Declaration of compliance 2025 by the Managing Board and Supervisory Board of Heidelberg Materials AG with the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act (*Aktiengesetz*)

Since issuing the last declaration of compliance in January 2024, Heidelberg Materials AG has complied with all recommendations of the German Corporate Governance Code in the version dated 28 April 2022, published by the Federal Ministry of Justice in the official section of the Federal Gazette (*Bundesanzeiger*) on 27 June 2022, and will continue to comply with them in the future with the following exceptions:

- The recommendation G.10 sentence 2 is not fully complied with. According to this recommendation, granted long-term variable remuneration components shall be accessible to Managing Board members only after a period of four years. According to the Managing Board remuneration system 2024+ approved by the Annual General Meeting in 2024, the Managing Board members can only dispose of the long-term incentive (LTI) payout amount after four years. The term consists of a three-year performance period and a one-year waiting period. However, a deviation from recommendation G.10 sentence 2 is declared regarding the 2024 LTI tranche. In the 2027 financial year, 25% of the provisional payout amount of the 2024 LTI tranche will be paid out to the members of the Managing Board appointed at the time of approval of the remuneration system 2024+ provisionally at the end of the three-year performance period.

  The reason for the deviation is that this payout after the end of the performance period is intended to mitigate a temporary postponement of the payout in the 2027 financial year (due to the change in the Managing Board remuneration system implemented with effect from the 2024 financial year), as only the capital market component of the 2023 LTI tranche will be paid out in this financial year. The provisional payout will be offset against the regular payout of the 2024 LTI tranche after the end of the waiting period in the 2028 financial year.

- The recommendation in G.13 sentence 2 is not complied with. According to this recommendation, the severance payment shall be taken into account in the calculation of any compensation payments if post-contractual non-competition clauses apply. This is not the case at Heidelberg Materials AG.

  The reason for this deviation is that a possible severance payment and a waiting allowance are intended to compensate for different issues in terms of content.

- Recommendation G.12 and recommendation G.9 are complied with, with the following exception:

  Heidelberg Materials AG has concluded an agreement with Mr. Kevin Gluskie on the occasion of the expiry of his office as Managing Board member and his service relationship on the regular termination date of January 31, 2024, according to which the 2024 annual bonus and the 2024 LTI for the period from January 1, 2024 to January 31, 2024 were not paid according to the originally contractually agreed targets and comparison parameters and according to the due dates stipulated in the contract, but according to Mr. Gluskie's target achievement of the annual bonus for the financial year 2023 or the target achievement of the management or capital market component of Mr Gluskie's LTI completed at the end of the 2023 financial year and after the ordinary Annual General Meeting 2024.

  The reason for the deviation is that the Supervisory Board is convinced that for the short performance period of one month, a performance measurement in accordance with the actual target achievement could not be reasonably carried out and therefore, for reasons of practicability, the degree of target achievement of the previous financial year was carried forward with regard to the annual bonus or the last completed LTI components and the pro rata annual bonus 2024 as well as the pro rata LTI 2024 could already be paid out with the variable remuneration due for payment in 2024.

Heidelberg, 17 / 29 January 2025

Heidelberg Materials AG

The Managing Board | The Supervisory Board