

Remuneration report

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Strategy 2030

Value Creation

We are committed to creating sustainable value for our customers and shareholders and are striving to accelerate growth and increase profitability.

How we create value

Remuneration report for the 2025 financial year

Introduction

The remuneration report sets out the principles and structure of the remuneration of the Managing Board and the Supervisory Board of Heidelberg Materials AG. The remuneration report contains the remuneration granted and owed in the 2025 financial year to the members of the Managing Board and Supervisory Board in office in the 2025 financial year and to former members. The remuneration granted includes the remuneration components whose underlying (single or multi-year) service or performance period was fully completed in the financial year. The remuneration report was jointly prepared by the Managing Board and the Supervisory Board in accordance with the provisions of section 162 of the German Stock Corporation Act (Aktiengesetz, AktG). In addition, it takes into account the recommendations and suggestions of the German Corporate Governance Code (GCGC) in its version of 28 April 2022.

The remuneration report was also audited with reasonable assurance by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft beyond the requirements of section 162(3) of the AktG. The report on the audit of the remuneration report can be found at the end of the remuneration report.

Review of the 2025 financial year

Business development and target achievement in the 2025 financial year

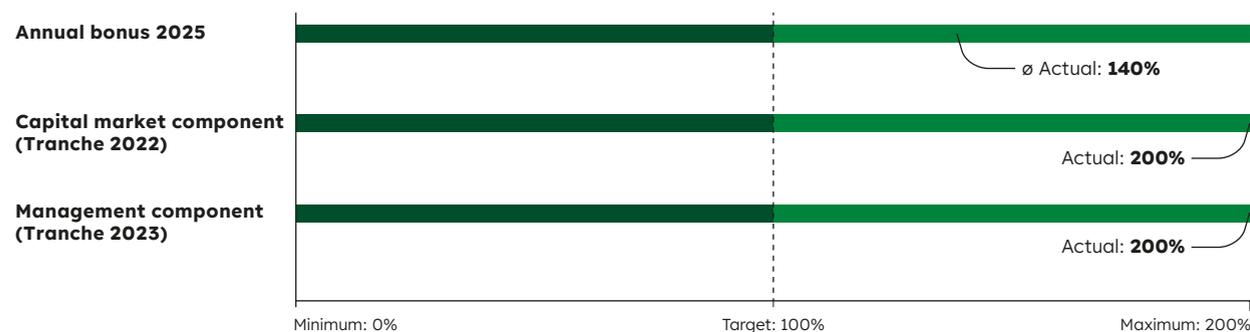
Heidelberg Materials has brought the 2025 financial year to a successful close despite global economic and geopolitical challenges.

The excellent business development of Heidelberg Materials in the 2025 financial year is also reflected in the target achievement of the performance-related elements of the remuneration of the Managing Board. The result in the profit for the financial year adjusted for special items and the reduction in CO₂ emissions contributed to the positive achievement of the targets for the annual bonus. Taking into account the equal weighting of Group Performance and the

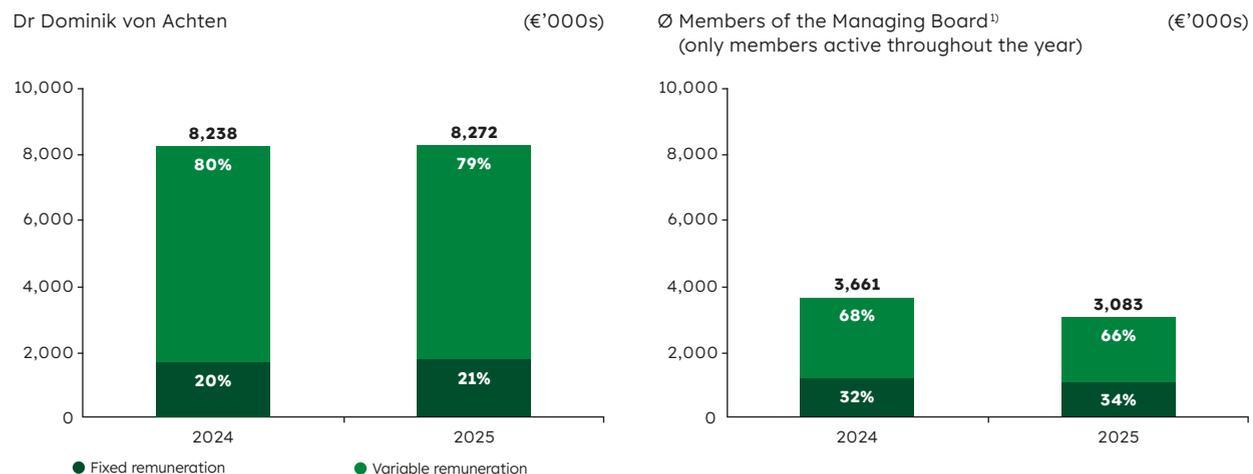
Sustainable Strategy Targets in the target achievement, the average target achievement for the 2025 annual bonus is 140%.

For the management component of the 2023–2025/2026 long-term bonus, a strong performance of EBIT (earnings before interest and taxes) and ROIC (return on invested capital), adjusted for special items, led to a target achievement of 200%. In addition, the strong upswing in the Heidelberg Materials share, our progressive dividend policy, and our share buy-back programme led to a significant improvement in shareholder return. This development is reflected in a target achievement of 200% for the capital market component of the 2022–2024/2025 long-term bonus, which is based on the relative total shareholder return (TSR) of the Heidelberg Materials share.

Target achievement 2025



Granted and owed remuneration in the 2025 financial year



1) Excluding the Chairman of the Managing Board

Changes in the composition of the Managing Board

The Supervisory Board of Heidelberg Materials AG had as early as 20 March 2024 extended the mandate of the Chairman of the Managing Board Dr Dominik von Achten, which was due to expire on 31 January 2025, by three years until 31 January 2028. There were no personnel changes in the composition of the Managing Board in the 2025 financial year.

2024 remuneration report

In accordance with the requirements of the German Act Implementing the Second Shareholder Rights

Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie, ARUG II), the 2024 remuneration report was submitted to the 2025 Annual General Meeting as part of a consultative vote for approval pursuant to section 120a(4) of the AktG and approved with an acceptance rate of 91.83%. In view of the consistently high acceptance rates for our remuneration report at the Annual General Meeting in recent years, we have retained the basic structure and have only made selective adjustments to further improve the transparency of the report. The 2024 remuneration report is available via the following link: www.heidelbergmaterials.com/en/corporate-governance.

Remuneration of the Managing Board in the 2025 financial year

Principles of the remuneration of the Managing Board

The current remuneration system for the members of the Heidelberg Materials Managing Board (2024+ Remuneration System) was approved by the 2024 Annual General Meeting with an acceptance rate of 96.21%. With effect from 1 January 2024, it applies to all members of the Managing Board whose employment contracts are newly concluded, extended on or after the date on which the Annual General Meeting approved the 2024+ Remuneration System, or whose contracts were already in place at that date. The 2024+ Remuneration System is available to download via the following link: www.heidelbergmaterials.com/en/company/corporate-governance.

The remuneration system of the Managing Board is aligned with the Heidelberg Materials Group strategy. By selecting appropriate performance criteria for the performance-related remuneration, incentives are given to implement the Group strategy and to promote the long-term and sustainable development of Heidelberg Materials. Both financial and non-financial performance criteria are used to represent the company's success as a whole. The consideration of ESG targets in the performance-related remuneration underlines the pursuit of excellent business performance combined with environmentally and socially responsible conduct.

The remuneration of the company's Managing Board is based on the principle that members of the Managing Board should be remunerated appropriately according to their performance. With the high proportion of performance-related remuneration components, the Supervisory Board pursues a strict pay-for-performance approach.

The following overview summarises the most important principles of remuneration of the Managing Board. Together, they are designed to provide incentives to promote the long-term and sustainable development of Heidelberg Materials.

Principles of the remuneration of the Managing Board

- Strong **pay-for-performance orientation** due to large performance-related share of total remuneration
- Alignment of performance-related remuneration and performance criteria with the **long-term Group strategy**
- **Sustainability** as an important component of the performance criteria in both the **annual bonus** and the **long-term bonus**
- Alignment of remuneration with **shareholder interests**, in particular by making the long-term bonus fully **share-based**
- Use of **relative performance assessment** and **avoidance of retroactive adjustments** to target values or performance criteria during the year
- **Total remuneration limited** by **maximum remuneration** defined in the remuneration system
- **Malus and clawback rules** for the performance-related remuneration components

Procedure for determining and implementing the remuneration system and the amount of Managing Board remuneration

Pursuant to section 87a of the AktG, the remuneration system for the members of the Managing Board is determined by the Supervisory Board following a recommendation by the Personnel Committee and is then submitted to the Annual General Meeting for approval. As long as no significant changes are made to the remuneration system, it will be submitted to the Annual General Meeting for approval at least every four years in accordance with the legal requirements. In the event of significant changes to the remuneration system, the adjusted remuneration system will be submitted to the Annual General Meeting for approval in the year of its change.

The remuneration of the Managing Board is determined by the Supervisory Board following a recommendation by the Personnel Committee. The Supervisory Board takes into account the responsibility and tasks of the individual members of the Managing Board, their individual performance, the economic situation, as well as the success and future prospects of Heidelberg Materials.

Review of the appropriate remuneration of the Managing Board

The Supervisory Board regularly reviews the appropriateness of the remuneration of the Managing Board with the support of the Personnel Committee. This includes an external, horizontal comparison with the remuneration of managing boards of comparable companies as well as an internal, vertical comparison of remuneration within the workforce of the Heidelberg Materials AG.

The horizontal comparison serves to verify that the remuneration of the Managing Board is market common. The selection of companies is based on the size and international activity of Heidelberg Materials, as well as on the economic and financial situation, and future prospects. Most recently, the companies in the German benchmark index DAX 40 were used for the horizontal comparison. In order to take the industry criterion into account, the Supervisory Board may also use companies from related sectors as a peer group.

For the vertical comparison, the remuneration of the Managing Board is compared with the remuneration of top and senior management (upper management) and the remuneration of the total workforce of the Heidelberg Materials AG, both overall and in terms of development over time.

The following overview shows the development of the target direct remuneration (fixed annual salary, target value of the annual bonus, and – if the corresponding employee groups are eligible – the grant amount of the long-term bonus) in the internal comparison in the period from 2021 to 2025. The vertical comparison of the target remuneration is used when reviewing the appropriateness of the remuneration of the Managing Board pursuant to section 87a of the AktG. The comparative statement pursuant to section 162(1)(2) of the AktG can be found in the [Comparative presentation of the development in remuneration and earnings section](#).

Development of the average target direct remuneration¹⁾ of the Managing Board and total workforce of Heidelberg Materials AG

€'000s	2021	Change 2022/2021	2022	Change 2023/2022	2023	Change 2024/2023	2024	Change 2025/2024	2025
Managing Board	2,607.8	-0.7%	2,590.5	0.8%	2,610.6	5.1%	2,744.8	1.0%	2,773.4
Top and senior management ²⁾	236.3	-1.0%	233.9	8.0%	252.6	-1.8%	248.1	4.2%	258.6
Total workforce of Heidelberg Materials AG ³⁾	64.3	-2.2%	62.9	6.0%	66.6	3.9%	69.2	1.1%	70.0

1) Fixed salary (incl. 13th monthly salary, vacation pay), annual bonus (target 100%) and long-term bonus (target 100%) on a full-time basis.
 2) Top- and Senior-Management of Heidelberg Materials AG excluding the Managing Board. Top Management comprises positions with management responsibility for global and area functions as well as for large- and medium-sized countries. Senior management comprises mostly positions with management responsibility that are not included in Top Management.
 3) Including top and senior management, excluding Managing Board.

In the 2025 financial year, the ratio of the average remuneration of the Managing Board (including the Chairman of the Managing Board) to the average remuneration of top and senior management was 1:10 (previous year: 1:11), and the ratio to the total workforce of Heidelberg Materials was 1:40 (previous year: 1:40).

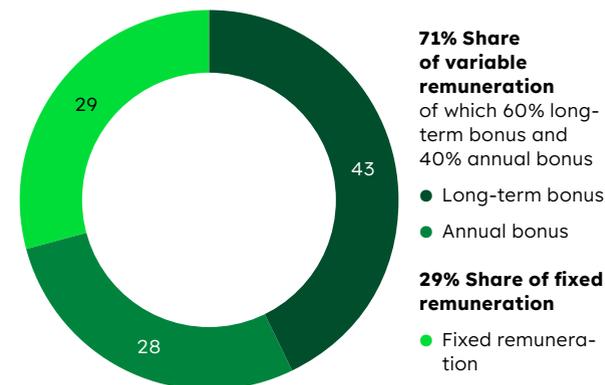
The percentage change in the average target direct remuneration of the Managing Board compared with the previous year is attributable to a regular salary adjustment that took place in 2025. This is explained in more detail in the [Fixed annual salary section](#).

Remuneration structure

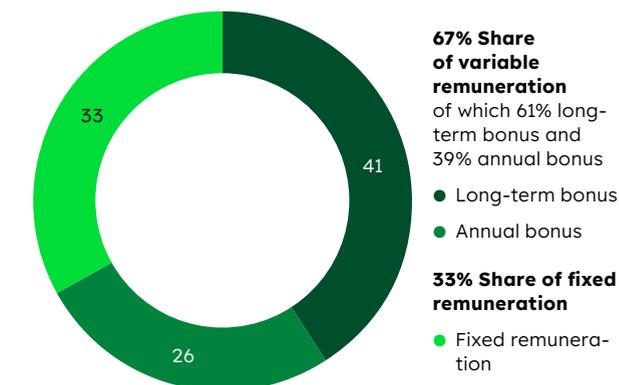
Pay for performance and the focus on the sustainable and long-term development of the company are central principles of the remuneration of its Managing Board. With these principles in mind, 71% of the target direct remuneration for the Chairman of the Managing Board and around 67% for the members of the Managing Board consists of performance-related remuneration components. The fixed annual salary thus accounts for 29% of the target direct remuneration for the Chairman of the Managing Board and around 33% for the members of the Managing Board. This remuneration structure is within the ranges envisaged in the 2024+ Remuneration System.

To ensure the long-term focus of the remuneration of the Managing Board, the share of the long-term bonus exceeds that of the annual bonus within the performance-related remuneration components.

Remuneration components of the Chairman of the Managing Board in %



Remuneration components of the members of the Managing Board¹⁾ in %



1) Excluding the Chairman of the Managing Board

Determining the target remuneration

Each member of the Managing Board is contractually promised a target remuneration that lies within the specified remuneration structure. The amount of the target remuneration depends on the responsibilities as well as the relevant experience of and tasks carried out by the individual member of the Managing Board.

In the 2025 and 2024 financial years, the target remuneration of the active members of the Managing Board is as follows:

Target remuneration

€'000s	Dr Dominik von Achten Chairman of the Managing Board		René Aldach Member of the Managing Board		Dr Katharina Beumelburg Member of the Managing Board (since 1 October 2024)		Roberto Callieri Member of the Managing Board ¹⁾		Axel Conrads Member of the Managing Board (since 1 February 2024)	
	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025
Fixed annual salary	1,598	1,700	638	715	212	847	660	660	550	600
Fringe benefits	10	11	189	190	8	16	686	663	8	16
Contribution to private pension (cash allowance)	-	-	-	-	-	-	400	400	-	-
One-year variable compensation	1,598	1,700	511	572	170	678	528	528	439	480
Annual bonus 2024	1,598	-	511	-	170	-	528	-	439	-
Annual bonus 2025	-	1,700	-	572	-	678	-	528	-	480
Multi-year variable compensation	2,397	2,550	798	894	266	1,059	825	825	688	750
Long-term bonus plan 2024-2027	2,397	-	798	-	266	-	825	-	688	-
Long-term bonus plan 2025-2028	-	2,550	-	894	-	1,059	-	825	-	750
Others	-	-	-	-	-	-	-	-	-	-
Service costs	417	424	179	178	63	188	-	-	194	196
Total compensation	6,021	6,386	2,315	2,548	719	2,788	3,099	3,076	1,879	2,042

1) 90% of Mr. Roberto Callieri's fixed annual salary, annual bonus, and long-term bonus are borne by Materials Asia. The remaining 10% is borne by Heidelberg Materials AG.

Target remuneration

€'000s	Hakan Gurdal Member of the Managing Board		Dennis Lenz Member of the Managing Board ²⁾		Jon Morrish Member of the Managing Board		Chris Ward Member of the Managing Board ³⁾	
	2024	2025	2024	2025	2024	2025	2024	2025
Fixed annual salary	841	847	638	715	944	948	872	868
Fringe benefits	81	51	479	467	103	52	62	69
Contribution to private pension (cash allowance)	-	-	-	-	-	-	392	375
One-year variable compensation	672	678	511	572	755	759	698	695
Annual bonus 2024	672	-	511	-	755	-	698	-
Annual bonus 2025	-	678	-	572	-	759	-	695
Multi-year variable compensation	1,051	1,059	798	894	1,180	1,185	1,068	1,185
Long-term bonus plan 2024-2027	1,051	-	798	-	1,180	-	1,068	-
Long-term bonus plan 2025-2028	-	1,059	-	894	-	1,185	-	1,185
Others	-	-	-	-	-	-	-	-
Service costs	247	234	164	165	216	164	-	-
Total compensation	2,892	2,868	2,590	2,813	3,199	3,108	3,092	3,191

2) 70% of Mr. Dennis Lenz's fixed annual salary, annual bonus, and long-term bonus are borne by Materials North America. The remaining 30% is borne by Heidelberg Materials AG.

3) 90% of Mr. Chris Ward's fixed annual salary, annual bonus, and long-term bonus are borne by Materials North America. The remaining 10% is borne by Heidelberg Materials AG. Chris Ward receives his remuneration in US dollars in accordance with his employment contract. The average exchange rates for 2024 (1.0819 USD/EUR) and 2025 (1.1304 USD/EUR) were used for conversion into euros. The closing rate before the start of the performance period (2023: 1.10395 USD/EUR; 2024: 1.0354 USD/EUR) was used to convert the long-term bonus into euros.

Changes in the target remuneration compared with the previous year are explained in more detail in the [Fixed annual salary section](#).

Compliance with the maximum remuneration

The maximum remuneration defined for the members of the Managing Board limits all payouts resulting from the commitment for a financial year, regardless of when they are received. Reporting on compliance with the maximum remuneration in a financial year is therefore deferred until the point in time when all remuneration components allocated in the relevant financial year have been fully earned or granted and owed.

For remuneration agreed in the 2025 financial year, the provisions of the 2024+ Remuneration System regarding maximum remuneration will apply. Compliance with the maximum remuneration in the 2025 financial year will therefore be reported in the remuneration report for the 2028 financial year after the end of the duration of the 2025 tranche of the long-term bonus. If the payout from the long-term bonus results in the maximum remuneration being exceeded, the payout amount for the members of the Managing Board concerned will be reduced accordingly to ensure compliance with the maximum remuneration.

At the end of the 2025 financial year, all remuneration components allocated in the 2022 financial year have been granted and are owed. For remuneration

allocated in the 2022 financial year, the provisions of the 2021 Remuneration System regarding maximum remuneration apply. Accordingly, the maximum remuneration (without taking into account fringe benefits and annual service costs of pension commitments) equals the fixed annual salary plus the sum of the individual performance-related remuneration components (annual bonus and long-term bonus), which are each limited to twice the target value, plus the discretionary adjustment of a maximum of 15% or, for two members of the Managing Board, a maximum of 25%. The maximum remuneration for Ernest Jelito, Jon Morrish, and Chris Ward corresponds to up to 177% of the target direct remuneration, the maximum remuneration for Kevin Gluskie and Hakan Gurdal 184% of the target direct remuneration.

Absolute upper limits (excluding fringe benefits and annual service costs of pension commitments) for remuneration are defined in the Managing Board agreements concluded since the 2020 financial year. A maximum remuneration of €3,245,000 applies to René Aldach, Dr Nicola Kimm, and Dennis Lenz for the remuneration allocated in the 2022 financial year. For the current Chairman of the Managing Board, the corresponding maximum remuneration was set at €8,100,822 based on individual contractual provisions. This corresponds to 156% of the target direct remuneration for the Chairman of the Managing Board and 177% of the target direct remuneration for René Aldach, Dr Nicola Kimm, and Dennis Lenz.

The following table shows compliance with the maximum remuneration on an individualised basis for the members of the Managing Board in office in the 2022 financial year:

Remuneration paid for the 2022 financial year

	Dr Domink von Achten Chairman of the Managing Board	René Aldach Member of the Managing Board	Kevin Gluskie Member of the Managing Board ¹⁾ (until 31 January 2024)	Hakan Gurdal Member of the Managing Board	Ernest Jelito Member of the Managing Board (until 31 December 2023)	Dr Nicola Kimm Member of the Managing Board (until 31 August 2024)	Dennis Lentz Member of the Managing Board	Jon Morrish Member of the Managing Board	Chris Ward Member of the Managing Board ²⁾
€'000s/share in %	2022-2025	2022-2025	2022-2025	2022-2025	2022-2025	2022-2025	2022-2025	2022-2025	2022-2025
Fixed annual salary 2022	1,469	600	960	770	719	600	600	903	819
One-year variable compensation	2,394	782	1,170	973	901	749	765	1,134	1,000
Annual bonus 2022	2,394	782	1,170	973	901	749	765	1,134	1,000
Multi-year variable compensation	4,238	1,500	2,326	1,925	1,813	1,500	1,500	2,258	1,914
Long-term bonus 2022-2024/2025									
Management component tranche 2022-2024	2,259	750	1,163	963	906	750	750	1,129	956
Capital market component tranche 2022-2025	1,978	750	1,163	963	907	750	750	1,129	957
Total payments for the 2022 financial year	8,101	2,882	4,456	3,668	3,433	2,849	2,865	4,295	3,732
Target direct remuneration 2022	5,201	1,830	2,928	2,349	2,200	1,830	1,830	2,754	2,506
Total payments for 2022 as % of target remuneration	156%	158%	152%	156%	156%	156%	157%	156%	149%
Maximum remuneration as % of target remuneration	156%	177%	184%	184%	177%	177%	177%	177%	177%
Fixed maximum remuneration for 2022	8,101	3,245	5,388	4,321	3,901	3,245	3,245	4,883	4,443
Maximum remuneration complied with	yes	yes	yes	yes	yes	yes	yes	yes	yes

1) The average exchange rate for 2022 (1.5169 AUD/EUR) was used for conversion into euros. The closing rate before the start of the performance period (2021: 1.5647 AUD/EUR) was used to convert the long-term bonus into euros.

2) The average exchange rate for 2022 (1.0536 USD/EUR) was used for conversion into euros. The closing rate before the start of the performance period (2021: 1.1370 USD/EUR) was used to convert the long-term bonus into euros.

The maximum remuneration was complied with for all members of the Managing Board in office in the 2022 financial year. In the case of Dr Dominik von Achten, the payout of the 2022 tranche of the capital market component of the 2022-2024/2025 long-term bonus will be reduced by 288,198€ to comply with the maximum remuneration.

Application of the remuneration system in the 2025 financial year

With the exception of the long-term bonus, the remuneration components agreed in the 2025 financial year are based on the 2024+ Remuneration System. Only the long-term bonus payable for the 2025 financial year was still agreed under the 2021 Remuneration System. The following is an overview of the arrangement of the remuneration components under the current 2024+ Remuneration System.

Non-performance-related remuneration components

Fixed annual salary

The fixed annual salary is a fixed cash payment relating to the financial year, which is based on each Managing Board member's area of responsibility and paid in 12 monthly instalments.

The employment contracts of the members of the Heidelberg Materials Managing Board provide for periodic reviews of the fixed annual salary in order to ensure that the remuneration is competitive, market common, and appropriate in relation to the tasks and performance of the members of the Managing Board and the position of the company.

In the 2025 financial year, the fixed annual salary of Managing Board member Chris Ward was adjusted by 6.0% as part of a contractually agreed periodic review. Since the last adjustment in September 2023, this corresponds to an annual rate of increase of 3.6%. This adjustment reflects the expected salary developments for 2025 as well as the strong competition for executives in North America. In comparison, the average annual rate of salary increase for the total workforce of Heidelberg Materials AG over the years 2023 to 2025 was 3.7%. In line with the proce-

Key components of the 2024+ Remuneration System

Component	2024+ Remuneration System												
Fixed annual salary	– Fixed annual salary, paid in 12 monthly installments												
Fringe benefits	– Granting of customary fringe benefits												
Pension commitment/ consideration	– Defined contribution pension commitment – Alternatively: pension consideration (cash allowance)												
Annual bonus	– Plan type: target bonus – Cap: 200% of target value <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Group performance</th> <th style="width: 50%;">Sustainable strategy targets</th> </tr> </thead> <tbody> <tr> <td> – Profit for the financial year – CO₂ multiplier </td> <td> – Health and safety – Free cash flow – Sustainable revenue – Individual target </td> </tr> <tr> <td style="text-align: center;">50%</td> <td style="text-align: center;">50%</td> </tr> </tbody> </table>	Group performance	Sustainable strategy targets	– Profit for the financial year – CO ₂ multiplier	– Health and safety – Free cash flow – Sustainable revenue – Individual target	50%	50%						
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– Profit for the financial year – CO ₂ multiplier	– Health and safety – Free cash flow – Sustainable revenue – Individual target												
50%	50%												
Long-term bonus	– Plan type: Performance share plan – Term: 4 years – Cap: 225% of target value <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="4">Group Performance</th> </tr> <tr> <th style="width: 25%;">EBIT</th> <th style="width: 25%;">ROIC</th> <th style="width: 25%;">Relative TSR</th> <th style="width: 25%;">ESG targets</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">25%</td> <td style="text-align: center;">25%</td> <td style="text-align: center;">25%</td> <td style="text-align: center;">25%</td> </tr> </tbody> </table>	Group Performance				EBIT	ROIC	Relative TSR	ESG targets	25%	25%	25%	25%
Group Performance													
EBIT	ROIC	Relative TSR	ESG targets										
25%	25%	25%	25%										
Share ownership	– Obligation to buy and hold Heidelberg Materials AG shares – 180% of fixed annual salary for the Chairman of the Managing Board – 100% of fixed annual salary for regular members of the Managing Board												
Maximum remuneration	– €11 million for the Chairman of the Managing Board – €6 million for regular members of the Managing Board – USD 6.5 million for members of the Managing Board whose remuneration is contractually specified in US dollar												
Malus & clawback	– Compliance malus and clawback – Performance clawback												

cedure described, the appropriateness of the remuneration of Chris Ward was also reviewed in the course of these adjustments. The maximum remuneration pursuant to section 87a of the AktG has not been adjusted.

The fixed annual salaries of the other members of the Managing Board remained unchanged in the 2025 financial year.

Fringe benefits

In the 2025 financial year, the taxable fringe benefits of the members of the Managing Board consisted of the provision of company cars and driving services, costs for flights home, tax consulting costs, relocation expenses, housing and school benefits, travel allowances, tax refunds for previous years, as well as insurance benefits, individually agreed membership fees, and additional secondment-related benefits. The additional secondment-related benefits included foreign health insurance as well as relocation and cost-of-living expenses.

No further fringe benefits were granted to the members of the Managing Board in the 2025 financial year.

The members of the Managing Board are covered in the company's existing D&O liability insurance. The agreed deductible corresponds to the minimum deductible pursuant to section 93(2)(3) of the AktG in the respective version.

Performance-related remuneration components

The performance-related remuneration components include the annual bonus and the long-term bonus. While the annual bonus relates to a financial year, the long-term bonus has a duration of four years.

For the overall consideration of the company's success, various performance criteria are used within the performance-related remuneration components to measure the target achievement. The performance criteria are derived from the Group strategy and are both financial and non-financial. Furthermore, the majority of the selected performance criteria contribute to the achievement of Heidelberg Materials' sustainability targets.

The following table illustrates the focus of the performance criteria that are anchored in performance-related remuneration and derived from the Group strategy:

Type of performance criteria

Performance criteria	Financial	Non-financial	ESG
Annual bonus			
Profit for the financial year	●	●	●
CO ₂ component	●	●	●
Health and safety	●	●	●
Free cash flow	●	●	●
Increase in sustainable revenue	●	●	●
Individual target	○	○	○
Long-term bonus			
EBIT	●	●	●
ROIC	●	●	●
Relative TSR	●	●	●
ESG target	○	○	●

● applicable ○ partly applicable ● not applicable

The Supervisory Board has the option of increasing or reducing the payout amount of the annual bonus and the long-term bonus at its reasonable discretion by a maximum of 15% of the respective target value in order to account for the personal performance of the individual members of the Managing Board and/or exceptional developments or circumstances in accordance with GCGC recommendation G.11. The respective limits on the performance-related remuneration components remain unchanged and have not been increased. If the Supervisory Board exercises this administrative discretion, the extent to which the payout amount is adjusted and the reasons for this will be set out in detail in the remuneration report.

In the 2025 financial year, the Supervisory Board made partial use of the option of discretionary adjustment when assessing the individual targets in the annual bonus. The application of this discretion is described in the Annual Bonus section. As in previous years, no discretionary adjustments were made to the long-term bonus.

Annual bonus

How it is calculated

The annual bonus is a one-year performance-related remuneration component that provides incentives to implement the operational targets in the financial year. The payout amount depends on the overall tar-

get achievement for the performance criteria and can range between 0% and 200% of the individual target value.

The annual bonus is paid in cash after the Annual General Meeting of the following year.

this performance criterion is therefore intended to provide incentives for profitable management.

In order to calculate the target achievement of the profit for the financial year attributable to the shareholders of Heidelberg Materials AG, the Supervisory Board determines a target corridor and the thresholds (floor and cap) at the beginning of the respective financial year. The target achievement can range from 0% to 200%.

For the 2025 financial year, the Supervisory Board set a target corridor of €2,018 million to €2,038 million. The target achievement rate is 100% if the actual value of the profit for the financial year attributable to the shareholders of Heidelberg Materials AG is within the target corridor. The floor was set at €1,818 million and the cap at €2,205 million.

In the 2025 financial year, the actual value of the profit for the financial year attributable to the shareholders of Heidelberg Materials AG, including adjustments for special items relevant to remuneration, amounted to €2,099.2 million. This results in a target achievement of 137%.

The following adjustments were agreed by the Supervisory Board in line with the above-mentioned threshold for special items:

- Non-capitalisable expenses for software projects amounting to €22.8 million were added
- Losses related to the acquisition of the remaining 62.62% stake in Asment de Témara S.A. (Morocco), arising from the remeasurement of the previously held interest, were added in the amount of €38 million

- Restructuring expenses for the “Transformation Accelerator” initiative amounting to €48.4 million were added

- Impairments of goodwill for the Nordic Precast Group amounting to €59.5 million were added

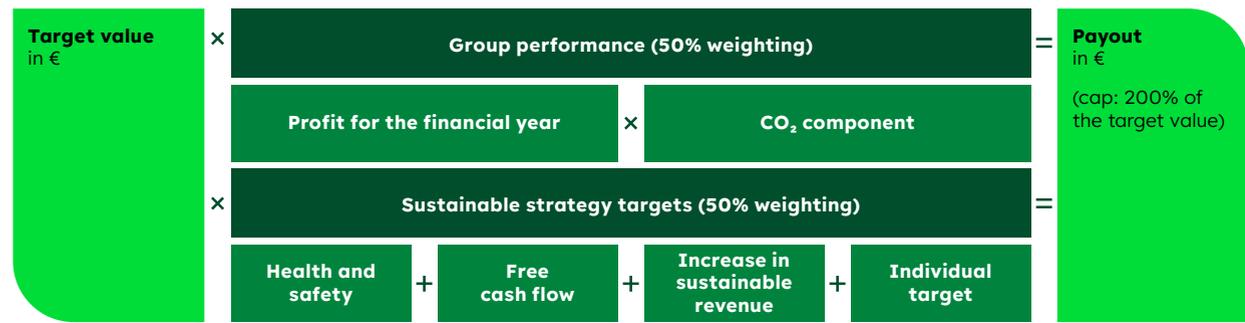
- Impairments on assets under construction for projects in Germany, Sweden, and the USA – whose recoverability is subject to significant uncertainty – were added in the amount of €54.1 million

- Gains from the disposal and remeasurement of the retained interest in PT Mortar Prakarsa Utama (Indonesia) were subtracted in the amount of €33.4 million

- Reversals of tax provisions for prior years amounting to €28 million were subtracted

For the calculation of the profit for the financial year attributable to the shareholders of Heidelberg Materials AG, the mentioned adjustments are corrected for the respective tax effects.

Annual bonus



If a member of the Managing Board joins or leaves during the year, the target value will be reduced pro rata temporis.

Performance criteria

Half of the overall target achievement for the annual bonus is measured by Group Performance and half by Sustainable Strategy Targets.

Group Performance

Group Performance is measured on the basis of the profit for the financial year attributable to the shareholders of Heidelberg Materials AG (profit for the financial year) and the CO₂ component. The target achievement is calculated by multiplying the target achievement for the profit for the financial year by the CO₂ component.

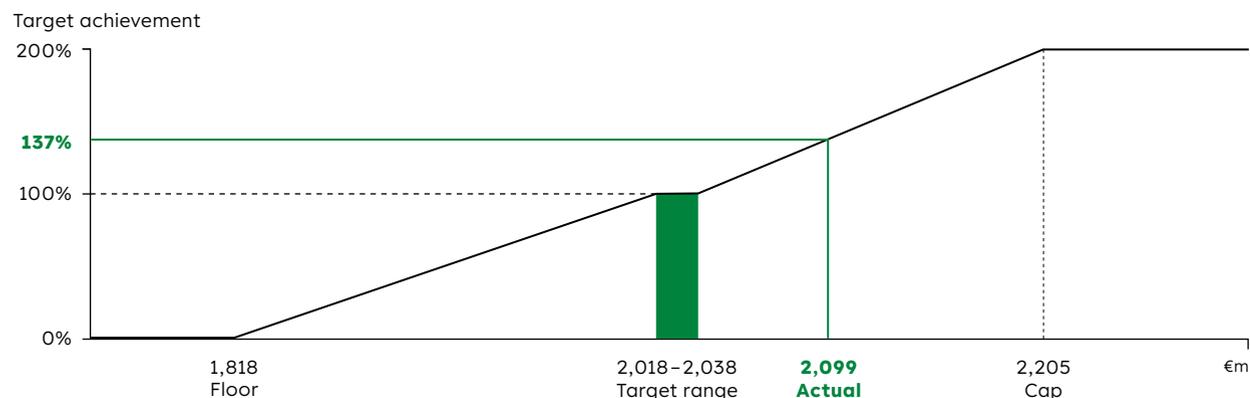
Profit/loss for the financial year attributable to Heidelberg Materials AG shareholders

Basis of this criterion is the profit for the financial year attributable to the shareholders of Heidelberg Materials AG, adjusted for special items. Special items are only taken into account above a value of €20 million.

The profit for the financial year attributable to the shareholders of Heidelberg Materials AG reflects Heidelberg Materials’ profitability as a basic parameter. Increasing the value of the Group through sustainable and result-oriented growth is intended to guarantee a lasting entrepreneurial capacity to act. In line with its financial strategy, Heidelberg Materials strives to offer an attractive investment opportunity for its shareholders and to pursue a progressive dividend policy. As a component of the annual bonus,

The following graph presents the target achievement of the performance criterion profit for the financial year:

Profit/loss for the financial year attributable to Heidelberg Materials AG shareholders



CO₂ component

The CO₂ component in the annual bonus is intended to provide a meaningful incentive to achieve the CO₂ reduction targets set as part of the Group strategy. At the same time, the aim is to promote the long-term and sustainable development of Heidelberg Materials by orienting the business model towards resource-efficient production.

The methodology for calculating the CO₂ component is based on an internal definition for the specific CO₂ emissions per tonne of cement (Scope 1). This takes into account the CO₂ emissions of the main process steps in cement manufacture. These include the consumption of raw materials and fuel, as well as clinker production and clinker grinding. The CO₂ emissions of purchased clinker are also taken into account. In line with the EU ETS accounting methodology, the biomass content of the alternative fuels used is considered carbon-neutral.

To ensure comparability with relevant competitors, Heidelberg Materials reports on CO₂ emissions in accordance with the guidelines of the Global Cement and Concrete Association (GCCA) CO₂ Protocol (specific net CO₂ emissions per tonne of cementitious material, Scope 1) in the [Sustainability report chapter of the Annual Report 2025](#). Compared with the internal definition, the net CO₂ emissions calculation considers alternative fuels in their entirety as carbon-neutral rather than just their biomass content. As a result, the CO₂ emissions according to the internal definition are higher than those calculated in line with the GCCA standard.

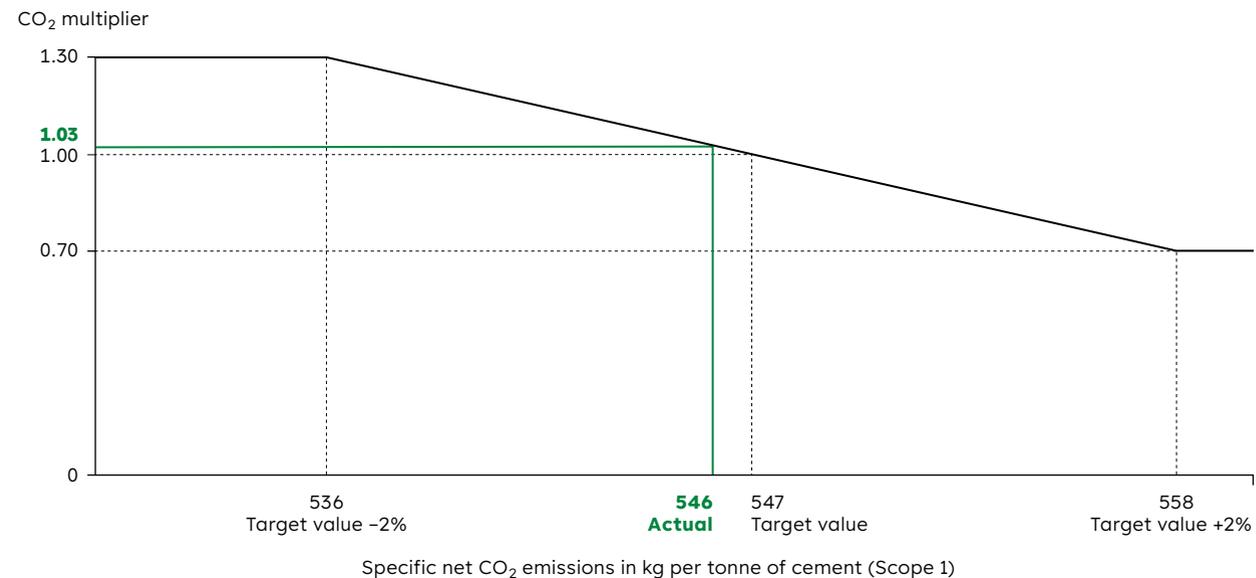
The Supervisory Board has resolved to align the methodology for calculating the CO₂ component with the guidelines of the GCCA CO₂ Protocol starting in the 2026 financial year in order to ensure consistency between the remuneration of the Managing Board on the one hand and the reporting in the sustainability report on the other.

The CO₂ component is set up as a multiplier, which can range between 0.7 and 1.3 (CO₂ multiplier). To determine the CO₂ multiplier, the Supervisory Board defines a target value for the specific CO₂ emissions per tonne of cement at the beginning of the respective financial year. That target value is derived from Heidelberg Materials' long-term CO₂ roadmap and the Group's current CO₂ performance.

For the 2025 financial year, the Supervisory Board set a target value of 547 kg of CO₂ per tonne of cement. Overachievement or underachievement of the target value by up to -2% or +2% leads to a linear increase or decrease of the target achievement. This results in a CO₂ multiplier between 1.3 (at -2.0%: cap) and 0.7 (at +2.0%: floor).

In the 2025 financial year, the actual value of CO₂ emissions was 546 kg of CO₂ per tonne of cement. This results in a CO₂ multiplier of 1.03. The following graph shows the target achievement of the CO₂ component:

CO₂ component





Sustainable Strategy Targets

The Sustainable Strategy Targets represent the second target category for the annual bonus. They consist of four different performance criteria. Anchored in the remuneration system are the two criteria health and safety and free cash flow adjusted for special items. This takes into account all cash flow-relevant special items that are also adjusted in the profit for the financial year. The third performance criterion is a sustainability-linked indicator. Targets for the increase of sustainable revenues were agreed with the members of the Managing Board for the 2025 financial year as part of this criterion. As a fourth performance criterion, the Supervisory Board sets an individual target for each member of the Managing Board at the beginning of each financial year.

For the 2025 financial year, the Supervisory Board has defined the weighting of the Sustainable Strategy Targets as follows:

Weighting of the Sustainable Strategy Targets for the 2025 financial year

Health and safety	20%
Free cash flow	40%
Sustainable revenues	20%
Individual target	20%

Health and safety

The Sustainable Strategy Target health and safety is designed to ensure the occupational health and safety of Heidelberg Materials' employees.

In order to achieve this target, the Supervisory Board sets specific targets for reducing the lost time injury frequency rate (LTIFR) in the 2025 financial year. Both the relative change in the LTIFR compared with the previous year and the absolute LTIFR are considered. A target achievement of 100% is reached in the event of a 15% reduction in the LTIFR compared with the previous year, or when the LTIFR is 1.0 per one million hours worked. A target achievement of 0% arises in the event that the LTIFR has increased compared with the previous year or is 2.0 or higher. For a maximum target achievement of 200%, the LTIFR must have been reduced by 30% or more compared with the previous year, or an LTIFR of 0 per one million hours worked must be achieved. Between these measurement points, a lower LTIFR leads to a linear increase of the target achievement and a higher LTIFR leads to a decrease. The better value of the two comparison scales is used to determine the target achievement.

In the 2025 financial year, the specific targets were differentiated by Managing Board responsibility or business line. While the target for the Managing Board members Dr Dominik von Achten, René Aldach, Dr Katharina Beumelburg, and Axel Conrads is measured at Group level, Group area-specific targets are set for Roberto Callieri (Asia), Hakan Gurdal (Africa-Mediterranean-Western Asia), Jon Morrish (Europe), and Chris Ward (North America). For Dennis Lentz, a

target to improve cybersecurity was set for the 2025 financial year as part of the health and safety criterion. The achievement of this target will be measured by evaluating Heidelberg Materials' cybersecurity standards against the criteria of an independent institute (Cybersecurity Framework of the National Institute of Standards and Technology).

In the 2025 financial year, the LTIFR was below 0.7 in the Africa-Mediterranean-Western Asia Group area, In the Asia and North America Group Area, the LTIFR was reduced by 46% and 63% respectively compared with 2024. In Europe, the LTIFR was above 2.5. The external assessment of Heidelberg Materials' cybersecurity standards improved very significantly at Group level in the financial year. The individual target achievements of the members of the Managing Board for the Sustainable Strategy Target health and safety in the 2025 financial year amount to between 0% and 200% and can be found in the table at the end of the section.

Free cash flow

In order to increase oversight of strategic investments and divestments by taking cash inflow into account, free cash flow is used as a further Sustainable Strategy Target. Depending on the responsibility of the member of the Managing Board concerned, this key figure is measured at Group or Group area level, adjusted in each case for special items. This takes into account all cash flow-relevant special items that are also adjusted in the profit for the financial year. For the 2025 financial year, the Supervisory Board set a target corridor of 0% to 200%, whereby achieving the free cash flow value set out in the op-

erational plan for the 2025 financial year corresponds to a target achievement of 100%. A target achievement of 0% arises if the free cash flow falls below the value set out in the operational plan by -20% or more. Overachievement of the free cash flow value set out in the operational plan by +15% or more corresponds to a target achievement of 200%. Between these measurement points, a higher free cash flow leads to a linear increase of the target achievement and a lower free cash flow leads to a decrease.

The performance of the Sustainable Strategy Target free cash flow is also assessed either on a Group-wide basis (Dr Dominik von Achten, René Aldach, Dr Katharina Beumelburg, Axel Conrads, Dennis Lentz) or on a Group area-specific basis (Roberto Callieri, Hakan Gurdal, Jon Morrish, and Chris Ward), depending on the responsibilities of the members of the Managing Board.

The individual target achievements of the members of the Managing Board for the Sustainable Strategy Target free cash flow in the 2025 financial year amount to between 115% and 200% and can be found in the table at the end of this section.

Increase of sustainable revenues

The aim of the Sustainable Strategy Target increase of sustainable revenues is to help raise the share of Group revenue generated by sustainable products in the cement business line to more than 50% by 2030.

The target achievement for the Sustainable Strategy Target increase of sustainable revenues in the 2025 financial year is calculated on the basis of the share of sustainable revenues in the cement business line relative to the corresponding total revenue. The target corridor is between 0% and 200%, whereby a target achievement of 100% is met if the percentage increase envisaged in the operational plan for the 2025 financial year is achieved, while a target achievement of 200% or 0% applies if the percentage increase is 2 percentage points above the operational plan or 2 percentage points below it, respectively. Between these measurement points, a higher share of sustainable revenues relative to total revenue leads to a linear increase of the target achievement and a lower share leads to a decrease.

Performance in terms of the increase of sustainable revenues is also assessed either at Group level (Dr Dominik von Achten, René Aldach, Dr Katharina Beumelburg, Axel Conrads, and Dennis Lentz) or at Group area level (Roberto Callieri, Hakan Gurdal, Jon Morrish, and Chris Ward), depending on the responsibilities of the members of the Managing Board.

In the 2025 financial year, sustainable revenues on Group level as well as in the Group areas Asia and Europe increased by more than the rise forecast in the operational plan. In the Africa-Mediterranean-Western Asia and Northamerica Group areas the increase of sustainable revenues was below the plan figure. The individual target achievements of the members of the Managing Board for the Sustainable Strategy Target increase of sustainable revenues in the 2025 financial year amount to between 35% and 200% and can be found in the table at the end of this section.

Individual target

The individual targets, which are the final component of the Sustainable Strategy Targets, are person-specific targets derived from the specific strategic or

operational targets of the respective Managing Board responsibilities. The individual targets for the 2025 financial year are presented in the following table:

Individual target achievement of Managing Board members

	Individual target	2025
Dr Dominik von Achten	Company Performance – Start-up of CCS Brevik and commercialization of evoZero (40%) – "Transformation Accelerator" initiative (30%) – M&A growth (30%)	154%
René Aldach	Strategic Projects & Performance Improvement Australia – M&A projects Australia (40%) – Strategic projects (30%) – "Transformation Accelerator" initiative (30%)	129%
Dr Katharina Beumelburg	Advancing Commercialization and Share of Sustainable Cement – Commercialization of evoZero (40%) – Increase of the alternative fuel substitution rate (30%) – Decrease of the clinker incorporation rate (30%)	111%
Roberto Callieri	Transformation Asia – Strategic projects Indonesia (30%) – Strategic projects India (40%) – "Transformation Accelerator" initiative Asia (30%)	160%
Axel Conrads	Programs, Projects & Automation – Deliver on programs (40%) – Deliver on projects (40%) – Deliver on automatisisation (20%)	141%
Hakan Gurdal	Africa-Mediterranean-Western Asia Portfolio Optimization & Efficiency – M&A portfolio optimization (40%) – Strategic projects Kazakhstan (30%) – "Transformation Accelerator" initiative Africa-Mediterranean-Western Asia (30%)	166%
Dennis Lentz	Digital Transformation – ERP Transformation (50%) – Command Alkon (15%) – Installation of remote-controlled facilities (15%) – "Transformation Accelerator" initiative Digital (20%)	153%
Jon Morrish	Business Transformation Europe – M&A contribution recycling Europe (30%) – Commercialization of evo Zero in Europe (30%) – "Transformation Accelerator" initiative Europe (40%)	110%
Chris Ward	Transformational Projects in Northamerica – M&A growth in NAM (40%) – Strategic projects in NAM (20%) – "Transformation Accelerator" initiative NAM (40%)	120%

The achievement of the individual targets of each member of the Managing Board is described below:

Dr Dominik von Achten: The carbon capture facility in Brevik was commissioned on schedule in 2025. The carbon captured near-zero cement evoZero was delivered to its first customers. Savings under the Transformation Accelerator initiative were significant above the target for the 2025 financial year. In North America, further strategic acquisitions were made during the financial year. On this basis, the Supervisory Board assessed Dr von Achten's individual target achievement as 154%.

René Aldach: Recent acquisitions in Australia met profit expectations in the 2025 financial year. Savings under the Transformation Accelerator initiative were below the target for the 2025 financial year in Australia. Significant progress was made in removing internal dividend blocks. On this basis, the Supervisory Board assessed Mr Aldach's individual target achievement as 129%.

Dr Katharina Beumelburg: The carbon captured near-zero cement evoZero was delivered to its first customers. In addition, the alternative fuels rate was increased to 34.2% and the Group-wide proportion of clinker in cement was reduced to 68.4%. On this basis, the Supervisory Board assessed Dr Beumelburg's individual target achievement as 111%.

Roberto Callieri: Savings under the Transformation Accelerator initiative were significantly above the target for the 2025 financial year in the region Asia. In addition, further progress was made on strategic projects in India and Indonesia. On this basis, the Supervisory Board assessed Mr Callieri's individual target achievement as 160%.

Axel Conrads: Savings under the Transformation Accelerator initiative were significantly above the target globally for the 2025 financial year. Major projects such as Brevik and the introduction of autonomous transport vehicles were implemented in the 2025 financial year. In addition, a measurable profit contribution was achieved through the use of remote-controlled facilities (HROC). On this basis, the Supervisory Board assessed Mr Conrads' individual target achievement as 141%.

Hakan Gurdal: The Africa-Mediterranean-Western Asia portfolio was further optimised with the integration of "Asment de Témara" in Morocco and the sale of "Cimenterie de Lukala SA" in the Democratic Republic of the Congo. Savings under the Transformation Accelerator initiative were significantly above the target for the 2025 financial year in the Africa-Mediterranean-Western Asia Group area. On this basis, the Supervisory Board assessed Mr Gurdal's individual target achievement as 166%.

Dennis Lentz: Heidelberg Materials' ERP transformation made significant progress in the 2025 financial year. In the area "Digital", the planned savings were realised as part of the Transformation Accelerator initiative. In addition, a measurable profit contribution was achieved through the use of remote-controlled facilities. On this basis, the Supervisory Board assessed Mr Lentz's individual target achievement as 153%.

Jon Morrish: Recent acquisitions in the recycling business fell short of the profit expectations for the 2025 financial year. The carbon captured near-zero cement evoZero was delivered to its first customers in Europe. Savings under the Transformation Accelerator initiative were significantly above the target for the 2025 financial year in the Europe Group area. On this basis, the Supervisory Board assessed Mr Morrish's individual target achievement as 110%.

Chris Ward: With several companies acquired in the 2025 financial year, growth in North America was further strengthened. Additional progress was made on strategic projects in North America in the 2025 financial year. Savings under the Transformation Accelerator initiative were significantly above the target for the 2025 financial year in the North America Group area. On this basis, the Supervisory Board assessed Mr Ward's individual target achievement as 120%.

To account for the personal performance of individual Managing Board members as well as exceptional developments during the past financial year, the Supervisory Board made partial use of the option provided for in the remuneration system to adjust the payout amount of the annual bonus at its reasonable discretion. In some cases, predefined individual targets for the four Managing Board members Dr Dominik von Achten, Axel Conrads, Dennis Lentz, and Jon Morrish could not be fully achieved due to external factors beyond their control. Nevertheless,

in these situations, the respective Managing Board members achieved significant progress and strong results through their commitment and operational leadership. For these reasons, the Supervisory Board adjusted and moderately increased the achievement level of the relevant individual targets, and thus the payout amount for the annual bonus, in accordance with its duties and reasonable discretion. The increases in the payout amount range between 0.75% and 4.5% of the respective target amount and are

therefore well below the maximum permissible limit of 15% of the target amount as stipulated in the 2024+ Remuneration System.

Target achievement: Sustainable Strategy Targets

The individual target achievements of the members of the Managing Board for the individual Sustainable Strategy Targets are shown in the following table:

Sustainable strategy targets: Individual target achievement 2025 of Managing Board members

€'000s	Health & Safety (20%)	Free cash flow (40%)	Sustainable revenue (20%)	Individual target (20%)	Total
Dr Dominik von Achten	106%	121%	140%	154%	128%
René Aldach	106%	121%	140%	129%	123%
Dr Katharina Beumelburg	106%	121%	140%	111%	120%
Roberto Callieri	200%	200%	186%	160%	189%
Axel Conrads	106%	121%	140%	141%	126%
Hakan Gurdal	128%	200%	35%	166%	146%
Dennis Lentz	200%	121%	140%	153%	147%
Jon Morrish	0%	115%	200%	110%	108%
Chris Ward	200%	192%	77%	120%	156%

2025 annual bonus – overall target achievement and payouts

The following table shows the overall target achievement and the resulting payout amount per member of the Managing Board for the 2025 annual bonus:

Overall target achievement Annual bonus 2025

€'000s	Target value	Target achievement			Total	Payout
		Group performance (50%)		Sustainable strategy targets (50%)		
		Profit/loss for the financial year attributable to Heidelberg Materials AG shareholders	CO ₂ multiplier	Total		
Dr Dominik von Achten	1,700			128%	135%	2,295
René Aldach	572			123%	132%	755
Dr Katharina Beumelburg	678			120%	131%	888
Roberto Callieri	528			189%	165%	871
Axel Conrads	480	137%	1.03	141%	126%	643
Hakan Gurdal	678			146%	144%	976
Dennis Lentz	572			147%	144%	824
Jon Morrish	759			108%	125%	948
Chris Ward	695			156%	149%	1,035
Total	6,660					9,235

In the event that a Managing Board membership begins or terminates during the year, the target achievement is applied to the target value reduced pro rata temporis in order to calculate the payout amount. This does not affect any member of the Managing Board in the 2025 financial year.

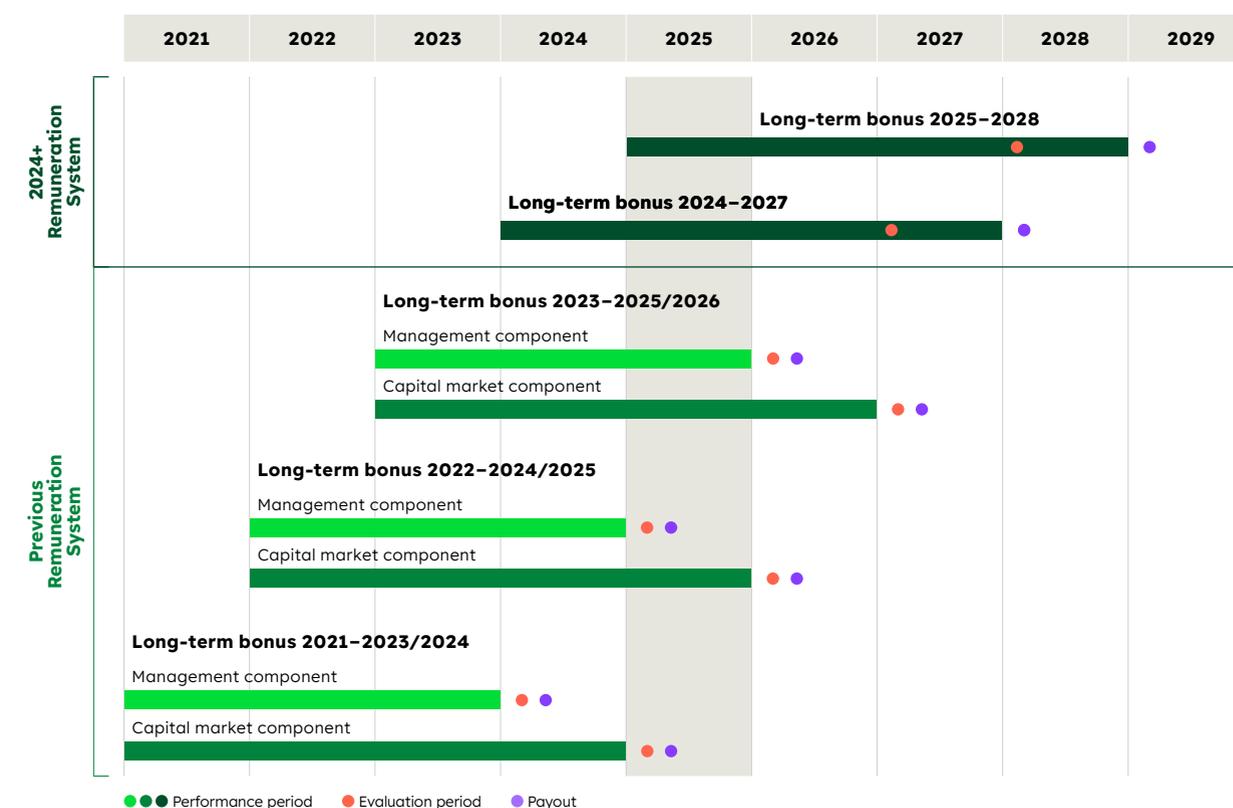
Long-term bonus

The long-term bonus is a performance-related remuneration component based on the company's long-term performance and is allocated in annual tranches.

At the beginning of the 2025 financial year, a new tranche of the fully share-based long-term bonus was allocated in the form of performance share units

(PSUs) based on the 2024+ Remuneration System (2025–2028 tranche). The following illustration gives an overview of the payout scheme for the tranche of the long-term bonus allocated in 2025 and the still-outstanding tranches of the long-term bonus (until including allocation year 2023, based on the 2021 Remuneration System):

Outstanding tranches of the long-term bonus



Calculation of the long-term bonus in accordance with the 2024+ Remuneration System

The long-term bonus is based on virtual shares, so-called performance share units (PSUs), and is allocated in annual tranches. Using PSUs in the long-term bonus establishes a direct link to the performance of the Heidelberg Materials share, strengthening the alignment between the interests of the Managing Board and those of the shareholders.

When calculating the long-term bonus, the first step is to determine the number of PSUs to be provisionally allocated. This is done by dividing the contractually agreed grant amount for the long-term bonus by the reference price of the Heidelberg Materials share at the beginning of the duration of a tranche (allocation price). The allocation price is generally the average of the daily closing prices of the Heidelberg Materials share on the Frankfurt Stock Exchange Xetra trading system in the three months prior to the day on which the duration of a tranche begins.

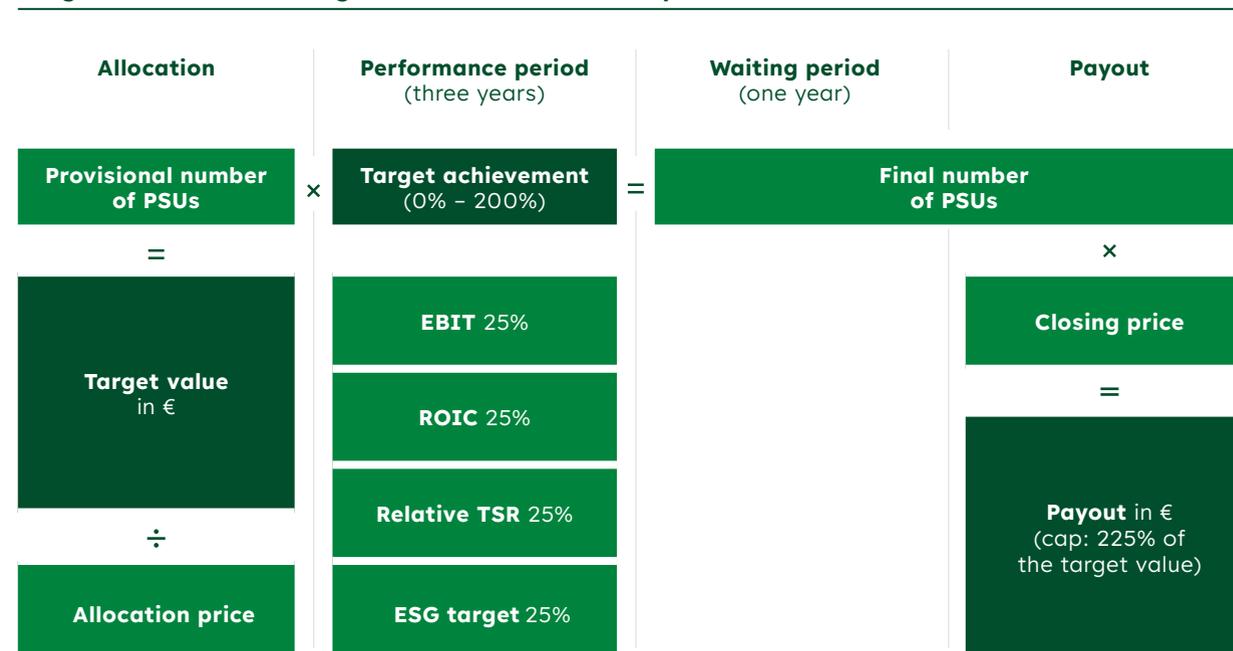
The long-term bonus has a duration of four years. This consists of a three-year performance period and a one-year waiting period. At the end of the performance period, the target achievement for the performance criteria is determined and the final number of

PSUs is calculated. The target achievement can range between 0% and 200%. The final number of PSUs is calculated by multiplying the provisionally allocated number of PSUs by the target achievement.

The payout is made following a one-year waiting period that begins after the performance period. The final number of PSUs is then multiplied by the current reference price of the Heidelberg Materials share (closing price), adjusted for notionally reinvested dividend payments and for changes in capital. The closing price is generally the average of the daily closing prices of the Heidelberg Materials share on the Frankfurt Stock Exchange Xetra trading system in the three months prior to the day on which the waiting period expires.

Payouts from the long-term bonus are capped at a maximum of 225% of the contractually agreed grant amount and are made after the Annual General Meeting following expiry of the duration. In order to fulfil the Share Ownership Guidelines, half of the payout amount must be used to acquire Heidelberg Materials shares until the complete share ownership requirement has been met (see [Share Ownership Guidelines section](#)).

Long-term bonus according to 2024+ Remuneration System



The following table summarises the individual grant amounts per Managing Board member, the allocation price, the number of provisionally allocated PSUs, and the maximum possible number of PSUs at the end of the performance period for the 2025–2028 long-term bonus:

Allocation long-term bonus 2025–2028

€'000s	Award value	Allocation price in €	Number of provisionally allocated PSUs	Maximum possible number of PSUs
Dr Dominik von Achten	2,550	111.21	22,929	45,858
René Aldach	894		8,037	16,074
Dr Katharina Beumelburg	1,059		9,520	19,040
Roberto Callieri	825		7,418	14,836
Axel Conrads	750		6,744	13,488
Hakan Gurdal	1,059		9,520	19,040
Dennis Lentz	894		8,037	16,074
Jon Morrish	1,185		10,657	21,314
Chris Ward	1,185		10,655	21,310
Total	10,400			93,517

In the event that a Managing Board membership begins or terminates during the year, the grant amount for the tranche allocated in the corresponding financial year is reduced pro rata temporis. This does not affect any member of the Managing Board in the 2025 financial year.

Performance criteria for the long-term bonus in accordance with the 2024+ Remuneration System

The overall target achievement for the long-term bonus in accordance with the 2024+ Remuneration System is determined on the basis of the equally weighted performance criteria EBIT, ROIC, relative TSR, and ESG target.

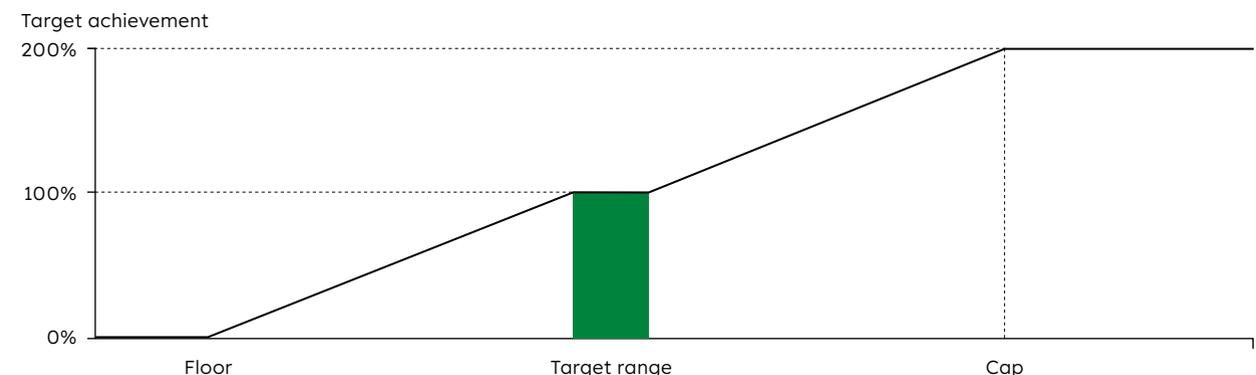
EBIT

The basis for this performance criterion is earnings before interest and taxes (EBIT), which is adjusted for one-time extraordinary effects. As for the calculation of the profit for the financial year, only special items above a threshold of €20 million are taken into account.

EBIT is a measure of profitability and reflects the economic strength of Heidelberg Materials. Combined with the profit for the financial year in the annual bonus, incentives for profitable management are thus provided in both the short-term and long-term performance-related remuneration components.

At the beginning of each tranche, the Supervisory Board determines a target corridor, which is derived from the Group's three-year operational plan, as well as the thresholds (floor and cap). The calculation of the target achievement at the end of the performance period is based on a comparison of the average EBIT over the three-year performance period with the specified target corridor. The target achievement can range from 0% to 200%.

Exemplary target achievement curve for EBIT



For the performance criterion EBIT, the defined target corridor, the thresholds (floor and cap), as well as the resulting target achievement and the adjust-

ments made for the calculation of target achievement are disclosed in the remuneration report after the duration of the respective tranche.

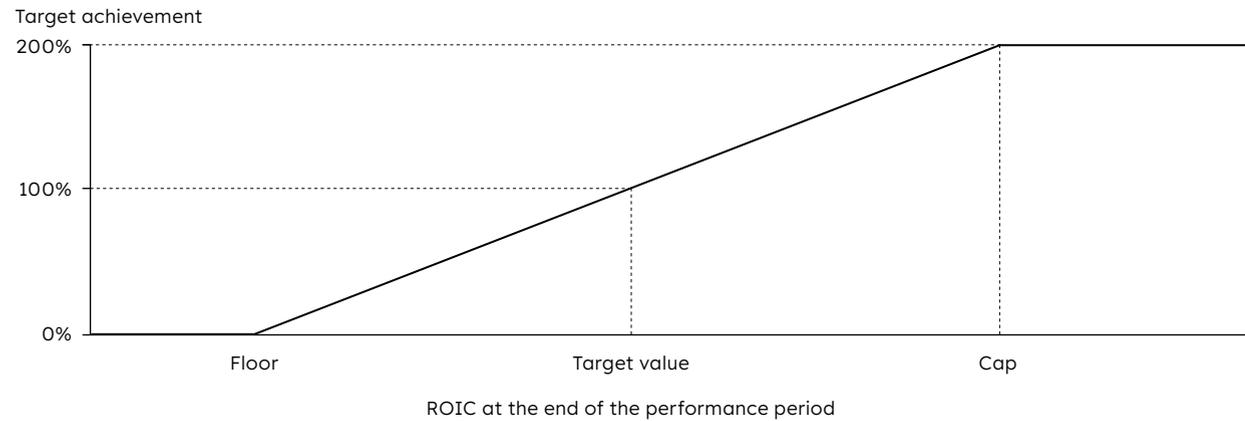
ROIC

The performance criterion is based on return on invested capital (ROIC). ROIC is calculated as the ratio between EBIT adjusted for exchange rate effects less standard taxes and invested capital according to the consolidated balance sheet, also adjusted for exchange rate effects. The Supervisory Board may adjust ROIC for impairments that could not be influenced by the Managing Board during the performance period, or could only be influenced to a limited extent. ROIC is one of Heidelberg Materials’ most important financial performance indicators. The inclusion of ROIC as a performance criterion in the long-term bonus therefore provides further incen-

tives to increase capital efficiency in line with the Group strategy.

The ROIC target achievement is measured by comparing the target value set at the beginning of the respective tranche with the average ROIC over the performance period. The floor and cap of the target achievement curve at the beginning of the performance period are defined depending on the target value. The target value set by the Supervisory Board is derived from the company’s relevant three-year operational plan. The target achievement can range from 0% to 200%.

Exemplary target achievement curve for ROIC



For the performance criterion ROIC, the defined target value, the thresholds (floor and cap), as well as the resulting target achievement and the adjustments made for the calculation of target achievement are disclosed in the remuneration report after the duration of the respective tranche.

Relative TSR

The total shareholder return (TSR) performance is determined by comparing the performance of the Heidelberg Materials share (calculated as percentage increase in share value taking into account re-invested dividend payments and adjustments for capital measures) with a peer group.

Relative TSR represents a capital market-oriented performance criterion that provides an incentive for

the sustainable and long-term outperformance of the peer group and is thus in line with Heidelberg Materials’ target of offering shareholders an attractive investment opportunity.

For the 2025–2028 tranche, the peer group used to measure relative TSR is composed of the following competitors of Heidelberg Materials:

Peer group used from 2025 onwards

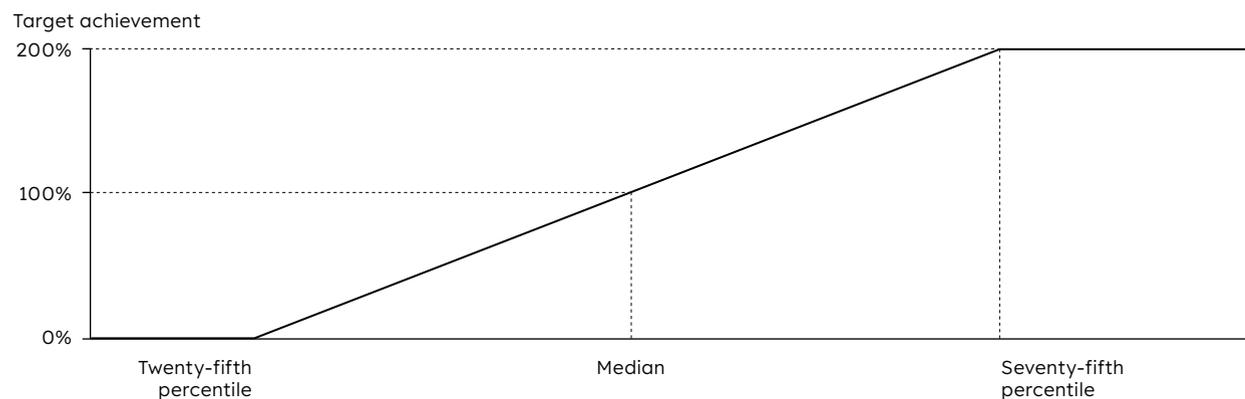
Global	Europe	North America	Asia
Cemex S.A.B.	ACS, S.A.	Amrize Ltd	PT Semen Indonesia Tbk
CRH plc	Bouygues SA	Eagle Materials Inc.	
Holcim Ltd	Breedon Group plc	Martin Marietta Materials Inc.	
	Buzzi S.p.A	Vulcan Materials Co.	
	Skanska AB		
	Titan Cement Int. S.A.		
	Vicat SA		

As part of the resolution on the 2024+ Remuneration System, the Supervisory Board defined the peer group for measuring relative TSR. The Supervisory Board has the option of adjusting the peer group if necessary, for example if individual companies no longer serve as a meaningful comparison or other competitors grow in importance. The companies Boral Limited and Summit Materials, Inc., which were included in the chosen peer group, have since been delisted from the stock exchange following take-overs. As a result, the corresponding share prices can no longer be taken into account when determining the TSR performance. In line with the 2024+ Remuneration System, the Supervisory Board has adjusted the peer group and excluded Boral Limited (in 2024) and Summit Materials (in 2025) from it for all current and future tranches of the long-term bonus.

Furthermore, Holcim spun off its North American business in June 2025, which has since been listed as an independent company under the name Amrize. As a result, the Supervisory Board of Heidelberg Materials AG resolved to include Amrize as an additional company in the peer group from June 2025 for all current and future tranches of the long-term bonus.

The target achievement range for the relative TSR at the end of the performance period is 0% to 200%. To measure the relative TSR, the TSR performance of Heidelberg Materials and the peer group companies over the performance period is ranked. The target achievement is calculated based on Heidelberg Materials' rank within the peer group according to the following target achievement curve:

Target achievement curve for relative TSR



The target achievement rate is 100% if Heidelberg Materials' TSR corresponds to the median within the peer group. Below the 25th percentile, the target achievement is 0%; above the 75th percentile, it is 200%. Between these measurement points, the target achievement is determined by means of linear interpolation.

The Supervisory Board set the target achievement curve in line with German market practice and with a view to achieving a balanced risk and opportunity profile.

ESG target

In the context of the global challenges caused by climate change and resource scarcity, the Supervisory Board decided to include an ESG target in the long-term bonus from 2024 onwards in order to provide strong incentives to achieve Heidelberg Materials' ambitious sustainability targets in the long-term performance-related remuneration component as well. At the beginning of the duration of a tranche of the long-term bonus, the Supervisory Board sets a measurable and quantifiable ESG target. The ESG target is derived from Heidelberg Materials' Group and sustainability strategy, taking into account the results of the double materiality analysis carried out as part of sustainability reporting (see also [Sustainability report chapter of the Annual Report 2025](#)).

The Supervisory Board will determine the ESG target for each tranche of the long-term bonus as needed, taking into account the progress made on the various corporate targets, such as those within the framework of the Sustainability Commitments 2030.

For the ESG target, the Supervisory Board determines a target value corresponding to a target achievement of 100%, a lower threshold (floor) corresponding to a target achievement of 0%, and an upper threshold (cap) corresponding to a target achievement of 200%. The target values set for the ESG target, the floor and cap, and the target achievements are disclosed in the remuneration report after the duration of the respective tranche.

For the 2025 tranche of the long-term bonus, the Supervisory Board agreed targets with the members of the Managing Board to reduce specific CO₂ emissions per tonne of cement over the three-year performance period of the long-term bonus. The specific CO₂ emissions per tonne of cement are measured in

accordance with the internal logic described in the CO₂ component section, which also applies to the measurement of target achievement in the annual bonus. If the ESG target described here is continued, the plan is to align the methodology for calculating CO₂ emissions with the GCCA guidelines for the long-term bonus as well, starting in the 2026 financial year.

Reducing CO₂ emissions is a key lever when it comes to achieving Heidelberg Materials' Sustainability Commitments 2030. The use of the CO₂ multiplier in the annual bonus, in combination with the definition of CO₂ reduction targets over a three-year period in the long-term bonus, is intended to create a balanced incentive profile for the members of the Managing Board in order to achieve the target of reducing specific net CO₂ emissions to below 400 kg of CO₂ per tonne of cementitious material by 2030.

Calculation of the long-term bonus in accordance with the 2021 remuneration system

Before the 2024+ Remuneration System came into force, tranches of the long-term bonus were allocated in accordance with the 2021 Remuneration System, the last time being in the 2023 financial year. The tranches of the long-term bonus to be paid out in the period 2024–2027 will therefore still follow the methodology of the previous long-term bonus. The latter consists of two components.

Management component

The management component is structured as a performance cash plan. It has a three-year performance period and considers internal added value as measured by the equally weighted performance criteria EBIT and ROIC. The target value for the management component is 50% of the total grant amount for the long-term bonus. At the end of the perfor-

performance period, the Supervisory Board determines the target achievement for the management component. The overall target achievement can range between 0% and 200%.

Capital market component

The capital market component is based on PSUs, has a four-year performance period, and takes into account the external added value, measured using the performance criterion TSR compared with the relevant capital market indices. For the capital market component, the first step is to determine the number of PSUs to be provisionally allocated. The number of PSUs is calculated on the basis of 50% of the overall grant amount for the long-term bonus divided by the reference price of the Heidelberg Materials share at the start of the performance period (allocation price). The allocation price is the average of the daily closing prices of the Heidelberg Materials share on the Frankfurt Stock Exchange Xetra trading system in the three months prior to the start of the performance period.

At the end of the four-year performance period, the target achievement is determined for the performance criterion of the capital market component. The target achievement can range between 0% and 200%. The final number of PSUs is calculated by multiplying the provisionally allocated number of PSUs by the target achievement. The resulting number of PSUs is then multiplied by the current reference price

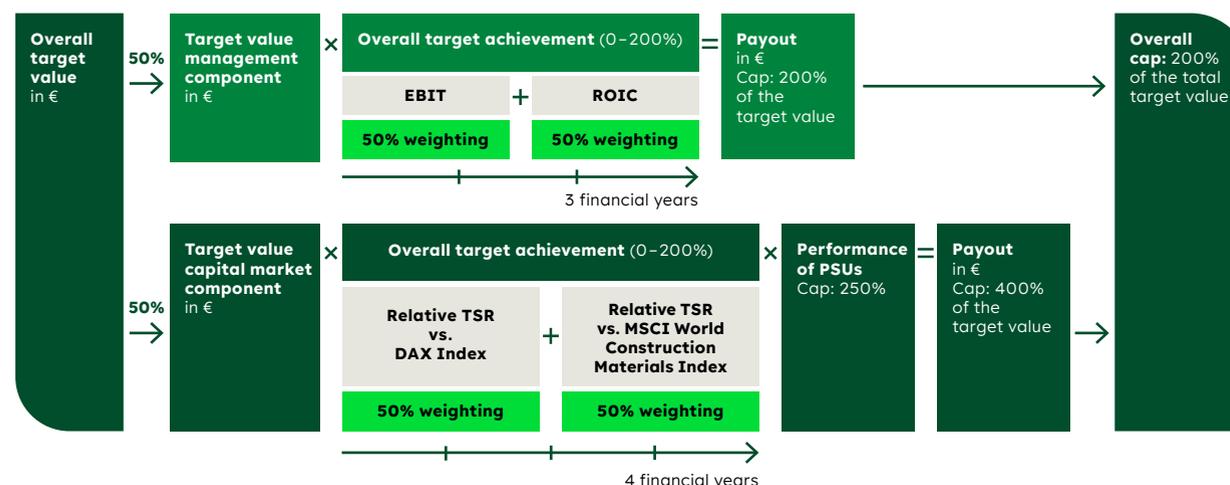
of the Heidelberg Materials share at the end of the performance period (closing price), adjusted for the notionally reinvested dividend payments and for changes in capital. The closing price is the average of the daily closing prices of the Heidelberg Materials share on the Frankfurt Stock Exchange Xetra trading system in the three months prior to the start of the performance period. The increase in value per PSU is limited to 250% of the allocation price.

The management component is paid in cash after the Annual General Meeting of the year following the

three-year performance period and is limited to 200% of the grant amount. The capital market component is paid in cash after the Annual General Meeting of the year after the four-year performance period and is limited to 400% of the grant amount.

Payouts from the overall long-term bonus are capped at a maximum of 200% of the contractually agreed grant amount, where the amount of the capital market component can offset the amount of the management component payout.

Long-term bonus (Remuneration System 2021)



Performance criteria of the management component in accordance with the 2021 remuneration system

The overall target achievement for the management component is determined on the basis of the equally weighted performance criteria adjusted EBIT and ROIC.

EBIT

The basis for this performance criterion is the EBIT, which is adjusted for one-time extraordinary effects. As for the calculation of the profit for the financial year attributable to the shareholders of Heidelberg Materials AG, only special items above a threshold of €20 million are taken into account.

At the beginning of each tranche, the Supervisory Board determined a target corridor, which is derived from the Group's three-year operational plan, as well as the thresholds (floor and cap). The calculation of the target achievement at the end of the performance period is based on a comparison of the average EBIT over the three-year performance period with the specified target corridor. The target achievement can range from 0% to 200%.

ROIC

This performance criterion is based on ROIC. In the 2023 tranche of the long-term bonus, adjusted ROIC is calculated as EBIT adjusted for exchange rate effects less standard taxes and divided by invested capital. EBIT is adjusted solely for exchange rate differences compared with the assumptions made in the operational plan in the first year of the performance period. The standard tax rate is calculated by dividing the current tax expense (non-deferred) for the current year by the profit before tax adjusted for impairments.

The ROIC target achievement is measured by comparing the target value set at the beginning of the respective tranche with the actual value at the end of the performance period. The floor and cap of the target achievement curve are defined depending on the target value. The target value set by the Supervisory Board is derived from the company’s relevant three-year operational plan. The target achievement can range from 0% to 200%.

Performance criterion of the capital market component in accordance with the 2021 remuneration system

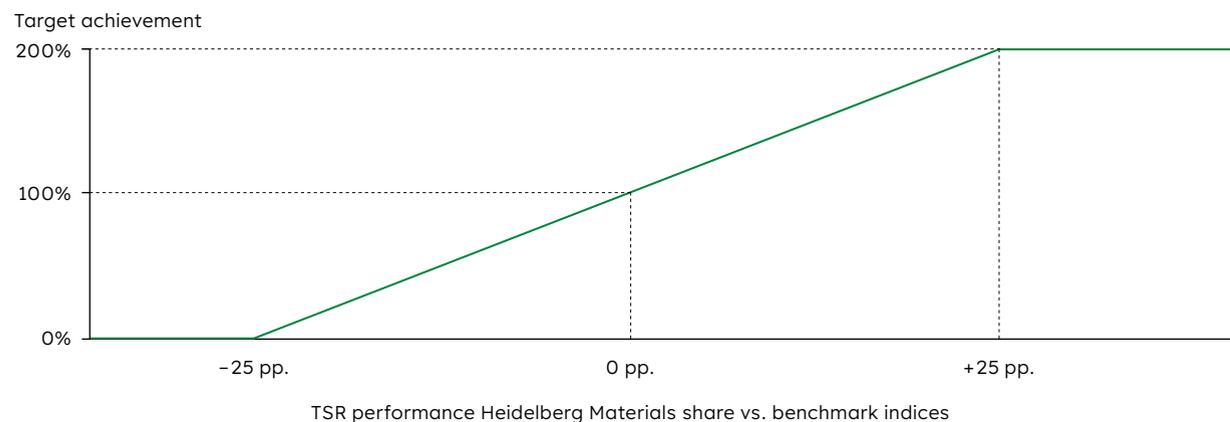
For the capital market component, the target achievement is measured using the performance criterion relative TSR.

Relative TSR

The TSR performance is determined by comparing the performance of the Heidelberg Materials share (calculated as percentage increase in share value taking into account reinvested dividend payments and adjustments for capital measures) with the performance of the two capital market indices DAX and MSCI World Construction Materials Index.

The target achievement range for determining the final number of PSUs at the end of the performance period is 0% to 200%. Target achievement is measured by the change in TSR based on a four-year reference period prior to the start of the plan over the four-year duration of the performance period (degressive smoothing). The development of the TSR of the Heidelberg Materials share is determined and compared with the respective development of the benchmark indices. Target achievement is then calculated on the basis of the average relative TSR using the following target achievement curve:

Relative TSR



Completed tranches at the end of the 2025 financial year

At the end of the 2025 financial year, the 2023 tranche of the management component (2023–2025/2026 long-term bonus) and the 2022 tranche of the capital market component (2022–2024/2025 long-term bonus) were completed. The structure of the two completed tranches largely follows the methodology of the long-term bonus in accordance with the 2021 Remuneration System as described above.

2023 tranche of the management component

Before the start of the tranche, a target corridor of €2,308 million to €2,408 million corresponding to a target achievement of 100% was set for EBIT. The actual EBIT value, which is calculated as the average of the EBIT over the three years of the performance period, was €3,140 million (2023: €2,957 million, 2024: €3,157 million, 2025: €3,307 million). The Supervisory Board decided to adjust the individual annual figures for the special items that were also taken into account when determining the profit for the financial year attributable to the shareholders of Heidelberg Materials AG for the purposes of the annual bonus, insofar as they have an impact on EBIT. In previous years and in the 2025 financial year, these were primarily restructuring expenses, impairments, and gains on disposals. This results in a target achievement for EBIT of 200%.

Before the start of the tranche, a target value of 7.88% was set for ROIC, for which a target achievement of 100% could be reached. The lower threshold (floor) for ROIC, where the target achievement is 0%, is 7.25%, while the upper threshold (cap) for ROIC, which must be reached for a target achievement of 200%, is 8.65%. The actual ROIC value at the end of the performance period is 9.96%, corresponding to a target achievement of 200%.

Based on the target achievements in the two performance criteria, the overall target achievement for the 2023 tranche of the management component is 200%.

The table summarises the target values, thresholds (floor and cap), as well as actual values and target achievements per performance criterion:

Target achievement in management component of long-term bonus 2023–2025/2026

€m		Target achievement curve			Actual value	Target achievement
		Floor	Target corridor/ value	Cap		
EBIT	50%	2,208	2.308- 2.408	2,508	3,140	200%
ROIC	50%	7.25%	7.88%	8.65%	9.96%	200%
Total	100%					200%

The following table shows the payout amount per member of the Managing Board resulting from the overall target achievement for the 2023 tranche of the management component:

Management component of long-term bonus 2023–2025/2026

€'000s	Award value	Target achievement			Payout
		EBIT	ROIC	Total	
Dr Dominik von Achten	1,144				2,288
René Aldach	375				750
Hakan Gurdal	481				963
Dennis Lentz	375	200%	200%	200%	750
Jon Morrish	564				1,129
Chris Ward ¹⁾	542				1,084
Total	3,481				6,962

1) The closing rate before the start of the performance period (2022: 1.0705 USD/EUR) was used to convert the long-term bonus into euros.

The payout from the 2023 tranche of the management component will be made following the Annual General Meeting in 2026.

2022 tranche of the capital market component

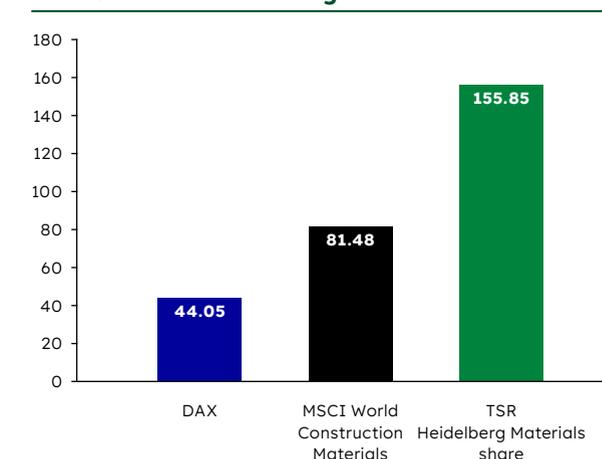
The target achievement for the 2022 tranche of the capital market component was measured analogously to the methodology of the long-term bonus in accordance with the previous remuneration system as described above on the basis of the performance criterion relative TSR.

While the DAX recorded an increase of 44.05% over the four-year performance period compared with the reference period and the MSCI World Construction Materials Index an increase of 81.48%, the TSR of the Heidelberg Materials share was 155.85% at the end of the performance period. This results in a difference of +111.8 percentage points compared with the DAX and a difference of +74.4 percentage points compared with the MSCI World Construction Materials Index. This amounts to an average difference of 93 percentage points. The overall target achievement rate for the relative TSR is therefore 200% for the 2022 tranche of the capital market component.

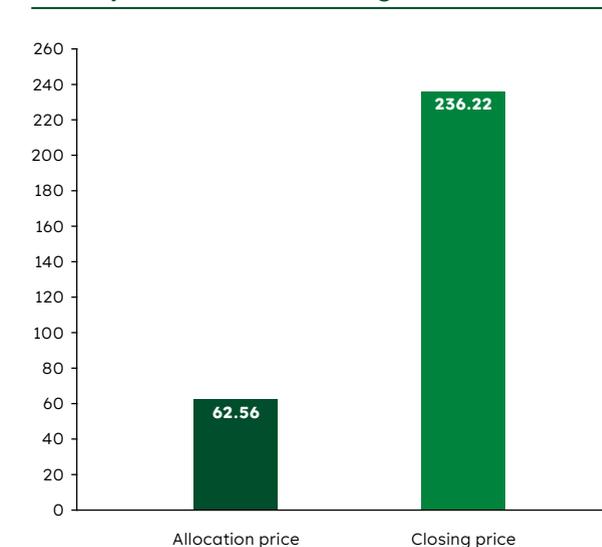
The allocation price for determining the number of provisionally allocated PSUs at the start of the tranche was €62.56. The calculated closing price, including notionally reinvested dividends and adjusted for changes in capital, was €236.22 at the end of the performance period. This corresponds to an increase of 278% over the performance period. Pursuant to the conditions of the long-term bonus plan, the closing price is capped at 2.5 times the allocation price. As a result, the closing price relevant for calculating the payout amounts is €156.40.

Pursuant to the conditions of the long-term bonus plan, the sum of the payout amounts from the management and capital market components of a tranche is limited to 200% of the respective grant amount. Since the management component of the 2022 tranche of the long-term bonus reached a target achievement of 200%, the payout amount for the capital market component of this tranche is also limited to 200%. Applying the target achievement and the payout price calculated as described above thus gives a payout amount for the 2022 tranche of the capital market component of 200% of the respective grant amount.

Performance of the benchmark indices and the TSR of the Heidelberg Materials share in %



Development of the Heidelberg Materials share in €



The following table describes the main elements of the 2022 tranche of the capital market component per member of the Managing Board:

Summary of the capital market component of the long-term bonus 2022–2024/2025

€'000s	Target value	Allocation price in €	Number of provisionally allocated PSUs	Target achievement relative TSR	Final number of PSUs	Closing price ³⁾ in €	Payout ⁴⁾
Dr Dominik von Achten ¹⁾	1,133	62.56	18,114	200%	36,228	156.40	1,978
René Aldach	375		5,994		11,988		750
Hakan Gurdal	481		7,693		15,386		963
Dennis Lentz	375		5,994		11,988		750
Jon Morrish	564		9,021		18,042		1,129
Chris Ward ²⁾	479		7,652		15,304		957
Total	3,408		54,468		108,936		6,527

1) To ensure compliance with the maximum remuneration, the payout for Dr Dominik von Achten is limited to 1,978 k€.
 2) The closing rate before the start of the performance period (2021: 1.1370 USD/EUR) was used to convert the long-term bonus into euros.
 3) The calculated closing price is EUR 236.22. However, according to the plan terms and conditions, the closing price is limited to 2.5 times the reference price. This value amounts to EUR 156.40.
 4) Due to the target achievement of 200% of the management component of the long-term bonus 2022–2024/2025, the payout per member of the Managing Board is limited to 200% of the respective target value.

Pension commitment/cash allowance

Defined contribution pension commitment

Members of the Managing Board who have been newly appointed or reappointed since 2019 are generally provided with a defined contribution pension commitment, based on which the company will pay the Managing Board member an annual pension contribution. The amount of this contribution is reviewed on a regular basis. In the framework of a capital market-oriented model, these contributions are used to acquire fund shares that are credited to a pension account. The Managing Board member is entitled to a one-off capital payment in the amount of the value of the pension account at the time of benefit commencement. Alternatively, the Managing Board

member can choose to receive an annuity based on the accumulated pension capital. The pension contributions accumulated over the duration of the commitment are guaranteed.

Dr Dominik von Achten, René Aldach, Dr Katharina Beumelburg, Axel Conrads, Hakan Gurdal, Dennis Lentz, and Jon Morrish each had a defined contribution pension commitment in the 2025 financial year.

Cash allowance

As an alternative to granting the defined contribution pension commitment, the Supervisory Board may grant members of the Managing Board a fixed monetary amount for their own private pension provision (cash allowance).

In the 2025 financial year, Roberto Callieri and Chris Ward were entitled to receive an annual cash allowance, which can be used to finance a private pension plan.

Defined benefit pension commitment (old commitment)

The retirement agreements of the members of the Managing Board appointed prior to 2019 contained the commitment to an annual retirement pension in the form of a percentage of their pensionable income. The percentage was limited to 4% per commenced year of service; the maximum amount was 40% of the pensionable income. The pensionable income was agreed individually for each member of the Managing Board.

When the respective members of the Managing Board were reappointed, these defined benefit pension commitments were fixed at the value of the pension benefit at the changeover date. In addition to their defined contribution pension commitment, the members of the Managing Board concerned therefore have a defined benefit commitment in the amount of the defined benefit entitlements earned up to the date on which the defined contribution pension commitment is granted. In the 2025 financial year, this applied to Dr Dominik von Achten, Hakan Gurdal, and Jon Morrish.

Commencement of benefits

Entitlement to pension benefits arises in the case of both defined contribution and defined benefit pension commitments either:

- After leaving the company upon reaching retirement age (pension benefit paid on an individual basis between the 62nd and 63rd year of age), or
- In the event of premature termination of contract for reasons for which the Managing Board member is not responsible, provided that they have reached the age of 60 or 62 at the time of termination of contract, or
- Due to permanent disability owing to illness

Survivor pension benefit

The retirement agreements include a survivor pension benefit. If a member of the Managing Board dies during the term of his or her employment contract or after benefit commencement, their widow or widower and dependent children receive a widow's, widower's, or orphan's pension. In the case of defined benefit commitments, the widow/widower's pension is 60% and the orphan's pension 10% of the deceased's pension benefit as long as a widow/widower's pension is being paid at the same time. If a widow/widower's pension is not being paid at the same time, the orphan's pension is 20% of the deceased's pension benefit. In the case of defined contribution commitments, the full entitlement to the value of the pension account shall pass to the widow or widower and the surviving children.

Pension contribution, service costs and present values of pension commitments

The annual pension contributions, the service costs and present values of the existing pension as of 31 December 2025 are presented in the following table per member of the Managing Board:

Pension commitments (IAS 19)

€'000s	Annual pension contribution ²⁾		Service costs		Present value of the pension obligations	
	2024	2025	2024	2025	2024	2025
Dr Dominik von Achten ¹⁾	460	500	417	424	11,579	11,271
René Aldach	250	250	179	178	959	1,273
Dr Katharina Beumelburg	63	250	63	188	61	317
Axel Conrads	229	250	194	196	225	492
Hakan Gurdal ¹⁾	242	264	247	234	2,884	2,947
Dennis Lentz	250	250	164	165	1,011	1,328
Jon Morrish ¹⁾	183	200	216	164	2,930	2,877
Total	1,677	1,964	1,481	1,549	19,649	20,504

1) In addition to their defined contribution pension commitment, Dr Dominik von Achten, Hakan Gurdal and Jon Morrish have a defined benefit commitment (old commitment) that was fixed at the value reached at the time of their reappointment.

2) Instead of a pension contribution, Roberto Callieri and Chris Ward receive an annual cash allowance amounting to 400,000 EUR, respectively 424,000 USD.

In addition to the amount of the agreed benefit and the agreed contribution, both the service costs and the present values of the defined benefit entitlements depend in a substantial way on various actuarial parameters, such as the age of the individual member of the Managing Board and the current interest rate level.

Share Ownership Guidelines

To further harmonise the interests of the Managing Board and the shareholders of Heidelberg Materials, the Supervisory Board has adopted Share Ownership Guidelines. The members of the Managing Board are obliged to acquire shares of Heidelberg Materials AG in the amount of a fixed, relative proportion of their fixed annual salary and to hold these shares for the term of their membership of the Managing Board.

The obligation amounts to 180% of the fixed annual salary for the Chairman of the Managing Board and 100% of the fixed annual salary for the other mem-

bers of the Managing Board. In order to comply with the requirements, half of the payout amounts from the long-term bonus that the member of the Managing Board has received for their activities on the Managing Board must be used to acquire shares of Heidelberg Materials AG until the complete share ownership level has been reached. Company shares that are already held by members of the Managing Board are taken into account when calculating share ownership.

The following table provides an overview of the share ownership status per member of the Managing Board:

Share ownership as at 31 December 2025 of current members of the Managing Board

	Target in % of fixed annual salary	Status	Value of shares held as of 31 December 2025 as % of fixed annual salary
Dr Dominik von Achten	180%	Investment target fully achieved	180%
René Aldach	100%	Investment target fully achieved	104%
Dr Katharina Beumelburg ¹⁾	100%	In accumulation phase	-
Roberto Callieri ¹⁾	100%	In accumulation phase	-
Axel Conrads ¹⁾	100%	In accumulation phase	86%
Hakan Gurdal	100%	Investment target fully achieved	100%
Dennis Lentz	100%	Investment target fully achieved	100%
Jon Morrish	100%	Investment target fully achieved	128%
Chris Ward ²⁾	100%	Investment target fully achieved	137%

1) Currently, no payments have been made from a long-term bonus granted during Managing Board membership. According to the Managing Board contract, there has therefore been no obligation to purchase shares to date.

2) In the case of Chris Ward, the shares held as of December 31, 2025 are converted into USD using the exchange rate applicable on their respective purchase dates and compared with his fixed annual base salary in USD.

Malus and clawback rules

The performance-related remuneration components include malus and clawback rules. These give the Supervisory Board the option to reduce part or all of the performance-related remuneration components that have not yet been paid out (compliance malus) or to reclaim performance-related remuneration components that have already been paid out (compliance clawback) in the event of breaches of essential duties of diligence.

In the event of the payout of performance-related remuneration components on the basis of materially incorrect consolidated financial statements, the Supervisory Board may reclaim performance-related remuneration components that have already been paid out (performance clawback). In this case, the claim for repayment consists of the difference between the performance-related remuneration owed and the excess amount paid out. The malus and clawback rules apply to both the annual bonus and the long-term bonus.

In the 2025 financial year, the Supervisory Board did not see any reason to apply malus and clawback rules, which is why the Supervisory Board did not reduce or reclaim variable remuneration.

Disclosure of benefits in the event of departure

Exit conditions

In the event of the early termination of a Managing Board membership without good cause, the payout from the annual bonus and the long-term bonus shall be made in accordance with the contractually stipulated due dates and conditions. There shall be no accelerated settlement or payout. The target values of the annual bonus and the long-term bonus shall be reduced pro rata temporis in the case of a departure during the financial year in which the annual bonus or long-term bonus is allocated.

If the employment contract of a member of the Managing Board is extraordinarily and effectively terminated for good cause before the expiry of the term, entitlements to the annual bonus and the long-term bonus shall be forfeited.

No severance payments were made in the 2025 financial year.

Severance pay cap

In the event of an early termination of a Managing Board membership without good cause, care is taken in accordance with the recommendations of the GCGC to ensure that payments to a Managing Board member, including fringe benefits, do not exceed the value of two annual remunerations and do not compensate more than the remaining term of the employment contract (severance pay cap). The severance pay cap is calculated based on the amount of the total remuneration for the past financial year and, where applicable, on the amount of the expected total remuneration for the current financial year. A severance pay cap has been agreed with all members of the Managing Board in office in the 2025 financial year.

Change of control

The remuneration system does not provide for any commitments in the event of an early termination of the Managing Board membership as a result of a change of control.

Post-contractual non-compete clause

A post-contractual non-compete clause applies to the members of the Managing Board, according to which they are prohibited for a period of up to two years after the termination of their employment contract from working for a company that is in direct or indirect competition with Heidelberg Materials or another Heidelberg Materials company, either independently or in an employed capacity or in any other way. Moreover, the members of the Managing Board are prohibited from establishing, acquiring, or directly or indirectly participating in such a competing company for the duration of the post-contractual non-compete clause. For the duration of the post-contractual non-compete clause, the member of the Managing Board receives their last fixed annual salary in equal monthly instalments (waiting allowance). The waiting allowance shall be reduced to the extent that the member of the Managing Board receives benefits from a defined benefit pension commitment after leaving the company. Heidelberg Materials AG may waive the post-contractual non-compete clause before the termination of the employment contract.

In 2025, waiting allowances were paid to Kevin Gluskie (€831,000) and Dr Nicola Kimm (€400,000).

Disclosure of benefits from third parties

For the 2025 financial year, the members of the Managing Board have not received any benefits from third parties in connection with their Managing Board activities. For the avoidance of doubt, the costs of the remuneration of Dennis Lentz in the context of his secondment to the USA and of Chris Ward due to his role as CEO of Heidelberg Materials US, Inc., were shared between Heidelberg Materials AG and Heidelberg Materials US, Inc., by way of a cost split. The cost of the remuneration of Kevin Gluskie and Roberto Callieri was split between Heidelberg Materials AG and Heidelberg Materials Asia Pte. Ltd.

Remuneration granted and owed in the 2025 financial year

Remuneration of active members of the Managing Board in the 2025 financial year

The remuneration granted and owed to the individual members of the Managing Board in the 2025 financial year pursuant to section 162 of the AktG is presented in the following.

The remuneration granted includes the remuneration components whose underlying (single or multi-year) service or performance period was fully completed in the financial year, even if payout does not take place until the following financial year.

The remuneration granted and owed in the 2025 financial year pursuant to section 162 of the AktG consists of the following remuneration components:

- The fixed annual salary paid in the 2025 financial year
- The fringe benefits accrued in the 2025 financial year

- The cash allowance paid for the 2025 financial year in the case of Roberto Callieri and Chris Ward
- The annual bonus determined for the 2025 financial year in accordance with the 2024+ Remuneration System (2025 annual bonus), which is paid in the 2026 financial year

- The 2023 tranche of the management component, which was completed at the end of the 2025 financial year and is paid in the 2026 financial year
- The 2022 tranche of the capital market component, which was completed at the end of the 2025 financial year and is paid in the 2026 financial year

Furthermore, the service costs of the pension commitments in accordance with IAS 19 for the 2025 financial year is shown in the tables as part of the Managing Board remuneration.

In addition to the absolute remuneration amounts, the tables also contain the relative proportion of the individual remuneration components within the total remuneration granted and owed.

Granted and owed remuneration pursuant to section 162 of the AktG

	Dr Dominik von Achten Chairman of the Managing Board			René Aldach Member of the Managing Board			Dr Katharina Beumelburg Member of the Managing Board (since 1 October 2024) ²⁾			Roberto Callieri Member of the Managing Board ¹⁾ (since 1 January 2024)			Axel Conrads Member of the Managing Board (since 1 February 2024)		
	2024	2025		2024	2025		2024	2025		2024	2025		2024	2025	
€'000s/share of granted and owed remuneration pursuant to section 162 of the AktG in %															
Fixed annual salary	1,598	1,700	21%	638	715	23%	212	847	48%	660	660	26%	550	600	48%
Fringe benefits	10	11	0%	189	190	6%	8	16	1%	686	663	26%	8	16	1%
Contribution to private pension (cash allowance)	-	-		-	-		-	-		400	400	15%	-	-	
One-year variable compensation	2,765	2,295	28%	868	755	24%	288	888	51%	855	871	34%	734	643	51%
Annual bonus 2024	2,765	-		868	-		288	-		855	-		734	-	
Annual bonus 2025	-	2,295		-	755		-	888		-	871		-	643	
Multi-year variable compensation	3,864	4,266	52%	1,375	1,500	47%	0	0	0%	0	0	0%	0	0	0%
Long-term bonus 2021-2023/2024															
Capital market component tranche 2021-2024	1,605	-		625	-		-	-		-	-		-	-	
Long-term bonus 2022-2024/2025															
Management component tranche 2022-2024	2,259	-		750	-		-	-		-	-		-	-	
Capital market component tranche 2022-2025	-	1,978		-	750		-	-		-	-		-	-	
Long-term bonus 2023-2025/2026															
Management component tranche 2023-2025	-	2,288		-	750		-	-		-	-		-	-	
Others	-	-		-	-		1,900	-		-	-		-	-	
Granted and owed remuneration pursuant to section 162 of the AktG	8,238	8,272	100%	3,071	3,160	100%	2,408	1,751	100%	2,601	2,595	100%	1,292	1,259	100%
Service costs	417	424		179	178		63	188		-	-		194	196	
Total compensation	8,655	8,697		3,250	3,337		2,471	1,939		2,601	2,595		1,486	1,455	

1) 90% of the fixed annual salary, the annual bonus and the long-term bonus of Roberto Callieri are paid by Heidelberg Materials Asia. The remaining 10% was paid by Heidelberg Materials AG. The fringe benefits of Roberto Callieri include, in addition to the assumption of costs for a company car, group accident insurance and flights home, as well as a travel allowance and the assumption of costs for a company flat.

2) In the case of Dr Katharina Beumelburg, the value for 2024 includes a compensation payment as compensation for the loss of long-term variable remuneration components from her former employer.



ESG

**Granted and owed remuneration pursuant to section 162 of the AktG**

€'000s/share of granted and owed remuneration pursuant to section 162 of the AktG in %	Hakan Gurdal Member of the Managing Board			Dennis Lentz Member of the Managing Board ¹⁾			Jon Morrish Member of the Managing Board			Chris Ward Member of the Managing Board ²⁾		
	2024	2025		2024	2025		2024	2025		2024	2025	
Fixed annual salary	841	847	22%	638	715	20%	944	948	23%	872	868	20%
Fringe benefits	81	51	1%	479	467	13%	103	52	1%	62	69	2%
Contribution to private pension (cash allowance)	-	-		-	-		-	-		392	375	9%
One-year variable compensation	1,116	976	26%	894	824	23%	1,382	948	23%	1,088	1,035	24%
Annual bonus 2024	1,116	-		894	-		1,382	-		1,088	-	
Annual bonus 2025	-	976		-	824		-	948		-	1,035	
Multi-year variable compensation	1,923	1,925	51%	1,375	1,500	43%	2,256	2,258	54%	1,844	2,041	47%
Long-term bonus 2021-2023/2024												
Capital market component tranche 2021-2024	961	-		625	-		1,128	-		888	-	
Long-term bonus 2022-2024/2025												
Management component tranche 2022-2024	963	-		750	-		1,129	-		956	-	
Capital market component tranche 2022-2025	-	963		-	750		-	1,129		-	957	
Long-term bonus 2023-2025/2026												
Management component tranche 2023-2025	-	963		-	750		-	1,129		-	1,084	
Others	-	-		-	-		-	-		-	-	
Granted and owed remuneration pursuant to section 162 of the AktG	3,961	3,799	100%	3,386	3,506	100%	4,686	4,206	100%	4,258	4,388	100%
Service costs	247	234		164	165		216	164		-	-	
Total compensation	4,209	4,032		3,550	3,671		4,902	4,370		4,258	4,388	

1) 70% of Dennis Lentz's fixed annual salary, the annual bonus and the long-term bonus were paid by Heidelberg Materials North America. The remaining 30% are paid by Heidelberg Materials AG. The fringe benefits of Dennis Lentz include, in addition to the assumption of costs for a company car, group accident insurance and flights home, especially secondment-related benefits such as foreign health insurance, relocation, housing, school and living costs.

2) 90% of the fixed annual salary, the annual bonus, and the long-term bonus of Chris Ward are borne by Heidelberg Materials North America. The remaining 10% is borne by Heidelberg Materials AG. Chris Ward receives his remuneration in US dollars in accordance with his employment contract. The average exchange rates for the years 2024 (1.0819 USD/EUR) and 2025 (1.1304USD/EUR) were used for conversion into euros. The closing rates before the start of the performance period (31 December, 2020: 1.2216 USD/EUR, 31 December, 2021: 1.1370 USD/EUR) were used to convert his long-term bonus into euros.

Remuneration of former members of the Managing Board

Granted and owed remuneration pursuant to section 162 of the AktG to former members of the Managing Board consists in particular of payouts of the long-term bonus and of retirement and transitional payments.

In line with the information provided in the [Completed tranches at the end of the 2025 financial year](#)

[section](#), former members of the Managing Board are entitled to payouts from the 2023 tranche of the management component as well as from the 2022 tranche of the capital market component. The payout of the tranches will be made following the Annual General Meeting in 2026.

The following tables show the remuneration granted and owed to the former members of the Managing Board in the 2025 financial year pursuant to section 162 of the AktG:

Summary of management component of long-term bonus 2023–2025/2026 for former members of the Managing Board

1,000 €	Target value	Target achievement			Payout
		EBIT	ROIC	Total	
Kevin Gluskie ¹⁾	579				1,158
Ernest Jelito ²⁾	455	200%	200%	200%	910
Dr Nicola Kimm	375				750

1) The closing rate before the start of the performance period (31 December 2022: 1.5717 AUD/EUR) was used to convert the long-term bonus into euros.

For Kevin Gluskie, the value includes a crediting of a prepayment for the long-term bonus 2023–2025/2026 in the amount of 579 k€.

2) For Ernest Jelito, the value includes a crediting of a prepayment for the long-term bonus 2023–2025/2026 in the amount of 455 k€.

Summary of capital market component of long-term bonus 2022–2024/2025 for former members of the Managing Board

1,000 €	Target value	Allocation price in €	Number of provisionally allocated PSUs	Target achievement relative TSR	Final number of PSUs	Closing price in €	Payout
Ernest Jelito	454	62.56	7,250	200.00%	14,500	156.40	907
Dr Nicola Kimm	375		5,994		11,988		750

1) The closing rate before the start of the performance period (2021: 1.5647 AUD/EUR) was used to convert the long-term bonus into euros.

For Kevin Gluskie, the value includes a crediting of a prepayment for the long-term bonus 2022–2024/2025 in the amount of 582 k€.



ESG

**Granted and owed remuneration pursuant to section 162 of the AktG**

	Kevin Gluskie Member of the Managing Board (until 31 Jan. 2024) ¹⁾		Ernest Jelito Member of the Managing Board (until 31 Dec. 2023) ²⁾		Andreas Kern Member of the Managing Board (until 30 June 2016)		Dr Nicola Kimm Member of the Managing Board (until 31 Aug. 2024) ³⁾		Dr Lorenz Näger Deputy Chairman of the Managing Board (until 31 Aug. 2021)		Dr Bernd Scheifele Chairman of the Managing Board (until 31 Jan. 2020)	
	2025		2025		2025		2025		2025		2025	
Multi-year variable compensation	2,321	74%	1,817	99%	-	-	1,500	78%	-	-	-	-
Long-term bonus 2022-2024/2025	-	-	-	-	-	-	-	-	-	-	-	-
Capital market component tranche 2022-2025	1,163	-	907	-	-	-	750	-	-	-	-	-
Long-term bonus 2023-2025/2026	-	-	-	-	-	-	-	-	-	-	-	-
Management component tranche 2023-2025	1,158	-	910	-	-	-	750	-	-	-	-	-
Others	831	26%	13	1%	-	-	417	22%	-	-	-	-
Total	3,152	100%	1,830	100%	0	0%	1,917	100%	0	0%	0	0%
Retirement and transitional payments	-	-	-	-	341	100%	-	-	489	100%	1,023	100%
Granted and owed remuneration pursuant to section 162 of the AktG	3,152	100%	1,830	100%	341	100%	1,917	100%	489	100%	1,023	100%

1) In the case of Kevin Gluskie, the other remuneration components contain the payout of the waiting allowance.

2) In the case of Ernest Jelito, the other remuneration components contain costs for tax consultancy.

3) In the case of Dr Nicola Kimm, the other remuneration components contain the payout of the waiting allowance as well as costs for tax consultancy.

Remuneration of the Supervisory Board in the 2025 financial year

Principles of the remuneration of the Supervisory Board

On 29 January 2025, the Supervisory Board adopted a revised remuneration system for the members of the Supervisory Board of Heidelberg Materials AG. This revised remuneration system was approved by the 2025 Annual General Meeting with an acceptance rate of 99.57% and has applied to all members of the Supervisory Board since 1 January 2025.

While retaining the proven model of fixed remuneration, the amended remuneration system takes into account the steadily growing demands on and increased workload and time commitment required of the members of the Supervisory Board, in particular the Chairman of the Supervisory Board, the Audit Committee, the Personnel Committee, and the Sustainability and Innovation Committee, as well as the members of these committees. At the same time, the attendance fee was reduced by an appropriate amount.

The remuneration of the Supervisory Board is set out in section 12 of the Articles of Association of Heidelberg Materials AG. It consists of fixed amounts and attendance fees. Each member receives a fixed remuneration of €100,000; the Chairman receives

three times, and his deputy one and a half times, that amount. The members of the Audit Committee additionally receive a fixed remuneration of €30,000 and the members of the Personnel Committee and the members of the Sustainability and Innovation Committee receive €25,000. The chairperson of each committee receives two and a half times the respective amount.

In addition, an attendance fee of €1,000 is paid for each personal participation in a meeting of the Supervisory Board and its committees, irrespective of the form in which it is carried out. For multiple meetings that take place on the same day or on subsequent days, the attendance fee is paid only once.

The employee representatives on the Supervisory Board remit a significant portion of their Supervisory Board remuneration to the recuperation facility for the employees of Heidelberg Materials AG (Erholungswerk der Belegschaft der Heidelberg Materials AG e.V.).

Remuneration granted and owed to the members of the Supervisory Board

The following table lists the remuneration granted and owed to the members of the Supervisory Board in the 2025 financial year pursuant to section 162 of the AktG.

Remuneration granted and owed to the members of the Supervisory Board

€'000s/share of total remuneration in %	Fixed remuneration			Remuneration for committee membership			Attendance fees			Total remuneration	
	2024	2025		2024	2025		2024	2025		2024	2025
Dr Bernd Scheifele (Chairman)	200	300	90%	29	25	8%	20	7	2%	249	332
Barbara Breuninger	80	100	56%	38	55	33%	24	10	6%	142	165
Gunnar Groebler	50	100	78%	13	25	19%	8	4	3%	71	129
Katja Karcher	50	100	64%	25	50	32%	10	7	4%	85	157
Ludwig Merckle	80	100	44%	85	118	51%	24	11	5%	189	229
Luka Mucic	80	100	46%	70	100	47%	22	11	5%	172	211
Markus Oleynik	50	100	64%	15	50	32%	10	7	4%	75	157
Peter Riedel	80	100	60%	45	55	33%	24	11	7%	149	166
Werner Schraeder (Deputy Chairman)	105	150	69%	52	55	25%	24	11	5%	182	216
Margret Suckale	80	100	60%	45	55	33%	24	11	7%	149	166
Dr Sopna Sury	80	100	58%	45	88	45%	14	7	4%	139	195
Anna Toborek-Kacar	13	100	76%	2	25	19%	2	7	5%	18	132
Total	950	1,450	64%	465	700	31%	206	104	5%	1,620	2,254

Comparative presentation of the development in remuneration and earnings

In accordance with the provisions of section 162(1)(2) (2) of the AktG, the following table shows the remuneration development of the members of the Managing Board who were active in the 2025 financial year

as well as former members of the Managing Board on the basis of the remuneration granted and owed pursuant to section 162 of the AktG, the members of the Supervisory Board, and the employees in comparison with the company's development in earnings. For the employees, the total workforce of Heidelberg Materials AG excluding the Managing Board was taken into account.

Development of the direct remuneration of the Managing Board, the Supervisory Board, and the average direct remuneration of the workforce of Heidelberg Materials AG

	2021	Change	2022	Change	2023	Change	2024	Change	2025
Development of earnings									
Result from current operations before depreciation and amortisation in €m	3,875	-4%	3,739	-4%	4,258	6%	4,499	4%	4,679
Profit/loss for the financial year attributable to Heidelberg Materials AG shareholders in €m	1,759	-9%	1,597	17%	1,865	-4%	1,782	9%	1,941
Net profit/net loss of Heidelberg Materials AG pursuant to the HGB in €m	392	-34%	257	214%	806	-2%	787	-33%	525
Employees¹⁾									
Average	74	-3%	72	7%	77	4%	80	6%	85
Active members of the Managing Board in the financial year									
Dr Dominik von Achten (Chairman)	5,606	4%	5,850	11%	6,515	26%	8,238	6%	8,697
René Aldach ²⁾	502	178%	1,395	49%	2,083	47%	3,071	9%	3,337
Dr Katharina Beumelburg ³⁾	-	-	-	-	-	-	2,408	-19%	1,939
Roberto Callieri ⁴⁾	-	-	-	-	-	-	2,601	-0%	2,595
Axel Conrads ⁵⁾	-	-	-	-	-	-	1,292	13%	1,455
Hakan Gurdal	2,856	-6%	2,697	8%	2,925	35%	3,961	2%	4,032
Dennis Lentz ²⁾	528	220%	1,691	45%	2,452	38%	3,386	8%	3,671
Jon Morrish	3,415	-6%	3,209	7%	3,429	37%	4,686	-7%	4,370
Chris Ward	2,850	13%	3,216	3%	3,308	29%	4,258	3%	4,388
Former members of the Managing Board									
Kevin Gluskie ⁶⁾	3,766	-1%	3,728	3%	3,854	141%	9,277	-66%	3,152
Ernest Jelito ⁷⁾	2,502	3%	2,575	22%	3,150	58%	4,968	-63%	1,830
Andreas Kern	-	-	-	-	199	71%	341	0%	341
Dr Nicola Kimm ⁸⁾	565	153%	1,432	47%	2,100	11%	2,322	-17%	1,917
Dr Lorenz Näger ⁹⁾	6,407	-63%	2,355	-24%	1,792	-25%	1,342	-64%	489
Dr Bernd Scheifele ¹⁰⁾	4,063	-71%	1,163	-12%	1,023	-0%	1,023	0%	1,023
Dr Albert Scheuer ¹¹⁾	873	-68%	280	-	-	-	-	-	-

Development of the direct remuneration of the Managing Board, the Supervisory Board, and the average direct remuneration of the workforce of Heidelberg Materials AG

	2021	Change	2022	Change	2023	Change	2024	Change	2025
Members of the Supervisory Board¹²⁾									
Fritz-Jürgen Heckmann (Chairman) ¹³⁾	273	-62%	105	-	-	-	-	-	-
Dr Bernd Scheifele (Chairman) ¹⁴⁾	-	-	167	59%	265	-6%	249	33%	332
Heinz Schmitt (Deputy Chairman) ¹⁵⁾	191	-4%	183	2%	187	-61%	74	-	-
Barbara Breuning	127	-3%	123	2%	125	13%	142	16%	165
Gunnar Groebler ¹⁶⁾	-	-	-	-	-	-	71	82%	129
Birgit Jochens ¹⁷⁾	122	-8%	112	5%	118	-61%	45	-	-
Katja Karcher ¹⁶⁾	-	-	-	-	-	-	85	85%	157
Ludwig Merckle	173	-2%	169	13%	191	-1%	189	21%	229
Tobias Merckle	98	-64%	35	-	-	-	-	-	-
Dr Sopna Sury	-	-	57	100%	114	22%	139	40%	195
Luka Mucic	176	-5%	168	2%	172	0%	172	23%	211
Markus Oleynik ¹⁶⁾	-	-	-	-	-	-	75	109%	157
Dr Ines Ploss ¹⁸⁾	122	-8%	112	23%	138	-17%	114	-	-
Peter Riedel	127	-3%	123	18%	145	3%	149	11%	166
Werner Schraeder (Deputy Chairman) ¹⁹⁾	151	-5%	143	17%	167	9%	182	19%	216
Margret Suckale	153	-3%	149	1%	151	-1%	149	11%	166
Anna Toborek-Kacar ²⁰⁾	-	-	-	-	-	-	18	633%	132
Prof. Dr Marion Weissenberger-Eibl ¹⁷⁾	100	-8%	92	50%	138	-62%	53	-	-

1) Total workforce of Heidelberg Materials AG incl. top and senior management, excluding Managing Board (full-time equivalents).
 2) Member of the Managing Board since 1 September 2021
 3) Member of the Managing Board since 1 October 2024
 4) Member of the Managing Board since 1 January 2024
 5) Member of the Managing Board since 1 February 2024
 6) Member of the Managing Board until 31 January 2024
 7) Member of the Managing Board until 31 December 2023
 8) Member of the Managing Board from 1 September 2021 until 31 August 2024
 9) Deputy Chairman of the Managing Board until 31 August 2021
 10) Chairman of the Managing Board until 31 January 2020
 11) Member of the Managing Board until 5 August 2019
 12) Individual amounts may fluctuate due to entries and exits during the year as well as changing committee activities.
 13) Chairman of the Supervisory Board until 12 May 2022
 14) Chairman of the Supervisory Board since 12 May 2022
 15) Deputy Chairman of the Supervisory Board until 16 May 2024
 16) Member of the Supervisory Board since 16 May 2024
 17) Member of the Supervisory Board until 16 May 2024
 18) Member of the Supervisory Board until 31 October 2024
 19) Deputy Chairman of the Supervisory Board since 16.05.2024
 20) Member of the Supervisory Board since 01 November 2024

Auditor's Report

To Heidelberg Materials AG, Heidelberg

We have audited the remuneration report of Heidelberg Materials AG, Heidelberg, for the financial year from January 1 to December 31, 2025 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Heidelberg Materials AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory

board, as well as evaluating the overall presentation of the remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from January 1 to December 31, 2025, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Heidelberg Materials AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Frankfurt am Main, March 24, 2026

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

[sgd. Michael Conrad]
Wirtschaftsprüfer
(German Public Auditor)

[sgd. Thorsten Neumann]
Wirtschaftsprüfer
(German Public Auditor)