First Supplement dated September 14, 2026
to the Prospectus dated April 29, 2026

*This document constitutes a supplement (the "**First Supplement**") within the meaning of Article 23 (1) of Regulation (EU) 2017/1129 of the European Parliament and the Council of June 14, 2017, as amended (the "**Prospectus Regulation**") to the base prospectus of Heidelberg Materials AG in respect of non-equity securities within the meaning of Article 2(c) of the Prospectus Regulation ("**Non-Equity Securities**"), and (ii) the base prospectus of Heidelberg Materials Finance Luxembourg S.A. in respect of Non-Equity Securities (together, the "**Medium Term Note Programme Prospectus**" or the "**Prospectus**").*

This First Supplement is supplemental to, and should be read in conjunction with the Prospectus dated April 29, 2026. Therefore, with respect to future issues of Notes under the Programme of the Issuers (as defined below), references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this First Supplement.

HEIDELBERG MATERIALS AG
(incorporated in Germany)

and

HEIDELBERG MATERIALS FINANCE LUXEMBOURG S.A.
(a public limited liability company (société anonyme) incorporated in the Grand Duchy of Luxembourg with registered office at 5, rue des Primeurs, L-2361 Strassen, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Trade and Companies (Registre de Commerce et des Sociétés, Luxembourg) under number B40962)
(Notes (as defined in the Prospectus) issued by Heidelberg Materials Finance Luxembourg S.A. are guaranteed by Heidelberg Materials AG on the terms described in this document)

€ 10,000,000,000 Euro Medium Term Note Programme

(the "**Programme**")

Heidelberg Materials AG and Heidelberg Materials Finance Luxembourg S.A. have requested the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg law relating to prospectuses for securities dated July 16, 2019 *(Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129,* as amended, the "**Luxembourg Law**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the Republic of Austria, the Republic of Ireland and the Netherlands with a certificate of approval attesting that the First Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). Each Issuer (as defined herein) may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification.

This First Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com).

Heidelberg Materials AG, with its registered office in Heidelberg, Germany (herein referred to as "**Heidelberg Materials**", "**HM**" or "**HM AG**", an "**Issuer**" or the "**Guarantor**", together with its consolidated group companies, the "**Heidelberg Materials Group**" or the "**Group**"), and Heidelberg Materials Finance Luxembourg S.A., with its registered office in Luxembourg, Grand Duchy of Luxembourg (herein referred to as "**HM Finance Lux**" or "**HM Finance Luxembourg S.A.**" or an "**Issuer**" and together with Heidelberg Materials, the "**Issuers**") are solely responsible for the information given in this First Supplement.

Each of the Issuers hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement for which they are responsible is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this First Supplement.

This First Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference into the Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuers have confirmed to the Dealers that the Prospectus as supplemented by this First Supplement contains all information which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuers and the rights attaching to the Notes which is material in the context of the Programme; that the information contained therein with respect to the Issuers and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuers or the Notes, the omission of which would make the Prospectus as supplemented by this First Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading; that the Issuers have made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this First Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuers or any other information in the public domain and, if given or made, such information must not be relied upon as having been authorized by the Issuers, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus or this First Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this First Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

In accordance with Article 23 (2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before this First Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within three working days after the publication of this First Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be September 17, 2026. Investors should contact the Issuers at the address specified on the last page of this First Supplement for the exercise of the right of withdrawal.

General amendments

If reference is made to the address of Heidelberg Materials Finance Luxembourg S.A. at "5, rue des Primeurs, L-2361 Strassen, Grand Duchy of Luxembourg" such reference is to be understood as reference to "35F, Avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg".

Replacement and supplemental information pertaining to the section HEIDELBERG MATERIALS AG

Replacement information pertaining to the section GENERAL INFORMATION ON HEIDELBERG MATERIALS AG

The last paragraph of the section "Subscribed Share Capital" on page 32 of the Prospectus shall be replaced by the following:

"The third and last tranche of the 2024-2026 share buyback programme started on 21 May 2026 and is scheduled to be completed by 15 December 2026 at the latest."

Replacement information pertaining to the section MANAGEMENT AND ADMINISTRATIVE BODIES

The table in the section "Managing Board – *Members*" on page 34 et seq of the Prospectus shall be replaced by the following:

"

Name and position held in HM Managing Board	Year of commencement/ expiration of the term	Area of responsibility	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
Dr Dominik von Achten Chairman	2007 (Chairman since 2020)/2028	Communication & Investor Relations, Strategy and Development/M&A, Human Resources incl. Health & Safety, Internal Audit, Legal & Compliance, Data Protection	Kunststoffwerk Philippine GmbH & Co. KG and Saarpor Klaus Eckhardt GmbH Neunkirchen Kunststoffe KG (jointly meeting advisory council of Philippine Saarpor group) Verlag Lensing-Wolff GmbH & Co. KG ("Lensing Media") E.ON SE (since 23 April 2026)
René Aldach Chief Financial Officer	2021/2029	Corporate Finance, Procurement, Reporting, Controlling & Consolidation & Data Hub, Business Process Excellence, Business & Shared Service Center, Tax, Treasury, Insurance & Risk, Australia within the Asia-Pacific Group Area	Akçansa Çimento Sanayi ve Ticaret A.Ş. (until 3 August 2026)* Cement Australia Holdings Pty Ltd Cement Australia Pty Limited Cement Australia Partnership

* Following the acquisition of an additional 39.72% of the shares in Akçansa Çimento Sanayi ve Ticaret A.Ş. on 18 June 2026, Heidelberg Materials gained control of the company and fully consolidated it with effect from 30 June 2026.

Name and position held in HM Managing Board	Year of commencement/ expiration of the term	Area of responsibility	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
Dr Katharina Beumelburg Chief Sustainability & New Technologies Officer	2024/2027	Sustainability & ESG, Research, Development & Innovation, New Technologies, Carbon Capture & Storage Business Development and Partnerships, Decarbonization incl. SCM and AF Coordination, Global Sales & Marketing Decarbonized Products, Government & Public Affairs	Mercedes-Benz Group AG (since 16 April 2026)
Roberto Callieri Member	2024/2029	Asia within the Asia-Pacific Group Area	Alliance Construction Materials Limited China Century Cement Ltd. Easy Point Industrial Ltd. Guangzhou Heidelberg Yuexiu Enterprise Management Consulting Company Ltd. Jidong Heidelberg (Fufeng) Cement Company Limited Jidong Heidelberg (Jingyang) Cement Company Limited Squareal Cement Ltd
Axel Conrads Chief Technical Officer	2024/2027	Global technical Competence Centers: Cement (CCC), Aggregates & Asphalt (CCA), and Readymix (CCR)	
Hakan Gurdal Member	2016/2029	Africa-Mediterranean-Western Asia Heidelberg Materials Trading	Afrika-Verein der deutschen Wirtschaft e.V. Akçansa Çimento Sanayi ve Ticaret A.Ş. (chairman, since 18 June 2026)* Asment de Temara S.A. CEMZA (PTY) LTD (until May 2025) Continental Blue Investment SA

* Following the acquisition of an additional 39.72% of the shares in Akçansa Çimento Sanayi ve Ticaret A.Ş. on 18 June 2026, Heidelberg Materials gained control of the company and fully consolidated it with effect from 30 June 2026.

Name and position held in HM Managing Board	Year of commencement/ expiration of the term	Area of responsibility	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
			Vassiliko Cement Works Ltd
Dennis Lentz Chief Digital Officer	2021/2029	Information Technology & Systems, Digital Business & Partnerships, Cyber Security, Digital Transformation	Giatec Scientific Inc. Project Potter Parent GP, LLC
Jon Morrish Member	2016/2029	Europe Group Area International Associations (e.g. GCCA, CEMBUREAU)	Duna-Dráva Cement Kft. Heidelberg Materials Cement BiH d.d. Kakanj
Chris Ward Member	2019/2028	North America	Project Potter Parent GP, LLC

"

<u>Supplemental information pertaining to the section INCORPORATION BY REFERENCE OF HISTORICAL FINANCIAL INFORMATION</u>

The following shall be inserted on page 38 of the Prospectus:

"The unaudited interim consolidated financial statements of Heidelberg Materials AG as of and for the period ended June 30, 2026 are incorporated by reference into this Prospectus."

<u>Replacement information pertaining to the section SIGNIFICANT CHANGES AND TREND INFORMATION</u>

The section on page 38 of the Prospectus shall be replaced by the following:

"There have been no significant changes in the financial position of Heidelberg Materials AG and of Heidelberg Materials Group since June 30, 2026.

There has not been any significant change in the financial performance of Heidelberg Materials AG and of Heidelberg Materials Group since June 30, 2026.

There has been no material adverse change in the prospects of Heidelberg Materials AG since December 31, 2025 and no developments are currently foreseen that are reasonably likely to have a material adverse effect on the prospects of Heidelberg Materials AG."

<u>Replacement and supplemental information pertaining to the section HEIDELBERG MATERIALS FINANCE LUXEMBOURG S.A.</u>

<u>Replacement information pertaining to the section MANAGEMENT AND ADMINISTRATIVE BODIES</u>

The list of Directors on page 41 of the Prospectus shall be replaced by the following:

"

- Efstathios Lazaridis, Parc de l’Alliance, Boulevard de France 3-5, B–1420 Braine l’Alleud, Belgium, non-executive Director

- Mathijs Coenraad Maria Cremers, Pettelaarpark 30, NL-5216 PD 's-Hertogenbosch, The Netherlands, non-executive Director
- Joel Sabrià Lloret, 35F, Avenue John F. Kennedy, L-1855 Luxembourg, The Grand Duchy of Luxembourg, executive Director
- Benjamin Graf, 35F, Avenue John F. Kennedy, L-1855 Luxembourg, The Grand Duchy of Luxembourg, executive Director

"

Supplemental information pertaining to the section INCORPORATION BY REFERENCE OF HISTORICAL FINANCIAL INFORMATION

The following shall be inserted on page 41 of the Prospectus:

"The unaudited unconsolidated semi-annual accounts as at June 30, 2026 of Heidelberg Materials Finance Luxembourg S.A. are incorporated by reference into this Prospectus."

Replacement information pertaining to the section SIGNIFICANT CHANGES AND TREND INFORMATION

The section on page 41 of the Prospectus shall be replaced by the following:

"There have been no significant changes in the financial position of Heidelberg Materials Finance Luxembourg S.A. and of Heidelberg Materials Group since June 30, 2026.

There has not been any significant change in the financial performance of Heidelberg Materials Finance Luxembourg S.A. and of Heidelberg Materials Group since June 30, 2026.

There has been no material adverse change in the prospects of Heidelberg Materials Finance Luxembourg S.A. since December 31, 2025 and no developments are currently foreseen that are reasonably likely to have a material adverse effect on the prospects of Heidelberg Materials Finance Luxembourg S.A."

Replacement and supplemental information pertaining to the section DESCRIPTION OF THE HEIDELBERG MATERIALS GROUP

Supplemental information pertaining to the section MATERIAL CONTRACTS

The section "Notes issued by Heidelberg Materials AG" on page 46 of the Prospectus shall be supplemented by the following:

"

- € 600 million 4.0% notes due 2035 (ISIN: XS3379436598)
- € 900 million 3.5% notes due 2029 (ISIN: XS3379436325)

"

The last bullet point in the section "Notes issued by Heidelberg Materials Finance Luxembourg S.A." on page 46 of the Prospectus shall be deleted.

Replacement and supplemental information pertaining to the section RECENT EVENTS

The last two sentences of the last paragraph on page 49 of the Prospectus shall be replaced by the following:

"The transaction was concluded on 18 June 2026 and Heidelberg Materials will comply with any resulting requirements under capital market laws as applicable."

The following shall be inserted at the end of page 49 of the Prospectus:

"In addition, on 19 May 2026, Heidelberg Materials North America acquired a 10% minority stake in AmeriTex Holding LLC. Its subsidiary AmeriTex Pipe & Products is a supplier of reinforced concrete pipes, box culverts and precast concrete parts in Texas, USA. The transaction includes long-term supply contracts designed to accelerate the growth of both companies. AmeriTex operates a reinforced concrete pipe production network in Texas, with automated plants in the San Antonio-Austin and Dallas-Worth metropolitan areas, as well as in Houston, and its products are used in major infrastructure projects.

After repayment of a €1bn Eurobond issued by Heidelberg Materials Finance Luxembourg S.A. in April 2026, Heidelberg Materials AG issued two Eurobonds in May 2026: one for €900 million with a coupon of 3.5% p.a. and a term ending in 2029, and another for €600 million with a coupon of 4.0% p.a. and a term ending in 2035. The proceeds from these issues will primarily be used to finance acquisitions.

As part of its portfolio optimisation, Heidelberg Materials completed the sale of 100% of its shares in Bukhtarma Cement Company LLP, Oktyabrsky village, Kazakhstan, on 8 July 2026. As the criteria for classification as held for sale were already met as at 30 June 2026, the company's assets and liabilities were reported accordingly as held for sale at that date. The disposal is expected to result in a loss of around €100 million.

On 8 September 2026, Heidelberg Materials has entered into a binding agreement to acquire a 70% majority stake in Cementos Inka, a family-owned cement producer in Peru. The transaction is not subject to regulatory approval and is expected to be closed by October 2026."

Supplemental information pertaining to the section DOCUMENTS INCORPORATED BY REFERENCE

The section "*Heidelberg Materials AG*" on pages 237 - 238 of the Prospectus shall be supplemented by the following:

"(3) The unaudited consolidated interim financial statements (IFRS) as of and for the period ended June 30, 2026 included in the English language Half-Year Financial Report January to June 2026 (the "**Interim Report 2026**")
https://www.heidelbergmaterials.com/system/files/2026-07/Heidelberg_Materials_Half-Year%20Financial%20Report_2026.pdf

- Consolidated income statement (page 13 in the Interim Report 2026),
- Consolidated statement of comprehensive income (page 13 in the Interim Report 2026),
- Consolidated statement of cash flows (page 14 in the Interim Report 2026),
- Consolidated balance sheet (page 15 in the Interim Report 2026),
- Consolidated statement of changes in equity (page 16 in the Interim Report 2026),
- Segment reporting/Notes (page 17 in the Interim Report 2026),
- Notes to the interim consolidated financial statements (pages 18 to 22 in the Interim Report 2026)."

The section "*Heidelberg Materials Finance Luxembourg S.A.*" on page 238 of the Prospectus shall be supplemented by the following:

"(3) The unaudited unconsolidated semi-annual accounts as at June 30, 2026 (the "**HM Finance Lux Semi-Annual Accounts 2026**")
https://www.luxse.com/pdf-viewer/105528982

- Balance Sheet (pages 6 to 10 of the HM Finance Lux Semi-Annual Accounts 2026),

- Profit and Loss Account (pages 11 to 12 of the HM Finance Lux Semi-Annual Accounts 2026),
- Notes to the Semi-annual accounts (pages 13 to 18 of the HM Finance Lux Semi-Annual Accounts 2026)."

ADDRESSES

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