

Statement of compliance according to Art. 161 AktG (Aktiengesetz = German Stock Corporation Act)

The Managing Board and the Supervisory Board of HeidelbergCement AG hereby declare according to Art. 161 AktG (Aktiengesetz = German Stock Corporation Act):

HeidelbergCement AG complies with the recommendations of the “government commission German Corporate Governance Code” with the following restrictions:

1. The decision of the Supervisory Board on the set-up of an Audit Committee (No. 5.3.2 of the code) will be put into practice in spring 2003.
2. An age limit for members of the Supervisory Board does not exist (No. 5.4.1 of the Code).
3. The reflection of being chair or member in committees of the Supervisory Board in the compensation of the members of the Supervisory Board (No. 5.4.5 of the Code) still requires a corresponding amendment to the Articles of Association by the General Meeting 2003.
4. Besides the submission of the list of the company's subsidiaries to the Commercial Register there is no additional publication (No. 7.1.4 of the Code).

Heidelberg, 2002-12-12

HeidelbergCement AG

The Managing Board

The Supervisory Board