

Acquisition of Hanson plc **Heidelberg, 15 May 2007**

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The expected synergies have been calculated on the basis of the existing cost and operating structures of the current HeidelbergCement group and Hanson group. These statements of estimated synergies relate to future actions and circumstances which, by their nature involve risks, uncertainties, contingencies and other factors. As a result, the synergies referred to may not be achieved, or those achieved may be materially different from those estimated.

Transaction summary

Offer price

- All-cash offer of GBP 11 for each Hanson share, valuing existing issued share capital at approximately GBP 8.0bn
 - 29% premium to closing share price on 2 May 2007
 - 34% premium to 3 months average price prior to 2 May 2007
- Total transaction value: GBP 9.5bn (€14.0bn)

Offer structure

- Offer recommended by Hanson Board
- Scheme of arrangement
- Break-fee of 1% of equity value
- Loan note alternative

Main conditions/ Timing

- Approval by Hanson shareholders (EGM expected in June/July 2007)
- Regulatory approvals/clearances
- Closing expected in Q3 2007

Financing

- Fully committed financing available from Deutsche Bank and RBS
- Transaction financing designed to maintain investment grade rating
 - Balanced combination of debt, new equity, hybrid capital and disposals

Rationale of the transaction

Major step towards vertical integration

- Combination creates two-product company with dual growth strategy:
 - Focus cement in growing markets
 - Focus aggregates in mature markets and North America

Positioning as global market leader aggregates

- Creation of a global market leader in aggregates in mature markets with scarce resources

Geographic complement

- Complementary geography of main non-integrated units (particularly in the US and UK)

Substantially increased scale

- Strengthening of HeidelbergCement's position within global 'Big 4' with substantial presence in the US and UK and leading market positions in several regional and product markets

Further improvement potential

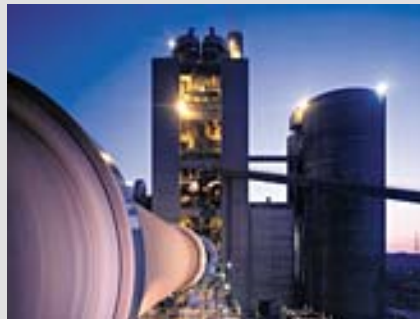
- Scope for further improvements in operating performances of both businesses
- Significant synergy potential beyond standalone improvements (run-rate synergies of approximately 1.4% of combined sales)
- Hanson brings an experienced management team

**Compelling industrial logic, creating a fully-integrated building materials group
with substantially increased scale**

Overview of HeidelbergCement worldwide

- The 4th largest cement manufacturer worldwide*
- Core products: cement – aggregates – ready-mixed concrete
- 46,000 employees
- 100 cement and grinding plants
- 1,400 locations in more than 50 countries
- 100 million tonnes cement capacity
- Turnover 2006: more than EUR 9 billion

* Cemex's takeover offer for Rinker remains conditional, since the minimum acceptance condition has not yet been satisfied.



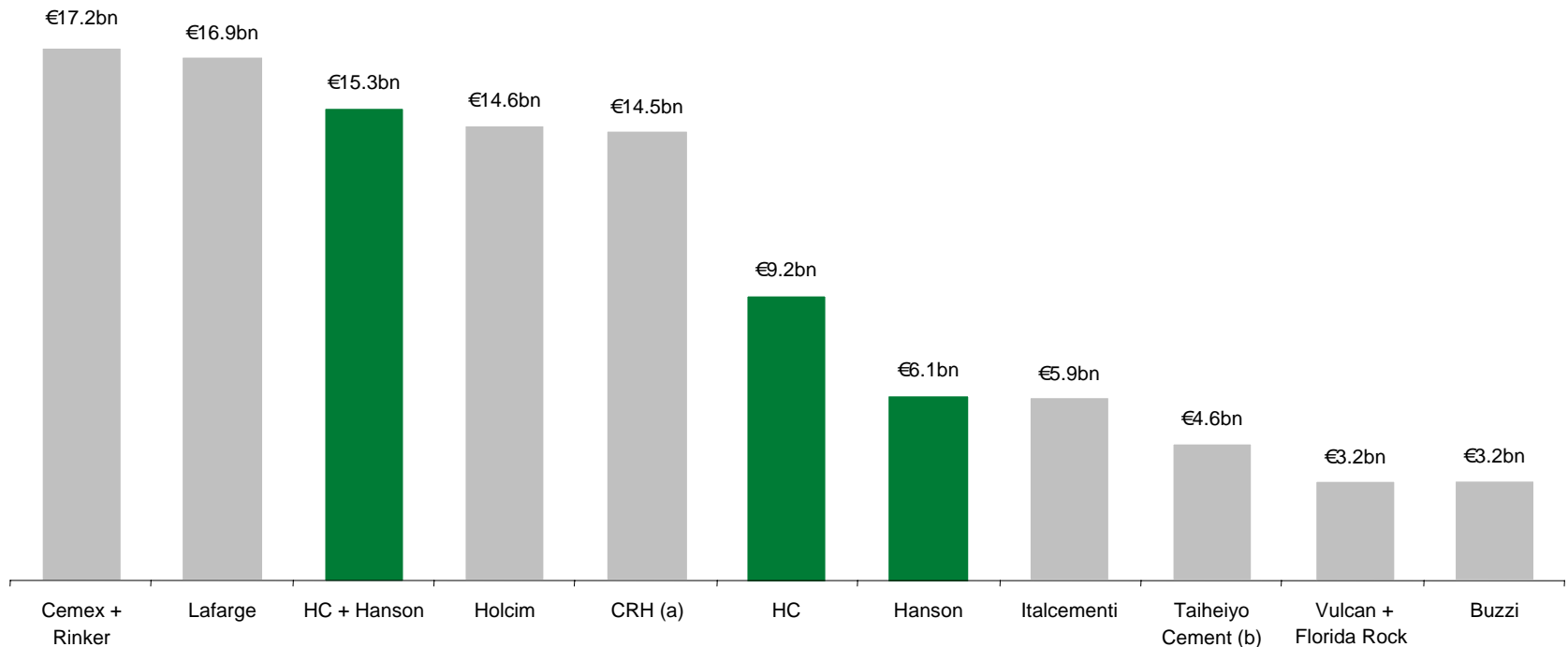
HeidelbergCement strategy

- **HeidelbergCement's dual external growth strategy:**
 - Cement in growing markets
 - Aggregates in mature markets and North America
- **Management focus on efficiency increase and cost leadership**
- **Performance and result-oriented business culture**
- **Close proximity to operating activities**
- **Focus on customers and employees**
- **External expansion with focus on growth markets**



Market positions in building materials and products

Top ten heavyside and building materials and products producers (2006 sales)



The combination of HeidelbergCement and Hanson results in the creation of the global #3 player in the building materials and products universe

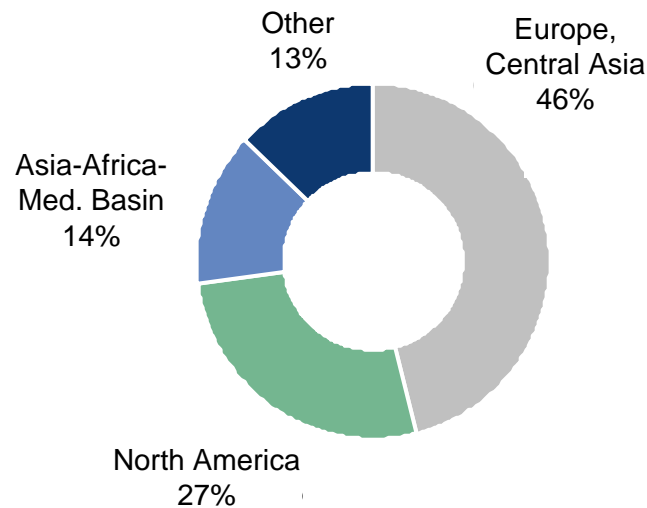
(a) Materials and products sales only

(b) Cement, mineral resources, and construction materials sales only

Source: Company reports; exchanges rates as at 10 May 2007

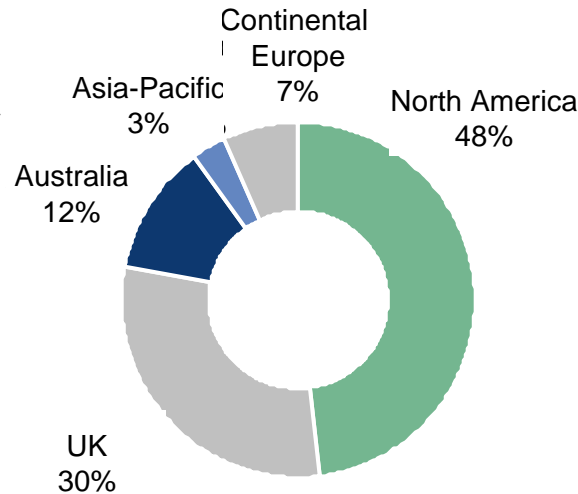
Combined geographical footprint

HeidelbergCement



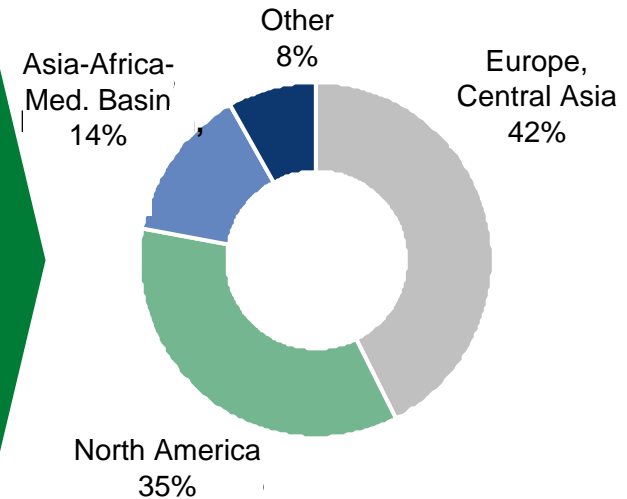
2006 sales
€9.2bn

Hanson



2006 sales
€6.1bn

Combined



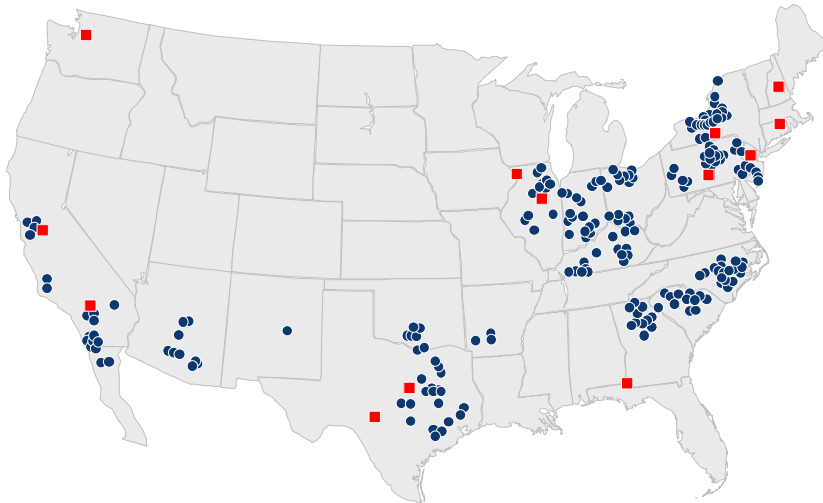
2006 pro-forma
€15.3bn

Combination further balances HeidelbergCement's regional business profile with strong positions in key European and US markets

Note: FX-rate used, GBP/EUR = 1.46; Segment split is pre reconciliation and group services

Complementary geography of reserves and operations

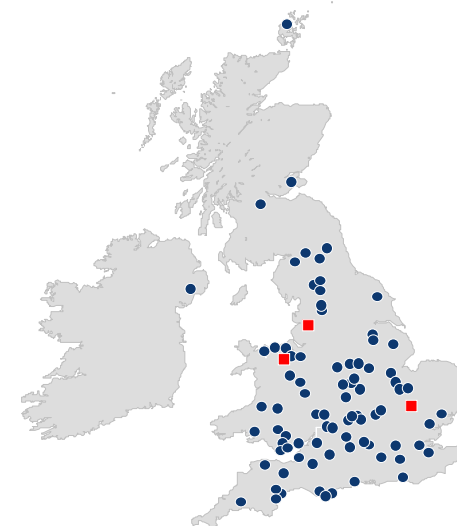
Aggregates and cement locations in the US



- HeidelbergCement's cement and grinding plants
- Hanson's crushed rock, sand and gravel locations

Hanson's reserves are located in growth and high population states in the US (California, Texas, South East and North East)

Aggregates and cement locations in the UK



- HeidelbergCement's cement and grinding plants
- Hanson's crushed rock, sand and gravel locations

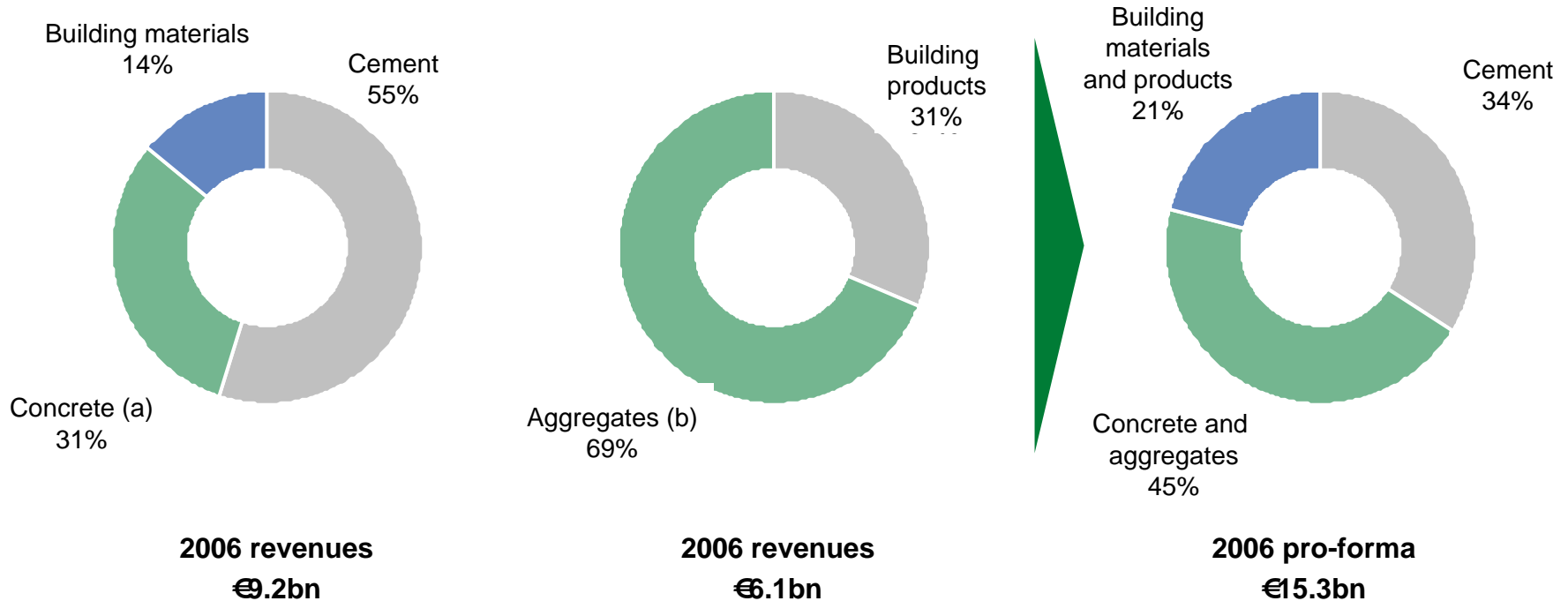
Excellent footprint in the South East, likely to benefit from housing development and London Olympics

Vertical integration synergies

HeidelbergCement

Hanson

Combined



Combination increases vertical integration of HeidelbergCement, thus providing better positioning in all markets

(a) Incl aggregates business

(b) Incl concretes business

Note: FX-rate used, GBP/EUR = 1.46; Segment split is pre reconciliation and group services

Overview of transaction financing

Bridge financing

- Funds will initially be provided in the form of a multi-tranche syndicated loan, which includes a high quality sufficient liquidity reserve of € 1bn

Take-out financing via Debt, Equity / Hybrid

- Approx. €0.5 bn capital increase (clear commitment by majority shareholder)
- Up to €2 bn hybrid bonds (50% equity credit)
- Partial take-out via senior bonds

Take-out financing via Disposals

- Key elements: selective disposals of non-core activities
- Disposal strategy with high flexibility securing fast debt pay-down

Rating

- Solid investment grade rating targeted

**Certain funds made available from Deutsche Bank and Royal Bank of Scotland.
Take-out financing clearly designed to de-lever quickly and maintain investment grade rating.**

Anticipated timetable

Announcement

- 15 May 2007

Posting

- Posting of scheme documents May/June 2007

Hanson EGM

- June/July 2007

Anti-trust approval

- Clearance by EU Commission and competent US Antitrust Authority (DoJ/FTC) expected in Q3 2007

Closing

- Q3 2007

Closing of transaction expected in Q3 2007

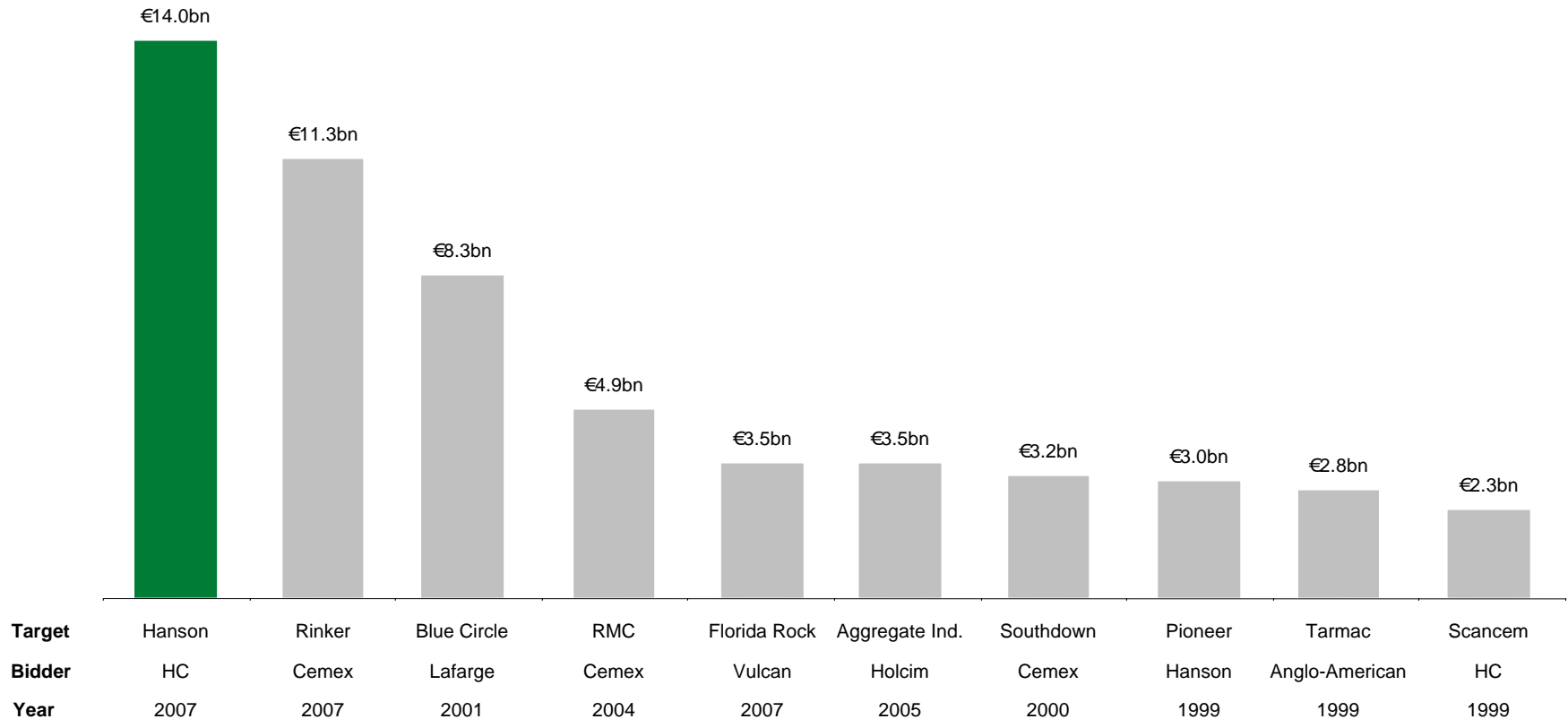
A great transaction for both HeidelbergCement and Hanson shareholders

- A full and fair offer price
- Benefits through further vertical integration
- Enhanced scale of operations with leading regional market positions
- Highly complementary geographies
- Significant synergy potential
- HeidelbergCement management team with proven track record on integration and cost savings
- Hanson's management further strengthens experienced HeidelbergCement management team

The combined group will become a vertically integrated leading global player with solid diversification across product, end-market and geography

10 largest transactions in heavyside building materials

Top ten heavyside building materials transactions (Enterprise value)



The combination of HeidelbergCement and Hanson represents the largest ever transaction in heavyside building materials