

PROXY

to the company representative ("Stimmrechtsvertreter")
exercising your voting rights at

the Annual General Meeting of HeidelbergCement AG, Heidelberg,
on 6 May 2010

If you are unable to take part at the Annual General Meeting yourself and if you do not wish to authorize any third party, you may confer proxy/instructions on a company representative exercising the right to vote. Kindly ask your custodian bank to provide you with an admission ticket for the Annual General Meeting ("AGM") and then enter its number in the box below.

Please return the duly completed and signed form for this proxy/these instructions by 4 May 2010, 24:00 at the latest or via e-mail by the end of the general debate on 6 May 2010 to us as described under "Scope and implementation of the proxy/instructions to the company representative exercising the right to vote on your behalf" on the page following the next.

For all motions listed below, please give your instructions. Your instructions relate to each motion listed below and published on 24 March 2010 in the electronic Federal Gazette ("*Bundesanzeiger*"). Place a cross in the "Yes" box to denote your consent, in the "Abst." box to denote your abstention or voice your rejection of the motion by placing a cross in the "No" box. No entry at all will be deemed to be an abstention. Double entries will be discarded as invalid.

(Do not forget to enter your number!)

My admittance ticket number(s): _____

Proxy/ Instructions for the company representative exercising the right to vote.

I/ We herewith authorize Dr. Ingo Schaffernak and Dr. Norbert Boese and Mr. Boris Roth (authorized proxy of the company) to represent me/us at the AGM on 6 May 2010, each one of them being entitled to act alone and with the authority to sub-delegate their authority, and to implement my/our instructions as given in the following:

Motions listed below:

	Yes	No	Abst.
2. Resolution on the appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the approval of the Managing Board's actions for the 2009 financial year			
a) Dr. Bernd Scheifele	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Yes	No	Abst.
b) Dr. Dominik von Achten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Daniel Gauthier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Andreas Kern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Dr. Lorenz Näger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Dr. Albert Scheuer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution on the approval of the Supervisory Board's actions for the 2009 financial year			
a) Fritz-Jürgen Heckmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Heinz Schirmer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Heinz Schmitt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Theo Beermann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Robert Feiger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
f) Veronika Füss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
g) Josef Heumann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
h) Gerhard Hirth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
i) Max Dietrich Kley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
j) Hans Georg Kraut	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
k) Dr. Adolf Merckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
l) Ludwig Merckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
m) Tobias Merckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
n) Eduard Schleicher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
o) Werner Schraeder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
p) Frank-Dirk Steininger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the appointment of the auditor for the 2010 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the creation of a new Authorised Capital I and the corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on the creation of a new Authorised Capital II and the corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8A. Authorisation to issue warrant bonds or convertible bonds, profit participation rights or participating bonds and to exclude the subscription right in respect of such warrant bonds or convertible bonds, profit participation rights or participating bonds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Yes	No	Abst.
8B. Creation of a Conditional Capital 2010, revocation of the existing authorisation to issue warrant bonds or convertible bonds, profit participation rights or participating bonds and the Conditional Capital 2009 as well as the corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Resolution on the approval of the remuneration system for Managing Board members ("Say on Pay")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Special election of Supervisory Board members			
a) Alan Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr.-Ing. Herbert Lütkestratkötter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Resolution on the amendment of provisions of the Articles of Association relating to the Managing Board			
a) Amendment of Article 9(2) of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Amendment of Article 12 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Resolution on amendments to the German Act Implementing the Shareholders' Rights Directive as well as the deletion of Article 11 (2) of the Articles of Association			
a) Amendment of Article 16(1) sentence 3 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) New paragraphs 3 and 4 to be added to Article 16 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) New paragraph 3 to be added to Article 18 of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Article 11(2) of the Articles of Association to be deleted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
Place, date

Signature(s)
(optional, valid in Text form)

Scope and implementation of the proxy/instructions to the company representative exercising the right to vote on your behalf.

Powers of attorney for the proxies giving explicit instructions, and using the forms designated for this purpose, must be received by the Company, at the latest, on 4 May 2010, 2400 hrs at our address: HeidelbergCement AG, Abt. GL, Berliner Strasse 6, 69120 Heidelberg or by fax: + 49 (0) 6221-481-705 or by the end of the general debate in the Annual General Meeting by e-mail to the e-mail address: agm@heidelbergcement.com.

Powers of attorney and instructions that are given to the proxies of the Company can be amended or revoked, at the latest, by 4 May 2010, 2400 hrs in writing or by fax to the above-described address/fax number or by the end of the general debate in the Annual General Meeting by e-mail to the above-described e-mail addressed. In all cases, the date of receipt by the Company shall be decisive.

Please address any questions you might have to Mr. Roth - Tel.: +49 (0)6221-481-364.

Even having conferred these instructions/proxy upon the company representative exercising the right to vote, you are still entitled to attend the Annual General Meeting (in person or an authorized third party on your behalf). The registration of yourself or your representative at the admittance desk of the Annual General Meeting will be deemed to revoke the present proxy/instructions for the company representative exercising the right to vote.

You may view petitions and/or election proposals of shareholders to be made accessible (counter-motions) in the Internet at www.heidelbergcement.com under the menu item "Investor Relations / Annual General Meeting".

You may advocate a counter-motion solely aimed at dismissing the respective proposal of the Board by giving instructions to vote against the Board proposal.

Please note that this proxy/these instructions for the company representative exercising the right to vote means that the vote cast is exclusively bound to your instructions. Any further mandate, such as to put forward a motion, raise a question or deliver statements cannot be granted by means of this present proxy/instructions to the company representative exercising the right to vote.

For lack of explicit instructions, this proxy/these instructions to the company representative exercising the right to vote does/do not entail any voting on farther-reaching motions, such as the content of counter-motions or motions on procedure. In such cases your votes will count as abstentions. Should, therefore you wish to exercise your shareholder rights in excess of the scope described, you may exercise such rights yourself or authorize a third party to do so for you.