

Statement of Compliance according to Art. 161 AktG (Aktengesetz = German Stock Corporation Act)

The Managing Board and the Supervisory Board of HeidelbergCement AG hereby declare according to Art. 161 AktG (Aktengesetz = 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).
- 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).

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 – provided that at the time of the adoption of the Group annual account for the year 2002, the recommendation of the Code for an individualized advertisement of the compensation of the members of the Managing Board had not already existed.

The set-up of an Audit Committee announced by the Statement of Compliance of December 12, 2002 was implemented by a resolution of the Supervisory Board of February 20, 2003. The reservation mentioned in the Statement of Compliance of December 12, 2002 regarding the approval of the annual general meeting for an amendment of the statutes that allows for the chairmanship and membership in committees of the Supervisory Board as to the compensation of the members of the Supervisory Board has been taken care of by a corresponding resolution of the annual general meeting of May 8, 2003.

For the period since July 4, 2003 this Statement of Compliance refers to the version prevailing since this day.

Heidelberg, December 11, 2003

HeidelbergCement AG

The Managing Board

The Supervisory Board