

**Information pursuant to the Implementing Regulation (EU) 2018 / 1212 ("EU-IR") for the notification pursuant to section 125 of the German Stock Corporation Act ("AktG") by HeidelbergCement AG**

**A. Specification of the message**

1. Unique identifier of the event: Virtual Annual Stockholders' Meeting of HeidelbergCement AG 2021  
**(formal specification according to EU-IR: e1fa21646a85eb11811b005056888925)**
2. Type of message: Convening of the Annual Stockholders' Meeting  
**(formal specification according to EU-IR: NEWM)**

**B. Specification to the issuer**

1. ISIN: DE0006047004
2. Name of issuer: HeidelbergCement AG

**C. Specification of the meeting**

1. Date of the Stockholders' Meeting: 6 May 2021  
**(formal specification according to EU-IR: 20210506)**
2. Time of the Stockholders' Meeting: 10:00 hrs (CEST)  
**(formal specification according to EU-IR: 08:00 hrs UTC)**
3. Type of meeting: Annual Stockholders' Meeting as a virtual event without the physical presence of stockholders or their proxies  
**(formal specification according to EU-IR: GMET)**
4. Location of the meeting:

URL to the company's Internet Service for following the Annual Stockholders' Meeting in audio and video form and for exercising stockholders' rights: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)

Location of the Annual Stockholders' Meeting as defined by the German Stock Corporation Act: Berliner Straße 6, 69120 Heidelberg, Germany

**(formal specification according to EU-IR: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021))**

5. Technical Record Date: 14 April 2021, 24:00 hrs CEST/15 April 2021, 00:00 hrs CEST

In accordance with article 16 para. 1 of the Company's Articles of Association in conjunction with section 1 para. 3 of the COVID-19 Act, shareholders must have registered for the Annual General Meeting and have provided the Company with proof of their shareholding as of the start of the 21st day before the Annual General Meeting, i.e. as of 15 April 2021, 00:00 hrs (CEST) (so-called record date), in order to follow the Annual General Meeting and exercise their voting rights. For this purpose, a certificate of shareholding issued in text form by the depositary institution or a proof pursuant to section 67c para. 3 AktG (in each case "proof of entitlement") shall be sufficient.

**(formal specification according to EU-IR: 20210414)**

6. Website for the Stockholders' Meeting/ Uniform Resource Locator (URL):  
[www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)

#### **D. Participation in the Stockholders' Meeting**

1. Method of participation by stockholder

Exercising the right to vote by postal voting

Exercising the right to vote by issuing proxy and voting instructions to the proxy holders designated by the Company

Following of the Annual Stockholders' Meeting via the video and audio broadcast

**(formal specification according to EU-IR: EV, PX)**

2. Issuer deadline for the notification of participation

Registration for Stockholders' Meeting until: 29 April 2021, 24:00 hrs. (CEST) (time of receipt is decisive)

The exercise of voting rights by postal voting or the exercise of voting rights by issuing proxy and voting instructions to the proxy holders designated by the company require a timely notification. The relevant time limits for the exercise of these rights are set out in D.3.

**(formal specification according to EU-IR: 20210429; 22:00 hrs UTC)**

3. Issuer deadline for voting

The exercise of voting rights by postal voting or the exercise of voting rights by issuing proxy and voting instructions to the proxy holders designated by the company is possible by letter until 5 May 2021 (the date the post is received), email or fax until 5 May 2021, 24:00 hrs (CEST) (admission relevant)

**(formal specification according to EU-IR: 20210505; 22:00 hrs UTC)**

or electronically via the investor portal [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021) until the time when voting begins in the virtual Annual Stockholders' Meeting on 6 May 2021.

**(formal specification according to EU-IR: 20210506)**

Following the virtual Stockholders' Meeting via the video and audio broadcast will be possible on 6 May 2021 from 10:00 hrs (CEST) until the end of the Annual Stockholders' Meeting.

**(formal specification according to EU-IR: 20210506)**

## E. Agenda

### Agenda - Item 1

1. Unique identifier of the agenda item: 1
2. Title of the Agenda item: **Submission of the adopted annual financial statements, the approved consolidated financial statements of the Group, the combined management report of HeidelbergCement AG and HeidelbergCement Group, as well as the report of the Supervisory Board for the 2020 financial year**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: none
5. Alternative voting options: none

### Agenda - Item 2

1. Unique identifier of the agenda item: 2
2. Title of the agenda item: **Resolution on the appropriation of the balance sheet profit**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: Vf; VA; AB)**

### Agenda - Item 3a

1. Unique identifier of the Agenda item: 3a
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Dr. Bernd Scheifele**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

### Agenda - Item 3b

1. Unique identifier of the agenda item: 3b
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Dr. Dominik von Achten**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)

4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 3c

1. Unique identifier of the agenda item: 3c
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Dr. Lorenz Näger**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 3d

1. Unique identifier of the agenda item: 3d
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Kevin Gluskie**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 3e

1. Unique identifier of the agenda item: 3e
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Hakan Gurdal**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 3f

1. Unique identifier of the agenda item: 3f
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Ernest Jelito**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 3g

1. Unique identifier of the agenda item: 3g
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Jon Morrish**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 3h

1. Unique identifier of the agenda item: 3h
2. Title of the agenda item: **Resolution on the discharge of the Managing Board for the 2020 financial year – Christopher James Ward**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4a

1. Unique identifier of the agenda item: 4a
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Fritz Jürgen Heckmann**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)

4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4b

1. Unique identifier of the agenda item: 4b
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Heinz Schmitt**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4c

1. Unique identifier of the agenda item: 4c
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Barbara Breuninger**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4d

1. Unique identifier of the agenda item: 4d
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Birgit Jochens**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4e

1. Unique identifier of the agenda item: 4e

2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Ludwig Merckle**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4f

1. Unique identifier of the agenda item: 4f
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Tobias Merckle**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4g

1. Unique identifier of the agenda item: 4g
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Luka Mucic**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4h

1. Unique identifier of the agenda item: 4h
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Dr. Ines Ploss**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4i

1. Unique identifier of the agenda item: 4i
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Peter Riedel**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4j

1. Unique identifier of the agenda item: 4j
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Werner Schraeder**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4k

1. Unique identifier of the agenda item: 4k
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Margret Suckale**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 4l

1. Unique identifier of the agenda item: 4l
2. Title of the agenda item: **Resolution on the discharge of the Supervisory Board for the 2020 financial year – Univ.-Prof. Dr. Marion Weissenberger-Eibl**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)



4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

#### Agenda - Item 5

1. Unique identifier of the agenda item: 5
2. Title of the agenda item: **Resolution on the appointment of the auditor for the 2021 financial year**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

#### Agenda - Item 6

1. Unique identifier of the agenda item: 6
2. Title of the agenda item: **Resolution on an authorization to acquire treasury shares pursuant to section 71 para. 1 no. 8 of the German Stock Corporation Act and for the use thereof with possible exclusion of subscription rights**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

#### Agenda - Item 7

1. Unique identifier of the agenda item: 7
2. Title of the agenda item: **Resolution on the approval of the remuneration system for the Managing Board members**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Advisory vote  
**(formal specification according to EU-IR: AV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 8

1. Unique identifier of the agenda item: 8
2. Title of the agenda item: **Resolution on the amendment of article 12 of the Articles of Association (Remuneration of the Supervisory Board members) and the remuneration system of the Supervisory Board**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 9

1. Unique identifier of the agenda item: 9
2. Title of the agenda item: **Resolution on the amendment of article 16 para. 1 of the Articles of Association in line with changes resulting from the Act Implementing the Second Shareholders' Rights Directive (ARUG II)**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 10

1. Unique identifier of the agenda item: 10
2. Title of the agenda item: **Resolution on the amendment to article 21 of the Articles of Association to allow for a dividend in kind**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 11

1. Unique identifier of the agenda item: 11
2. Title of the agenda item: **Resolution on the amendment of article 8 para. 3 of the Articles of Association (Term of appointment of the Members of the Supervisory Board members)**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)

4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

Agenda - Item 12

1. Unique identifier of the agenda item: 12
2. Title of the agenda item: **Resolution on the approval of the amendment agreement of 2 March 2021 to the existing control and profit and loss transfer agreement between Heidelberg-Cement AG and HeidelbergCement International Holding GmbH**
3. Uniform Resource Locator (URL) of the materials: [www.heidelbergcement.com/en/annual-general-meeting-2021](http://www.heidelbergcement.com/en/annual-general-meeting-2021)
4. Vote: Binding vote  
**(formal specification according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, Vote against, Abstention  
**(formal specification according to EU-IR: VF; VA; AB)**

**F. Specification of the deadlines regarding the exercise of other stockholders' rights**

Stockholder Right - Requests for additions to the agenda pursuant to section 122 (2) AktG

1. Object of deadline: Submission of requests for additions to the agenda
2. Applicable issuer deadline: 5 April 2021, 24:00 hrs (CEST) (time of receipt is decisive)  
**(formal specification according to EU-IR: 20210405; 22:00 hrs UTC)**

Stockholder Right - Countermotions in accordance with section 126 (1) AktG

1. Object of deadline: Submission of countermotions in response to resolutions proposed on the agenda items
2. Applicable issuer deadline: 21 April 2021, 24:00 hrs (CEST) (time of receipt is decisive)  
**(formal specification according to EU-IR: 20210421; 22:00 hrs UTC)**

Stockholder Right - Proposals for election in accordance with section 127 AktG

1. Object of deadline: Submission of proposals for election in respect of elections of candidates to the Supervisory Board and the appointment of the auditors
2. Applicable issuer deadline: 21 April 2021, 24:00 (CEST) (time of receipt is decisive)  
**(formal specification according to EU-IR: 20210421; 22:00 hrs UTC)**

Stockholder Right - Submit questions before the Annual Stockholders' Meeting in accordance with section 1 (2) sentence 1 no. 3, sentence 2 COVID-19-Act

1. Object of deadline: Submission of questions electronically via the InvestorPortal
2. Applicable issuer deadline: 4 May 2021, 24:00 hrs (CEST) (time of receipt is decisive)  
**(formal specification according to EU-IR: 20210504; 22:00 hrs UTC)**

Stockholder Right - Objections to resolutions of the Annual Stockholders' Meeting in accordance with section 1 (2) sentence 1 no. 4 COVID-19-Act, section 245 no. 1 AktG

1. Object of deadline: Submission of objections to resolutions of the Annual Stockholders' Meeting electronically via the InvestorPortal
2. Applicable issuer deadline: On 6 May 2021 from the beginning of the Annual Stockholders' Meeting until the closure of the Annual Stockholders' Meeting by the chair of the meeting  
**(formal specification according to EU-IR: 20210506)**