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

Taking into account the recommendations set forth in section C.1 of the German Corporate Governance Code (“Code”) and section 289f para. 2 no. 6 of the German Commercial Code (diversity concept), the Supervisory Board determined specific objectives regarding its composition and a profile of skills for the Supervisory Board as a whole and amended these on 14 September 2026. In doing so, the Supervisory Board aims to make a wide range of expertise available to the Group and to have the broadest possible pool of candidates at its disposal for the election of future Supervisory Board members.

Profile of skills

The profile of skills shall ensure that each of the skills, areas of knowledge and professional qualifications listed below is held by at least one member of the Supervisory Board, so that the Supervisory Board as a whole covers all of the necessary skills required for the oversight of the company's business activities:

		Requirements
Industry and company-specific expertise	Building materials sector & related value chains	• Knowledge of the building materials sector or related industries
	Business model, technologies & products	• Understanding of Heidelberg Materials’ business model and products • Understanding of the strategic importance of technological developments and their contribution to the advancement of Heidelberg Materials’ products, processes, and business model • Knowledge and experience in product development and market positioning
Professional expertise	International management	• Experience in corporate leadership in an international environment (key markets)
	Human resources	• Experience in the composition and succession planning of executive and supervisory bodies • Experience and expertise in executive recruitment and leadership development • Experience in handling human resources matters, as well as occupational health and safety issues

		Requirements
Professional expertise	Transformation & change Management	• Experience in transformation and change management, particularly with respect to business processes, working models, corporate culture, or products
	Legal & compliance	• Knowledge of corporate and capital markets law requirements applicable to listed companies • Sound understanding of compliance structures, compliance management systems, and compliance frameworks
	Governance	• Comprehensive knowledge of corporate governance standards
	Accounting, auditing, controlling & risk management[1]	• Sound expertise in accounting, financial reporting, auditing, and controlling[1] • Experience with controlling and risk management structures, as well as in managing geopolitical risks
	Strategy & capital markets	• Experience in the development and implementation of corporate strategies, including long-term growth and profitability objectives • Mergers and acquisitions (M&A) experience
	Digital transformation, IT & cybersecurity	• Experience in the digital transformation of existing processes and in the development of digital and data-driven business models • Sound expertise in cybersecurity and artificial intelligence, enabling the strategic oversight and guidance of technological developments
Sustainability expertise[2]	Environmental, social & governance	• Expertise in sustainable production processes, as well as climate and decarbonization strategies • Experience in addressing employee interests, diversity matters, and sustainable supply chains • Experience in integrating environmental, social, and governance considerations into corporate management, as well as in values-based leadership to promote integrity, transparency, and an inclusive corporate culture

[1]According to sections 100 para. 5, 107 para. 4 of the German Stock Corporation Act, at least one member of the Supervisory Board / Audit Committee must have expertise in the field of accounting and at least one other member of the Supervisory Board/Audit Committee must have expertise in the field of auditing.

[2]In line with Sections 100 para. 5 and 107 para. 4 of the German Stock Corporation Act (AktG), at least one member of the Supervisory Board / Sustainability and Innovation Committee shall possess expertise in the field of sustainability.

Diversity concept

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

Independence

It is the goal of the Supervisory Board that it includes at least four shareholder representatives who are independent within the meaning of recommendation C.6 of the Code.

Age limit and tenure

At the time of election, the members of the Supervisory Board shall not be older than 72 years. The standard limit for the length of membership in the Supervisory Board is twelve years.