

# PROXY

**to the company representative (“Stimmrechtsvertreter”)  
exercising your voting rights at  
the Annual General Meeting of HeidelbergCement AG, Heidelberg,  
on 7 May 2009**

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 in the original by 4 May 2009 at the latest (postal receipt here) to the address on the next page.**

For all motions listed below, please give your instructions. Your instructions relate to each motion listed below and published on 27 March 2009 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. Albrecht Glitz and Dr. Norbert Boese and Dr. Ingo Schaffernak and Mr. Boris Roth (authorized proxy of the company) to represent me/us at the AGM on 7 May 2009, 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:**

		<b>Yes</b>	<b>No</b>	<b>Abst.</b>
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 financial year 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Resolution on the approval of the Supervisory Board’s actions for the financial year 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Resolution on the appointment of the auditor for the financial year 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		<b>Yes</b>	<b>No</b>	<b>Abst.</b>
6.	Resolution on the cancellation of the existing Authorised Capital II, the creation of a new Authorised Capital II and amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7A.	Authorisation to issue warrant bonds or convertible bonds, profit participation rights or participating bonds, to exclude the subscription right in respect of such bonds with warrants and/or convertible bonds, profit participation rights or participating bonds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7B.	Authorisation to create new conditional capital and to amend the Articles of Association accordingly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	For election of the Supervisory Board:			
	a) Fritz-Jürgen Heckmann, Stuttgart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	b) Gerhard Hirth, Ulm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	c) Max Dietrich Kley, Heidelberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	d) Ludwig Merckle, Ulm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	e) Tobias Merckle, Leonberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	f) Eduard Schleicher, Ulm	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....  
Place, date

**Signature(s)**

(Only signed proxy/instructions are valid)

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

Kindly ensure that you send your proxy/instructions to the company representative exercising the right to vote by **4 May 2009 at the latest (receipt of post here)** to:

**HeidelbergCement AG  
Recht Konzern  
For the attention of Mr. Boris Roth  
Berliner Straße 6  
69120 Heidelberg**

Please address any questions you might have to Mr. Roth - Tel.: 06221-481-364.

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](http://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.