

**Second Supplement dated August 21, 2024
to the Prospectus dated April 30, 2024
as supplemented by the First Supplement dated June 7, 2024**

*This document constitutes a supplement (the "**Second 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 Second Supplement is supplemental to, and should be read in conjunction with the first supplement dated June 7, 2024 (the "**First Supplement**") and the Prospectus dated April 30, 2024 (the Prospectus together with the First Supplement, the "**Supplemented Prospectus**"). 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 Supplemented Prospectus as supplemented by this Second 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 Second 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 Second 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 Second 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 Second 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 Supplemented Prospectus have the same meaning in this Second Supplement.

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

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

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

The Issuers have confirmed to the Dealers that the Supplemented Prospectus as supplemented by this Second 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 Supplemented Prospectus as supplemented by this Second 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 Supplemented Prospectus or this Second 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 Supplemented Prospectus or this Second Supplement, excluding the Issuers, is responsible for the information contained in the Supplemented Prospectus or this Second 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 Second 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 Second Supplement, to withdraw their acceptances. The final date of the right of withdrawal will be August 23, 2024. Investors should contact the Issuers at the address specified on the last page of this Second Supplement for the exercise of the right of withdrawal.

Supplemental information pertaining to the section HEIDELBERG MATERIALS AG

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

	<u>"June 30, 2023"</u>	<u>June 30, 2024</u>
	(in € millions) unaudited	
Balance sheet total	33,680.1	35,346.1
Total equity	17,563.0	18,550.8
Total non-current liabilities	9,450.5	9,410.5
Total current liabilities	6,666.3	7,384.9
Liabilities associated with assets held for sale	0.2	-

	<u>Interim period ended June 30, 2023</u>	<u>Interim period ended June 30, 2024</u>
	(in € millions) unaudited	
Revenue	10,472.6	9,993.7
Operating revenue	10,467.6	10,009.7
Result from current operations before depreciation and amortization (RCOBD)	1,786.7	1,828.4
Result from current operations	1,188.9	1,202.4
Earnings before interest and taxes (EBIT)	1,229.1	998.5
Profit before tax from continuing operations	1,127.5	891.9
Net income from continuing operations	822.4	629.2
Profit for the period	782.6	623.7
Thereof attributable to Heidelberg Materials AG shareholders	718.7	574.3
Cash flow	1,411.2	1,424.3
Changes in working capital	-1,264.6	-1,263.7
Cash flow from operating activities	24.7	55.7
Cash flow from investing activities	-539.8	-644.1
Cash flow from financing activities	356.0	-850.3"

The section "MANAGEMENT AND ADMINISTRATIVE BODIES – Managing Board" on pages 50-51 of the Supplemented Prospectus shall be supplemented by the following:

"Heidelberg Materials announced in June 2024 that the Supervisory Board had appointed Dr Katharina Beumelburg as a new member of the Managing Board and Chief Sustainability & New Technologies Officer effective October 1, 2024. Katharina Beumelburg will succeed Dr Nicola Kimm who will leave the company after completing her three-year term of office on August 31, 2024."

The section "INCORPORATION BY REFERENCE OF HISTORICAL FINANCIAL INFORMATION" on page 69 of the Supplemented Prospectus shall be supplemented by the following:

"The unaudited interim consolidated financial statements of Heidelberg Materials AG as of and for the period ended June 30, 2024 are incorporated by reference into this Prospectus."

The following paragraphs shall be inserted on page 41 of the Supplemented Prospectus subsequently the section "Financial Risk Management":

"Recent Acquisitions and Divestments

In January 2024, Heidelberg Materials sold its French cement transportation business Tratel S.a.s. to five regional transport specialists. The divestment of the capital-intensive French transport business enables greater focus on Heidelberg Materials France's key activities and is part of Heidelberg Materials' ongoing portfolio optimisation focusing on its core business in promising market positions.

In May 2024, Heidelberg Materials acquired ACE Group, the largest supplier of pulverised fly ash in Malaysia. The aim of the acquisition is to strengthen the company's footprint in this growing market and meet the rising demand for fly ash in order to reduce the CO₂ intensity of cement.

To strengthen its activities in the circular economy sector, Heidelberg Materials acquired B&A Group, one of the leading construction soil and aggregates recycling companies in South West England, in May 2024. The company specialises in the supply of recycled and primary aggregates as well as site clearance, earthworks, land remediation, and sustainable land regeneration. The acquisition of the Mick George Group, which was announced at the end of 2022, was also completed in May 2024. The company is the market leader in the recycling of construction and demolition waste in the east of the United Kingdom and operates four recycling plants, eight waste handling stations, eleven aggregates quarries, and ten ready-mixed concrete plants. As a condition of the acquisition of the Mick George Group, the United Kingdom's Competition & Markets Authority stipulated that Heidelberg Materials must divest five ready-mixed concrete sites and two aggregates quarries. The sale was completed on May 3, 2024.

With the acquisitions of Victory Rock, a producer of high-quality aggregates for concrete and asphalt in Texas, in July 2024, and Highway Materials, one of the largest independent suppliers of aggregates, asphalt, and recycled materials in the Greater Philadelphia market, as well as Carver Sand & Gravel, the largest aggregates producer in the Albany, New York, area, both in August 2024, Heidelberg Materials is further expanding its presence in three core markets in the USA while also adding to its rapidly growing portfolio of circular solutions across North America."

Replacement information pertaining to the section GENERAL INFORMATION

The section "*Significant Changes in the Financial Position*" on page 254 of the Supplemented Prospectus shall be replaced by the following:

"There have been no significant changes in the financial position of Heidelberg Materials Group since June 30, 2024 and of Heidelberg Materials Finance Luxembourg S.A. since December 31, 2023. There has not been any significant change in the financial performance of Heidelberg Materials Group since June 30, 2024 and of Heidelberg Materials Finance Luxembourg S.A. since December 31, 2023, in each case the end of the last financial period for which financial information has been published."

Supplemental information pertaining to the section DOCUMENTS INCORPORATED BY REFERENCE

The section "*Heidelberg Materials AG*" on pages 256-257 of the Supplemented Prospectus shall be supplemented by the following:

"(3) The unaudited consolidated interim financial statements (IFRS) as of and for the period ended June 30, 2024 included in the English language Half-Year Financial Report January to June 2024 (the "**Interim Report 2024**")

https://www.heidelbergmaterials.com/sites/default/files/2024-07/Heidelberg_Materials_Half-Year_Financial_Report_2024.pdf

- Consolidated income statement (page 13 in the Interim Report 2024),
- Consolidated statement of comprehensive income (page 14 in the Interim Report 2024),

- Consolidated statement of cash flows (pages 15 to 16 in the Interim Report 2024),
- Consolidated balance sheet (pages 17 to 18 in the Interim Report 2024),
- Consolidated statement of changes in equity (page 19 in the Interim Report 2024),
- Segment reporting/Notes (page 20 in the Interim Report 2024),
- Notes to the interim consolidated financial statements (pages 21 to 30 in the Interim Report 2024)."

ADDRESSES

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