

## **Statement of Compliance pursuant to Art. 161 of the German Stock Corporation Act (AktG)**

The Managing Board and Supervisory Board of HeidelbergCement AG hereby make the following declaration in accordance with Art. 161 AktG:

With the following qualifications, HeidelbergCement AG has been and is in compliance with the recommendations of the Corporate Governance Codex:

- The compensation of the members of the Managing Board is not broken down by individual members in the Consolidated Financial Statements (Section 4.2.4 of the Code).
- The Chairman of the Supervisory Board is not the Chairman of the Personnel Committee.
- There is no age limit for members of the Supervisory Board (Section 5.4.1 of the Code).
- Information on shareholdings of members of the Supervisory Board which exceed 1 % of the shares issued by the Company is not provided in the Consolidated Financial Statements (Section 6.6 of the Code).

Heidelberg, the 22nd day of March 2006

HeidelbergCement AG

The Managing Board

The Supervisory Board