



NICHT ZUR VERÖFFENTLICHUNG ODER VERBREITUNG, DIREKT ODER  
INDIREKT, IN DEN USA, KANADA, JAPAN ODER AUSTRALIEN

**PRESSEINFORMATION**

**HeidelbergCement gibt den Start des Verkaufs seiner 35%igen Beteiligung  
an Vicat bekannt**

- Zwischen 23,03 % und 25,33 % des Aktienkapitals von Vicat werden auf französischen und internationalen Märkten angeboten
- Vicat und die Familienholdings erwerben bis zu 12 %
- Free-float steigt von 5 % auf mindestens 28 %
- Endgültiger Preis wird am 13. Juni 2007 festgelegt

**Paris, 30. Mai 2007**

HeidelbergCement gibt den Start des Verkaufs seiner Beteiligung von 35,03 % am Aktienkapital von Vicat (entsprechend 16.384.320 Aktien) mit Bezug auf die Pressemitteilung vom 2. März 2007 bekannt.

Der Verkauf wird durch zwei gleichzeitige Transaktionen durchgeführt:

1. Ein öffentliches Verkaufsangebot von 23,03 % des Aktienkapitals von Vicat, das sind 10.771.776 Aktien, und von bis zu 25,33 % des Aktienkapitals (11.848.953 Aktien), wenn die Mehrzuteilungsoption vollständig ausgeübt wird. Das Verkaufsangebot erfolgt durch ein öffentliches Angebot in Frankreich im Wege eines Bookbuilding-Verfahrens, das sich vor allem an Einzelpersonen richtet, und als internationale Privatplatzierung (außerhalb der USA), die sich vor allem an institutionelle Investoren richtet. Angebote können vom 30. Mai 2007 bis zum 12. Juni 2007 (17.00 Uhr – Pariser Zeit) abgegeben werden.

2. Gleichzeitig wird an Vicat und die Familienholdings (Soparfi und Parfininco), welche die Mehrheit des Aktienkapitals von Vicat halten, ein Anteil von bis zu 12 % des Aktienkapitals zum Zeichnungspreis verkauft; dieser Verkauf teilt sich wie folgt auf:

- die Familienholdings kaufen 4,00 %, das sind 1.871.000 Aktien;
- Vicat wird über sein Aktienrückkaufprogramm zwischen 5,70 % and 8,00 % erwerben, das sind zwischen 2.664.367 und 3.741.544 Aktien (abhängig von der Ausübung oder Nichtausübung der Mehrzuteilungsoption). Demzufolge wird nach dem Angebot der Anteil eigener Aktien maximal 9,42 % des Vicat-Aktienkapitals betragen.

Diese Transaktion wird den Free-float von Vicat signifikant erhöhen von bisher 5,1 % auf 28,1 % (bzw. auf 30,4 %, falls die Mehrzuteilungsoption vollständig ausgeübt wird).

Der Verkaufspreis wird 102,66 EUR pro Aktie nicht übersteigen. Dieser maximale Verkaufspreis präjudiziert nicht den endgültigen Zeichnungspreis, der am 13. Juni nach Abschluss des Bookbuilding-Verfahrens festgelegt wird. Abwicklung und Übertragung der Aktien sind für den 18. Juni vorgesehen.

Die Gesamttransaktion wird federführend durch BNP PARIBAS and CALYON als Joint Bookrunners und Joint Lead Managers begleitet.

Für weitere Informationen:

**VICAT**

Group communication

Tel: +33 1 58 86 86 86

Fax: +33 1 58 86 87 87

Email: [contact@vicat.fr](mailto:contact@vicat.fr)

**HEIDELBERGCEMENT**

Investor Relations

Tel: +49 6221 481 227

Fax: +49 6221 481 217

Email: [IR-info@heidelbergcement.com](mailto:IR-info@heidelbergcement.com)

**BRUNSWICK**

Thomas Kamm + 33 1 53 96 83 83

Caroline Nico + 33 1 53 96 83 83

**Public information**

*A prospectus in the French language has been prepared consisting of (i) a registration document registered with the French Autorité des marchés financiers (« AMF ») under n°R.07-045 dated 26 April 2007 and (ii) a securities note, which received visa n°07-164 dated 29 May 2007 from the AMF. This prospectus is available on the AMF web site ([www.amf-france.org](http://www.amf-france.org)), on the Company's web site ([www.vicat.fr](http://www.vicat.fr)) and without cost from the Company (Tour Manhattan – 6, place de l'Iris – 92095 Paris La Défense Cedex).*

*VICAT draws the attention of the public to section 4 of its prospectus describing certain risk factors relating to the Company and to section 2 of its securities note.*

*A legal notice will be published in the French Bulletin des annonces légales et obligatoires on 1 June 2007.*

*This press release and the information herein contained do not constitute an offer of securities for sale or purchase nor a solicitation of a purchase or purchase order for VICAT shares, in any country.*

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*In addition, outside France, these materials are only directed at « relevant persons » of the European Economic Area, within the meaning of article 2(1)(e) of the European directive 2003/71/EC dated 4 November 2003.*

## KEY ELEMENTS OF THE OFFER

<b>Number of shares offered</b>	16,384,320 existing shares being sold by HeidelbergCement (the " <b>Selling Shareholder</b> "), all of the same class (the " <b>Shares Sold</b> "): (i) by way of a public offer and a private placement (the " <b>Offer</b> ") of 10,771,776 shares which may be increased to 11,848,953 shares if the over-allotment option is exercised in full (the " <b>Offered Shares</b> "), and (ii) by way of a reserved sale (the " <b>Reserved Sale</b> ") to the Company on the one hand and to the Soparfi and Parfininco companies (the " <b>Family Holdings</b> ") on the other hand for a maximum number of 5,612,544 shares if the over-allotment option is not exercised, reduced to 4,535,367 shares if the over-allotment option is exercised in full (the " <b>Reserved Shares</b> ").
<b>Structure of the Offer</b>	The distribution of the Offered Shares will be made through a global offer comprising: <ul style="list-style-type: none"><li>– an offer to the public in France conducted by means of an open price offering (<i>offre à prix ouvert</i>), directed mainly at individuals (the "<b>Open Price Offer</b>") ; and</li><li>– a global placement directed at institutional investors in France and outside France, other than in the United States of America (the "<b>Global Placement</b>").</li></ul>
<b>Structure of the Reserved Sale</b>	The sale of the Reserved Shares will be made at the Offering Price pursuant to the provisions of article 516-2 of the AMF's General Regulations, to the Company, of up to a maximum number of between 2,664,367 shares and 3,741,544 shares, depending on whether the Over-allotment Option is exercised and the number of shares over which it is exercised, and to the Family Holdings of up to a maximum of 1,871,000 shares.
<b>Over-allotment Option</b>	The Selling Shareholder will grant BNP Paribas and CALYON (the " <b>Joint Lead Managers and Joint Bookrunners</b> ") an option (the " <b>Over-allotment Option</b> ") of a maximum of 10% of the size of the Offer, or a maximum number of 1,077,177 shares (the " <b>Over-allotment Option Shares</b> "). In the absence of exercise or in the case of the partial exercise of the Over-allotment Option by the Joint Lead Managers and Joint Bookrunners, the remainder of the Over-allotment Option Shares held by the Selling Shareholder will be acquired by the Company from the Selling Shareholder at the Offering Price.
<b>Offering Price</b>	The sale price of the Offered Shares (the " <b>Offering Price</b> ") shall not exceed €102.66 per share, corresponding to the one-month average closing price of Vicat shares on, and including, May 28 (the " <b>Maximum Price</b> "). This information does not preclude the final price of the Offer. The purchasers in the Open Price Offer will have at least two trading days, as from the date of publication by the Company of a notice announcing, if applicable, the modification of the Maximum Price, to revoke their purchase orders.
<b>Date as of which Shares Sold carry full rights</b>	January 1, 2007.
<b>Gross proceeds of the Offer</b>	On the basis of the closing price of the shares of the Company on May 28 2007, (or €99.75), the gross proceeds of the Offer would amount to approximately €1,074.5 million and to €1,181.9 million if the over-allotment option is fully exercised by the Co-Lead Managers and Bookrunners.
<b>Gross proceeds of the</b>	On the basis of the closing price of the shares of the Company on May 28 2007 (i.e. €99.75), the gross proceeds of the Reserved Sale

**Reserved Sale** would amount to between €452.4 and €559.9 million, depending on whether the Over-allotment Option is exercised and the number of shares over which it is exercised.

**Underwriting** As of the Offering Price fixing date (i.e. according to the expected timetable, June 13 2007), the Offer shall be governed by an underwriting agreement (the "**Underwriting Agreement**") entered into by the Company, the Selling Shareholder and BNP Paribas and CALYON, (BNP Paribas and CALYON acting severally, being the "**Underwriters**") over the entirety of the Offered Shares.

The Underwriters may terminate the Underwriting Agreement, under certain circumstances, up to and including the settlement and delivery date.

**Stabilisation** Operations with a view to stabilising or sustaining the price of the shares of the Company on the Eurolist market of Euronext Paris may be carried out over a period of 30 days from the date of public disclosure of the Offering Price, i.e. until July 12 2007, inclusive. The stabilisation agent is CALYON.

**Lock-Up** Undertakings by the Company and the Family Holdings, starting from the date of signature of the Underwriting Agreement and expiring 180 calendar days following the settlement and delivery date of the Offer, subject to certain customary exceptions.

**Reasons of the Offer and use of proceeds** The Offer is intended to allow the Selling Shareholder to sell the entirety of its holding in the share capital of the Company. Moreover, the Offer will also allow the Company to increase its floating capital and its treasury shares. The Company shall not receive any proceeds of the Offer.

## **EXPECTED TIMETABLE**

May 29, 2007	Visa of the AMF relating to the Prospectus
May 30, 2007	Press release announcing the transaction (before the opening of trading). Publication of a notice by Euronext Paris relating to the opening of the Offer
June 1, 2007	Opening of the Offer Legal notice published in the BALO
June 12, 2007	End of the Offer
June 13, 2007	Suspension of trading of the Vicat securities Fixing of the Offering Price Signature of the Underwriting Agreement Publication of a notice by Euronext Paris relating to the result of the Offer
June 14, 2007	Press release announcing the Offering Price Start of the stabilisation period (if any) Re-opening of trading of the Vicat securities
June 18, 2007	Settlement and delivery of the Offer

July 12, 2007 inclusive

Final date for the exercise of the Over-allotment Option

End of the stabilisation period (if any)

## **KEY INFORMATION ABOUT THE COMPANY**

### **History and development of the Company**

In 1817, Louis Vicat invented artificial cement and in 1853, the Company was created with the purpose of operating quarries, manufacturing, buying and selling cement.

The Company focused mainly on internal and external growth of its activities in France until 1974, when the Company realised its first investment abroad with the acquisition of the Ragland cement factory in Alabama (United States). Starting from 1984, the Group has undertaken a vertical integration of its business with the acquisition of ready-mixed concrete and aggregates companies as well as specialised companies (in coatings and mortars, and adhesives and cements). Since 1984, Jacques Merceron-Vicat has held the position of President and Chief Executive Officer.

Between 1987 and 2006, the Group continued its development abroad with the acquisition of companies in the United States, Turkey, Senegal, Switzerland, Italy and Egypt.

### **Business overview**

Over a period of more than 150 years of existence, the Group has developed a strong expertise in the cement, ready-mixed concrete and aggregates businesses which have allowed it to establish its position as a regional leader in most markets in which it operates. Furthermore, the Group is established in eight countries distributed across Europe, North America, Africa and the Middle-East. The cement, concrete and aggregate businesses represent the core business of the Group, on which it focuses its development and which represented almost 87% of its consolidated sales in 2006 (i.e., almost 41.5% for the cement activity and 45.3% for the concrete and aggregates activity) which amounted to €2,083 million at December 31, 2006). The Group also enjoys synergies with complementary activities (concrete products prefabrication, construction chemistry, transport, paper and sack businesses), operated on certain markets, to consolidate its range of products and to strengthen its regional positioning.