

# HeidelbergCement AG Heidelberg

Annual General Meeting  
on Thursday, 12 May 2022  
at 10:00 a.m. (CEST)

This is a translation of the German original for information purposes only. In the event of discrepancies between the German language version and any translation thereof, the German language version shall prevail.

## **Explanatory notes to the agenda items which are not subject to a resolution (section 124a sentence 1 no. 2 of the German Stock Corporation Act)**

### **and information on shareholders' rights according to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act**

#### **A.) Explanatory notes to the agenda items which are not subject to a resolution (section 124a sentence 1 no. 2 of the German Stock Corporation Act)**

Under agenda item 1 – Submission of the adopted annual financial statements, the approved consolidated financial statements, as well as the combined management report of HeidelbergCement AG and HeidelbergCement Group, as well as the report of the Supervisory Board for the 2021 financial year – no resolution will be passed by the shareholders' meeting because the German Stock Corporation Act does not provide for a resolution on the adopted annual financial statements and the further documents. The resolution on the appropriation of the balance sheet profit („Bilanzgewinn“) will be passed under agenda item 2.

#### **Underlying provisions of the German Stock Corporation Act (AktG):**

##### **Section 175 para. 1 AktG:**

Upon receipt of the report of the supervisory board, the managing board shall promptly give notice of a shareholders' meeting to receive the approved annual financial statements and the management report, the annual financial statements approved by the supervisory board according to section 325 para. 2a of the German Commercial Code as well as to resolve on the appropriation of a balance sheet profit, in case of a parent company (section 290 para. 1 and 2 of the German Commercial Code), to receive as well both the consolidated financial statements approved by the supervisory board and the Group management report. Such shareholders' meeting shall be held during the first eight months of the fiscal year.

##### **Section 175 para. 2 AktG:**

The annual financial statements, the annual financial statements approved by the supervisory board according to Section 325 para. 2a of the German Commercial Code, the management report, the report of the supervisory board and the proposal of the managing board for the appropriation of the balance sheet profit shall be available for inspection by shareholders at the office of the company as from the date of the notice calling the meeting. Upon request, each shareholder shall promptly be provided with a copy of such documents. In case of a parent company (section 290 para. 1 and 2 of the Commercial Code), sentences 1 and 2 shall also apply to the consolidated financial statements, the Group management report and the report of the

supervisory board thereupon. If the aforementioned documents are available on the company's Internet website for the same time period, the obligations under sentences 1 to 3 shall not apply.

**Section 176 para. 1 AktG:**

The managing board shall make available to the shareholders' meeting the documents specified in section 175 para. 2 and, in case of a listed company, the explanatory report on the information according to section 289a and 315a of the German Commercial Code. At the beginning of the meeting, the managing board shall comment on its documents and the chairperson of the supervisory board shall comment on the report of the supervisory board. In doing so, the managing board shall also comment on any annual net loss that has materially affected the annual profit. Sentence 3 shall not apply to credit institutions.

**Section 174 AktG:**

- (1) The shareholders' meeting resolves on the appropriation of the balance sheet profit. With respect thereto, the shareholders' meeting is bound by the approved annual financial statements.
- (2) Such resolution shall specify the appropriation of the balance sheet profit in detail, including, in particular, the following:
  1. the balance sheet profit;
  2. the amount of cash dividends or payment in kind to be distributed to the shareholders;
  3. the amounts to be transferred to revenue reserves;
  4. any retained profits brought forward;
  5. any additional expense resulting from such resolution.
- (3) Such resolution shall not result in an amendment to the approved annual financial statements.

**B.) Further explanatory notes regarding the shareholders' rights according to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act (AktG)**

The invitation to the Annual General Meeting contains information on the rights of shareholders in accordance with section 122 para. 2, 126 para. 1 and 127 AktG as well as section 1 para. 2 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the coronavirus pandemic of 27 March 2020 (BGBl. I, p. 570), amended by the Amending Acts of 22 December 2020 (BGBl. I 2020, p. 3332), of 7 July 2021 (BGBl. I 2021, p. 2437) and of 10 September 2021 (BGBl. I 2021, p. 4153) (hereinafter "**COVID-19 Act**"), which are largely limited to the deadlines for exercising these rights in accordance with section 121 para. 3 sentence 3 no. 3 AktG. The following information serves for further explanation.

**1.) Requests to amend the agenda**

Shareholders jointly representing a proportionate ownership of at least €500,000, i.e. 166,667 shares, may request in writing and under specification of the purpose and the reasons that items be placed on the agenda and be disclosed. Each new agenda item must be accompanied by a statement of the reasons or a formal resolution proposal. The demand must be submitted in writing to the Managing Board of the company.

Shareholders requesting an amendment shall provide proof that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Managing Board decides on the request. Section 70 AktG shall apply in connection with the calculation of the period of share ownership. The day of receipt of the request shall not be included in the calculation. It shall not be possible to use a preceding or subsequent working day in place of a Sunday, a Saturday or a public holiday.

Such requests for items to be placed on the agenda must be submitted to the company no later than 30 days prior to the Annual General Meeting whereby the day of receipt is not to be counted.

The last possible date of receipt is thus by midnight (CEST) on 11 April 2022. Shareholders are requested to send such requests to the address indicated hereafter:

**HeidelbergCement AG**

Vorstand

Berliner Strasse 6

69120 Heidelberg / Germany

**Underlying provisions:**

**Section 122 AktG (excerpts):**

- (1) A shareholders' meeting shall be called if shareholders, whose shares, when taken together, amount to one-twentieth of the capital stock, request such a meeting in writing, stating the purpose of and the reasons for such meeting; such request shall be addressed to the managing board. The articles of association may provide that the right to demand that a shareholders' meeting be called shall require another form and the holding of a lower portion of the capital stock. The persons proposing the motion shall provide proof that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the managing board decides on the request. Section 121 para.7 shall apply mutatis mutandis.
  
- (2) In the same manner, shareholders, whose shares, when taken together, amount to one twentieth of the capital stock or the proportionate amount of €500,000, may request that items be placed on the agenda and announced. Each new item must be accompanied by the reasons for it or by a proposed resolution. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.

**Section 121 para. 7 AktG:**

In the case of time periods and deadlines that are calculated retroactively from the meeting, the day of the meeting shall not be included in the calculation. It shall not be possible to use a preceding or subsequent working day in place of a Sunday, a Saturday or a public holiday. Section 187 to 193 of the German Civil Code (BGB) shall not apply mutatis mutandis. In case of non-listed companies, the articles of association may define a different calculation of the deadline.

**Section 70 AktG:**

If the shareholder is required to have held the share for a certain period before being able to exercise the rights arising therefrom, a claim to assignment against a credit institution, a financial services institution, a securities institution or an enterprise acting pursuant to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or section 53b para. 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to a shareholder if he acquired the share free of charge from his trustee, as universal successor, upon severance of co-ownership or as a result of a transfer of assets pursuant to section 13 of the Insurance Supervisory Act or section 14 of the Savings and Loan Association Act.

**2.) Countermotion and election proposal**

Pursuant to section 126 AktG, all motions by shareholders to be made accessible on items of the agenda, including their grounds, and/or proposals by shareholders for the election of auditors pursuant to section 127 AktG to be made accessible, which are received by us at least 14 days prior to the meeting, not including the day of receipt, i.e. by midnight (CEST) on 27 April 2022, at our address

HeidelbergCement AG  
Abt. GLC  
Berliner Strasse 6  
69120 Heidelberg/Germany  
or via e-mail to [antrag-hv@heidelbergcement.com](mailto:antrag-hv@heidelbergcement.com)

will be published without delay after receipt at [www.heidelbergcement.com/de/hauptversammlung-2022](http://www.heidelbergcement.com/de/hauptversammlung-2022).

Any comments by the administration will also be published at the aforementioned Internet address.

Since the Annual General Meeting is a virtual meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies of the Company), no motions can be submitted at the virtual Annual General Meeting. Motions and election proposals to be made available pursuant to section 126 AktG and section 127 AktG are considered to be made at the Annual General Meeting, if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting. The right of the chairman of the meeting to vote first on the proposals of the management remains unaffected by this.

It is pointed out that questions may only be submitted in the manner described below in the section entitled "Right of asking questions" below.

## **Underlying provisions:**

### **Section 126 AktG:**

- (1) Motions by shareholders, including shareholders' names, supporting information and, if any, management's discussion shall be made available to the eligible persons referred to in section 125 para. 1 to 3 under the conditions specified therein, provided that the shareholder submitted at least 14 days prior to the meeting a counterproposal to a proposal of the managing board and the supervisory board regarding a specific item on the agenda, together with a statement of the reasons, to the address designated for this purpose in the shareholders' meeting notice. The day of receipt shall not be counted. In the case of stock exchange listed companies, the required availability shall be provided over the Internet website of the company. Section 125 para. 3 shall apply *mutatis mutandis*.
- (2) A counterproposal and supporting information need not be made accessible if:
  1. the managing board would by reason of such accessibility become criminally liable;
  2. the counterproposal would result in a resolution of the shareholders' meeting that would be illegal or would violate the articles;
  3. the reasons contain statements which are manifestly false or misleading in material respects or which are libellous;
  4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company pursuant to section 125;
  5. the same counterproposal of such shareholder based on essentially identical supporting information has already been made available pursuant to section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the capital stock represented has voted in favour of such counterproposal;
  6. the shareholder indicates that he/she will neither attend nor be represented at the shareholders' meeting; or
  7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his/her behalf a counterproposal communicated by him/her.

The supporting information need not be made accessible if it exceeds a total of 5,000 characters.

- (3) If several shareholders make counterproposals for resolution in respect of the same subject matter, the managing board may combine such counterproposals and the respective statement of the reasons.

**Section 127 AktG:**

Section 126 shall apply *mutatis mutandis* to a nomination by a shareholder for the election of a member of the supervisory board or auditors. Such nomination need not be supported by a statement of the reasons. Moreover, the managing board need not make such nomination available if it fails to contain information pursuant to section 124 para. 3, sentence 4 and section 125 para. 1, sentence 5. The managing board must add the following to a nomination by a shareholder for the election of a member of the supervisory board of listed companies that are subject to the Co-Determination Act, the Coal, Iron and Steel Industry Co-Determination Act or the Supplementary Co-Determination Act:

1. reference to the requirements of section 96 para. 2,
2. indication of whether overall fulfilment pursuant to section 96 para. 2, sentence 3 has been opposed and
3. indication of how many seats on the supervisory board must as a minimum be filled by men and women respectively in order to fulfil the required minimum proportion pursuant to section 96 para. 2, sentence 1.

**Section 124 para. 3 sentence 4 AktG:**

The nomination of members of the supervisory board or auditors shall state their name, occupation held, and place of residence.

**Section 125 para. 1 sentence 5 AktG:**

In the case of listed companies, information on the membership of nominated supervisory board members in other supervisory boards required by law shall be attached to a nomination of supervisory board members; information on their membership in comparable governing bodies of domestic and foreign commercial enterprises should be attached.

**Section 1 para. 2 sentence 3 COVID-19 Act:**

Motions or election proposals from shareholders which are to be made accessible in accordance with section 126 or section 127 of the Stock Corporation Act shall be deemed to have been submitted at the meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the general meeting.

**3.) Right to ask questions**

Pursuant to section 1 para. 2 no. 3 of the COVID-19 Act, shareholders have the right to ask questions by means of electronic communication. The Managing Board stipulated that questions must be submitted by electronic communication by no later than midnight (CEST) on 10 May 2022. The Managing Board will decide at its discretion how to answer the questions.

Shareholders registered for the Annual General Meeting or their proxies may submit their questions to the Company in German language via the InvestorPortal by midnight (CEST) on 10 May 2022. The necessary access data are part of the admission ticket sent to you after registration.

## **Underlying provisions:**

### **Section 1 para. 2 COVID-19 Act:**

(2) The managing board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the right to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

The managing board shall decide at its own dutiful discretion how to answer questions; it may also specify that questions are to be submitted by electronic communication no later than one day before the meeting. Motions or election proposals from shareholders which are to be made accessible in accordance with section 126 or section 127 of the Stock Corporation Act shall be deemed to have been submitted at the meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the general meeting.

**Heidelberg, March 2022**  
**The Managing Board**