



**Heidelberg Materials Finance Luxembourg S.A.**  
**Société anonyme**  
5, rue des Primeurs  
L-2361 Strassen

R.C.S. Luxembourg B 40 962

**Annual accounts as at 31 December 2025**  
**and Independent auditor's report**



**Contents**

<b>Management Report of the Board of Directors</b>	2-5
<b>Independent auditor's report</b>	6-12

**Annual accounts**

Balance Sheet as at 31 December 2025	13-17
Profit and Loss Account for the year ended 31 December 2025	18-19
Cash Flow Statement for the year ended 31 December 2025	20

Notes to the Annual accounts

Note 1	General information	21
Note 2	Summary of significant accounting policies	21
Note 3	Financial assets	22
Note 4	Debtors	23
Note 5	Prepayments	23
Note 6	Capital and reserves	23
Note 7	Provisions	24
Note 8	Creditors	24
Note 9	Deferred income	24
Note 10	Other operating income	24
Note 11	Raw materials and consumables and other external expenses	25
Note 12	Staff	25
Note 13	Income from other investments and loans forming part of the fixed assets	25
Note 14	Off balance sheet commitments and transactions	25
Note 15	Related party transactions	25
Note 16	Advances and loans granted to the members of the managing and supervisory bodies	25
Note 17	Taxation	25
Note 18	Derivative Financial instruments	25
Note 19	External audit fees	26
Note 20	Subsequent events	26

## MANAGEMENT REPORT OF THE BOARD OF DIRECTORS

The Board of Directors of Heidelberg Materials Finance Luxembourg S.A. (hereinafter "the Company") submits the management report and the annual accounts of the Company for the year ended 31 December 2025.

### Principal Activities and Business Review

The principal activities of the Company consist of financing group entities within the Heidelberg Materials Group. These activities were continued in 2025.

In April 2012, the Company was incorporated as an additional issuer under the Heidelberg Materials € 10bn Euro Medium Term Note Programme ("EMTN Programme"). Notes issued under the EMTN Programme are listed on the Luxembourg Stock Exchange and are traded on the Regulated Market "Bourse de Luxembourg" of the Luxembourg Stock Exchange. In April 2025, the EMTN Programme was updated with the latest financial report of the Company.

On 21 May 2025, the Company issued a 750 million EUR Fixed Coupon Note maturing in July 2030 with a coupon of 3.00%. In order to convert the annual fixed coupon into a variable rate, the Company concluded an interest rate swap with 6 months Euribor plus a margin of 0.70225%. With the conclusion of a cross currency swap, the Company was able to provide the borrower Heidelberg Materials US, Inc. (formerly Lehigh Hanson, Inc.), a wholly owned subsidiary of the Heidelberg Materials group, with the requested USD variable long term financing at current market conditions.

The loan of 900 million CZK drawn under the facility granted to Heidelberg Materials CZ, a.s. (formerly Českomoravský cement a.s.) at the beginning of 2025 was reduced to 600 million CZK until the end of the year. The CZK loan and interest receivable positions were fully hedged against currency risks against EUR with FX swaps and FX forward contracts with Heidelberg Materials AG.

On 15 December 2025, the Company paid a cash Interim Dividend from the funds available for distribution as of 30 November 2025 to its sole shareholder, Heidelberg Materials Holding S.à r.l., in an amount of 60.7 million EUR.

Subsequently, at the end of 2025, the Company's deposit in the cash pool account with Heidelberg Materials AG totaled 29.6 million EUR.

### Results

At the year ended 31 December 2025, the Company recorded a profit of 59.1 million EUR. Revenues of

## Heidelberg Materials Finance Luxembourg S.A.

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the Company consist almost exclusively of financial income.

### Financial risks and liquidity

The Company is a wholly owned subsidiary of Heidelberg Materials AG. The structure and organisation of the Company are such that risks to the Company are limited. Proceeds of all bonds and notes issued and loans taken up are usually loaned to group companies in the same amount, currency and interest periods. Currency risks on assets denominated in currencies other than EUR are fully hedged inclusive the interest earned on these loans.

The Company's liquidity is generated by the cash flows from a fixed margin on the loans granted. The cash inflows coincide with cash outflows because the maturity dates and currencies of the loans outstanding and the bonds and notes issued, loans taken up and FX forward contracts and currency swaps entered into are correspondent to each other, as are the due dates of the interest coupons receivable and payable. The Company is therefore not exposed to a liquidity risk and no immediate financing needs exist.

The lending business of the Company is entirely dedicated to financing group companies. According to internal Heidelberg Materials Group guidelines, each company is bound for maintaining adequate liquidity to cover financial obligations in full as they fall due and all borrowers have access to the group's centralised treasury and cash pool facilities at all times, therefore, as far as a credit risk exists in respect of lending to these companies, the credit rating of the (listed) Heidelberg Materials group is the one that should be considered. The notes issued and the corresponding loans lent out by the Company are unconditionally and irrevocably guaranteed by Heidelberg Materials AG. Other loan receivables are financed by the long-term loan facility 4bn EUR due 2101 of its sole shareholder Heidelberg Materials Holding S.à r.l. or with the equity of the Company.

### Future Outlook

For the year 2026, the principal activities of the company for financing group companies within the Heidelberg Materials Group are expected to be at the same level as on December 31, 2025.

### Own shares

During the financial year, the Company did not acquire any own shares and does not hold any own shares as at reporting date.

### Branch

The Company has no branch.

# Heidelberg Materials Finance Luxembourg S.A.

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## Corporate Governance

The Company complies in all material respects with the Luxembourg Corporate Governance Code ([www.bourse.lu/corporate-governance](http://www.bourse.lu/corporate-governance)). The Company considers the 10 principles recommended by the Luxembourg Stock Exchange as guidance for its own corporate governance.

The Company's ambition for operational excellence is based on a solid foundation of commitment to lawful and ethical conduct. The Heidelberg Materials Group's Code of Business Conduct which is part of the Groups's compliance programme describes the high ethical and legal standards which are binding for all Heidelberg Materials employees (<https://www.heidelbergmaterials.com/en/governance-and-compliance>).

## Organisation and Management

The Board of the Company is composed of four Directors, two of them non-executive. The daily business is under the responsibility of the Managing Director who reports to the Board of Directors.

As at 31 December 2025, the Company has three part-time employees (working 70%, 50% and 25% time, respectively).

## Audit Committee, Internal Control, Risk Management and Financial Reporting Process

Following the entry into force of the Luxembourg Act of 23 July 2016 on the audit profession transposing European Directive 2014/56/EU and implementing European Regulation No. 537/2014, the Company created and established an audit committee (the "Audit Committee") to assist the Board in its responsibilities in the areas of financial reporting, internal controls and risk management. The Audit Committee is comprised at any time of two directors, all of whom are non-executive directors. The Company has implemented an internal control system. The effectiveness and reliability of the internal control system is continuously and periodically evaluated by the management of the Company. The Company is included in the centralized risk management system of the Group which is documented in the Heidelberg Materials Risk Management Guideline. The financial reporting process and the statutory annual accounts are audited annually by an external auditor.

## Subsequent events.

On 15 January 2026, the Company issued a green bond with a nominal value of EUR 600.000.000 at a coupon of 3,75% and due date 15 July 2036. The Company used the proceeds to grant a loan of the same amount to Heidelberg Materials UK Holding Ltd.

On 23 February 2026, Heidelberg Materials Holding S.à r.l. signed a new lease agreement for an office located at 35F avenue J.F. Kennedy, L-1855 Luxembourg, starting on 1 March 2026. The registration of the Company's new address is expected to follow between March and May 2026.

## Heidelberg Materials Finance Luxembourg S.A.

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### Declaration of the Director responsible for financial reporting

To the best of my knowledge, the annual accounts are prepared in accordance with Luxembourg legal and regulatory requirements relating to the preparation of annual accounts give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer and that the management report includes a fair review of the development and performance of the business and the position of the issuer as at and for the period ended 31 December 2025, together with a description of the principal risks and uncertainties that the issuer faces.

Heidelberg Materials Finance Luxembourg S.A.



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Benjamin Graf, Managing Director



# Audit report

To the Shareholder of  
**Heidelberg Materials Finance Luxembourg S.A.**

## Report on the audit of the annual accounts

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### Our opinion

In our opinion, the accompanying annual accounts give a true and fair view of the financial position of Heidelberg Materials Finance Luxembourg S.A. (the “Company”) as at 31 December 2025, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

Our opinion is consistent with our additional report to the Audit Committee or equivalent.

### What we have audited

The Company’s annual accounts comprise:

- the balance sheet as at 31 December 2025;
- the profit and loss account for the year then ended;
- the cash flow statement for the year then ended; and
- the notes to the annual accounts, which include a summary of significant accounting policies.

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## Basis for opinion

We conducted our audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the “Commission de Surveillance du Secteur Financier” (CSSF). Our responsibilities under the EU Regulation No 537/2014, the Law of 23 July 2016 and ISAs as adopted for Luxembourg by the CSSF are further described in the “Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the annual accounts” section of our report.

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

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants, including International Independence Standards, issued by the International Ethics Standards Board for Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts. We have fulfilled our other ethical responsibilities under those ethical requirements.

To the best of our knowledge and belief, we declare that we have not provided non-audit services that are prohibited under Article 5(1) of the EU Regulation No 537/2014.

The non-audit services that we have provided to the Company and its controlled undertakings, if applicable, for the year then ended, are disclosed in Note 19 to the annual accounts.

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## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key audit matter</b>	<b>How our audit addressed the key audit matter</b>
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<b>Recoverability of loans to affiliated undertakings and amounts owed by affiliated undertakings</b>	With respect to the recoverability of loans to affiliated undertakings and amounts owed by affiliated undertakings, our procedures included, but were not limited to, the following:
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Loans to affiliated undertakings (financial assets) and amounts owed by affiliated undertakings amount to 5,629 million EUR or 99.50% of the total assets of the Company at year-end.

As described in Note 2 to the annual accounts, the financial assets are valued at nominal value including expenses incidental thereto and value adjustments are made in case of durable depreciation in value. The debtors are valued at their nominal value, and value adjustments are made where their recovery is compromised.

Management performed a recoverability analysis to assess whether the recoverable amount of each of those loans to affiliated undertakings and amounts owed by affiliated undertakings are at least equal to their respective carrying value. Recoverable amounts are usually determined through discounted cash flow (DCF).

In addition, some counterparty's balances are secured by the comfort letter issued by Heidelberg Materials AG (the "comfort letter") - for these secured counterparty balances, Management performed no further recoverability analysis.

This matter was of particular significance to our audit as Management's assessment of the recoverable amount required estimation and judgment such as the determination of future expected cash flows, discount rates and other key factors but also due to the importance of those balances at year-end.

We obtained an understanding of and evaluated Management's process and controls related to the identification of value adjustments and to the evolution of the key assumptions in the valuation models used.

We obtained the comfort letter issued by Heidelberg Materials AG and compared the total exposure of each counterparty to amounts covered by counterparty as per the comfort letter. We considered the financial capability of Heidelberg Materials AG to reimburse those loans covered by the comfort letter by inspecting its audited consolidated financial statements at year-end and external agencies ratings.

Where the recoverability of the loan is not covered by the comfort letter :

- We obtained Management's valuation model (DCF) containing the relevant cash flows and discount rates applied;
- We tested the mathematical accuracy of the model;
- We challenged the reliability of cash flows forecasts by backtesting those forecasts to actuals;
- We evaluated the reasonableness of the key valuation inputs, including discount rates and long-term growth rates used, against independent data;
- We involved internal valuation specialists when necessary.

We considered the appropriateness of the disclosures in Notes 3 and 4 to the annual accounts.

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## Other information

The Board of Directors is responsible for the other information. The other information comprises the information stated in the management report and the Corporate Governance Statement but does not include the annual accounts and our audit report thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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## **Responsibilities of the Board of Directors and those charged with governance for the annual accounts**

The Board of Directors is responsible for the preparation and fair presentation of the annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

The Board of Directors is responsible for presenting the annual accounts in compliance with the requirements set out in the Delegated Regulation 2019/815 on European Single Electronic Format ("ESEF Regulation").

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## **Responsibilities of the “Réviseur d’entreprises agréé” for the audit of the annual accounts**

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with the EU Regulation No 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design 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;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors;
- conclude on the appropriateness of the Board of Directors’ use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our audit report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Company to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters. We describe these matters in our audit report unless law or regulation precludes public disclosure about the matter.

We assess whether the annual accounts have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

## **Report on other legal and regulatory requirements**

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the management report. The information required by Article 68ter Paragraph (1) Letters c) and d) of the Law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We have been appointed as “Réviseur d’Entreprises Agréé” by the General Meeting of the Shareholders on 18 April 2025 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is 6 years.

We have checked the compliance of the annual accounts of the Company as at 31 December 2025 with relevant statutory requirements set out in the ESEF Regulation that are applicable to annual accounts.

For the Company it relates to the requirement that annual accounts are prepared in a valid XHTML format.

In our opinion, the annual accounts of the Company as at 31 December 2025 have been prepared, in all material respects, in compliance with the requirements laid down in the ESEF Regulation.

Luxembourg, 30 March 2026

PricewaterhouseCoopers Assurance, Société coopérative

Represented by

A handwritten signature in blue ink, appearing to read 'Patrick Schon', with a stylized, cursive flourish.

Patrick Schon

**Annual Accounts Helpdesk :**

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RCSL Nr. : B40962

Matricule : 2012 2204 589

eCDF entry date :

**BALANCE SHEET**

**Financial year from** <sup>01</sup> 01/01/2025 **to** <sup>02</sup> 31/12/2025 (in <sup>03</sup> EUR )

Heidelberg Materials Finance Luxembourg S.A.

5, rue des Primeurs  
L-2361 Strassen

**ASSETS**

	Reference(s)	Current year	Previous year
<b>A. Subscribed capital unpaid</b>	1101 _____	101 _____	102 _____
I. Subscribed capital not called	1103 _____	103 _____	104 _____
II. Subscribed capital called but unpaid	1105 _____	105 _____	106 _____
<b>B. Formation expenses</b>	1107 _____	107 _____	108 _____
<b>C. Fixed assets</b>	1109 _____	109 <u>3.524.659.179,32</u>	110 <u>4.785.502.958,58</u>
I. Intangible assets	1111 _____	111 _____	112 _____
1. Costs of development	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 _____	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 _____	118 _____
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible assets under development	1123 _____	123 _____	124 _____
II. Tangible assets	1125 _____	125 _____	126 _____
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

RCSL Nr. : B40962

Matricule : 2012 2204 589

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131	131	132
4. Payments on account and tangible assets in the course of construction	1133	133	134
III. Financial assets	1135 <u>Note 3</u>	135 <u>3.524.659.179,32</u>	136 <u>4.785.502.958,58</u>
1. Shares in affiliated undertakings	1137	137	138
2. Loans to affiliated undertakings	1139	139 <u>3.524.659.179,32</u>	140 <u>4.785.502.958,58</u>
3. Participating interests	1141	141	142
4. Loans to undertakings with which the undertaking is linked by virtue of participating interests	1143	143	144
5. Investments held as fixed assets	1145	145	146
6. Other loans	1147	147	148
<b>D. Current assets</b>	1151	151 <u>2.104.400.796,78</u>	152 <u>80.213.188,28</u>
I. Stocks	1153	153	154
1. Raw materials and consumables	1155	155	156
2. Work in progress	1157	157	158
3. Finished goods and goods for resale	1159	159	160
4. Payments on account	1161	161	162
II. Debtors	1163 <u>Note 4</u>	163 <u>2.104.400.796,78</u>	164 <u>80.213.188,28</u>
1. Trade debtors	1165	165	166
a) becoming due and payable within one year	1167	167	168
b) becoming due and payable after more than one year	1169	169	170
2. Amounts owed by affiliated undertakings	1171	171 <u>2.104.377.752,88</u>	172 <u>80.196.953,64</u>
a) becoming due and payable within one year	1173	173 <u>2.104.377.752,88</u>	174 <u>80.196.953,64</u>
b) becoming due and payable after more than one year	1175	175	176
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177	177	178
a) becoming due and payable within one year	1179	179	180
b) becoming due and payable after more than one year	1181	181	182
4. Other debtors	1183	183 <u>23.043,90</u>	184 <u>16.234,64</u>
a) becoming due and payable within one year	1185	185 <u>23.043,90</u>	186 <u>16.234,64</u>
b) becoming due and payable after more than one year	1187	187	188

RCSL Nr. : B40962

Matricule : 2012 2204 589

	Reference(s)	Current year	Previous year
III. Investments	1189 _____	189 _____	190 _____
1. Shares in affiliated undertakings	1191 _____	191 _____	192 _____
2. Own shares	1209 _____	209 _____	210 _____
3. Other investments	1195 _____	195 _____	196 _____
IV. Cash at bank and in hand	1197 _____	197 _____	198 _____
<b>E. Prepayments</b>	1199 _____ <u>Note 5</u>	199 _____ <u>27.544.009,85</u>	200 _____ <u>23.521.714,66</u>
<b>TOTAL (ASSETS)</b>		201 _____ <u>5.656.603.985,95</u>	202 _____ <u>4.889.237.861,52</u>

RCSL Nr. : B40962

Matricule : 2012 2204 589

**CAPITAL, RESERVES AND LIABILITIES**

	Reference(s)	Current year	Previous year
<b>A. Capital and reserves</b>			
	1301 <u>Note 6</u>	301 <u>33.313.919,51</u>	302 <u>34.892.861,03</u>
I. Subscribed capital	1303 _____	303 <u>26.635.550,00</u>	304 <u>26.635.550,00</u>
II. Share premium account	1305 _____	305 _____	306 _____
III. Revaluation reserve	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 <u>2.688.584,76</u>	310 <u>2.688.584,76</u>
1. Legal reserve	1311 _____	311 <u>2.683.559,61</u>	312 <u>2.683.559,61</u>
2. Reserve for own shares	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves, including the fair value reserve	1429 _____	429 <u>5.025,15</u>	430 <u>5.025,15</u>
a) other available reserves	1431 _____	431 <u>5.025,15</u>	432 <u>5.025,15</u>
b) other non available reserves	1433 _____	433 _____	434 _____
V. Profit or loss brought forward	1319 _____	319 <u>5.568.726,27</u>	320 <u>7.634.581,32</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>59.121.058,48</u>	322 <u>80.834.144,95</u>
VII. Interim dividends	1323 _____	323 <u>-60.700.000,00</u>	324 <u>-82.900.000,00</u>
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
<b>B. Provisions</b>			
	1331 <u>Note 7</u>	331 <u>780.355,50</u>	332 <u>579.119,00</u>
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 <u>701.040,00</u>	336 <u>526.580,00</u>
3. Other provisions	1337 _____	337 <u>79.315,50</u>	338 <u>52.539,00</u>
<b>C. Creditors</b>			
	1435 <u>Note 8</u>	435 <u>5.595.678.329,53</u>	436 <u>4.830.790.880,15</u>
1. Debenture loans	1437 _____	437 <u>4.540.877.562,07</u>	438 <u>3.781.267.845,75</u>
a) Convertible loans	1439 _____	439 _____	440 _____
i) becoming due and payable within one year	1441 _____	441 _____	442 _____
ii) becoming due and payable after more than one year	1443 _____	443 _____	444 _____
b) Non convertible loans	1445 _____	445 <u>4.540.877.562,07</u>	446 <u>3.781.267.845,75</u>
i) becoming due and payable within one year	1447 _____	447 <u>1.040.877.562,07</u>	448 <u>31.267.845,75</u>
ii) becoming due and payable after more than one year	1449 _____	449 <u>3.500.000.000,00</u>	450 <u>3.750.000.000,00</u>
2. Amounts owed to credit institutions	1355 _____	355 _____	356 _____
a) becoming due and payable within one year	1357 _____	357 _____	358 _____
b) becoming due and payable after more than one year	1359 _____	359 _____	360 _____

RCSL Nr. : B40962

Matricule : 2012 2204 589

	Reference(s)	Current year	Previous year
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	1361 _____	361 _____	362 _____
a) becoming due and payable within one year	1363 _____	363 _____	364 _____
b) becoming due and payable after more than one year	1365 _____	365 _____	366 _____
4. Trade creditors	1367 _____	367 <u>47.516,94</u>	368 <u>14.864,25</u>
a) becoming due and payable within one year	1369 _____	369 <u>47.516,94</u>	370 <u>14.864,25</u>
b) becoming due and payable after more than one year	1371 _____	371 _____	372 _____
5. Bills of exchange payable	1373 _____	373 _____	374 _____
a) becoming due and payable within one year	1375 _____	375 _____	376 _____
b) becoming due and payable after more than one year	1377 _____	377 _____	378 _____
6. Amounts owed to affiliated undertakings	1379 _____	379 <u>1.054.748.124,87</u>	380 <u>1.049.498.127,98</u>
a) becoming due and payable within one year	1381 _____	381 <u>11.719,64</u>	382 <u>9.167,55</u>
b) becoming due and payable after more than one year	1383 _____	383 <u>1.054.736.405,23</u>	384 <u>1.049.488.960,43</u>
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385 _____	385 _____	386 _____
a) becoming due and payable within one year	1387 _____	387 _____	388 _____
b) becoming due and payable after more than one year	1389 _____	389 _____	390 _____
8. Other creditors	1451 _____	451 <u>5.125,65</u>	452 <u>10.042,17</u>
a) Tax authorities	1393 _____	393 _____	394 _____
b) Social security authorities	1395 _____	395 <u>5.125,65</u>	396 <u>10.042,17</u>
c) Other creditors	1397 _____	397 _____	398 _____
i) becoming due and payable within one year	1399 _____	399 _____	400 _____
ii) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
<b>D. Deferred income</b>	1403 _____ <u>Note 9</u>	403 <u>26.831.381,41</u>	404 <u>22.975.001,34</u>
<b>TOTAL (CAPITAL, RESERVES AND LIABILITIES)</b>		405 <u>5.656.603.985,95</u>	406 <u>4.889.237.861,52</u>

**Annual Accounts Helpdesk :**

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RCSL Nr. : B40962

Matricule : 2012 2204 589

eCDF entry date :

**PROFIT AND LOSS ACCOUNT**

**Financial year from** <sup>01</sup> 01/01/2025 **to** <sup>02</sup> 31/12/2025 (in <sup>03</sup> EUR )

Heidelberg Materials Finance Luxembourg S.A.

5, rue des Primeurs  
L-2361 Strassen

	Reference(s)	Current year	Previous year
<b>1. Net turnover</b>	1701 _____	701 <u>20.866,38</u>	702 <u>58.370,77</u>
<b>2. Variation in stocks of finished goods and in work in progress</b>	1703 _____	703 _____	704 _____
<b>3. Work performed by the undertaking for its own purposes and capitalised</b>	1705 _____	705 _____	706 _____
<b>4. Other operating income</b>	1713 _____ <u>Note 10</u>	713 <u>6.240.919,93</u>	714 <u>5.825.611,92</u>
<b>5. Raw materials and consumables and other external expenses</b>	1671 _____ <u>Note 11</u>	671 <u>-6.502.960,93</u>	672 <u>-6.090.613,42</u>
a) Raw materials and consumables	1601 _____	601 _____	602 _____
b) Other external expenses	1603 _____	603 <u>-6.502.960,93</u>	604 <u>-6.090.613,42</u>
<b>6. Staff costs</b>	1605 _____ <u>Note 12</u>	605 <u>-230.755,59</u>	606 <u>-288.962,99</u>
a) Wages and salaries	1607 _____	607 <u>-172.958,49</u>	608 <u>-193.444,68</u>
b) Social security costs	1609 _____	609 <u>-26.092,46</u>	610 <u>-33.060,99</u>
i) relating to pensions	1653 _____	653 <u>-17.394,38</u>	654 <u>-26.860,30</u>
ii) other social security costs	1655 _____	655 <u>-8.698,08</u>	656 <u>-6.200,69</u>
c) Other staff costs	1613 _____	613 <u>-31.704,64</u>	614 <u>-62.457,32</u>
<b>7. Value adjustments</b>	1657 _____	657 _____	658 _____
a) in respect of formation expenses and of tangible and intangible fixed assets	1659 _____	659 _____	660 _____
b) in respect of current assets	1661 _____	661 _____	662 _____
<b>8. Other operating expenses</b>	1621 _____	621 _____	622 _____

RCSL Nr. : B40962

Matricule : 2012 2204 589

	Reference(s)	Current year	Previous year
<b>9. Income from participating interests</b>	1715	715	716
a) derived from affiliated undertakings	1717	717	718
b) other income from participating interests	1719	719	720
<b>10. Income from other investments and loans forming part of the fixed assets</b>	1721	721	722
	Note 13	190.309.617,71	242.296.187,52
a) derived from affiliated undertakings	1723	723	724
b) other income not included under a)	1725	725	726
<b>11. Other interest receivable and similar income</b>	1727	727	728
a) derived from affiliated undertakings	1729	729	730
b) other interest and similar income	1731	731	732
		174,54	
		174,54	
<b>12. Share of profit or loss of undertakings accounted for under the equity method</b>	1663	663	664
<b>13. Value adjustments in respect of financial assets and of investments held as current assets</b>	1665	665	666
<b>14. Interest payable and similar expenses</b>	1627	627	628
	Note 8	-130.542.343,56	-160.781.658,85
a) concerning affiliated undertakings	1629	629	630
b) other interest and similar expenses	1631	631	632
		-18.468.370,86	-37.499.699,87
		-112.073.972,70	-123.281.958,98
<b>15. Tax on profit or loss</b>	1635	635	636
<b>16. Profit or loss after taxation</b>	1667	667	668
		59.295.518,48	81.018.934,95
<b>17. Other taxes not shown under items 1 to 16</b>	1637	637	638
	Note 17	-174.460,00	-184.790,00
<b>18. Profit or loss for the financial year</b>	1669	669	670
		59.121.058,48	80.834.144,95



## CASH FLOW STATEMENT

For the year ending 31 December 2025

	31 December 2025 (EUR)	31 December 2024 (EUR)
<b>Cash flows from operating activities</b>		
Net result	59.121.058	80.834.145
Add back: interests expenses	117.321.100	146.471.165
Add back: interests income	-190.309.618	-242.296.188
Add back: Guarantee fee	13.220.456	14.310.494
Non-cash adjustments to reconcile result for the financial year to net cash flows:		
<i>Prepayments</i>	-4.022.295	6.023.084
<i>Other receivable</i>	-6.809	11.190
<i>Trade creditors</i>	32.653	291
<i>Other Payables</i>	-4.917	-291
<i>Provisions</i>	201.237	-130.579
<i>Deferred income</i>	3.856.380	-5.805.382
<b>Net cash flows from operating activities</b>	<b>-590.755</b>	<b>-582.070</b>
<b>Investing activities</b>		
Loans granted to group companies	-739.902.700	-
Cash receipts from group companies	-10.682.856	1.509.931.514
Interests received (cash)	187.657.536	256.569.575
<b>Net cash flows used in investing activities</b>	<b>-562.928.020</b>	<b>1.766.501.089</b>
<b>Financing activities</b>		
Repayment Loan Notes	-	-650.000.000
Proceeds from Issue of Loan Notes	739.902.700	-
Repayment IC-Loan Financing	-	-870.000.000
Interests paid (cash)	-102.463.469	-148.708.525
Guarantee fee paid (cash)	-13.220.456	-14.310.494
Dividend paid (cash)	-60.700.000	-82.900.000
<b>Net cash flows from financing activities</b>	<b>563.518.775</b>	<b>-1.765.919.019</b>
<b>Net increase in cash and cash equivalents</b>		
Cash at bank and in hand as at 1 January	-	-
<b>Net changes in cash at bank and in hand</b>	<b>-</b>	<b>-</b>
<b>Cash at bank and in hand as at 31 December</b>	<b>-</b>	<b>-</b>

The notes in the annex form an integral part of the annual accounts.



## 1 General information

Heidelberg Materials Finance Luxembourg S.A. (hereafter the "Company") was incorporated on 24 July 1992 for an unlimited period and organised under the laws of Luxembourg as a Société anonyme (public limited liability company). On 20 March 2012, the name and the legal form of the Company have been changed from St. Yvette S.à r.l. to HeidelbergCement Finance Luxembourg S.A.

On 5 June 2023, the name of the Company has been further changed from HeidelbergCement Finance Luxembourg S.A. to its current name Heidelberg Materials Finance Luxembourg S.A.

The sole shareholder of the Company is Heidelberg Materials Holding S.à r.l..

The registered office of the Company is established in 5 rue des Primeurs, L-2361 Strassen, Luxembourg. The Company number with the Registre de Commerce is B 40 962. The financial year of the Company starts on 1 January and ends on 31 December.

The Company's objects and purposes are:

a) the acquisition of participations, in Luxembourg or abroad, in any company or enterprise in any form whatsoever, and the management of those participations as well as the supervision of the businesses of the participations. The Company may in particular acquire, by subscription, purchase and exchange or in any other manner, any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and, more generally, any securities and financial instruments issued by any public or private entity. It may participate in the creation, development, management and control of any company or enterprise. Further, it may invest in the acquisition and management of a portfolio of patents or other intellectual property rights of any nature or origin.

b) to borrow in any form whatsoever. It may issue notes, bonds and any kind of debt and equity securities. It may raise and lend funds, including, without limitation, the proceeds of any borrowings, to its subsidiaries, affiliated companies and any other companies and finance businesses and companies. It may also give guarantees and pledge, transfer, encumber or otherwise create and grant security over some or all of its assets to guarantee its own obligations, the obligations of any affiliated group companies or those of any other company in which it has a direct or indirect interest. The Company may enter into agreements in connection with the aforementioned activities.

c) to use any techniques, legal means and instruments to manage its investments efficiently and protect itself against credit risks, currency exchange exposure, interest rate risks and other risks.

d) to carry out any commercial, financial or industrial operation and any transaction with respect to real estate or movable property, which directly or indirectly, favours or relates to its corporate object at the exclusion of any banking activity and any other regulated financial activity.

For the avoidance of doubt, the Company may not carry out any regulated financial sector activities without having obtained the requisite authorisation.

The Company is included in the consolidated accounts of Heidelberg Materials AG, forming the largest and smallest group of undertakings. The registered office of that company is located at Berliner Strasse 6, 69120 Heidelberg, Germany. The consolidated accounts are published in the Group's website (<https://www.heidelbergmaterials.com/en/reports-and-presentations>) and in German Federal Gazette (Bundesanzeiger, <https://www.bundesanzeiger.de/ebanzwww/wexsservlet>).

## 2 Summary of significant accounting policies

### Basis of preparation

The annual accounts of the Company are prepared in accordance with Luxembourg legal and regulatory requirements under the historical cost convention.

Accounting policies and valuation rules are, besides the ones laid down by the law of 19 December 2002, determined and applied by the Board of Directors.

The preparation of annual accounts requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise their judgment in the process of applying the accounting policies. Changes in assumptions may have a significant impact on the annual accounts in the period in which the assumptions changed. Management believes that the underlying assumptions are appropriate and that the annual accounts therefore present the financial position and results fairly.

The Company makes estimates and assumptions that affect the reported amounts of assets and liabilities in the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Within the scope of the law of 11 January 2008 on transparency requirements for issuers (the "Transparency Law"), and as part of the controls thereof applied by the Commission de Surveillance du Secteur Financier as supervisor authority, these annual accounts include a cash flow statement, that is prepared based on the following principles:

The statement of cash flow shows how cash and cash equivalents have changed in the course of the year as a result of inflows and outflows of funds.

The Company presents its cash flows using the indirect method. The indirect method adjusts accrual basis net profit or loss for the effects of non-cash transactions. Differentiation is made between cash flows from operating activities, from investing activities and from financing activities. Cash flow from operating activities is the cash and cash equivalents raised as a result of the main revenue-producing activities of the Company that are not investing or financing activities, so operating cash flows include cash received from customers and cash paid to suppliers and employees. It is determined on the basis of net profit. As part of the indirect determination of cash flow, the changes in balance sheet items due to operating activities were applied where necessary. Cash flow from investing activities is the cash and cash equivalents raised as a result of acquisition and disposal of long-term assets and other investments that are not considered to be cash equivalents. Cash flow from financing activities is the cash and cash equivalents raised as a result of activities that alter the equity capital and borrowing structure of the Company.

Interest and dividends received and paid are classified as financing cash flows consistently from period to period.

Cash and cash equivalents with a term to maturity of not more than three months are recorded under cash and cash equivalents. Cash equivalents are short-term financial assets which can be converted into cash at any time and which are only subject to minor value fluctuation risks.

**The main valuation rules applied by the Company are:**

### Financial assets

Loans to affiliated undertakings are valued at nominal value including the expenses incidental thereto.

In case of a durable depreciation in market value according to the opinion of the Board of Directors, value adjustments are made in respect of fixed assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

### Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

### Cash at bank and in hand

Cash and deposits are valued at their nominal value.

### Prepayments

This asset item includes upfront costs and discounts incurred during the issuance of the bonds which are capitalized and amortized over the lifetime of each corresponding bond.

### Provisions

Provisions are intended to cover losses or debts of which the nature is clearly defined and which, at the date of the balance sheet, are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

Provisions may also be created in order to cover charges which have their origin in the financial year under review or in a previous financial year, the nature of which is clearly defined and which at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.



For the year beginning 1 January 2025 and ending 31 December 2025  
(expressed in Euro)

## 2 Summary of significant accounting policies (continued)

### Debts

Debts are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received, the difference is shown as an asset and is written off over the period of the debt based on a linear method.

### Deferred income

This liability item includes income received during the financial year but relating to a subsequent financial year.

### Value adjustments

Value adjustments are deducted directly from the related assets.

### Derivative financial instruments

The Company may enter into derivative financial instruments such as options, swaps, futures or foreign exchange contracts. These derivative financial instruments are initially recorded at cost.

### Historical cost model:

At each balance sheet date, unrealized losses are recognized in the profit and loss account whereas gains are accounted for when realized.

In the case of hedging of an asset or a liability that is not recorded at fair value, unrealized gains or losses are deferred until the recognition of the realized gains or losses on the hedged item.

Commitments relating to options/swaps/futures/foreign exchange contracts transactions are disclosed in the notes (note 16).

### Foreign currency translation

The Company maintains its accounts in Euro ("EUR"). Transactions expressed in currencies other than EUR (or other currency) are translated into EUR at the exchange rate effective at the time of the transaction.

Formation expenses and fixed assets expressed in currencies other than EUR are translated into EUR at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historical exchange rates.

Cash at bank is translated at the exchange rate effective at the balance sheet date. Exchange losses and gains are recorded in the profit and loss account of the year.

Other assets and liabilities are translated separately respectively at the lower or at the higher of the value converted at the historical exchange rate or the value determined on the basis of the exchange rates effective at the balance sheet date. The unrealised exchange losses are recorded in the profit and loss account. The realised exchange gains are recorded in the profit and loss account at the moment of their realisation. Consequently, only realised exchange gains and losses and unrealised exchange losses are reflected in the profit and loss account.

Where there is an economic link between an asset and a liability (back-to-back loans), these are valued in total according to the method described above and only the net unrealised losses are recorded in the profit and loss account whereas the net unrealised gains are not recognised. This is applicable when the Company is hedging assets and liabilities in the same foreign currency and when those assets and liabilities have the same characteristics (amount, maturity).

## 3 Financial assets

Financial assets held at cost less impairment - movements gross book value	Gross book value 1 Jan 2025	Additions	Reimbursements	Transfers	Gross book value 31 Dec 2025
Loans to affiliated undertakings	4.785.502.958,58	750.000.000,00	(10.843.779,26)	(2.000.000.000,00)	3.524.659.179,32
<b>Total</b>	<b>4.785.502.958,58</b>	<b>750.000.000,00</b>	<b>(10.843.779,26)</b>	<b>(2.000.000.000,00)</b>	<b>3.524.659.179,32</b>

The additions amounting to EUR 750.000.000 represent a new loan granted to Heidelberg Materials US, Inc. The reimbursements amounting to EUR 10.843.779,26 represent a partial repayment of the credit facility agreement granted to Heidelberg Materials CZ, a.s. The transfers amounting to EUR 2.000.000.000 represent the reclassification to short term of three loans (please refer to schedule below).

Financial assets held at cost less impairment - movements gross book value	Gross book value 1 Jan 2024	Additions	Reimbursements	Transfers	Gross book value 31 Dec 2024
Loans to affiliated undertakings	4.794.921.795,24	-	(9.418.836,66)	-	4.785.502.958,58
<b>Total</b>	<b>4.794.921.795,24</b>	<b>-</b>	<b>(9.418.836,66)</b>	<b>-</b>	<b>4.785.502.958,58</b>

Loans to affiliated undertakings						2025	2024
Counterparty	Currency	Nominal Amount *	Interest rate	Maturity date	Amount (EUR)	Amount (EUR)	
Heidelberg Materials CZ, a.s. **	CZK	600.000.000,00	3M Pribor + 2.5%	10 July 2028	24.659.179,32	35.502.958,58	
Heidelberg Materials AG	EUR	250.000.000,00	1,848%	24 April 2028	250.000.000,00	250.000.000,00	
Heidelberg Materials AG	EUR	100.000.000,00	4,966%	21 November 2033	100.000.000,00	100.000.000,00	
Heidelberg Materials UK Holdings Ltd.****/****	EUR	500.000.000,00	2,082%	7 April 2026	-	500.000.000,00	
Heidelberg Materials UK Holdings Ltd. ****	EUR	500.000.000,00	1,957%	14 June 2027	500.000.000,00	500.000.000,00	
Heidelberg Materials UK Holdings Ltd. ****	EUR	500.000.000,00	2,248%	24 April 2028	500.000.000,00	500.000.000,00	
Heidelberg Materials UK Holdings Ltd. ****	EUR	650.000.000,00	5,166%	21 November 2033	650.000.000,00	650.000.000,00	
Heidelberg Materials France S.A.S ***	EUR	1.000.000.000,00	12M Euribor + 3.0%	1 July 2026	-	1.000.000.000,00	
Heidelberg Materials Holding S.à r.l. ****/****	EUR	500.000.000,00	2,082%	7 April 2026	-	500.000.000,00	
Heidelberg Materials US, Inc. ****	USD	852.750.000,00	SOFR + 2.40146%	1 December 2027	750.000.000,00	750.000.000,00	
Heidelberg Materials US, Inc. ****	USD	843.787.500,00	SOFR + 1.24343%	10 July 2030	750.000.000,00	-	
<b>Total</b>					<b>3.524.659.179,32</b>	<b>4.785.502.958,58</b>	

\* In local currency

\*\* The credit facility agreement granted to Heidelberg Materials CZ, a.s. on 8 July 2014 with initial maturity date 8 July 2022 was extended for an additional 6 years until 10 July 2028.

\*\*\* Reclassed to short term.

\*\*\*\* Recoverability of several loans is partially covered by a comfort letter issued by the ultimate parent Company (Heidelberg Materials AG), which was last updated on 8 January 2026. Please see the table above for the loans covered by the comfort letter.

For the valuation of investments held as of 31 December 2025, the management believes that the fair value of each investment exceeds its book value and therefore, no impairment has been recorded.



For the year beginning 1 January 2025 and ending 31 December 2025  
(expressed in Euro)

#### 4 Debtors

Debtors by category	becoming due and payable within one year		2025	2024
Amounts owed by affiliated undertakings	2.104.377.752,88	2.104.377.752,88	80.196.953,64	
Other debtors	23.043,90	23.043,90	16.234,64	
<b>Total</b>	<b>2.104.400.796,78</b>	<b>2.104.400.796,78</b>	<b>80.213.188,28</b>	

#### Amounts owed by affiliated undertakings becoming due and payable within one year

Counterparty	Local currency	Nominal Amount *	Interest rate	Maturity date	Currency	Amount as at 31 Dec 2025
Heidelberg Materials UK Holdings Ltd.	EUR	500.000.000,00	2,082%	7 April 2026	EUR	500.000.000,00
Heidelberg Materials Holding S.à r.l.	EUR	500.000.000,00	2,082%	7 April 2026	EUR	500.000.000,00
Heidelberg Materials France S.A.S	EUR	1.000.000.000,00	12M Euribor +3%	1 July 2026	EUR	1.000.000.000,00
Heidelberg Materials AG (cash pool account)	EUR	29.640.944,00	Overnight market rate	N/A	EUR	29.640.944,00
<b>Subtotal</b>						<b>2.029.640.944,00</b>
Interest accruals affiliated undertakings						74.736.808,88
<b>Total</b>						<b>2.104.377.752,88</b>

Counterparty	Local currency	Nominal Amount *	Interest rate	Maturity date	Currency	Amount as at 31 Dec 2024
Heidelberg Materials AG (cash pool account)	EUR	8.111.756,42	Overnight market rate	N/A	EUR	8.111.756,42
<b>Subtotal</b>						<b>8.111.756,42</b>
Interest accruals affiliated undertakings						72.085.197,22
<b>Total</b>						<b>80.196.953,64</b>

\* In local currency

Other debtors becoming due and payable within one year and amounting EUR 23.043,90 (2024: 16.234,64) is composed of the net amount of VAT recoverable of EUR 28.497,68 less VAT payable of EUR 5.453,78.

Recoverability of several intercompany receivable amounts is partially covered by a comfort letter issued by the ultimate parent Company (Heidelberg Materials AG).

For the valuation of each intercompany receivable held as of 31 December 2025, the management believes that the fair value of each intercompany receivable exceeds its book value and therefore, no impairment has been recorded.

#### 5 Prepayments

Prepayments	2025	2024
Deferred expenses	26.831.545,35	22.975.165,16
Tax advances	712.464,50	546.549,50
<b>Total</b>	<b>27.544.009,85</b>	<b>23.521.714,66</b>

Deferred expenses represent upfront costs and discounts on bonds issued by the Company that are amortized until the bonds are becoming due for repayment.

#### 6 Capital and reserves

Movements in capital and reserves	Balance as at beginning 2025	Allocation of previous year result	Other movements	Net result for the current year	Balance as at the end of 2025
Subscribed capital	26.635.550,00	-	-	-	26.635.550,00
Reserves	2.688.584,76	-	-	-	2.688.584,76
Profit or loss brought forward	7.634.581,32	(2.065.855,05)	-	-	5.568.726,27
Profit or loss for the financial year	80.834.144,95	(80.834.144,95)	-	59.121.058,48	59.121.058,48
Interim dividends	(82.900.000,00)	82.900.000,00	(60.700.000,00)	-	(60.700.000,00)
<b>Total</b>	<b>34.892.861,03</b>	<b>-</b>	<b>(60.700.000,00)</b>	<b>59.121.058,48</b>	<b>33.313.919,51</b>

Reserves	2025	2024
Legal reserve	2.683.559,61	2.683.559,61
Other reserves, including the fair value reserve		
Other available reserves	5.025,15	5.025,15
of which reserve for net wealth tax	5.025,15	5.025,15
<b>Total</b>	<b>2.688.584,76</b>	<b>2.688.584,76</b>

#### Subscribed capital

The subscribed capital of the Company amounts to EUR 26.635.550,00 and is divided into 2.663.555 shares with a nominal value of EUR 10,00 each, issued and fully paid up as at 31 December 2025.

#### Legal reserve

Luxembourg companies are required to allocate to a legal reserve a minimum of 5% of the annual net income, until this reserve equals 10% of the subscribed share capital. This reserve may not be distributed.



## 6 Capital and reserves (continued)

### Other reserves

As from the financial year 2003, the Company reduced the net wealth tax liability in accordance with paragraph 8a of the Net wealth tax law. In order to comply with the law, the Company decided to allocate to the non-distributable Reserve for net wealth tax (under "Other reserves") an amount that corresponds to five times the amount of reduction of the net wealth tax charge. This reserve is non-distributable for a period of five years following the one during which the net wealth tax was reduced.

### Interim dividends

The Company declared and paid an interim dividend on 12 December 2025 amounting to EUR 60.700.000,00 on the basis of interim accounts as at 30 November 2025.

## 7 Provisions

Provisions	2025	2024
Provisions for taxation	701.040,00	526.580,00
Other provisions (for tax advisory and compliance fees, audit fees)	79.315,50	52.539,00
<b>Total</b>	<b>780.355,50</b>	<b>579.119,00</b>

## 8 Creditors

Creditors by category	becoming due and payable within one year	becoming due and payable between one and five years	becoming due and payable after more than five years	2025	2024
Non-convertible loans	1.040.877.562,07	2.750.000.000,00	750.000.000,00	4.540.877.562,07	3.781.267.845,75
Trade creditors	47.516,94	-	-	47.516,94	14.864,25
Amounts owed to affiliated undertakings	11.719,64	-	1.054.736.405,23	1.054.748.124,87	1.049.498.127,98
Other creditors	5.125,65	-	-	5.125,65	10.042,17
<b>Total</b>	<b>1.040.941.924,30</b>	<b>2.750.000.000,00</b>	<b>1.804.736.405,23</b>	<b>5.595.678.329,53</b>	<b>4.830.790.880,15</b>

### Non-convertible loans

becoming due and payable within one year

Description	Original currency	Nominal Amount	Interest rate	Maturity date	2025	2024
					Amount (EUR)	Amount (EUR)
Bond	EUR	1.000.000.000,00	1,625%	7 April 2026	1.000.000.000,00	Long term
Accrued interest on bond	EUR	1.000.000.000,00	1,625%	-	11.931.506,85	11.931.506,85
Accrued interest on bond	EUR	500.000.000,00	1,500%	-	4.109.589,04	4.083.333,33
Accrued interest on bond	EUR	750.000.000,00	1,750%	-	9.025.684,93	8.968.750,00
Accrued interest on bond	EUR	750.000.000,00	6M Euribor + 1.5595%	-	1.985.312,50	2.277.406,25
Accrued interest on bond	EUR	750.000.000,00	6M Euribor + 0.98295%	-	9.864.531,25	-
Accrued interest on bond	EUR	750.000.000,00	4,875%	-	3.960.937,50	4.006.849,32
<b>Total</b>					<b>1.040.877.562,07</b>	<b>31.267.845,75</b>

becoming due and payable after more than one year

Description	Original currency	Nominal Amount	Interest rate	Maturity date	2025	2024
					Amount (EUR)	Amount (EUR)
Bond *	EUR	1.000.000.000,00	1,625%	7 April 2026	-	1.000.000.000,00
Bond	EUR	500.000.000,00	1,500%	14 June 2027	500.000.000,00	500.000.000,00
Bond	EUR	750.000.000,00	1,750%	24 April 2028	750.000.000,00	750.000.000,00
Bond	EUR	750.000.000,00	6M Euribor + 1.5595%	1 December 2027	750.000.000,00	750.000.000,00
Bond	EUR	750.000.000,00	6M Euribor + 0.98295%	10 July 2030	750.000.000,00	-
Bond	EUR	750.000.000,00	4,875%	21 November 2033	750.000.000,00	750.000.000,00
<b>Total</b>					<b>3.500.000.000,00</b>	<b>3.750.000.000,00</b>

\* Reclassed to short term.

### Amounts owed to affiliated undertakings

becoming due and payable within one year

	Opening Balance			Closing Balance		
	1 Jan 2025	Additions	Repayments	1 Jan 2025	Additions	Repayments
Heidelberg Materials AG	9.167,55	2.552,09	-	9.167,55	2.552,09	-
<b>Total</b>	<b>9.167,55</b>	<b>2.552,09</b>	<b>-</b>	<b>9.167,55</b>	<b>2.552,09</b>	<b>-</b>

becoming due and payable after more than one year

	Opening Balance			Closing Balance		
	1 Jan 2025	Additions	Repayments	1 Jan 2025	Additions	Repayments
Heidelberg Materials Holding S.à r.l. - long term loan 0,5% due 30 June 2101	1.049.488.960,43	5.247.444,80	-	1.049.488.960,43	5.247.444,80	-
<b>Total</b>	<b>1.049.488.960,43</b>	<b>5.247.444,80</b>	<b>-</b>	<b>1.049.488.960,43</b>	<b>5.247.444,80</b>	<b>-</b>

### Other creditors

becoming due and payable within one year

Description	Currency	Total amount as at	Total amount as at
		31 Dec 2025	31 Dec 2024
Social security	EUR	5.125,65	10.042,17
<b>Total</b>		<b>5.125,65</b>	<b>10.042,17</b>

## 9 Deferred income

	2025	2024
Deferred income	26.831.381,41	22.975.001,34
<b>Total</b>	<b>26.831.381,41</b>	<b>22.975.001,34</b>

Deferred income represents upfront costs and premiums on loans granted by the Company as well as loans transferred that are amortized until the loans are becoming due for repayment.

## 10 Other operating income

Other operating income represents amortization income during the year for the upfront costs and premiums on loans. The amounts not amortized as at 31 December 2025 are presented in Note 9 above.



**11 Raw materials and consumables and other external expenses**

Other external expenses	2025	2024
Amortization upfront costs and discount on bonds*	6.240.919,81	5.825.448,90
Office supplies	5.677,08	4.586,48
Rent for real property buildings	37.534,64	36.894,96
Bank account charges	3.594,68	3.664,07
Fees related to bonds and EMIR	42.630,00	48.030,00
Auditing costs (note 19)	103.064,50	89.636,38
Legal fees	14.000,00	14.000,00
Accounting & administration fees	2.163,92	1.178,55
Tax consulting and compliance fees	8.980,85	29.723,15
Travel costs	13.510,38	5.323,72
Telephone and other telecommunication costs	2.242,52	1.951,85
Contributions to professional organisations	350,00	350,00
Other miscellaneous operating charges	12.057,91	2.400,33
Non deductible VAT	16.234,64	27.425,03
<b>Total</b>	<b>6.502.960,93</b>	<b>6.090.613,42</b>

\*This item represents amortization expenses during the year for the upfront costs and discounts on bonds. The amounts not amortized as of 31 December 2025 are presented in Note 5 above.

**12 Staff**

As at 31 December 2025, the Company has three part-time employees, working 70%, 50% and 25% time, respectively (2024: two part time employees, working 70% and 25% time, and one full time employee).

**13 Income from other investments and loans forming part of the fixed assets**

Income from other investments and loans forming part of the fixed assets represent interest income on the loans granted to Group companies as described in notes 3 and 4 above.

In 2025 the Company netted interest income and interest expense for total amounts of USD 86.928.951,84 and CZK 49.929.541,67 between the loans receivables respectively from Heidelberg Materials US, Inc. and Heidelberg Materials CZ, a.s., and the payable obligations to Heidelberg Materials AG under the derivative instruments to hedge the FX exposure.

**14 Off balance sheet commitments and transactions**

The Company has the following off-balance sheet commitments as of 31 December 2025:

The Company subleases office space from Heidelberg Materials Holding S.à r.l., which is the original lessee of the occupied office premises. According to the lease agreement, Heidelberg Materials Holding S.à r.l. has provided a bank guarantee in favour of the lessor for a value equal to 3 months of rent.

The lease agreement was entered into for a term of nine years, with expiry term on 31 May 2029, however the lessor made use of a break clause and terminated the lease as of 31 May 2026 according to the terms of the contract.

The Company entered into derivative financial instruments with Heidelberg Materials AG in order to hedge interest rate and foreign currency risks. Please see note 18.

The Company pays guarantee fees to Heidelberg Materials AG to act as guarantor of the bonds issued by the Company. The annual guarantee fees are calculated at 0.4% of the nominal amount of the corresponding bond, except for the bonds issued on 21 November 2023 and 21 May 2025 for which the guarantee fees are calculated at 0.2%.

**15 Related party transactions**

There were no direct nor indirect transactions with main shareholders and members of its administrative, management and supervisory bodies that would be material and not concluded under normal market conditions.

**16 Advances and loans granted to the members of the managing and supervisory bodies**

There were no advances, loans or commitments given on their behalf by way of guarantee of any kind granted to the members of the management and supervisory bodies during the financial year (2024: nil).

**17 Taxation**

The other taxes not shown under items 1 to 16 of the Profit and Loss Account refer to a net wealth tax expense for the current year of EUR 174.460,00.

The Company is part of a tax unity group formed at the level of its sole shareholder, Heidelberg Materials Holding S.à r.l., which is the head of the tax unity group.

The Company belongs to a Group that is within the scope of the EU/OECD Pillar Two model rules. Pillar Two legislation was enacted in Luxembourg, which has come into effect for fiscal years starting on or after 31 December 2023.

Under the legislation, the Company is liable to pay a top-up tax for the difference between its Pillar Two effective tax rate per jurisdiction and the 15% minimum tax rate.

The Company performed an impact assessment of the OECD transitional safe harbour rules and the full Pillar Two rules. The Company concluded that it should not be subject to top-up tax for the current year.

**18 Derivative Financial Instruments**

As at 31 December 2025, derivative financial instruments are exclusively held for hedging purposes.

Interest rate and foreign currency risks are hedged through the use of derivative financial instruments. As far as the legal requirements are met, these are shown as a valuation unit.

**1. Interest rate swaps**

The Company uses interest rate swaps to hedge against interest rate risks.

As of the balance sheet date, the following interest rate swaps exist:

Type	Nominal value	terms from...	terms to...	Interest rate paid	Interest rate received	MTM
IRS	750.000.000 €	01/07/2019	01/12/2027	6M Euribor + 1.5595%	1,125%	-32.323.072 €
IRS	750.000.000 €	21/05/2025	10/07/2030	6M Euribor + 0.70225%	3,000%	-4.098.502 €

**2. Foreign currency hedges**

The Company uses cross currency swaps/forwards/swaps to hedge against foreign currency risks.

As of the balance sheet date, the following currency swaps/forwards/swaps exist:

Type	Nominal value	currency	terms from...	terms to...	MTM
CCS	-852.750.000 USD	750.000.000 €	01/07/2019	01/12/2027	15.264.070 €
CCS	-843.787.500 USD	750.000.000 €	21/05/2025	10/07/2030	42.591.660 €
FX-SWAP	-600.000.000 CZK	24.659.179 €	10/10/2025	09/01/2026	-219.579 €
FX-FWD	-9.145.500 CZK	374.709 €	10/10/2025	09/01/2026	-3.347 €

Fair values have been obtained based on net present values and the corresponding Bloomberg™ / Treasury system COPS Corima™ functions.



**19 External audit fees**

As of 31 December 2025 and 31 December 2024 audit fees are related to the following services:

<b>Auditing costs</b>	<b>2025</b>	<b>2024</b>
Audit fees *	79.315,50	77.507,88
Audit related fees **	23.749,00	12.128,50
<b>Total</b>	<b>103.064,50</b>	<b>89.636,38</b>

\* Audit fees are related to audit of the Statutory Annual Accounts and the Group reporting.

\*\* Audit related fees are related to interim dividend distribution and EMTN comfort letter issuance.

**20 Subsequent events**

On 15 January 2026, the Company issued a green bond with a nominal value of EUR 600.000.000 at a coupon of 3,75% and due date 15 July 2036. The Company used the proceeds to grant a loan of the same amount to Heidelberg Materials UK Holding Ltd.

On 23 February 2026, Heidelberg Materials Holding S.à r.l. signed a new lease agreement for an office located at 35F avenue J.F. Kennedy, L-1855 Luxembourg, starting on 1 March 2026. The registration of the Company's new address is expected to follow between March and May 2026.