

**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):

- 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).

Heidelberg, 14 March 2008

The Managing Board

The Supervisory Board