

Statement of compliance in accordance with § 161 of the German Stock Company Act (Aktiengesetz)

On 15 February 2016, the Managing Board and on 16 February 2016, the Supervisory Board resolved to submit the following statement of compliance in accordance with § 161, section 1 of the German Stock Company Act: The Managing Board and Supervisory Board of HeidelbergCement AG declare, in accordance with § 161, section 1 of the German Stock Company Act, that they have complied with, and are in compliance with, the recommendations of the Government Commission on the German Corporate Governance Code (hereafter referred to as the Code), with the following exceptions:

- The performance-oriented element of the remuneration of the Supervisory Board, which was initially still in force during the reporting period, was not geared towards the sustainable development of the Group (deviation from point 5.4.6). This deviation has now been eliminated with retroactive effect, as the Annual General Meeting on 7 May 2015 abolished the variable remuneration of members of the Supervisory Board with effect from 1 January 2015.

Justification: The variable element of the remuneration of the Supervisory Board in force from 2010 to the end of 2014 was dependent on the Group earnings per share achieved in the respective previous year. As it was not based on a multi-year assessment, this variable element was thus not sustainable in the sense of the Code.

- The shareholdings of members of the Supervisory Board are not disclosed (deviation from point 6.3).

Justification: The members of the Supervisory Board are bound by the shareholding disclosure requirements under § 21 of the German Securities Trading Law (Wertpapierhandelsgesetz) and the Directors' Dealings disclosure requirements under § 15a of the German Securities Trading Law. This seems to guarantee sufficient transparency as regards the shareholdings of members of the Supervisory Board.

For the reporting period from 9/10 February 2015 (submission date of previous statement of compliance) to 12 June 2015, the above statement relates to the version of the Code published in the German Federal Gazette (Bundesanzeiger) dated 24 June 2014. For the period since 13 June 2015, it relates to the version of the Code dated 5 May 2015, published on 12 June 2015.

Heidelberg, 15/16 February 2016

HeidelbergCement AG

The Managing Board

The Supervisory Board