



Agenda

2011 Annual General Meeting

HEIDELBERGCEMENT

Invitation to the Annual General Meeting

We hereby invite our shareholders to attend the Annual General Meeting on Thursday, 5 May 2011, at 10.00 a.m. in our Company's Festival Hall at Festhallenstraße 1, 69181 Leimen, Germany.

Agenda

- 1. Submission of the adopted annual accounts, the approved Group annual accounts, as well as the combined report to the shareholders for HeidelbergCement AG and the Group, the explanatory report on the statements according to sec. 289(4) and (5), sec. 315(4) German Commercial Code for the 2010 financial year, and the report of the Supervisory Board**

The above documents and the Managing Board's proposal for the appropriation of the profit may be viewed on the Internet at www.heidelbergcement.com on the Investor Relations/Annual General Meeting page. The documents will also be made available and will be explained during the Annual General Meeting. In accordance with the statutory provisions, no resolution will be passed on agenda item 1, since the Supervisory Board has already approved the annual accounts and Group annual accounts and the annual accounts have thereby been adopted.

- 2. Resolution on the appropriation of the balance sheet profit**

The balance sheet profit for the 2010 financial year of HeidelbergCement AG amounts to EUR 63,388,114.81. The Managing Board and Supervisory Board propose:

- a) that a dividend in the amount of EUR 0.25 be paid out of the balance sheet profit for each share carrying dividend rights. If this proposal is accepted, dividends in the total amount of EUR 46,875,000 would be paid for the 187,500,000 no-par value shares carrying dividend rights for the 2010 financial year; and
- b) that the remaining balance sheet profit in the amount of EUR 16,513,114.81 be carried forward.

The dividends are payable on 6 May 2011.

- 3. Resolution on the approval of the Managing Board's actions for the 2010 financial year**

The Managing Board and Supervisory Board propose that the actions of the members of the Managing Board for the 2010 financial year be approved.

It is intended that the Annual General Meeting will resolve on the approval of the actions of the members of the Managing Board by way of separate votes.

4. Resolution on the approval of the Supervisory Board's actions for the 2010 financial year

The Managing Board and Supervisory Board propose that the actions of the members of the Supervisory Board for the 2010 financial year be approved.

It is intended that the Annual General Meeting will resolve on the approval of the actions of the members of the Supervisory Board by way of separate votes.

5. Resolution on the appointment of the auditor for the 2011 financial year

The Supervisory Board proposes, based on the recommendation of its audit committee, that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, Germany, be appointed as the auditor of the annual accounts and the Group annual accounts for the 2011 financial year as well as to review the abbreviated accounts and the interim management report for the first six months of the 2011 financial year, insofar as these are subject to a review by an auditor.

6. Resolution on the approval of the remuneration system for Managing Board members valid from 1 January 2011 (“Say on Pay”)

Pursuant to the German Act on the Adequacy of Management Board Remuneration of 31 July 2009 the Annual General Meeting may resolve on the approval of the remuneration system for Managing Board members. This right is to be exercised.

The resolution proposed under this item refers to the remuneration system for Managing Board members valid from 1 January 2011, the details of which are provided in the section “New remuneration system from 1 January 2011” of the Remuneration Report. The Remuneration Report is published as part of the Corporate Governance chapter in the 2010 Annual Report, available for download from www.heidelbergcement.com on the Investor Relations/Annual General Meeting page. The 2010 Annual Report will also be available at the Annual General Meeting.

The Managing Board and Supervisory Board propose that the remuneration system for Managing Board members valid from 1 January 2011 be approved.

Requirements for attending the Annual General Meeting and exercising voting rights (with record date pursuant to sec. 123(3) sentence 3 German Stock Corporation Act and its meaning)

In accordance with Article 16(1) of the Company's Articles of Association, 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 14 April 2011, 0000 hrs (so-called record date), in order to attend and exercise their voting rights at the Annual General Meeting. The proof must be provided in the form of a certificate of shareholding issued in text form by the depositary institution.

The registration and proof of shareholding must reach the Company six days prior to the date of the Annual General Meeting at the latest, i.e. by 28 April 2011, 2400 hrs at the following address:

HeidelbergCement AG
c/o Commerzbank AG
WASHV dwpbank AG
Wildunger Strasse 14
60487 Frankfurt am Main, Germany
Fax: +49 (0) 69-5099-1110
E-mail: hv-eintrittskarten@dwpbank.de

For shares, which on the relevant date are not held in a deposit facility administered at a credit institution, the above-described certificate of proof of the shareholding may also be issued by the Company, a notary, a securities depository bank, a credit institution within the European Union or one of the Company's locations at its stock exchange centres in Germany and abroad.

The Company shall be entitled to request appropriate further proof in the event of any doubt concerning the accuracy or authenticity of the proof.

In relation to the Company, only those persons who have furnished such proof shall be considered shareholders for the purpose of attending the Annual General Meeting or exercising the voting rights. The right to attend and the extent of the voting rights shall be determined solely in accordance with the proof of shareholding of the shareholder as at the record date. Upon registration for the Annual General Meeting, the shares will not be blocked from trading; for this reason shareholders can continue to freely dispose of their shares, also starting from the record date and even after having registered for the Annual General Meeting. Also in the case of the full or partial sale of the shareholding after the record date, only the shareholding of the shareholder as at the record date shall be decisive for the attendance and the extent of the voting rights; i.e. sales of shares after the record date do not have any affect on the right to attend or on the extent of the voting rights. The same shall apply to purchases and additional purchases of shares after the record date. Persons who do not own any shares as at the record date and only become shareholders afterward, shall not be entitled to attend and vote. The record date shall not have any relevance for the entitlement to dividends.

After the Company has received the registration and the proof of their shareholding at the above-mentioned address, the shareholders will be sent admission tickets for the Annual General Meeting. In order to ensure that the admission tickets are received on time, we ask the shareholders to send the registration and proof of their shareholding to the Company sufficiently in advance. No further action is required of shareholders who have requested, in a timely manner, from their depositary institution an admission ticket for

attending the Annual General Meeting. In such cases, the depository institution will handle the registration and proof of shareholding.

Voting by proxies

Shareholders may also appoint a proxy, such as a credit institution or shareholders' association, to vote on their behalf in the Annual General Meeting. In this case, too, shareholders, proxies, credit institutions or shareholders' associations must notify the Company by the stated date of their intention to attend the Annual General Meeting and must provide proof of shareholding. If the shareholder authorises more than one person, the Company can reject one or several of these persons.

If the proxy authorisation is not granted to a credit institution, a shareholders' association or another person or institution legally equated with these pursuant to the regulations of the German Stock Corporation Act, the granting of the power of attorney, its revocation and the proof of authorisation vis-à-vis the Company must be in writing in order to be valid. For granting power of attorney, shareholders may use the power-of-attorney form which is printed on the admission ticket and which is available on the Internet at www.heidelbergcement.com on the Investor Relations/Annual General Meeting page. However, it is also possible to issue a separate power of attorney in writing. The proof of the authorisation and the revocation of powers of attorney must be sent to us at our address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg, Germany, or by fax: + 49 (0) 6221-481-705 or via e-mail to the e-mail address: agm@heidelbergcement.com.

Credit institutions, shareholders' associations and persons equivalent to them pursuant to sec. 135(8) and (10) German Stock Corporation Act, that offer proxy voting services to shareholders as part of their regular business activities, may set forth deviating conditions with respect to the process of their own authorisation. Shareholders are asked to agree with these persons or institutions on the form of such authorisation in advance.

Employees of the Company may also serve as proxies. The following applies to the proxies nominated by the Company: The Company additionally offers its shareholders the option of being represented at the Annual General Meeting in accordance with their instructions by proxies nominated by the Company. In this case, the authorisation can be granted in writing. A power-of-attorney and instruction form to authorise an employee of the Company as a proxy is printed on the admission ticket and is available on the Internet at www.heidelbergcement.com on the Investor Relations/Annual General Meeting page. If employees of the Company are granted authorisation to act as proxies, instructions for exercising the voting right must be issued in each case. The employees of the Company are obliged to vote in accordance with the instructions. Please note that proxies of the Company will not accept instructions to speak, lodge appeals against Annual General Meeting resolutions, ask questions or propose motions and that the proxies are available only for voting on proposed resolutions presented together with the invitation or later-announced proposals by the Managing Board and/or Supervisory Board pursuant to sec. 124 (3) German Stock Corporation Act or by shareholders pursuant to sec. 124 (1) German Stock Corporation Act, or those made available in accordance with sections 126, 127 German Stock Corporation Act. Powers of attorney for the proxies giving explicit instructions, and using the forms designated for this purpose, must be received by the Company, at the latest, on 3 May 2011, 2400 hrs at our address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg, Germany, or by fax: + 49 (0) 6221-481-705 or by the end of the general debate in the Annual General Meeting by e-mail to the e-mail address: agm@heidelbergcement.com. Powers of attorney and instructions that are given to the proxies of the Company can be amended or revoked, at the latest, by 3 May 2011, 2400 hrs in writing or by fax to the above-

described address/fax number or by the end of the general debate in the Annual General Meeting by e-mail to the above-described e-mail address. In all cases, the date of receipt by the Company shall be decisive.

Even after granting of a voting authorisation, shareholders retain the right to personally take part in the Annual General Meeting; in such cases, all powers of attorney and proxy voting instructions are deemed revoked.

Absentee voting process

Shareholders not wanting to attend the Annual General Meeting personally and not wanting to appoint a proxy to vote on their behalf shall be entitled to cast their votes in writing, by fax or by e-mail by way of absentee voting, provided they have registered in time. This can be done using the form printed on the admission ticket, which is also available online at www.heidelbergcement.com under Investor Relations/Annual General Meeting.

Shareholders should please note that absentee voting is only possible for proposed resolutions presented together with the invitation or later-announced proposals by the Managing Board and/or Supervisory Board pursuant to sec. 124 (3) German Stock Corporation Act or by shareholders pursuant to sec. 124 (1) German Stock Corporation Act, or those made available pursuant to sections 126, 127 German Stock Corporation Act.

The votes cast by way of absentee voting, and using the forms designated for this purpose, must be received by the Company, at the latest, on 3 May 2011, 2400 hrs at our address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg, Germany, or by fax: + 49 (0) 6221-481-705 or received by e-mail by the end of the general debate in the Annual General Meeting under agm@heidelbergcement.com. The votes cast by way of absentee voting may be changed or rescinded in writing or by fax to the above address or fax number until 3 May 2011, 2400 hrs at the latest, or until the end of the general debate in the Annual General Meeting by e-mail to the above e-mail address. In all cases, the date of receipt by the Company shall be decisive.

Even after submission of an absentee ballot, shareholders retain the right to take part in the meeting personally or by proxy, in which case the absentee ballot is automatically deemed to be rescinded.

If an absentee ballot is received along with proxy voting authorisation and instructions via the same channel, the submitted absentee ballot is deemed rescinded and the proxy authorisation with instructions treated as definitive. If an absentee ballot and/or proxy authorisation with instructions are received via different channels, the last received is treated as definitive. If no determination can be made as to which of the above is definitive, absentee votes and/or proxy voting authorisations with instructions received in writing shall take precedence over any received by fax or e-mail; absentee votes and/or proxy voting authorisations with instructions received by fax shall take precedence over any received via e-mail.

Shareholders submitting absentee ballots are unable to exercise their other participatory rights as shareholders, such as the right to submit questions or request explanations.

Credit institutions, shareholders' associations and persons equivalent to them pursuant to sec. 135(8) and (10) German Stock Corporation Act, that offer proxy voting services to shareholders as part of their regular business activities may also make use of absentee voting.

Rights of the shareholders pursuant to sec. 122(2), sec. 126(1), sections 127, 131(1) German Stock Corporation Act

Motions and election proposals of shareholders pursuant to sections 126(1), 127 German Stock Corporation Act

In accordance with sec. 126 German Stock Corporation Act, all motions by shareholders regarding agenda items, including the reasons in support thereof, or proposals by shareholders for the election of Supervisory Board members or auditors in accordance with sec. 127 German Stock Corporation Act, received by us at our address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg, Germany, or faxed to us at +49 (0) 6221 481-705 at least 14 days before the Annual General Meeting, whereby the day of receipt shall not be counted, i.e. by 2400 hrs on 20 April 2011, and required to be disclosed will be published without undue delay after receipt at www.heidelbergcement.com on the Investor Relations/Annual General Meeting page. Any responses from the management will likewise be published at the aforementioned Internet address. Further details as to the requirements for exercise of the rights and their limits are to be found there under the heading "Information pursuant to sec. 121(3), sentence 3 no. 3 German Stock Corporation Act regarding shareholders' rights".

Amendment to the agenda pursuant to sec. 122(2) German Stock Corporation Act

Under sec. 122(2) German Stock Corporation Act shareholders whose shares together make up a part of the share capital equal to EUR 500,000 – i.e. 166,667 shares – can request that items be added to the agenda and announced. Each new item must be accompanied by grounds or a proposal. The request must reach us at our address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg, Germany, or by fax at + 49 (0) 6221-481-705 no later than 30 days before the meeting, not counting the date of delivery. The last possible date for delivery is therefore 4 April 2011, 2400 hrs. Further details as to the requirements for exercise of said right and its limits are to be found at www.heidelbergcement.com on the page entitled "Investor Relations/Annual General Meeting under the heading "Information pursuant to sec. 121(3), sentence 3, no. 3 German Stock Corporation Act regarding shareholders' rights".

Shareholders' rights to information pursuant to sec. 131(1) German Stock Corporation Act

To the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda, each shareholder shall, pursuant to sec. 131(1) German Stock Corporation Act, upon request be provided with information at the Annual General Meeting by the Managing Board regarding the Company's affairs, including legal and business relations with affiliated companies and the situation of the Group and the companies that are included in the Group annual accounts. Requests for information at the Annual General Meeting are as a general principle to be made verbally during the general debate.

The information provided shall comply with the principles of proper and genuine accountability. The Managing Board may refuse to provide information if the conditions set forth in sec. 131(3) German Stock Corporation Act are met.

Under Article 18(2), sentence 3 of the Articles of Association, the chair of the meeting may restrict as he sees fit the time allotted to participants to speak, to ask questions, or for both together, either for the entire duration of the Annual General Meeting, for individual items on the agenda, or for individual speakers, either at the beginning of or during the course of the Annual General Meeting, and, if necessary to ensure the due and proper conduct of the meeting, order the end of the debate.

Further details as to the requirements for exercise of the right and its limits are to be found at www.heidelbergcement.com on the page entitled "Investor Relations/Annual General Meeting under the heading "Information pursuant to sec. 121(3), sentence 3, no. 3 German Stock Corporation Act regarding shareholders' rights".

Information on the Company's website

The announcements and explanations specified in sec. 124a German Stock Corporation Act are to be found at www.heidelbergcement.com on the page headed Investor Relations/Annual General Meeting

Notice of the aggregate number of shares and voting rights

At the time of the convening of the Annual General Meeting, 187,500,000 no-par value shares of the total of 187,500,000 no-par value shares issued entitle to attend and vote. Each share entitled to attend shall carry one vote at the Annual General Meeting. The Company does not hold any treasury shares. There are no different classes of shares.

Heidelberg, March 2011

HeidelbergCement AG

The Managing Board

Translation of the agenda of the 2011 Annual General Meeting. The German version is binding.

Chairman of the Supervisory Board:
Fritz-Jürgen Heckmann

Managing Board:

Dr. Bernd Scheifele, Chairman

Dr. Dominik von Achten

Daniel Gauthier

Andreas Kern

Dr. Lorenz Näger

Dr. Albert Scheuer

The Company has its registered office in Heidelberg, Germany.
It is registered with the Commercial Register at the Local Court
of Mannheim (Amtsgericht Mannheim) under HRB 330082.

Contact:

Group Communication

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Investor Relations

Phone:

Institutional Investors USA and UK: + 49 6221 481-925

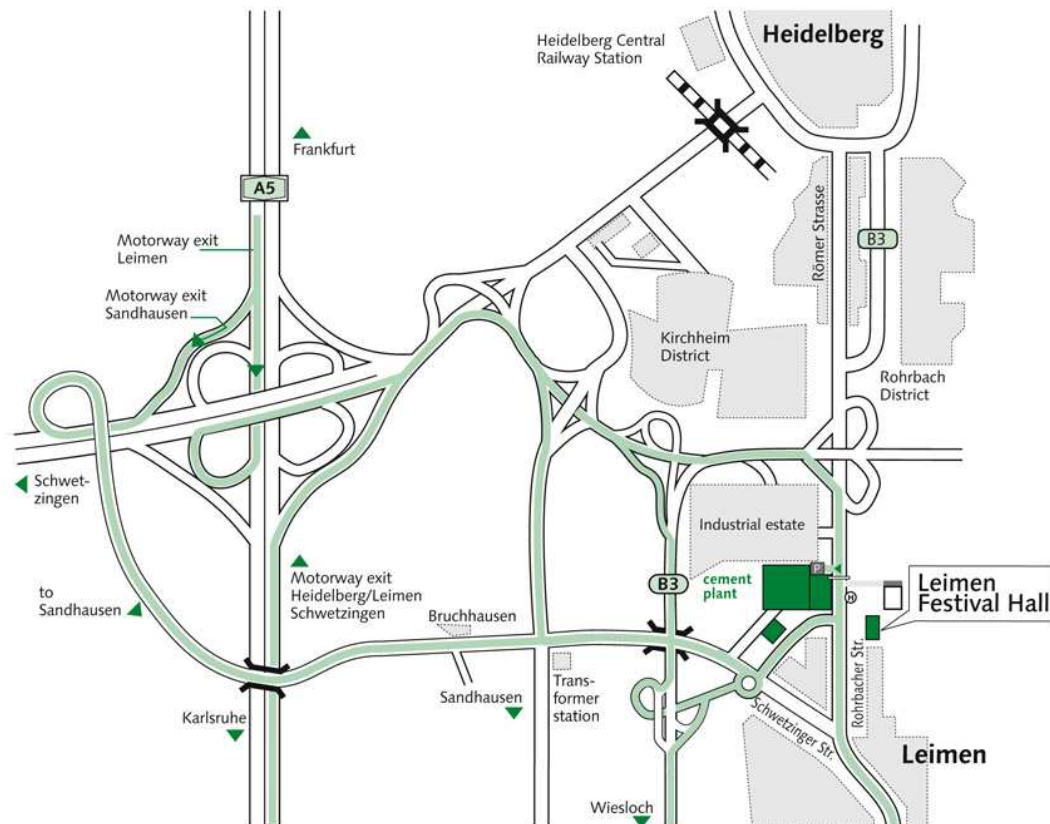
Institutional Investors EU and Rest of the World: + 49 6221 481-9568

Private Investors: + 49 6221 481-256

Fax: + 49 6221 481-217

E-mail: ir-info@heidelbergcement.com

Directions to the Annual General Meeting



When travelling by public transport:

From Heidelberg Central Railway Station take the tram Line 24 to Rohrbach-Süd (end of Line 24); change trams to Line 23 for Leimen. Get off at the stop "Zementwerk" (cement plant).