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EANS-Adhoc: HeidelbergCement AG / HeidelbergCement AG decides to implement a capital increase against cash contributions together with a placement of existing shares

ad-hoc disclosure pursuant to section 15 of the WpHG transmitted by euro adhoc with the aim of a Europe-wide distribution. The issuer is solely responsible for the content of this announcement.

13.09.2009

Today, the Managing Board of HeidelbergCement AG, with the consent of the Supervisory Board, has decided to implement a capital increase with subscription rights against cash contributions, subject to the adoption of a pricing resolution anticipated to occur on 21st September 2009. By utilizing its available authorized capital, the company will increase its share capital by 50% through the issuance of 62.5 million new shares against cash contributions. This capital markets transaction is a continuation of the refinancing entered into by the company and its major lending banks in June of 2009, and aims to strengthen the company's equity base. The proceeds from the capital increase will be used to repay the company's existing indebtedness.

The capital increase will be underwritten by a syndicate of banks and, under the conditions set forth in the subscription rights offering, the new shares will be offered indirectly to the company's shareholders for subscription in a ratio of 2:1, i.e. for every two existing shares one new share can be acquired. The new shares are entitled to receive dividends from 1st January 2009. The company's major shareholders (among others, Spohn Cement GmbH and VEM Vermögensverwaltung GmbH), as well as certain banks that hold shares in the company (the "Selling Shareholders") and certain other shareholders of the company have undertaken to assign their subscription rights, subject to the determination of the subscription price, to the Global Coordinators in order to enable the new shares attributable to them upon exercise of the subscription rights to be placed in a private placement exclusively with institutional investors. Concurrently with the placement of the new shares from the capital increase, existing shares held by the Selling Shareholders in an amount up to the number of new shares issued in the capital increase will also be placed in a private placement exclusively with institutional investors. The offering of the new shares and the existing shares to institutional investors (the "Institutional Offering") will be concluded prior to the commencement of the subscription period for the subscription rights offering.

The subscription period for the new shares is expected to run from and including 24th September 2009 to and including 7th October 2009, with settlement expected to take place on 9th October 2009. Public trading of the subscription rights will take place from and including 24th September 2009 to and including 5th October 2009 on the trading floor of the Frankfurt Stock Exchange.

Both the subscription price for the new shares to be offered in the indirect rights offering to shareholders and the offer price in the Institutional Offering will be established, following the book building for the Institutional Offering, by the Managing Board with the consent of the Supervisory Board and in agreement with the syndicate banks and the Selling Shareholders, such that both prices will be the same. The subscription price and the offer price are expected to be made public on 22nd September 2009.

Subject to approval by the German Financial Supervisory Authority, the required prospectus in relation to the public offering of shares is expected to be released on 14th September 2009, and will be made available at http://www.heidelbergcement.com/global/en/company/invest_or_relations/capital_increase

Heidelberg, 13 September 2009 The Managing Board

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Ende der Mitteilung euro adhoc

Further inquiry note:

Dr. Ingo Schaffernak
+49(0)6221/481-366
ingo.schaffernak@heidelbergcement.com

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