issued shares in any individual case or in total.

According to the voting rights notifications available to the company as at 31 December 2025, Supervisory Board member Ludwig Merckle holds 28.40% of the issued shares via Spohn Cement Beteiligungen GmbH, a company under his control. As regards the other members of the Supervisory Board, the ownership of shares or share-based derivatives has not exceeded the threshold of 1% of the issued shares in any individual case or in total, according to the available notifications.

### Further information

[Articles of Association](#) of Heidelberg Materials AG

[Code of Business Conduct](#)

**Rules of Procedure**

– [for the Managing Board](#)

– [for the Supervisory Board](#)

[Report of the Supervisory Board](#)

[Annual General Meeting 2026](#)

**Remuneration system**

– [of the Managing Board](#)

– [of the Supervisory Board](#)

[Remuneration report 2025](#)

[Annual financial statements](#)

of Heidelberg Materials AG