

## Englisch

EQS Post-admission Duties announcement: Heidelberg Materials AG / Share buyback programme  
Heidelberg Materials AG: Release of a capital market information

20.05.2026 / 11:26 CET/CEST

Dissemination of a Post-admission Duties announcement transmitted by [EQS News](#) - a service of [EQS Group](#).  
The issuer is solely responsible for the content of this announcement.

### **Disclosure pursuant to Article 5(1)(a) of Regulation (EU) No 596/2014 and Article 2(1) of Delegated Regulation (EU) 2016/1052 / Share buyback programme**

Heidelberg Materials AG  
Berliner Strasse 6, 69120 Heidelberg

The share buyback programme announced by Heidelberg Materials AG in an ad hoc notification on 21 February 2024 will be carried out in a third tranche starting 21 May 2026. In the period from 21 May 2026 until 15 December 2026 at the latest, shares in Heidelberg Materials AG (ISIN DE0006047004) up to a total price (without incidental acquisition costs) of 448 million euros shall be acquired via the stock exchange. Based on the current share-price level (168.35 euros, XETRA closing price of 19 May 2026), this would be up to 2,661,122 shares and around 1.51% of the share capital. The announced share buyback programme shall comprise a total volume of up to 1,2 billion euros (excluding incidental purchase costs) and be carried out in three tranches by means of an acquisition via the stock exchange, with completion by end of 2026 at the latest.

The Managing Board thereby will be making use of the authorisation to acquire treasury shares newly granted by the Annual General Meeting on 15 May 2025. This replaces the authorisation to acquire treasury shares granted by the Annual General Meeting on 11 May 2023, insofar as it has not already been utilized. According to it, Heidelberg Materials AG is authorised to acquire treasury shares until the end of 14 May 2030 up to a total of 10% of the share capital existing at the time of the adoption of the resolution by the Annual General Meeting or – if such amount is lower – of the share capital at the time this authorisation is exercised; this corresponds to 17,636,506 shares. The company does not currently hold any treasury shares. The shares acquired as part of the first and second tranche of the share buyback programme have since been fully cancelled. The company can therefore currently acquire up to 17,636,506 treasury shares, taking into account the restrictions of section 71 (2) sentence 1 AktG.

The authorisation of 15 May 2025 can be exercised by the company once or several times, in whole or in partial amounts for any permissible purpose. The equivalent value paid by Heidelberg Materials AG per share (without ancillary acquisition costs) may not exceed or fall below the price in the XETRA trading system on the Frankfurt/Main Stock Exchange (or a functionally comparable successor system), as determined on the trading day by the opening auction, by more than 10%.

The buyback is generally based on the requirements in Articles 5, 14 and 15 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 in conjunction with the provisions of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buyback programmes and stabilisation measures (hereinafter: EU Reg. 2016/1052), with the exception of Article 2(1a) of EU Reg. 2016/1052.

The share buyback will be carried out for this tranche by involving an independent credit institution acting as riskless principal (“*Kommissionär*“) for Heidelberg Materials AG. The credit institution must carry out the acquisition of shares in Heidelberg Materials AG in accordance with the regulations specified above and must comply with the provisions of the authorisation of 15 May 2025.

The credit institution shall make its decisions concerning the timing of the acquisition of the shares in Heidelberg Materials AG in accordance with Article 4(2b) of EU Reg. 2016/1052 independently of and without being influenced by Heidelberg Materials AG. Heidelberg Materials AG will therefore not influence the decisions of the credit institution. To the extent legally permissible, the Managing Board of Heidelberg Materials AG may – taking into account the insider trading law provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 – at any time suspend the share buyback programme and, if applicable, resume it or terminate it prematurely.

The credit institution instructed by Heidelberg Materials AG in the context of the share buyback programme is obliged, in particular, to comply with the trading conditions of Article 3 of EU Reg. 2016/1052. The acquired shares may be used for all purposes approved by the Annual General Meeting on 15 May 2025, also, in particular, as non-cash consideration within the scope of company mergers or to acquire undertakings, parts of undertakings and/or participations in undertakings.

Information on the transactions relating to the share buyback programme shall be adequately disclosed no later than by the end of the seventh daily market session following the date of execution of such transactions in a detailed form and in an aggregated form. In addition, Heidelberg Materials AG shall publish the disclosed transactions on its website (<https://www.heidelbergmaterials.com/en>) under the category “Investor Relations/Shares and bonds/Share buyback” and ensure that, starting from the day of the disclosure, the information will be publicly available for at least five years.

Heidelberg, 20 May 2026

The Managing Board

20.05.2026 CET/CEST The EQS Distribution Services include Regulatory Announcements, Financial/Corporate News and Press Releases.

Language: English  
Company: Heidelberg Materials AG  
Berliner Straße 6  
69120 Heidelberg  
Germany  
Internet: [www.heidelbergmaterials.com](http://www.heidelbergmaterials.com)

End of News

EQS News Service

2330584 20.05.2026 CET/CEST