

# Proxy and Absentee Ballot Form

## for the Annual General Meeting of HeidelbergCement AG, Heidelberg, on 12 May 2022

If you are registered as a shareholder at the Annual General Meeting (“AGM”) by your depository (credit) institution, you may exercise your voting rights in our virtual AGM by absentee ballot (field A), confer proxy (field B), or confer instructions for an employee of the Company to act as proxy (field C). Please also carefully read the notes on pages 3 and 4.

*(Please provide your number(s) if possible!)*

My admission ticket number(s): \_\_\_\_\_

**A**  **Absentee Ballot**

I/We exercise my/our voting rights for the AGM of HeidelbergCement AG on 12 May 2022 by absentee ballot as stated below.

or

**B**  **Proxy authorisation/instructions for a third party**

I/We confer proxy to

.....  
Surname and/or company name

.....  
First Name

.....  
Place

to represent me/us while exercising my/our rights at the virtual AGM of HeidelbergCement AG on 12 May 2022 without disclosure of my/our name. The proxy authorisation entitles the holder to cancel otherwise conferred proxies and to execute any and all Meeting-related rights, including the right to confer a delegate power of attorney.

Please inform your authorized representative explicitly about the data protection and the disclosure of personal data.

**Please note that your authorized representative cannot physically attend the virtual AGM. The latter must also choose absentee ballot or proxy authorization/instructions for an employee of the Company to exercise the voting rights.**

**C**  **Proxy authorisation/instructions for an employee of the Company exercising your voting rights (hereinafter “Company’s proxies”)**

I/We herewith authorize Mr. Roland Sterr and Mr. Boris Roth (authorized proxies of the Company), both with business address in 69120 Heidelberg, Berliner Str. 6, without disclosure of my/our name, each being entitled to act alone and with the authority to sub-delegate their authority, to exercise my voting rights as stated below.

If you do not place a cross in any of the boxes A, B or C, and/or do not sign the proxy or insert a readable declaration, in which your person is named, but place a cross in the boxes related to the motions listed below, you exercise your voting right by absentee ballot, irrespective of whether or not you have placed a cross in the box in field A.

**Motions listed below in accordance with the publication of the agenda in the Federal Gazette**

	<b>Yes</b>	<b>No</b>
2. Appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>
3. Discharge of the Managing Board for the 2021 financial year		
a) Dr. Dominik von Achten	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr. Lorenz Näger	<input type="checkbox"/>	<input type="checkbox"/>
c) René Aldach	<input type="checkbox"/>	<input type="checkbox"/>
d) Kevin Gluskie	<input type="checkbox"/>	<input type="checkbox"/>
e) Hakan Gurdal	<input type="checkbox"/>	<input type="checkbox"/>
f) Ernest Jelito	<input type="checkbox"/>	<input type="checkbox"/>
g) Dr. Nicola Kimm	<input type="checkbox"/>	<input type="checkbox"/>
h) Dennis Lentz	<input type="checkbox"/>	<input type="checkbox"/>
i) Jon Morrish	<input type="checkbox"/>	<input type="checkbox"/>
j) Chris Ward	<input type="checkbox"/>	<input type="checkbox"/>
4. Discharge of the Supervisory Board for the 2021 financial year		
a) Fritz-Jürgen Heckmann	<input type="checkbox"/>	<input type="checkbox"/>
b) Heinz Schmitt	<input type="checkbox"/>	<input type="checkbox"/>
c) Barbara Breuninger	<input type="checkbox"/>	<input type="checkbox"/>
d) Birgit Jochens	<input type="checkbox"/>	<input type="checkbox"/>
e) Ludwig Merckle	<input type="checkbox"/>	<input type="checkbox"/>
f) Tobias Merckle	<input type="checkbox"/>	<input type="checkbox"/>
g) Luka Mucic	<input type="checkbox"/>	<input type="checkbox"/>
h) Dr. Ines Ploss	<input type="checkbox"/>	<input type="checkbox"/>
i) Peter Riedel	<input type="checkbox"/>	<input type="checkbox"/>
j) Werner Schraeder	<input type="checkbox"/>	<input type="checkbox"/>
k) Margret Suckale	<input type="checkbox"/>	<input type="checkbox"/>
l) Univ.-Prof. Dr. Marion Weissenberger-Eibl	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of the auditor for the 2022 financial year	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of substitute members of the Supervisory Board		
a) Dr. Bernd Scheifele	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr. Sopna Sury	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the remuneration report for the 2021 financial year	<input type="checkbox"/>	<input type="checkbox"/>

.....  
**Place, date, signature(s) or readable declaration, in which the person making the declaration is named**

## Notes

### **On the exercise of voting rights by absentee ballot and/or proxy authorisation instructions for a third party or the Company's proxies**

Against the background of the ongoing coronavirus pandemic and the resulting uncertainties regarding the possibilities and requirements for holding large events and for reasons of health protection for our employees, service providers and shareholders, the Managing Board, with the approval of the Supervisory Board, pursuant to section 1 para. 2 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the coronavirus pandemic of 27 March 2020 (BGBl. I 2020, p. 570), amended by the Amending Acts of 22 December 2020 (BGBl. I 2020, p. 3332), of 7 July 2021 (BGBl. I 2021, p. 2437) and of 10 September 2021 (BGBl. I 2021, p. 4153) (hereinafter "**COVID-19 Act**"), has decided that the Annual General Meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies (with the exception of the Company's proxies). The Annual General Meeting shall be held in the presence of the Chairman of the Supervisory Board and the Chairman of the Managing Board and other members of the Supervisory Board and the Managing Board, the proxies of the Company and a notary public commissioned to record the minutes of the Annual General Meeting at the Company's offices in Heidelberg, Berliner Strasse 6.

The holding of the Ordinary General Meeting 2022 as a virtual General Meeting in accordance with the COVID-19 Act will lead to modifications in the procedures of the General Meeting and in the rights of the shareholders.

If you are registered to attend the AGM as a shareholder duly and on time, you may exercise your voting right either by absentee ballot or have it exercised by the Company's proxies. Moreover, you may also have your voting right exercised by a third party (proxy) by way of absentee ballot or granting a sub-proxy to the Company's proxies. For this purpose, please use preferably the respective online form in the internet-based InvestorPortal (hereinafter "**InvestorPortal**") or the respective form printed on your admission ticket, or pages 1 and 2 of this form; when exercising your voting right by absentee ballot or via the Company's proxies, the use of these forms is obligatory. Please note that the use of this form is not a substitute for the due registration for the AGM.

Please choose on page 1 of this form the desired options (field A, B or C) by placing a cross and, in case of field A or C, confer voting instructions for all resolution motions. Place a cross in the "Yes" box to denote your consent and in the "No" box to voice your rejection. No entry at all will be deemed to be an abstention. Double entries will be discarded as invalid. Please sign the form conferring proxy authorisation/instructions for a third party or the Company's proxies or insert a readable declaration, in which your person is named. Without such a completion, your voting instructions are deemed to be an absentee ballot form.

Proxy authorisation/instructions for a third party (field B), its modification, its revocation and proof of authorisation must be received at the latest by midnight (CEST) on 11 May 2022, at the address: HeidelbergCement AG, c/o Computershare Operations Center, 80249 Munich or by email to the email address: HCAG-HV2022@computershare.de. Via the InvestorPortal, the proxy can be issued, changed, revoked and proof of authorisation given until the end of the AGM.

The receipt at the Company shall be decisive in all cases.

The admission ticket for the virtual AGM also contains access data for the InvestorPortal as well as an integrated form for the submission of proxy authorisations/instructions for a third party and Absentee ballots, as well as further explanations. Via this InvestorPortal it is possible to grant a proxy to a third party, change it, revoke it and provide proof of authorization until the end of the AGM. The InvestorPortal can be reached via the Company's website:

<https://www.heidelbergcement.com/en/annual-general-meeting-2022>

Absentee votes (field A) or proxy authorisation/instructions for the Company's proxies (field C) must be received at the latest by midnight (CEST) on 11 May 2022, at the address: HeidelbergCement AG, c/o Computershare Operations Center, 80249 Munich or via e-mail to the e-mail-address: HCAG-HV2022@computershare.de. The same applies to the amendment and the cancellation of absentee votes and proxy authorisation/instructions for the Company's proxies. Via the InvestorPortal, the votes

cast by way of absentee voting as well as the proxy and instructions for the Company's proxies can be issued, changed and revoked until the beginning of the vote at the AGM.

The receipt at the Company shall be decisive in all cases.

If declarations on casting or changing absentee votes or on granting or changing powers of attorney and instructions to the proxies of the company are received in due time by several of the permissible transmission channels (i) post, (ii) e-mail and (iii) InvestorPortal and not revoked, the declarations will be considered in the following order of transmission, regardless of the time of receipt: (i) InvestorPortal, (ii) e-mail, (iii) post. If both absentee votes and powers of attorney and instructions to the proxies, which are not revoked, are received in due time via the same transmission channel, the absentee votes will be given priority. If several absentee ballots or several powers of attorney and instructions to the proxies that are not revoked are received on the same transmission channel within the deadline, the declaration that was last received is binding.

A revocation of absentee votes or powers of attorney and instructions to the proxies can be declared in the above-mentioned ways within the deadlines specified there. The order of the transmission channels according to the previous paragraph does not apply to the declaration of revocation. Subsequent voting as such does not constitute a revocation of an earlier voting.

Absentee votes or powers of attorney and instructions regarding agenda item 2 (appropriation of the balance sheet profit) remain valid even if the proposal for the appropriation of retained earnings is adjusted as a result of a change in the number of shares entitled to dividends.

If an individual vote is taken instead of a collective vote on an item on the agenda, the absentee vote or instruction given for this item on the agenda applies accordingly to each item of the individual vote.

Since the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the proxies of the Company), no motions can be made in the virtual Annual General Meeting. As a shareholder, you still have the option of submitting countermotions, election proposals and procedural motions prior to the AGM. Motions and election proposals to be made available pursuant to section 126 of the German Stock Corporation Act and section 127 of the German Stock Corporation Act are considered to be made at the Annual General Meeting if the shareholder making the motion or submitting the election proposal is duly authorised and registered for the Annual General Meeting.

Motions and/or election proposals of shareholders (counterproposals) required to be disclosed are published on the Internet at

<https://www.heidelbergcement.com/en/annual-general-meeting-2022>

Please also note the additional details for participation in the AGM and for the execution of the voting rights as well as the data protection notes that are included in the Invitation to the AGM.

Please note that this is a translation of the German original for information purposes only. In the event of discrepancies between the German language version and any translation thereof, the German language version shall prevail.