

**HeidelbergCement AG**

**Heidelberg**

**ISIN DE0006047004 / WKN 604700**

**Notification pursuant to sec. 30(1) No. 2 German Securities Trading Act (WpHG), sec. 221(2) sentence 3 German Stock Corporation Act (AktG)**

**I. Authorisation to issue warrant bonds or convertible bonds, profit participation rights or participating bonds**

By resolution of the Annual General Meeting of 8 May 2013 on agenda item 6, the Managing Board was authorised, subject to the approval of the Supervisory Board, to issue, until 7 May 2018, once or several times, bearer or registered warrant bonds or convertible bonds, profit participation rights or participating bonds or a combination of these instruments (collectively the "Bonds") up to a total nominal amount of €3,000,000,000, and to grant option rights to or impose obligations on the holders or creditors of the warrant bonds or participation rights or option rights under the participating bonds, and/or conversion rights to or obligations on the holders or creditors of convertible bonds or convertible participation rights or convertible participating bonds, relating to no-par bearer shares in the Company representing an aggregate pro rata amount in the share capital of up to €168,000,000, subject to the terms and conditions of the warrant or convertible bonds. The Bonds shall be issued against cash contributions.

Furthermore the Annual General Meeting authorised the Managing Board, subject to the approval of the Supervisory Board, to exclude the subscription right of the shareholders regarding the Bonds

- in order to exclude from the shareholders' subscription right any fractional amounts;
- for anti-dilution purposes in favour of the holders of already issued option or conversion rights or obligations;
- regarding Bonds with option or conversion rights or obligations, as far as – in corresponding observance of sec. 186(3) sentence 4 German Stock Corporation Act – the portion of shares to be issued as a result of these Bonds does not exceed 10% of the share capital existing at the time this authorisation to exclude the subscription right comes into force and existing at the time of resolution on the exercise of the authorisation and as far as the issue price of the bonds is not significantly below the theoretical market value of the bonds, as determined in accordance with generally accepted - in particular, financial - calculation methods. The amount represented by new shares issued from an authorised capital subject to the exclusion of the subscription right pursuant to sec. 186(3) sentence 4 German Stock Corporation Act during the term of this authorisation until the issue of Bonds with option or conversion rights or obligations without the subscription right pursuant to sec. 186(3) sentence 4 German Stock Corporation Act are also to be counted towards the aforesaid 10% limit.
- if profit participation rights or participating bonds are issued without conversion rights/ obligations or option rights/obligations and such profit participation rights or participating bonds have obligation-like features, i.e. if no membership rights in the Company and no share in the liquidation proceeds are granted thereunder and if the payable interest is not calculated by reference to the profit for the financial year, the balance sheet profit or the dividend.

The resolution of the Annual General Meeting of 8 May 2013 on the authorisation to issue the Bonds has been filed with the Commercial Register of the Local Court (Amtgericht) of Mannheim/Germany (HRB 330082).

## **II. Conditional Capital 2013**

By resolution of the Annual General Meeting held on 8 May 2013, the share capital was conditionally increased by an additional amount of up to €168,000,000, divided into up to 56,000,000 new no-par value bearer shares (Conditional Capital 2013). The conditional capital increase serves the purpose of granting no-par value bearer shares upon the exercise of option or conversion rights (or upon fulfilment of corresponding option/conversion obligations), or upon exercise of the Company's right to grant, in lieu of payment of the amount in cash due (or parts thereof), shares of the Company to the holders or creditors of warrant bonds or convertible bonds, profit participation rights or participating bonds (or combinations of these instruments) issued on the basis of the authorisation resolved by the Annual General Meeting of 8 May 2013 under item 6 A. and described in point I. until 7 May 2018 by the Company or by a Group company of the Company within the meaning of sec. 18 German Stock Corporation Act in which the Company directly or indirectly holds an interest of at least 90%. The new shares are issued at the option or conversion price, as the case may be, which corresponds to the specifications of this authorisation. The conditional capital increase is only to be implemented to the extent that option or conversion rights are exercised, or holders or creditors of bonds subject to the obligation to exercise the option or to convert their bonds comply with such obligation, or to the extent that the Company exercises its right to grant shares of the Company in lieu of payment of the amount in cash due (or parts thereof), and unless cash settlement has been accepted or own shares or shares of another listed company are used for performance purposes.

## **III. Revocation of the Conditional Capital 2009**

The Conditional Capital 2009 resolved by the Annual General Meeting of 7 May 2009 was revoked at the same time.

The corresponding amendments to Article 4 of the Articles of Association were entered in the Commercial Register on 14 May 2013.

The full text of the resolutions was published in the invitation to the ordinary Annual General Meeting under agenda item 6 in the Federal Gazette on 20 March 2013.

Heidelberg, May 2013

**HeidelbergCement AG**

*The Managing Board*

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