

# Proxy and Absentee Ballot Form

## for the Annual General Meeting of HeidelbergCement AG, Heidelberg, on 5 May 2011

If you were registered as a shareholder at the Annual General Meeting ("AGM") by your depository (credit) institution, however, you are unable to take part at the Meeting in person, you may exercise your voting rights by absentee ballot (field A.), confer proxy (field B.), or confer instructions for an employee of the Company to act as proxy (field C.). For this purpose, please use preferably the form printed on your admission ticket or this form. Please also carefully read the notes on page 3.

*(Do not forget to enter your number!)*

My admittance ticket number(s): \_\_\_\_\_

**A**  **Absentee Ballot**

I/We exercise my/our voting rights for the Annual General Meeting of HeidelbergCement AG on 5 May 2011 by absentee ballot as stated below.

or

**B**  **Proxy authorisation with instructions for a third party**

I/We confer proxy to

.....  
Surname and/or company name

.....  
First Name

.....  
Place

to represent me/us at the Annual General Meeting of the HeidelbergCement AG on 5 May 2011. The proxy does entail the cancellation of otherwise conferred proxies and the execution of all kinds of Meeting-related rights, including the right to confer a sub-delegation. It will be revoked by the attendance of the principal at the AGM in person.

or

**C**  **Proxy authorisation with instructions for an employee of the Company exercising your voting rights**

I/We herewith authorize Dr. Ingo Schaffernak, Mrs. Katja Karcher and Mr. Boris Roth (authorized proxy of the Company), all with business address in Heidelberg, under disclosure of my/our name, each one of them being entitled to act alone and with the authority to sub-delegate their authority, and to exercise my voting rights as stated below.

If you do not place a cross in the boxes in field A, B or C, and/or do not sign the proxy and/or close in accordance with sec. 126b German Civil Code, however, you place a cross in the boxes related to each motion listed below, you do execute your absentee ballot, in fact, irrespective of having placed a cross in the box in field A or not.

**Motions listed below in accordance with the publication of the agenda in the electronic Federal Gazette**

		<b>Yes</b>	<b>No</b>	<b>Abst.</b>
2.	Resolution on the appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Resolution on the approval of the Managing Board's actions for the 2010 financial year			
	a) Dr. Bernd Scheifele	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Dr. Dominik von Achten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Daniel Gauthier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) Andreas Kern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) Dr. Lorenz Näger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	f) Dr. Albert Scheuer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution on the approval of the Supervisory Board's actions for the 2010 financial year			
	a) Fritz-Jürgen Heckmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Heinz Schmitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Robert Feiger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) Josef Heumann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) Max Dietrich Kley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	f) Hans Georg Kraut	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	g) Dr. Herbert Lütkestratkötter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	h) Ludwig Merckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	i) Tobias Merckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	j) Alan James Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	k) Werner Schraeder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	l) Frank-Dirk Steininger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Resolution on the appointment of the auditor for the 2011 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Resolution on the approval of the remuneration system for Managing Board members ("Say on Pay")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....  
**Place, date, signature(s) and/or other closure of the statement in accordance with sec. 126b German Civil Code**

## Notes

### **On the exercise of voting rights by absentee ballot and/or proxy authorisation with instructions for a third party or an employee of the Company**

If you are unable to take part in the Meeting in person, however, if you are registered to attend as a shareholder duly and on time, you may exercise your right to vote either by absentee ballot or have it exercised by a third party or an employee of the Company. For this purpose, please use preferably the respective form printed on your admission ticket, or page 1 and 2 of this form.

Please choose on page 1 of this form the desired options (field A., B. or C) by placing a cross and then confer voting instructions for all resolution motions. Place a cross in the "Yes" box to denote your consent, in the "No" box voice your rejection and in the "Abstention" box to denote your abstention. No entry at all will be deemed to be an abstention. Double entries will be discarded as invalid. Should an individual vote take place on an agenda item on combined resolution motions, your voting instructions prevail for each resolution proposal, respectively. At the bottom of page 3, please close the form conferring proxy authorisation with instructions for a third party or an employee of the Company, e. g. by your signature. Without such a closure, your voting instructions are deemed as an absentee ballot form.

Please submit the proxy authorisation with instructions given to third parties (field B.) to your proxy, before the beginning of the Meeting. Absentee votes (field A.) or proxy authorisation with instructions for an employee of the Company exercising the right to vote on your behalf (field C) are kindly asked to be submitted, at the latest, on

**3 May 2011**, (2400 hrs) to:

HeidelbergCement AG  
Abt. GL,  
Berliner Strasse 6  
69120 Heidelberg / Germany  
Telefax: + 49 (0) 6221-481-705  
E-Mail: [agm@heidelbergcement.com](mailto:agm@heidelbergcement.com)

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.

As an absentee voter, you may not exercise those participation rights on more far-reaching motions, such as to put forward a motion, raise a question or deliver statements. Employees of the Company exercising the right to vote are bound to your instructions. Any further mandate will not be exercised by an employee of the Company. Should you wish to exercise your shareholder rights in excess of the scope described, you may attend the Meeting yourself or authorize a third party to do so for you.

Even after submission of an absentee ballot, or conferring proxy voting authorisation with instructions, you retain the right to take part in the Annual General Meeting personally. The registration of yourself or your representative at the admittance desk of the Annual General Meeting will be deemed to revoke present absentee votes and/or proxy authorisation with instructions for an employee of the Company exercising the right to vote.

Motions and/or election proposals of shareholders (counterproposals) required to be disclosed are published in the Internet at  
[http://www.heidelbergcement.com/global/en/company/investor\\_relations/annual\\_general\\_meeting/index.htm](http://www.heidelbergcement.com/global/en/company/investor_relations/annual_general_meeting/index.htm).

You may advocate a counterproposal solely aimed at dismissing the respective resolution proposal by voting against the Board proposal. For lack of explicit instructions, absentee votes or proxy/instructions for an employee of the Company exercising the right to vote, do not entail any voting on more far-reaching motions, such as counter-motions to the merits or procedural motions.