

Englisch

EQS Post-admission Duties announcement: Heidelberg Materials AG / Share buyback programme
Heidelberg Materials AG: Release of a capital market information

22.05.2024 CET/CEST

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Disclosure pursuant to Article 5(1)(a) of Regulation (EU) No 596/2014 and Article 2(1) of Delegated Regulation (EU) 2016/1052 / Share buyback programme

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The share buyback programme announced by Heidelberg Materials AG in an ad hoc notification on 21 February 2024 will be carried out in a first tranche starting 23 May 2024. In the period from 23 May 2024 until 25 November 2024 at the latest, shares in Heidelberg Materials AG (ISIN DE0006047004) up to a total price (without incidental acquisition costs) of 350 to 400 million euros shall be acquired via the stock exchange. Based on the current share-price level (97.72 euros, XETRA closing price of 21 May 2024), this would be up to 4,093,327 shares and around 2.25% of the share capital. The announced share buyback programme shall comprise a total volume of up to 1,2 billion euros and be carried out in three tranches by means of an acquisition via the stock exchange, with completion by end of 2026 at the latest.

The Managing Board thereby will be making use of the authorisation to acquire treasury shares newly granted by the Annual General Meeting on 11 May 2023. According to it, Heidelberg Materials AG is authorised to acquire treasury shares until the end of 10 May 2028 up to a total of 10% of the share capital existing at the time of the adoption of the resolution by the Annual General Meeting or – if such amount is lower – of the share capital at the time this authorisation is exercised; this corresponds to 18,206,812 shares. The company already used the authorization to acquire 4,117,499 treasury shares, which means that it can currently acquire up to a further 14,089,313 treasury shares, taking into account the restrictions of section 71 (2) sentence 1 AktG.

The authorisation of 11 May 2023 can be exercised by the company once or several times, in whole or in partial amounts for any permissible purpose. The equivalent value paid by Heidelberg Materials AG per share (without ancillary acquisition costs) may not exceed or fall below the price in the XETRA trading system on the Frankfurt/Main Stock Exchange (or a functionally comparable successor system), as determined on the trading day by the opening auction, by more than 10%.

The buyback is generally based on the requirements in Articles 5, 14 and 15 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 in conjunction with the provisions of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the

conditions applicable to buyback pro-programmes and stabilisation measures (hereinafter: EU Reg. 2016/1052), with the exception of Article 2(1a) of EU Reg. 2016/1052.

The share buyback will be carried out for this tranche by involving an independent credit institution acting as riskless principal (*"Kommissionär"*) for Heidelberg Materials AG. The credit institution must carry out the acquisition of shares in Heidelberg Materials AG in accordance with the regulations specified above and must comply with the provisions of the authorisation of 11 May 2023.

The credit institution shall make its decisions concerning the timing of the acquisition of the shares in Heidelberg Materials AG in accordance with Article 4(2b) of EU Reg. 2016/1052 independently of and without being influenced by Heidelberg Materials AG. Heidelberg Materials AG will therefore not influence the decisions of the credit institution. To the extent legally permissible, the Managing Board of Heidelberg Materials AG may – taking into account the insider trading law provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 – at any time suspend the share buyback programme and, if applicable, resume it or terminate it prematurely.

The credit institution instructed by Heidelberg Materials AG in the context of the share buyback programme is obliged, in particular, to comply with the trading conditions of Article 3 of EU Reg. 2016/1052. The acquired shares may be used for all purposes approved by the Annual General Meeting on 11 May 2023, also, in particular, as non-cash consideration within the scope of company mergers or to acquire undertakings, parts of undertakings and/or participations in undertakings.

Information on the transactions relating to the share buyback programme shall be adequately disclosed no later than by the end of the seventh daily market session following the date of execution of such transactions in a detailed form and in an aggregated form. In addition, Heidelberg Materials AG shall publish the disclosed transactions on its website (<https://www.heidelbergmaterials.com/en>) under the category "Investor Relations/Share/Share buyback" and ensure that, starting from the day of the disclosure, the information will be publicly available for at least five years.

Heidelberg, 22 May 2024

The Managing Board

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