

**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 complied and complies with the recommendations of the Corporate Governance Code with the following restrictions:

- The advertisement of the compensation of the members of the Managing Board in the annex of the Group annual account is not individualized (No. 4.2.4 of the Code).
- An age limit for members of the Supervisory Board does not exist (No. 5.4.1 of the Code).
- The shareholdings of members of the Supervisory Board exceeding 1% of the shares issued by the company are not provided in the Notes to the Consolidated Financial Statements (No. 6.6 of the Code). This applies to the Consolidated Financial Statements 2003 for the first time.

For the period between December 12, 2002 (passing of last year's Statement of Compliance) and July 4, 2003 (coming into effect of the latest amendments of the Code), this Statement refers to the version of the Code valid since November 26, 2002.

The publication of a list of third party companies in which the company has a shareholding that is not of minor importance for the enterprise (No. 7.1.4 of the Code) is made in 2004 for the first time.

Heidelberg, March 24, 2004

HeidelbergCement AG

The Managing Board

The Supervisory Board