

**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 28 July 2021 which was carried out in a first tranche from 10 August 2021 up to and including 2 December 2021 and in a second tranche from 7 March 2022 up to and including 13 July 2022 will be continued in a third tranche from 28 July 2023. In the period from 28 July 2023 until 28 November 2023 at the latest, shares in Heidelberg Materials AG (ISIN DE0006047004) up to a total price (without incidental acquisition costs) of 300 million euros shall be acquired via the stock exchange. Based on the current share-price level (69.86 euros, XETRA closing price of 26 July 2023), this would be up to 4,294,302 shares and around 2.22% of the share capital. The announced share buyback programme shall comprise a total volume of up to 1 billion euros and be carried out in several tranches by means of an acquisition via the stock exchange, with completion by 30 September 2023. With the approval of the Supervisory Board, the Managing Board has extended the originally announced term until 30 September 2023, so that the term of the share buyback programme will now only end on 28 November 2023. The total volume remains unchanged.

The Managing Board thereby will be making use of the authorisation to acquire and use treasury shares newly granted by the Annual General Meeting on 11 May 2023. According to it, Heidelberg Materials AG is authorised to acquire treasury shares until the end of 10 May 2028 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; this corresponds to 19,309,190 shares. The company currently holds 6,906,281 treasury shares, which means that it can currently acquire up to a further 12,402,909 treasury shares, taking into account the restrictions of section 71 (2) sentence 1 AktG. If the 6,906,281 treasury shares currently held by the Company would be cancelled during the term of the third tranche and the share capital reduced accordingly, the authorisation would allow a purchase of a maximum number of 18,618,561 shares.

The authorisation of 11 May 2023 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 the third tranche by involving an independent investment firm acting as riskless principal (“Kommissionär”) for Heidelberg Materials AG. The investment firm 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 11 May 2023.

The investment firm 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 investment firm. 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 investment firm 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 11 May 2023, 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/Share/Share buyback” and ensure that, starting from the day of the disclosure, the information will be publicly available for at least five years.

Heidelberg, 27 July 2023

The Managing Board