



HeidelbergCement completes acquisition of 45% stake in Italcementi

HeidelbergCement AG (“HeidelbergCement”) completed the acquisition of a 45% shareholding in Italcementi S.p.A. (“Italcementi”) from Italmobiliare S.p.A. (“Italmobiliare”). All conditions for the closing of the transaction have been fulfilled following the approval by the relevant competition authorities.

“Today’s closing is an important milestone in the history of HeidelbergCement,” says Dr. Bernd Scheifele, Chairman of the Management Board. “By adding Italcementi to our Group, we are considerably strengthening our global footprint and innovation capabilities. We see significant potential for value creation with the realisation of synergies and by learning from each other’s best practices. From now on, we will focus all our efforts on the integration of Italcementi into our Group.”

On 28 July 2015, HeidelbergCement and Italmobiliare entered into a share purchase agreement about the acquisition of a 45% shareholding in Italcementi. With today’s closing of the transaction, HeidelbergCement acquired 157.17 million ordinary shares, representing 45% of the share capital of Italcementi for a total consideration of €1.67 billion based on a price of €10.60 per Italcementi share. Thereof 82.82 million ordinary shares were acquired against cash. The remaining 74.35 million ordinary shares were acquired against the assignment of 10.5 million newly issued shares of HeidelbergCement. Thereby, Italmobiliare becomes the second largest industrial shareholder of HeidelbergCement with a stake of 5.3%.

Non-core assets divested

In the share purchase agreement, Italmobiliare agreed to purchase certain non-core assets of Italcementi, including Italgen S.p.A., Bravosolution S.p.A. and certain non-core real estate. Italcementi has sold these assets to Italmobiliare on 30 June 2016 for total proceeds of € 237 million. The proceeds from this disposal are part of the overall proceeds from divestments of at least €1 billion that HeidelbergCement targets as part of refinancing the acquisition. The divestment process for the assets in Belgium and the USA as agreed with the antitrust authorities is progressing and significant interest has been attracted.

Next step: mandatory tender offer

The acquisition of the 45% stake in Italcementi triggers the obligation to execute a mandatory tender offer to the remaining shareholders of Italcementi. The offering document will be filed with the Italian regulator, CONSOB, within 20 days after today’s closing, and will be published upon completion of CONSOB’s review period. The acceptance period will be agreed with Borsa Italiana. The acceptance period is expected to commence at the end of August. HeidelbergCement expects the entire transaction to be completed in the second half of 2016.

The enlarged HeidelbergCement Group

HeidelbergCement and Italcementi are a perfect fit. With the acquisition, HeidelbergCement becomes the number 1 producer of aggregates, the number 2 in cement and number 3 in ready-mixed concrete worldwide. HeidelbergCement enters new

important markets, such as France and Italy in Europe, Egypt and Morocco in North Africa and Thailand in southeast Asia. In the USA, Canada, India and Kazakhstan, the takeover will further strengthen the existing market presence of HeidelbergCement. The enlarged Group has activities in around 60 countries with 63,000 employees working at more than 3,000 production sites. HeidelbergCement operates 156 cement plants with an annual cement capacity of 197 million tonnes, more than 1,700 ready-mixed concrete production sites and over 600 aggregates quarries.

About HeidelbergCement

HeidelbergCement is one of the world's largest integrated manufacturers of building materials with leading market positions in aggregates, cement, and ready-mixed concrete. Following the acquisition of Italcementi, the company employs some 63,000 people at more than 3,000 locations in around 60 countries.