



**Invitation  
to the Annual General Meeting  
of Heidelberg Materials AG  
on 13 May 2026**

**Heidelberg Materials AG  
Heidelberg**

ISIN DE0006047004 / WKN 604700

# Invitation to the Annual General Meeting of Heidelberg Materials AG on 13 May 2026

We hereby invite our shareholder to attend the Annual General Meeting of Heidelberg Materials AG which will be held on Wednesday, 13 May 2026, at 10:00 a.m. (Central European Summer Time – CEST) as virtual meeting without attendance in person of the shareholders or their proxies (with the exception of the Company's proxies).

**Overview of the agenda**

1. Submission of the adopted annual financial statements, the approved consolidated financial statements of the Group, the combined management report of Heidelberg Materials AG and Heidelberg Materials Group, as well as the report of the Supervisory Board for the 2025 financial year
2. Resolution on the appropriation of the balance sheet profit for the 2025 financial year
3. Resolution on the discharge of the Managing Board for the 2025 financial year
4. Resolution on the discharge of the Supervisory Board for the 2025 financial year
5. Resolution on the appointment of the auditor of the annual financial statements as well as the auditor of the sustainability report for the 2026 financial year
6. Resolution on the approval of the remuneration report for the 2025 financial year
7. Resolution on the approval of the conclusion of a domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials AMWA Holding GmbH
8. Resolution on the approval of the conclusion of a domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials Asia Holding GmbH

## Agenda

### 1. Submission of the adopted annual financial statements, the approved consolidated financial statements of the Group, the combined management report of Heidelberg Materials AG and Heidelberg Materials Group, as well as the report of the Supervisory Board for the 2025 financial year

The above documents also include the explanatory report on the statements in accordance with sections 289a para. 1 and 315a para. 1 of the German Commercial Code as well as the Corporate Governance statement with the Corporate Governance reporting for the 2025 financial year. They form part of the Annual and Sustainability Report 2025, with the exception of the adopted annual financial statements of Heidelberg Materials AG. These documents and the Managing Board's proposal for the appropriation of the balance sheet profit and the remuneration report may be viewed on the internet at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) before and during the Annual General Meeting. The documents will also be explained in greater detail at the Annual General Meeting. In accordance with the statutory provisions, no resolution will be passed on agenda item 1, since the Supervisory Board has already approved the annual financial statements and consolidated financial statements and the annual financial statements have thus been adopted.

### 2. Resolution on the appropriation of the balance sheet profit for the 2025 financial year

The balance sheet profit for the 2025 financial year of Heidelberg Materials AG amounts to €643,605,004.80. The Managing Board and the Supervisory Board propose

- a) that a dividend in the amount of €3.60 be paid out of the balance sheet profit per share entitled to dividend. If this proposal is accepted, dividends in the total amount of €634,914,234.00 would be paid for the 176,365,065 no-par value shares entitled to dividends for the 2025 financial year; and
- b) that the remaining balance sheet profit in the amount of €8,690,770.80 be carried forward in full.

Should the number of shares entitled to dividends for the 2025 financial year change by the time of the Annual General Meeting, a correspondingly adjusted proposal for resolution will be submitted to the Annual General Meeting, which will continue to propose a dividend of €3.60 per share entitled to dividend as well as correspondingly adjusted amounts for the total dividend and the profit carried forward.

In accordance with section 58 para. 4 sentence 2 of the German Stock Corporation Act, the dividends are due on the third business day following the Annual General Meeting, i.e. on 19 May 2026.

### 3. Resolution on the discharge of the Managing Board for the 2025 financial year

The Managing Board and the Supervisory Board propose that discharge be granted to the members of the Managing Board in office in the 2025 financial year for this period and listed below in nos. 3.1 to 3.9:

- 3.1 Dr Dominik von Achten
- 3.2 René Aldach
- 3.3 Dr Katharina Beumelburg
- 3.4 Roberto Callieri
- 3.5 Axel Conrads
- 3.6 Hakan Gurdal
- 3.7 Dennis Lentz
- 3.8 Jon Morrish
- 3.9 Chris Ward

It is intended that the Annual General Meeting will resolve on the approval of the actions of the members of the Managing Board by way of separate votes.

#### 4. Resolution on the discharge of the Supervisory Board for the 2025 financial year

The Managing Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board in office in the 2025 financial year for this period and listed below in nos. 4.1 to 4.12:

- 4.1 Dr Bernd Scheifele
- 4.2 Werner Schraeder
- 4.3 Barbara Breuninger
- 4.4 Gunnar Groebler
- 4.5 Katja Karcher
- 4.6 Ludwig Merckle
- 4.7 Luka Mucic
- 4.8 Markus Oleynik
- 4.9 Peter Riedel
- 4.10 Margret Suckale
- 4.11 Dr Sopna Sury
- 4.12 Anna Toborek-Kacar

It is intended that the Annual General Meeting will resolve on the approval of the actions of the members of the Supervisory Board by way of separate votes.

#### 5. Resolution on the appointment of the auditor of the annual financial statements as well as the auditor of the sustainability report for the 2026 financial year

The Supervisory Board proposes, based on the recommendation of its Audit Committee, that

- 5.1 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, be appointed as the auditor of the annual financial statements and consolidated financial statements for the 2026 financial year as well as the auditor to review the abbreviated financial statements and the interim management report of the Group for the first six months of the 2026 financial year, insofar as these are subjected to a review by an auditor,

- 5.2 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Germany, be appointed as the auditor of the sustainability report for the 2026 financial year.

The auditor of the sustainability report is appointed by the Annual General Meeting as a precaution in the event that the German legislature, when implementing Article 37 Audit Directive 2006/43/EC in the version of corporate sustainability reporting (EU) 2022/2464 of 14 December 2022 in the version amended by Directive (EU) 2025/794, should require that the Annual General Meeting explicitly appoint the auditor of the sustainability report, i.e. should the auditor of the annual financial statements, according to German transposition law, not be responsible for auditing the sustainability report anyway.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and no clause restricting the choice within the meaning of Article 16 para. 6 of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

#### 6. Resolution on the approval of the remuneration report for the 2025 financial year

Pursuant to section 120a para. 4 sentence 1 of the German Stock Corporation Act, the general meeting of a listed company must decide on the approval of the remuneration report prepared and audited by the managing board and supervisory board in accordance with section 162 of the German Stock Corporation Act for the previous financial year.

Pursuant to section 162 para. 3 of the German Stock Corporation Act, the remuneration report was checked by the auditor to determine whether the information required by section 162 para. 1 and 2 of the German Stock Corporation Act was provided. In addition to the statutory requirements, the auditors also checked the content.

The remuneration report for the 2025 financial year, including the auditor's report on the audit of the remuneration report, is available on the Company's website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) from the time the Annual General Meeting is convened.

The Managing Board and the Supervisory Board propose that the remuneration report for the 2025 financial year be approved.

## **7. Resolution on the approval of the conclusion of a domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials AMWA Holding GmbH**

On 24 March 2026, Heidelberg Materials AG concluded a domination and profit and loss transfer agreement with its wholly-owned subsidiary Heidelberg Materials AMWA Holding GmbH, registered with the commercial register of the local court of Mannheim under HRB 755103, having its registered seat in Heidelberg.

The domination and profit and loss transfer agreement requires the approval of the Annual General Meeting of Heidelberg Materials AG and the shareholders' meeting of Heidelberg Materials AMWA Holding GmbH to take effect and will become effective only upon registration in the commercial register of Heidelberg Materials AMWA Holding GmbH.

In the domination and profit and loss transfer agreement, Heidelberg Materials AMWA Holding GmbH places the management of its company under the control of Heidelberg Materials AG, which is entitled to issue instructions. Heidelberg Materials AMWA Holding GmbH undertakes to transfer its entire profit in accordance with the provisions of section 301 German Stock Corporation Act – as amended from time to time – to Heidelberg Materials AG and, only with the consent of Heidelberg Materials AG, to allocate amounts from the annual net income to profit reserves (section 272 para. 3 German Commercial Code) to the extent that such allocation is permitted under commercial law and economically justified from the perspective of a reasonably acting prudent businessman. Heidelberg Materials AG undertakes to assume the losses of Heidelberg Materials AMWA Holding GmbH pursuant to section 302 of the German Stock Corporation Act, as amended from time to time. Heidelberg Materials AG is entitled to review the company accounts and records of Heidelberg Materials AMWA Holding GmbH. Heidelberg Materials AMWA Holding GmbH is obliged to provide Heidelberg Materials AG at any time with any information it may request concerning all legal, economic, business and organisational matters of Heidelberg Materials AMWA Holding GmbH. The agreement applies (with the exception of the provisions on control, which take effect from the date on which this agreement takes effect) from the beginning of the financial year of Heidelberg

Materials AMWA Holding GmbH in which this agreement is registered in the commercial register of Heidelberg Materials AMWA Holding GmbH, i.e. retroactively from 1 January 2026 if registered in the commercial register in 2026, and is concluded for an indefinite period. It can be terminated by either contracting party subject to a notice period of six months to the end of a financial year of Heidelberg Materials AMWA Holding GmbH. The earliest date on which such termination may take effect is 31 December 2030. The right to terminate the agreement for good cause without adhering to a notice period remains unaffected. Good cause exists in particular if Heidelberg Materials AG loses the majority of voting rights from the participation in Heidelberg Materials AMWA Holding GmbH within the meaning of section 14 para.1 sentence 1 no.1 German Corporate Income Tax Act, if Heidelberg Materials AG ceases to hold all shares of Heidelberg Materials AMWA Holding GmbH, in the case of a merger or demerger of Heidelberg Materials AG or Heidelberg Materials AMWA Holding GmbH or in the event of any other reason specified in regulation 14.5 para. 6 sentence 2 German Corporation Tax Regulations 2022 (or any provision subsequent to this regulation).

The Managing Board of Heidelberg Materials AG and the management of Heidelberg Materials AMWA Holding GmbH have drawn up a joint report (section 293a German Stock Corporation Act) setting out and justifying, from a legal and economic perspective, the conclusion and content of the domination and profit and loss transfer agreement. The joint report, together with the following documents, which are also to be published from the day on which the Annual General Meeting is convened and during the Annual General Meeting, is available on the Company's website at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026):

- domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials AMWA Holding GmbH of 24 March 2026
- adopted annual financial statements of Heidelberg Materials AG for the 2023, 2024 and 2025 financial years and Heidelberg Materials AMWA Holding GmbH for the short financial year from 17 July to 31 December 2025, respective management reports of Heidelberg Materials AG and the Heidelberg Materials Group for the 2023, 2024 and 2025 financial years.

Since Heidelberg Materials AG is the sole shareholder of Heidelberg Materials AMWA Holding GmbH, neither a review of the agreement nor the submission of an audit report pursuant to sections 293b et seq. German Stock Corporation Act

were necessary. Compensation or settlement payments to outside shareholders pursuant to sections 304, 305 German Stock Corporation Act do not have to be granted.

The Managing Board and the Supervisory Board propose that the domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials AMWA Holding GmbH be approved.

### **8. Resolution on the approval of the conclusion of a domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials Asia Holding GmbH**

On 24 March 2026, Heidelberg Materials AG concluded a domination and profit and loss transfer agreement with its wholly-owned subsidiary Heidelberg Materials Asia Holding GmbH, registered with the commercial register of the local court of Mannheim under HRB 337098, having its registered seat in Heidelberg.

The domination and profit and loss transfer agreement requires the approval of the Annual General Meeting of Heidelberg Materials AG and the shareholders' meeting of Heidelberg Materials Asia Holding GmbH to take effect and will become effective only upon registration in the commercial register of Heidelberg Materials Asia Holding GmbH.

In the domination and profit and loss transfer agreement, Heidelberg Materials Asia Holding GmbH places the management of its company under the control of Heidelberg Materials AG, which is entitled to issue instructions. Heidelberg Materials Asia Holding GmbH undertakes to transfer its entire profit in accordance with the provisions of section 301 German Stock Corporation Act – as amended from time to time – to Heidelberg Materials AG and, only with the consent of Heidelberg Materials AG, to allocate amounts from the annual net income to profit reserves (section 272 para. 3 German Commercial Code) to the extent that such allocation is permitted under commercial law and economically justified from the perspective of a reasonably acting prudent businessman. Heidelberg Materials AG undertakes to assume the losses of Heidelberg Materials Asia Holding GmbH pursuant to section 302 of the German Stock Corporation Act, as amended from time to time. Heidelberg Materials AG is entitled to review the company accounts and records of Heidelberg Materials Asia Holding GmbH. Heidelberg Materials Asia Holding GmbH is obliged to provide Heidelberg

Materials AG at any time with any information it may request concerning all legal, economic, business and organisational matters of Heidelberg Materials Asia Holding GmbH. The agreement applies (with the exception of the provisions on control, which take effect from the date on which this agreement takes effect) from the beginning of the financial year of Heidelberg Materials Asia Holding GmbH in which this agreement is registered in the commercial register of Heidelberg Materials Asia Holding GmbH, i.e. retroactively from 1 January 2026 if registered in the commercial register in 2026, and is concluded for an indefinite period. It can be terminated by either contracting party subject to a notice period of six months to the end of a financial year of Heidelberg Materials Asia Holding GmbH. The earliest date on which such termination may take effect is 31 December 2030. The right to terminate the agreement for good cause without adhering to a notice period remains unaffected. Good cause exists in particular if Heidelberg Materials AG loses the majority of voting rights from the participation in Heidelberg Materials Asia Holding GmbH within the meaning of section 14 para.1 sentence 1 no.1 German Corporate Income Tax Act, if Heidelberg Materials AG ceases to hold all shares of Heidelberg Materials Asia Holding GmbH, in the case of a merger or demerger of Heidelberg Materials AG or Heidelberg Materials Asia Holding GmbH or in the event of any other reason specified in regulation 14.5 para. 6 sentence 2 German Corporation Tax Regulations 2022 (or any provision subsequent to this regulation).

The Managing Board of Heidelberg Materials AG and the management of Heidelberg Materials Asia Holding GmbH have drawn up a joint report (section 293a German Stock Corporation Act) setting out and justifying, from a legal and economic perspective, the conclusion and content of the domination and profit and loss transfer agreement. The joint report, together with the following documents, which are also to be published from the day on which the Annual General Meeting is convened and during the Annual General Meeting, is available on the Company's website at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026):

- domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials Asia Holding GmbH of 24 March 2026
- adopted annual financial statements of Heidelberg Materials AG and Heidelberg Materials Asia Holding GmbH for the 2023, 2024 and 2025 financial years, the respective management reports of Heidelberg Materials AG and the Heidelberg Materials Group for the 2023, 2024 and 2025 financial years.

Since Heidelberg Materials AG is the sole shareholder of Heidelberg Materials Asia Holding GmbH, neither a review of the agreement nor the submission of an audit report pursuant to sections 293b et seq. German Stock Corporation Act were required. Compensation or settlement payments to outside shareholders pursuant to sections 304, 305 German Stock Corporation Act do not have to be granted.

The Managing Board and the Supervisory Board propose that the domination and profit and loss transfer agreement between Heidelberg Materials AG and Heidelberg Materials Asia Holding GmbH be approved.

### Further information and notes on the virtual Annual General Meeting without attendance in person of the shareholders

Based on section 118a para. 1 of the German Stock Corporation Act in conjunction with article 16 para. 5 of the Articles of Association of Heidelberg Materials AG, the Managing Board has decided that the Annual General Meeting will be held as a virtual general meeting without attendance in person of the shareholders or their proxies (with the exception of the proxies nominated by the Company).

The Annual General Meeting will be transmitted from the business premises of the Company at Berliner Straße 6, 69120 Heidelberg (location of the Annual General Meeting within the meaning of section 121 para. 3 of the German Stock Corporation Act). Please note that attendance in person of the shareholders or their proxies (with the exception of the proxies nominated by the Company) at the place of transmission of the Annual General Meeting is excluded. All members of the Managing Board and the Supervisory Board intend to attend the Annual General Meeting for its entire duration.

The entire Annual General Meeting will be transmitted with video and audio in an internet-supported and password-protected general meeting system (“**InvestorPortal**”) that can be accessed via the website at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) and operated by a service provider commissioned for this purpose. Duly registered shareholders and their proxies can join the virtual Annual General Meeting electronically via the InvestorPortal and follow the live video and audio transmission there (“**attendance**”) as well as exercise their shareholder rights.

Shareholders or their proxies may exercise their voting rights exclusively by way of absentee voting (including by means of electronic communication) or by granting

power of attorney and giving instructions to the proxies nominated by the Company. Shareholders joining the meeting electronically will be granted the right to speak and request information by way of video communication as well as the right to submit motions and election proposals by way of video communication. They will also be granted the right to object to a resolution of the Annual General Meeting by way of electronic communication. Shareholders who have duly registered for the Annual General Meeting are also granted the right to submit written statements prior to the meeting by way of electronic communication.

### 1. Requirements for attending the virtual Annual General Meeting and for exercising the shareholders’ rights, in particular voting rights

In accordance with section 123 para. 4 sentence 2 of the German Stock Corporation Act in its current version, shareholders must have duly registered for the Annual General Meeting and have provided the Company with proof of their shareholding as of the close of business, i.e. the end of the 22nd day before the Annual General Meeting, i.e. as of 21 April 2026, 2400 hrs (CEST) (so-called “**record date**”), in order to attend the Annual General Meeting and exercise the shareholders’ rights in connection with the virtual Annual General Meeting, in particular their voting rights. For this purpose, a certificate of shareholding issued in text form in German or English by the depository institution or a proof pursuant to section 67c para. 3 of the German Stock Corporation Act (in each case “**proof of entitlement**”) shall be sufficient.

The registration and the proof of entitlement must be received by the Company at the latest six days prior to the Annual General Meeting, i.e. by 6 May 2026, 2400 hrs (CEST) at the following address:

Heidelberg Materials AG  
c / o Computershare Operations Center  
80249 München, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In addition, the registration can be transmitted to the Company through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act. The Company shall be entitled to request appropriate further proof in the event of any doubt concerning the accuracy or authenticity of the proof of entitlement.

In relation to the Company, only those persons who have furnished such proof of entitlement shall be considered shareholders for the purpose of exercising shareholders' rights, including voting rights, in connection with the Annual General Meeting. The right to exercise the shareholders' rights and the extent of the voting rights shall be determined exclusively by the shareholding of the shareholder contained in the proof of entitlement as at the record date. A registration for the Annual General Meeting will not block the shares from trading; for this reason shareholders can continue to freely dispose of their shares, also starting from the record date and even after having registered for the Annual General Meeting. Also in the case of the full or partial sale of the shareholding after the record date, only the shareholding of the shareholder as at the record date shall be decisive for the exercise of the shareholder rights and the extent of the voting rights; i.e. sales of shares after the record date do not have any effect on the right to exercise the shareholder rights or on the extent of the voting rights. The same shall apply to purchases and additional purchases of shares after the record date. Persons who do not own any shares as at the record date and only become shareholders afterward, shall not be entitled to exercise shareholder rights. The record date shall not have any relevance for the entitlement to dividends.

Following receipt of the registration and proof of shareholding by the Company at the above address, registration confirmations for the virtual Annual General Meeting will be sent to the shareholders, containing the access data for the InvestorPortal, which can be accessed via the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026), as well as an integrated form for the granting of the power of attorney, instructions to proxies and absentee votes, together with further explanations. In order to ensure that the registration confirmation is received on time, we kindly ask the shareholders to send the registration and proof of their shareholding to the Company sufficiently in advance. No further action is required of shareholders who have requested, in a timely manner, the registration confirmation for attending the Annual General Meeting from their depository institution. In such cases, the depository institution will handle the registration and proof of shareholding.

## 2. Access to InvestorPortal

Shareholders who have duly registered for the Annual General Meeting, or their proxies, can join the Annual General Meeting electronically via the InvestorPortal using the access data printed on the registration confirmation and in this way

attend the Annual General Meeting and exercise shareholder rights as well as follow the live video and audio transmission of the entire Annual General Meeting via electronic communication.

The InvestorPortal can be accessed via the following website of the Company:

[www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026)

The InvestorPortal is expected to be available from 21 April 2026.

## 3. Transmission of the Annual General Meeting

There will be a video and audio transmission of the entire Annual General Meeting on the internet for duly registered shareholders or their proxies via the InvestorPortal, which will be accessible at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026). Shareholders or their proxies may access the InvestorPortal and therefore follow the Annual General Meeting by entering the access data printed on their registration confirmation.

The speech by the Chairman of the Supervisory Board as well as the Managing Board speech can also be followed live on the internet by other interested parties at [www.heidelbergmaterials.com/en/investor-relations](http://www.heidelbergmaterials.com/en/investor-relations). The livestream accessible at this website is provided by an external streaming service provider.

Shareholders or their proxies who follow the virtual Annual General Meeting as part of the public transmission will not be automatically connected electronically to the virtual Annual General Meeting. Electronic access to the virtual Annual General Meeting and the exercise of shareholder rights at the Annual General Meeting will only be possible via the InvestorPortal after entering and validating the access data printed on the registration confirmation.

## 4. Exercise of voting rights

The exercise of voting rights by shareholders or their proxies may only be done by way of absentee voting or by granting power of attorney and issuing instructions to the proxies nominated by the Company. In all cases, timely and proper registration for the Annual General Meeting, as described in section 1 above, is required.

### a) Absentee voting process

Shareholders or their proxies may cast their votes by way of absentee voting, even without attending the meeting, in writing or electronically via the InvestorPortal, which can be accessed via the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026).

The form printed on the registration confirmation or a corresponding power-of-attorney and absentee voting form, which is available on the internet at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026), is available for written votes by post or by e-mail. The votes cast by post or by e-mail, their amendment and their revocation should, if possible, use the forms designated for this purpose and must be received by the Company, at the latest, by 12 May 2026, 2400 hrs (CEST) at the following address:

Heidelberg Materials AG  
c/o Computershare Operations Center  
80249 München, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Postal votes may also be submitted to the Company through intermediaries, at the latest, by 12 May 2026, 2400 hrs (CEST), subject to the requirements of section 67c German Stock Corporation Act. This also applies to any amendment to or revocation of postal votes.

Electronic absentee voting, its amendment and its revocation are possible via the InvestorPortal, which can be accessed via the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) until the time at which the voting is closed by the chair at the Annual General Meeting on 13 May 2026.

In all cases, receipt by the Company shall be decisive.

### b) Voting by proxies

Shareholders may also appoint a proxy, such as an intermediary (e.g. a credit institution), a shareholders' association or another person of their choice, to vote on their behalf in the Annual General Meeting. Also in this case share-

holders, proxies, credit institutions or shareholders' associations must register in due time for the Annual General Meeting and provide proof of shareholding.

Proxies cannot attend the virtual Annual General Meeting in person either. They can only exercise the voting right for shareholders they represent by way of absentee voting (see section a) above) or by granting (sub-)powers of attorney and giving instructions to the proxies nominated by the Company (see section c) below). The use of the InvestorPortal by a proxy requires that the proxy receive from the grantor of the proxy the access data sent following proper registration for the Annual General Meeting and proof of shareholding, unless the access data were sent directly to the proxy.

If the proxy authorisation is not granted to an intermediary (e.g. a credit institution), a shareholders' association or another person or institution equivalent to them pursuant to the regulations of the German Stock Corporation Act, the granting of the power of attorney, its revocation and the proof of authorisation vis-à-vis the Company must be in writing in order to be valid. For granting power of attorney, shareholders may use the power-of-attorney form which is printed on the registration confirmation and which is available on the internet at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026). However, it is also possible to issue a separate power of attorney in writing. The granting of the power of attorney, its amendment, its revocation and the proof of authorisation must be submitted to the Company by post or by e-mail, at the latest, by 12 May 2026, 2400 hrs (CEST), to the following address:

Heidelberg Materials AG  
c/o Computershare Operations Center  
80249 München, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The granting of the power of attorney, its amendment, its revocation and the proof of authorisation may be submitted to the Company also through intermediaries, at the latest, by 12 May 2026, 2400 hrs (CEST), subject to the requirements of section 67c German Stock Corporation Act.

Alternatively, registered shareholders may also grant, amend or revoke their powers of attorney electronically via the InvestorPortal, which can be ac-

cessed via the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026), until the end of the Annual General Meeting on 13 May 2026. In such a case, it is not necessary to send anything to the Company in writing.

In all cases, receipt by the Company shall be decisive.

Intermediaries (e.g. credit institutions), shareholders' associations and persons equivalent to them pursuant to section 135 of the German Stock Corporation Act that offer proxy voting services to shareholders as part of their regular business activities, may set forth deviating conditions with respect to the process of their own authorisation. Shareholders are asked to agree with these persons or institutions on the form of such authorisation in advance.

### c) Voting by proxies nominated by the Company

The Company also offers its shareholders and their proxies the possibility to have their voting rights exercised at the Annual General Meeting in accordance with their instructions by proxies nominated by the Company. A power-of-attorney and instruction form to authorise a proxy nominated by the Company is printed on the registration confirmation and is available on the internet at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026). If proxies nominated by the Company are granted authorisation, instructions for exercising the voting right must be issued in each case. The proxies nominated by the Company are obliged to vote as instructed. Please note that proxies of the Company will not accept instructions to speak, to object to Annual General Meeting resolutions or to ask questions, submit motions or election proposals and that the proxies are available only for voting on proposed resolutions presented together with the invitation or later-announced proposals by the Managing Board and/or Supervisory Board pursuant to section 124 para. 3 of the German Stock Corporation Act or by shareholders pursuant to sections 124 para. 1, 122 para. 2 of the German Stock Corporation Act or which are made accessible in accordance with sections 126, 127 of the German Stock Corporation Act or on which the Managing Board and/or Supervisory Board issue statements during the Annual General Meeting.

The powers of attorney for the proxies giving explicit instructions that are sent by post or by e-mail, their amendment and their revocation must, if possible by using the forms designated for this purpose, be received by the Company, at the latest, by 12 May 2026, 2400 hrs (CEST) at the following address:

Heidelberg Materials AG  
c/o Computershare Operations Center  
80249 München, Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Subject to the requirements of section 67c German Stock Corporation Act, proxy authorisations and instructions to Company proxies may also be issued, amended or revoked vis-à-vis the Company through intermediaries at the latest, by 12 May 2026, 2400 hrs (CEST).

Granting power of attorney and giving instructions to the proxies nominated by the Company, as well as the amendment and revocation hereof, are possible electronically via the InvestorPortal, which can be accessed via the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) until the time at which the voting is closed by the chair at the virtual Annual General Meeting on 13 May 2026.

In all cases, receipt by the Company shall be decisive.

Authorised intermediaries (such as a credit institution) and – insofar as they are equivalent to them pursuant to section 135 of the German Stock Corporation Act – shareholders' associations, proxy advisors and persons, that offer proxy voting services to shareholders as part of their regular business activities, may also make use of the proxies of the Company in compliance with the given deadlines.

### Further information on voting

If several absentee votes and/or several powers of attorney and instructions to the proxies that are not revoked are received, the declaration that was last received is binding. If declarations that differ from one another are received on different transmission channels and it is not apparent which was issued last, the declarations will be taken into account in the following trans-

mission channel order: (i) InvestorPortal, (ii) through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act, (iii) e-mail, (i) in writing by post.

A revocation of absentee votes or powers of attorney and instructions to the proxies can be declared in the above-mentioned ways within the deadlines specified there. The order of priority of the transmission channels according to the previous paragraph does not apply to the declaration of revocation. Subsequent voting as such does not constitute a revocation of an earlier voting.

Absentee voting or instructions to the proxies regarding agenda item 2 (appropriation of the balance sheet profit) remain valid even if the proposal for the appropriation of retained earnings is adjusted as a result of a change in the number of shares entitled to dividends.

## **5. Rights of the shareholders pursuant to sections 122 para. 2, 126 para. 1, 127, 130a, 131 para. 1, 118a para. 1 sentence 2 no. 8 of the German Stock Corporation Act**

### **a) Amendment to the agenda pursuant to section 122 para. 2 of the German Stock Corporation Act**

In accordance with section 122 para. 2 of the German Stock Corporation Act shareholders with shares corresponding to a part of the share capital equal to €500,000 – i.e. 166,667 shares – can request that items be added to the agenda and announced. Each new item must be accompanied by a statement of reasons or a proposal. The request is to be sent in writing to the Managing Board of the Company and must reach the Company no later than 30 days before the meeting, not counting the date of receipt. The last possible date of receipt is therefore 12 April 2026, 2400 hrs (CEST). Please send any such requests to the following address: Heidelberg Materials AG, Vorstand, Berliner Strasse 6, 69120 Heidelberg, Germany. Subject to the requirements set out in section 126a of the German Civil Code, requests for an additional agenda item within the meaning of section 122 para. 2 German Stock Corporation Act may also be transmitted to the Company in electronic form, i.e. by e-mail including the name and with a qualified electronic signature, to the e-mail address [tagesordnungsergaenzung@heidelbergmaterials.com](mailto:tagesordnungsergaenzung@heidelbergmaterials.com).

Further details as to the requirements for exercise of said right and its limits may be viewed at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) under the heading “Information pursuant to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act regarding shareholders’ rights”.

### **b) Motions and election proposals of shareholders pursuant to sections 126 para. 1, 127 of the German Stock Corporation Act**

In accordance with section 126 of the German Stock Corporation Act, all motions by shareholders regarding agenda items, including the reasons in support thereof, or proposals by shareholders for the election of Supervisory Board members or auditors in accordance with section 127 of the German Stock Corporation Act, received by us at our address: Heidelberg Materials AG, Abt. GLC, Berliner Strasse 6, 69120 Heidelberg, Germany, or by e-mail to: [antrag-hv@heidelbergmaterials.com](mailto:antrag-hv@heidelbergmaterials.com), or by way of transmission through intermediaries subject to the requirements set out in section 67c German Stock Corporation Act, at least 14 days before the Annual General Meeting, whereby the day of receipt shall not be counted, i.e. by 2400 hrs (CEST) on 28 April 2026, and required to be disclosed will be published without undue delay after receipt at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026). Any responses from the management will likewise be published at the aforementioned internet address. Further details as to the requirements for exercise of the rights and their limits are to be found there under the heading “Information pursuant to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act regarding shareholders’ rights”.

Motions and election proposals by shareholders to be made available pursuant to section 126 of the German Stock Corporation Act or section 127 of the German Stock Corporation Act are deemed to have been made at the time they are made available. The Company allows the right to vote on these motions or election proposals to be exercised from this point in time. If the shareholder submitting the motion or the election proposal is not duly authorised or has not registered for the Annual General Meeting in due time and form, the motion or election proposal does not have to be dealt with at the meeting.

In addition, shareholders or their proxies who have joined the Annual General Meeting shall have the right, as part of their right to speak, to submit motions and election proposals at the meeting by way of video communication (for details, see below).

### c) Submission of statements

According to section 130a paras. 1 to 4 of the German Stock Corporation Act, shareholders who have registered for the Annual General Meeting in due time and form, or their proxies, have the right to submit statements on the agenda items in text form by e-mail to [stellungnahme@heidelbergmaterials.com](mailto:stellungnahme@heidelbergmaterials.com) no later than five days before the meeting, i.e., at the latest, by 7 May 2026, 2400 hours (CEST). Statements must be submitted in plain text form as a PDF file. Please do not exceed 10,000 characters. If the shareholder or his/her proxy submits a statement, it will be published in the InvestorPortal, including their name.

Unless, as an exception, the Company can decide not to make them available pursuant to section 130a para. 3 sentence 4 of the German Stock Corporation Act, submitted statements on the agenda items will be made available to the duly registered shareholders or their proxies on the InvestorPortal at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026) no later than four days before the Annual General Meeting, i.e., at the latest, by 8 May 2026, 2400 hrs (CEST).

Motions and election proposals, questions as well as objections to resolutions of the Annual General Meeting submitted as statements in text form will not be considered at the Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information and the filing of objections to resolutions of the Annual General Meeting are only possible via the channels described separately in this invitation.

### d) Right to speak

Shareholders who have registered in due time and form or their proxies and have joined the Annual General Meeting electronically have the right to speak at the meeting by way of video communication.

From 0930 hrs (CEST) on the day of the Annual General Meeting, a virtual request-to-speak desk will be maintained via the InvestorPortal which the shareholders or their proxies joining the Annual General Meeting electronically can use to register their request. The InvestorPortal can be accessed on the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026).

The right to speak also includes in particular the right to submit motions and election proposals in accordance with section 118a para. 1 sentence 2 no. 3 of the German Stock Corporation Act, as well as the right to request information in accordance with section 131 para. 1 of the German Stock Corporation Act. Pursuant to article 18 para. 2 sentence 3 of the Company's Articles of Association, the chair of the meeting may impose appropriate limits on the speaking time, the question time or the total speaking and question time for the whole Annual General Meeting, for individual items on the agenda and for individual speakers, at the beginning or during the course of the Annual General Meeting and, as far as it is necessary for proper running of the Annual General Meeting, bring the debate to a close.

All video communication with shareholders and their proxies is handled via the InvestorPortal. Shareholders or their proxies require either a non-mobile or mobile device (e.g. PC, notebook, laptop, tablet, smartphone) for their spoken statements to be connected. For this purpose, the devices must be connected to the internet with stable upload/download bandwidth, and a camera and microphone must be available on the devices which can be accessed from the browser. No further installation of software components or apps on the devices is required. The statements of persons who have registered to speak via the virtual request-to-speak desk will be activated in the InvestorPortal. The Company will examine the functionality of the video communication between the shareholders or proxies and the Company during the meeting and before a statement is made, reserving the right to reject it if the functionality is not ensured.

### e) Right to information

To the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda, and provided that the Managing Board is not entitled to refuse to provide such information, each shareholder shall upon request be provided with information at the Annual General Meeting by the Managing Board regarding the Company's affairs pursuant to sec-

tion 131 para. 1 of the German Stock Corporation Act. The Managing Board's duty to provide information also extends to the Company's legal and business relations with affiliated companies. The duty to provide information also pertains to the situation of the Group and the companies that are included in the consolidated financial statements.

It is intended that the chair of the meeting will stipulate that the aforementioned right to information pursuant to section 131 para. 1 of the German Stock Corporation Act may only be exercised at the Annual General Meeting by way of video communication, i.e. in the context of exercising the right to speak during the general debate (see section d) above).

Pursuant to section 131 para. 4 sentence 1 of the German Stock Corporation Act, where information has been provided to shareholders due to their capacity as such, and this was done outside of the general meeting, this information is to be provided to all other shareholders or their proxies making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The Managing Board has determined that this right to information pursuant to section 131 para. 4 sentence 1 of the German Stock Corporation Act may only be exercised at the Annual General Meeting by way of video communication, i.e. in the context of exercising the right to speak via the InvestorPortal (see section d) above). The InvestorPortal can be accessed on the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026). It is intended that the chair of the meeting will confirm this determination at the Annual General Meeting.

Pursuant to section 131 para. 5 sentence 1 of the German Stock Corporation Act, where a shareholder's request for information is refused, that shareholder may demand that this question and the grounds for refusing to provide the information be included in the minutes of the meeting. It will be ensured in the course of the virtual Annual General Meeting that shareholders or their proxies who have joined the Annual General Meeting electronically can transmit their request pursuant to section 131 para. 5 sentence 1 of the German Stock Corporation Act by way of electronic communication via the InvestorPortal in accordance with the procedure provided for this purpose in the Annual General Meeting. The InvestorPortal can be accessed on the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026).

#### **f) Possibility to object to resolutions of the Annual General Meeting**

Shareholders who have joined the meeting, or their proxies, have the right to object to the resolutions of the Annual General Meeting by way of electronic communication in accordance with section 118a para. 1 sentence 2 no. 8 of the German Stock Corporation Act.

Corresponding declarations may be submitted electronically via the InvestorPortal from the opening of the virtual Annual General Meeting to its adjournment by the chair. The InvestorPortal can be accessed on the website [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026).

#### **6. Publications on the Company's website**

The publications and explanations specified in section 124a of the German Stock Corporation Act are to be found at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026). The speech by the Chairman of the Supervisory Board, as well as that of the Managing Board, will be published as a recording at the same internet address following the Annual General Meeting.

#### **7. Notice of the aggregate number of shares and voting rights**

At the time of the invitation of the Annual General Meeting, all 176,365,065 no-par value shares of the Company issued are entitled to attend and vote. The Company does not hold any treasury shares. Each share entitled to attend shall carry one vote at the Annual General Meeting. There are no different classes of shares.

#### **8. Notes for intermediaries**

The registration for the Annual General Meeting, the voting (also by proxy), the issuance of proxy authorisations and instructions to Company proxies appointed by the Company and the authorisation of third parties can, pursuant to section 67c German Stock Corporation Act, also be transmitted to the company via intermediaries in the ISO 20022 format (e.g. via SWIFT, CMDHDEMXXX). In these cases, authorisation via the SWIFT Relationship Management Application (RMA) is required for transmission via SWIFT.

## 9. Information on data protection for shareholders of Heidelberg Materials AG

In the EU General Data Protection Regulation, transparency regarding data processing plays a key role. The security of your personal data and protection of your privacy are also our top priority. You can find information on the processing of your personal data by Heidelberg Materials AG in connection with the preparation, conduct of and follow-up to our Annual General Meeting and your rights granted by the data protection law on the internet at [www.heidelbergmaterials.com/en/annual-general-meeting-2026](https://www.heidelbergmaterials.com/en/annual-general-meeting-2026). If you use our InvestorPortal, you will receive additional data protection information for the processing of data in the InvestorPortal.

Heidelberg, March 2026

Heidelberg Materials AG

The Managing Board

**Information pursuant to the Implementing Regulation (EU) 2018 / 1212 for the notification pursuant to section 125 of the German Stock Corporation Act by Heidelberg Materials AG**

Further information on the invitation of the Annual General Meeting (blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018 / 1212): participation in the Annual General Meeting (block D), agenda (block E) and indication of deadlines for exercising other shareholder rights (block F) can be found on the following website:

[www.heidelbergmaterials.com/en/annual-general-meeting-2026](http://www.heidelbergmaterials.com/en/annual-general-meeting-2026)

A. Specification of the message	
1. Unique identifier of the event	Virtual Annual General Meeting 2026 of Heidelberg Materials AG 4babda0c4fedf011b55096c6c2a55906
2. Type of message	NEWM
B. Specification of the issuer	
1. ISIN	DE0006047004
2. Name of issuer	Heidelberg Materials AG
C. Specification of the Annual General Meeting	
1. Date of the Annual General Meeting	13 May 2026 (20260513)
2. Time of the Annual General Meeting (Beginning)	1000 hrs CEST (0800 hrs UTC)
3. Type of Annual General Meeting	GMET
4. Location of the Annual General Meeting	Link to the InvestorPortal of the virtual Annual General Meeting: <a href="http://www.heidelbergmaterials.com/en/annual-general-meeting-2026">www.heidelbergmaterials.com/en/annual-general-meeting-2026</a>  Location of the General Meeting in the sense of the German Stock Corporation Act: Berliner Straße 6, 69120 Heidelberg, Germany
5. Record Date	21. April 2026 (20260421)
6. Uniform Resource Locator (URL)	<a href="http://www.heidelbergmaterials.com/en/annual-general-meeting-2026">www.heidelbergmaterials.com/en/annual-general-meeting-2026</a>

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## Imprint

### Managing Board

Dr Dominik von Achten, Chairman  
René Aldach  
Dr Katharina Beumelburg  
Roberto Callieri  
Axel Conrads  
Hakan Gurdal  
Dennis Lentz  
Jon Morrish  
Chris Ward

### Chairman of the Supervisory Board

Dr Bernd Scheifele

### Heidelberg Materials AG

Berliner Strasse 6  
69120 Heidelberg, Germany  
[www.heidelbergmaterials.com](http://www.heidelbergmaterials.com)

The Company has its registered office in Heidelberg, Germany.

It is registered with the Commercial Register at the Local Court of Mannheim (Amtsgericht Mannheim) under HRB 330082

This is a convenience translation of the German invitation to the Annual General Meeting. Only the German version of this document is legally binding.