

Statement of Compliance

pursuant to Art. 161 of the German Stock Corporation Act (AktG)

The Managing Board and the 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 Code (Code):

- The Management Board compensation system is not resolved by the full Supervisory Board (Section 4.2.2 of the Code).
- The Management Board contracts do not contain a severance payment cap for the case of premature termination (Section 4.2.3 of the Code).
- According to General Meeting's resolution of 23 May 2006 the compensation of the members of the Managing Board is not broken down by individual members in the Corporate Governance Report (Section 4.2.4 of the Code).
- The Chairman of the Supervisory Board is not the Chairman of the Personnel Committee (Section 5.2 of the Code).
- There is no age limit for members of the Supervisory Board (Section 5.4.1 of the Code).
- An application for appointment of a Supervisory Board member by court filed in February 2008 had not been limited in time until the next General Meeting (section 5.4.3 of the code).
- The compensation of the members of the Supervisory Board does not contain a performance related component (Section 5.4.7 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 Corporate Governance Report (Section 6.6 of the Code).
- The quarterly financial report per September 2008 had not been discussed with the Management Board by the Supervisory Board prior to publication (Section 7.1.2 of the Code).

Heidelberg, 17 March 2009

The Managing Board

The Supervisory Board