

**First Supplement dated June 7, 2024
to the Prospectus dated April 30, 2024**

*This document constitutes a supplement (the "**First Supplement**") within the meaning of Article 23 of Regulation (EU) 2017/1129 of the European Parliament and the Council of June 14, 2017, as amended (the "**Prospectus Regulation**") to the base prospectus of Heidelberg Materials AG in respect of non-equity securities within the meaning of Article 2(c) of the Prospectus Regulation ("**Non-Equity Securities**"), and (ii) the base prospectus of Heidelberg Materials Finance Luxembourg S.A. in respect of Non-Equity Securities (together, the "**Medium Term Note Programme Prospectus**" or the "**Prospectus**").*

This First Supplement is supplemental to, and should be read in conjunction with Prospectus dated April 30, 2024. Therefore, with respect to future issues of Notes under the Programme of the Issuers (as defined below), references in the Final Terms to the Prospectus are to be read as references to the Prospectus as supplemented by this First Supplement.



HEIDELBERG MATERIALS AG
(incorporated in Germany)

and

HEIDELBERG MATERIALS FINANCE LUXEMBOURG S.A.

(a public limited liability company (société anonyme) incorporated in the Grand Duchy of Luxembourg with registered office at 5, rue des Primeurs, L-2361 Strassen, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Trade and Companies (Registre de Commerce et des Sociétés, Luxembourg) under number B40962)

(Notes (as defined below) issued by Heidelberg Materials Finance Luxembourg S.A. are guaranteed by Heidelberg Materials AG on the terms described in this document)

€ 10,000,000,000 Euro Medium Term Note Programme
(the "**Programme**")

Heidelberg Materials AG and Heidelberg Materials Finance Luxembourg S.A. have requested the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority under the Prospectus Regulation and the Luxembourg law relating to prospectuses for securities dated July 16, 2019 (*Loi du 16 juillet 2019 relative aux prospectus pour valeurs mobilières et portant mise en œuvre du règlement (UE) 2017/1129*, as amended, the "**Luxembourg Law**") to provide the competent authorities in the Federal Republic of Germany ("**Germany**"), the Republic of Austria, the Republic of Ireland and the Netherlands with a certificate of approval attesting that the First Supplement has been drawn up in accordance with the Prospectus Regulation ("**Notification**"). Each Issuer (as defined herein) may request the CSSF to provide competent authorities in additional Member States within the European Economic Area with a Notification.

This First Supplement has been approved by the CSSF, has been filed with said authority and will be published in electronic form on the website of the Luxembourg Stock Exchange (www.luxse.com).

Heidelberg Materials AG, with its registered office in Heidelberg, Germany (herein referred to as "**Heidelberg Materials**", "**HM**" or "**HM AG**", an "**Issuer**" or the "**Guarantor**", together with its consolidated group companies, the "**Heidelberg Materials Group**" or the "**Group**"), and Heidelberg Materials Finance Luxembourg S.A., with its registered office in Strassen, Grand Duchy of Luxembourg (herein referred to as "**HM Finance Lux**" or "**HM Finance Luxembourg S.A.**" or an "**Issuer**" and together with Heidelberg Materials, the "**Issuers**") are solely responsible for the information given in this First Supplement.

Each of the Issuers hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this First Supplement for which they are responsible is, to the best of their knowledge, in accordance with the facts and contains no omission likely to affect its import.

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning in this First Supplement.

This First Supplement shall only be distributed in connection with the Prospectus. It should only be read in conjunction with the Prospectus.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference into the Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The Issuers have confirmed to the Dealers that the Prospectus as supplemented by this First Supplement contains all information which is necessary to enable investors to make an informed assessment of the assets and liabilities, financial position, profit and losses and prospects of the Issuers and the rights attaching to the Notes which is material in the context of the Programme; that the information contained therein with respect to the Issuers and the Notes is accurate and complete in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts with respect to the Issuers or the Notes, the omission of which would make the Prospectus as supplemented by this First Supplement as a whole or any of such information or the expression of any such opinions or intentions misleading; that the Issuers have made all reasonable enquiries to ascertain all facts material for the purposes aforesaid.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this First Supplement or any other document entered into in relation to the Programme or any information supplied by the Issuers or any other information in the public domain and, if given or made, such information must not be relied upon as having been authorized by the Issuers, the Dealers or any of them.

To the extent permitted by the laws of any relevant jurisdiction, neither the Arranger nor any Dealer nor any other person mentioned in the Prospectus or this First Supplement, excluding the Issuers, is responsible for the information contained in the Prospectus or this First Supplement or any Final Terms or any other document incorporated therein by reference, and accordingly, and to the extent permitted by the laws of any relevant jurisdiction, none of these persons accepts any responsibility for the accuracy and completeness of the information contained in any of these documents.

In accordance with Article 23 (2) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for Notes before this First Supplement was published and where the Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted have the right, exercisable within two working days after the publication of this First Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be June 11, 2024. Investors should contact the Issuers at the address specified on the last page of this First Supplement for the exercise of the right of withdrawal.

Replacement information pertaining to the section NOTICE

The last paragraph of the section on page 5 of the Prospectus shall be replaced by the following:

"Neither the Sustainability-Linked Financing Framework nor the Green Finance Framework nor any second party opinion and any other documents related thereto are incorporated into or form part of this Prospectus. None of the Arranger, the Dealers, any of their respective affiliates or any other person mentioned in the Prospectus makes any representation as to the suitability of such Notes to fulfil environmental, social and/or sustainability criteria required by any prospective investor. The Arranger and the Dealers have not undertaken, nor are responsible for, any assessment of the Sustainability-Linked Financing Framework, the Green Finance Framework or any second party opinion and any other documents related thereto, any verification of whether any Eligible Green Project (as defined below) meets the criteria set out in Green Finance Framework or any second party opinion and any other documents related thereto or the monitoring of the use of proceeds. None of the Issuers, the Guarantor (if applicable), the Arranger or the Dealers accepts any form of liability for the substance of any second party opinion and/or any liability for loss arising from the use of any second party opinion and/or information provided therein."

Supplemental information pertaining to the section GENERAL DESCRIPTION OF THE PROGRAMME

The section on pages 8-12 of the Prospectus shall be supplemented by the following:

"IV. General Description of the Green Bonds

The net proceeds from each issue of Notes by the Issuers will be used for general corporate purposes unless stated otherwise in the applicable Final Terms. The Issuers may issue series of Notes under the Programme for which the applicable Final Terms specify under "Use of Proceeds" that the relevant Issuer intends to allocate an amount equivalent to the net proceeds from an offer of such Notes to finance and/or refinance Eligible Green Projects as defined by the Eligibility Criteria (both terms as defined and described below).

General

Heidelberg Materials has established a Green Finance Framework (the "**Green Finance Framework**") to give itself a methodology for the issuance of green financing instruments (herein referred to as "**Green Bonds**") and the intended allocation of its proceeds. Under the Green Finance Framework, Heidelberg Materials AG or any of its subsidiaries can issue green finance instruments which may include senior bonds, subordinated bonds, medium-term notes (MTNs), loans, promissory notes (*Schuldscheindarlehen*), commercial papers in any currency and/or denomination to finance and/or refinance green eligible projects (referred to as "**Eligible Green Projects**"). The Green Finance Framework should enable Heidelberg Materials to issue Green Bonds to better align the funding needs with its sustainability strategy. The establishment of the Green Finance Framework in combination with the existing Sustainability-Linked Financing Framework will support accountability and commitments with regards to Heidelberg Materials' environmental strategy and targets, as it provides additional transparency around the financing and/or refinancing of projects which play a key-role in the transition to a low-carbon and climate resilient economy. Heidelberg Materials believes that Green Bonds are an effective tool to channel investments to projects that demonstrate environmental benefits and thereby contribute to the achievement of the Paris Climate Agreement and UN Sustainable Development Goals.

The Green Finance Framework aligns with the 2021 edition (including the updated Appendix I of June 2022) of the Green Bond Principles (GBP), administered by the International Capital Market Association (ICMA) as well as the LMA/APLMA/LSTA Green Loan Principles (GLP) 2023 edition. It follows the four ICMA GBP core components: Use of Proceeds, Process for Project Evaluation and Selection, Management of Proceeds, and Reporting. It also follows the Guidelines for Green, Social, Sustainability and Sustainability-Linked Bonds External Reviews. Such review of the Green Finance Framework has been conducted by ISS-Corporate. The results are documented in a second party opinion (the "**Green Finance Second Party Opinion**"), which confirms that the Green Finance Framework met the ICMA GBP as well as the LMA/APLMA/LSTA GLP at the time of its publication.

None of the Green Finance Framework or any other document related thereto including the Green Finance Second Party Opinion, any footnotes, links to the Issuer's website and/or progress and impact assessment reports are, nor shall they be deemed to be, incorporated in and/or form part of the Prospectus.

The following summary information reflects the status of the Green Finance Framework as of the date hereof. Investors should note that the Green Finance Framework may be reviewed and updated by Heidelberg Materials at any time to align with industry best market practices and future market developments, regulations and expectations. The Green Finance Framework, as updated from time to time, is available on the website of the Issuer.

Use of Proceeds

Heidelberg Materials intends to allocate an amount equivalent to the proceeds from the issuance of Green Bonds to finance and/or refinance Eligible Green Projects as defined by the eligibility criteria which may include the current value of fixed assets ("**Assets**"), capital expenditures ("**CapEx**") and/or operational expenditures ("**OpEx**") associated with economic activities that meet or will meet the Eligibility Criteria outlined below. CapEx and Assets shall qualify for refinancing with no limitation with regards to look-back period, while OpEx qualify with a maximum three-years look-back period. In defining the Eligibility Criteria for the Eligible Green Projects, Heidelberg Materials refers to the EU Taxonomy Climate Delegated Act – Annex I, the EU Taxonomy Environmental Delegated Act – Annex II and subsequent amendments.

For projects to be eligible, either: (a) the relevant EU Taxonomy's Technical Screening Criteria ("**TSC**") for Substantial Contribution ("**SC**") to Climate Change Mitigation and the Transition to a Circular Economy must be respected; or (b) they have to be part of a CapEx/OpEx transition plan with a deadline of maximum 10 years (in accordance with the EU Taxonomy Disclosures Delegated Act – Annex I) by which CapEx/OpEx funded by a Green Bond shall be aligned with the relevant SC criteria.

The following table sets out the eligibility criteria (the "**Eligibility Criteria**") and project examples:

GBP/GLP category	Eligibility Criteria	Heidelberg Material project examples
Pollution Prevention and Control	<p>Assets, CapEx and/or OpEx for the manufacturing of one of the following:</p> <ul style="list-style-type: none"> • Grey cement clinker where the specific Green House Gas (GHG) emissions are lower than 0.722 tCO₂e per tonne of grey cement clinker • Cement from grey clinker or alternative hydraulic binder, where the specific GHG emissions from the clinker and cement or alternative binder production are lower than 0.469 tCO₂e per tonne of cement or alternative binder manufactured <p>Where CO₂ that would otherwise be emitted from the manufacturing process is captured for the purpose of underground storage, the CO₂ is transported and stored underground in accordance with the TSC of economic activities 5.11 and 5.12 as per the EU Taxonomy Climate Delegated Act (Annex I).</p>	<ul style="list-style-type: none"> • Modernisation and efficiency measures, e.g. replacement of inefficient technologies or general plant upgrades • Replacing fossil fuels, e.g. installations for the increased use of alternative fuels, especially biomass and infrastructure for alternative fuel usage • Clinker replacement, e.g. installation of separate grinding, infrastructure for alternative raw materials, or calcined clay pilots • Carbon Capture, Utilisation, and Storage¹ • Projects to meet the Do No Significant Harm (DNSH) criteria, e.g. air emissions reduction, water recycling, water treatment, and water quality, or biodiversity protection and restoration
Circular Economy Adapted Products, Production Technologies and Processes	<p>Assets, CapEx and/or OpEx for the construction, operation and/or upgrade of facilities for the sorting and/or material recovery of:</p> <p>Non-hazardous waste, either:</p> <ul style="list-style-type: none"> • Converting at least 50%, in terms of weight, of the processed separately collected non-hazardous waste into secondary raw materials that are suitable for the substitution of virgin materials in production processes; or • As per the substantial contribution criteria to the transition to a circular economy of the EU Taxonomy Environmental Delegated Act (Annex II) under 2.7 which are split in: <ul style="list-style-type: none"> • Origin of the feedstock material • Material recovery 	<ul style="list-style-type: none"> • Increased recycling capabilities, e.g. waste sorting, processing and transportation or related infrastructure

¹ For Eligible Green Projects financed under the Green Finance Framework, the captured CO₂ will not directly be used by Heidelberg Materials nor, to the best of their knowledge, indirectly by HM's partners, for enhanced oil recovery (EOR).

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- Proper management of waste
 - Quality of secondary raw materials

Process for Project Evaluation and Selection

Heidelberg Materials has established a decision-making process to determine the eligibility of the Eligible Green Projects, in accordance with the Eligibility Criteria outlined above. Eligible Green Projects will be selected by a dedicated Green Finance Committee (referred as to the "**Committee**") set up within Heidelberg Materials. The Committee is formed by members of treasury, legal, accounting, sustainability, technical and other relevant business teams when necessary. Furthermore, Heidelberg Materials ensures that all Eligible Green Projects comply with official national and international environmental and social standards, and local laws and regulations. These laws are monitored and enforced by the local authorities, among others, as part of obtaining the necessary permits for new projects and infrastructure maintenance.

Management of Proceeds

The net proceeds from the issue of the Green Bonds will be managed, tracked, and monitored in an appropriate manner by Heidelberg Materials. Heidelberg Materials shall allocate proceeds to Eligible Green Projects, selected in accordance with the Eligibility Criteria and the Process for Project Evaluation and Selection described above, within 36 months of issuance of the Green Bonds. Pending full allocation, unallocated net proceeds will be managed temporarily in accordance with Heidelberg Materials' treasury principles (in cash, deposits, or other money market instruments), for the repayment of other indebtedness and/or other capital management activities. Payment of principal and interest of the Green Bonds will be made from the general funds and will not be directly linked to the performance of any Eligible Green Projects. Green Bonds issued at or around the same time of the conclusion of M&A activities could be labelled as Green Bonds provided that the allocation of proceeds is fulfilled on the basis of sufficient Eligible Green Projects.

Reporting

Heidelberg Materials will make and keep readily available reporting on the allocation and impact of proceeds from Green Bonds to Eligible Green Projects annually and until full allocation (or until maturity). The reporting will be based at least on an aggregate category level and will be made publicly available on Heidelberg Materials' website. Heidelberg Materials intends to align its impact reporting with the ICMA "Handbook – Harmonized Framework for Impact Reporting (June 2023)". Further, Heidelberg Materials may decide to provide pre-issuance and/or post-issuance disclosures according to the voluntary common templates according to the EU Green bond Standard Regulation.

The allocation report will include the following information: (a) the size of the identified Eligible Green Projects, per category, (b) the balance (if any) of unallocated proceeds, (c) the amount or the percentage of new financing and refinancing, and (d) the geographic location of the projects, where feasible.

The impact report may provide impact indicators as detailed in the table below:

GBP/GLP category	Potential impact indicators
Pollution Prevention and Control	<ul style="list-style-type: none"> • Estimated annual reduced and/or avoided GHG emissions [tCO₂e/year] • Estimated annual captured GHG emissions through CCUS [tCO₂e/year]
Circular Economy Adapted Products, Production Technologies and Processes	<ul style="list-style-type: none"> • Total volume processed waste

External Review

ISS-Corporate reviewed the alignment of the Green Finance Framework with the ICMA GBP and the GLP. The Green Finance Second Party Opinion has been published on Heidelberg Materials' website. Heidelberg Materials will, until full allocation (or until maturity), request annually a limited assurance report of the allocation of the Green Bonds to the Eligible Green Projects, provided by its current auditor (or any subsequent auditor)."

Replacement information pertaining to the section RISK FACTORS

The second paragraph of the section "3. Other related risks - Notes issued with a specific use of proceeds, such as a Green Bond" on pages 28-30 of the Prospectus shall be replaced by the following:

"The Issuers have established a framework for such issuances which further specifies the eligibility criteria for such Eligible Green Projects (the "**Green Finance Framework**"). The Green Finance Framework is accessible on the website of Heidelberg Materials. For the avoidance of doubt, neither the Green Finance Framework nor the content of the website or any SPO (as defined below) including any footnotes, links to the Issuers' website and/or progress and impact assessment reports are, nor shall they be deemed to be, incorporated by reference into and/or form part of this Prospectus."

The fourth paragraph of the section "3. Other related risks - Notes issued with a specific use of proceeds, such as a Green Bond" on pages 28-30 of the Prospectus shall be replaced by the following:

"Prospective investors should refer to the information set out in the relevant Final Terms and the Green Finance Framework regarding such use of proceeds and must determine for themselves the relevance of such information (in particular, regarding the reasons for the offer and the use of proceeds) for the purpose of any investment in such Notes together with any other investigation such investor deems necessary. Investors should also note that the Green Finance Framework may be updated at any time, and that such updated Green Finance Framework may then apply to newly issued Green Bonds only."

The seventh paragraph of the section "3. Other related risks - Notes issued with a specific use of proceeds, such as a Green Bond" on pages 28-30 of the Prospectus shall be replaced by the following:

"It is the intention of the relevant Issuer to apply an amount equivalent to the proceeds of any Notes so specified for Eligible Green Projects in, or substantially in, the manner described in the relevant Final Terms and the Green Finance Framework. However, there can be no assurance by the Issuers, the Guarantor (if applicable), the Arranger, the Dealers or any other person that the relevant project(s) (including those the subject of, or related to, any Eligible Green Projects) will be capable of being implemented in or substantially in such manner and/or accordance with any timing schedule and that accordingly such proceeds will be disbursed in whole or in part for such Eligible Green Projects. Neither can there be any assurance by the Issuers, the Guarantor (if applicable), the Arranger, the Dealers or any other person that such Eligible Green Projects will be completed within any specified period or at all or with the results or outcome (whether or not related to the environment) as originally expected or anticipated by the relevant Issuer."

The tenth paragraph of the section "3. Other related risks - Notes issued with a specific use of proceeds, such as a Green Bond" on pages 28-30 of the Prospectus shall be replaced by the following:

"No assurance or representation can be given by the relevant Issuer, the Guarantor (if applicable), the Arranger or the Dealers as to the suitability or reliability for any purpose whatsoever of any opinion or certification of any third party (whether or not solicited by the relevant Issuer) which may be made available in connection with the issue of any Notes and in particular with any Eligible Green Projects to fulfil any environmental, social sustainability and/or other criteria (such second party opinion is herein referred to as the "**SPO**"). Any such SPO may not address risks that may affect the value of any Notes issued under the Green Finance Framework or any Eligible Green Projects against which the relevant Issuer may assign the net proceeds of any Notes."

Replacement and supplemental information pertaining to the section HEIDELBERG MATERIALS AG

The section "Selected Historical Financial Information Regarding the Group" on pages 34-35 of the Prospectus shall be supplemented by the following:

	"Quarter ended March 31, 2023	Quarter ended March 31, 2024
	(in € millions) unaudited	
Revenue	4,896	4,488

	"Quarter ended March 31, 2023	Quarter ended March 31, 2024
	(in € millions) unaudited	
Result from current operations before depreciation and amortisation (RCOBD)	557	542
Result from current operations (RCO)	258	232"

The ninth paragraph of the section "Authorization to acquire treasury shares" on page 40 of the Prospectus shall be replaced by the following:

"On February 21, 2024, the Managing Board, with the consent of the Supervisory Board, resolved to launch a new share buyback programme with a total volume of up to €1.2 billion (excluding incidental acquisition costs) and a term no later than the end of 2026. It is envisaged that the share buyback will be carried out in three tranches. The first tranche started on May 23, 2024 following the Heidelberg Materials AG 2024 Annual General Meeting. The share buyback will be carried out via the stock exchange. In taking this step, the Managing Board makes use of the authorization granted by the Annual General Meeting on May 11, 2023, according to which own shares of up to 10% of the share capital existing on May 11, 2023, or – if this amount is lower – of the share capital existing at the time of exercising this authorization may be acquired until the end of May 10, 2028."

The section "Supervisory Board" on pages 51-53 of the Prospectus shall be replaced in its entirety by the following:

"General

Pursuant to the articles of association, the Supervisory Board has twelve members. Half of the Supervisory Board members representing the shareholders are elected by the Annual General Meeting in accordance with the provisions of the German Stock Corporation Act. The other half of the members representing employees are elected in accordance with the provisions of the German Co-Determination Act of 1976 (*Mitbestimmungsgesetz – "MitbestG"*). The term of office for the Supervisory Board started with the conclusion of the Annual General Meeting of May 16, 2024 and ends according to schedule with the conclusion of the ordinary Annual General Meeting in 2028 for the shareholders' representatives and 2029 for the employees' representatives, respectively.

Members

The current members of the Supervisory Board of Heidelberg Materials AG, their principle functions as well as current memberships in administrative, management and supervisory bodies or as partners outside of the Group are set forth in the following table.

Shareholders' Representatives

Name and position	Year of the first election/expiration of the term	Main occupation	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
Dr. Bernd Scheifele Chairman	2022/2028	Member of various supervisory bodies	PHOENIX Pharma SE (chairman) and PHOENIX Pharmahandel GmbH & Co KG (chairman of the advisory council)

Name and position	Year of the first election/expiration of the term	Main occupation	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
Gunnar Groebler Member	2024/2028	Chief Executive Officer of Salzgitter AG	Aurubis AG Ilseburger Grobblech GmbH (chairman) KHS GmbH Mannesmann Precision Tubes GmbH Peiner Träger GmbH (chairman) Salzgitter Flachstahl GmbH (chairman) Salzgitter Mannesmann Grobblech GmbH (chairman) Salzgitter Mannesmann Handel GmbH (chairman) Semco Maritime A/S
Ludwig Merckle Member	1999/2028	Managing Director of Merckle Service GmbH	Kässbohrer Geländefahrzeug AG (chairman) PHOENIX Pharma SE (deputy chairman) and PHOENIX Pharmahandel GmbH & Co KG (member of the advisory council)
Luka Mucic Member	2019/2028	Chief Financial Officer of Vodafone Group Plc	
Margret Suckale Member	2017/2028	Member of supervisory boards	Deutsche Telekom AG, DWS Group GmbH & Co. KGaA Greiner AG Infineon Technologies AG
Dr. Sopna Sury Member	2022/2028	Chief Operating Officer Hydrogen and member of the Executive Board of RWE Generation SE	Société Electrique de l'Our S.A.

Employees' Representatives

Name and position	Year of the first election/expiration of the term	Main occupation	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
Werner Schraeder Deputy Chairman	2009/2029	Chairman of the General Works Council of Heidelberg Materials AG, chairman of the council of employees at the Ennigerloh plant, Heidelberg Materials AG, chairman of the Group Works Council	Berufsgenossenschaft Rohstoffe und chemische Industrie Volksbank eG
Barbara Breuninger Member	2018/2029	Specialist Strategic Management Personnel Recruiting/Development and Coaching, IG Bauen-Agrar-Umwelt, as well as independent Management Trainer and Consultant	

Name and position	Year of the first election/expiration of the term	Main occupation	Current board memberships and activities outside the Group (unless stated otherwise: Supervisory Board)
Katja Karcher Member	2024/2029	Global Lead Counsel Digital, IT Law & Procurement (Digitalization, IT law, ESG), Heidelberg Materials AG	
Markus Oleynik Member	2024/2029	Deputy Chairman of the General Works Council of Heidelberg Materials AG, Spokesman of the Economic Committee of Heidelberg Materials AG and Chairman of the Works Council at the Lengfurt cement plant of Heidelberg Materials AG	Member of the Tariff Commission of the Stone and Earth Industry Bavaria Member of the municipal council of the municipality of Birkenfeld
Dr. Ines Ploss Member	2019/2029	Director Group Procurement, Heidelberg Materials AG	
Peter Riedel Member	2019/2029	Department head - building materials industry at the Federal Executive Committee of IG Bauen-Agrar-Umwelt	Zusatzversorgungskasse der Steine- und Erden-Industrie und des Betonsteinhandwerks VVaG – Die Bayerische Pensionskasse (ZVK)

The members of the Supervisory Board have no potential conflicts of interests between any duties to Heidelberg Materials AG and their private interests or other duties.

Members of the Supervisory Board can be contacted at the business address of Heidelberg Materials AG, Berliner Str. 6, 69120 Heidelberg, Germany (Tel: +49 (0) 6221 481-0)."

Replacement information pertaining to the section GENERAL INFORMATION

The last paragraph of the section "*Documents available*" on page 255 of the Prospectus shall be replaced by the following:

"The Sustainability-Linked Financing Framework and the Green Finance Framework as well as the SPOs are published and available on the website www.heidelbergmaterials.com."

ADDRESSES

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