

2024 COMPENSATION REPORT



Executive compensation is designed to reinforce Holcim's strategy by helping the company attract, motivate and retain talent while aligning its interests with those of shareholders.

The executive compensation structure balances rewards for short-term performance and long-term success by combining absolute and relative as well as financial and non-financial performance objectives, and by delivering compensation through a mix of cash and equity. To further strengthen alignment with shareholders, executives are expected to build up a minimum level of Holcim share ownership over time.

The Compensation Report provides detailed information on the compensation programs at Holcim, on the compensation awarded to the members of the Board of Directors and the Executive Committee for 2024 and on the governance framework around compensation. It is written in accordance with the Swiss Code of Obligations, the Directive on Information relating to Corporate Governance of the SIX Swiss Exchange and the principles of the Swiss Code of Best Practice for Corporate Governance of *economiesuisse*.

Dear shareholders,

I am pleased to share with you the Holcim Compensation Report for the 2024 financial year, which was prepared in accordance with applicable laws, rules and regulations. As a leading global provider of innovative and sustainable building solutions, we aim to be an employer of choice. This is supported by a compensation framework designed to attract, motivate and retain the qualified talent needed to succeed globally and to provide excellent returns to you, our shareholders.

Holcim delivered another year of record results in 2024, with record Recurring EBIT and an industry-leading Recurring EBIT margin of 19.1%. Driving profitable growth across all regions, we continued scaling up our sustainable building solutions: ECOPact reached 29% of total ready-mix sales and ECOPlanet reached 26% of cement sales. We continued to lead in circular construction as well, recycling 10.2 million tons of construction demolition materials, and further reduced CO₂ per net sales to achieve a 44% reduction since 2020.

In this report, we will explain how our performance in 2024 impacted the compensation awarded to the members of the Executive Committee under the incentive plans.

The Nomination, Compensation and Governance Committee (NCGC) performed its regular duties throughout the reporting year. These include succession planning for the Board of Directors and the Executive Committee, setting performance objectives at the beginning of the year and assessing performance at year-end. The NCGC also determines compensation for members of the Board of Directors and the Executive Committee, and prepares the Compensation Report, as well as say-on-pay votes at the Annual General Meeting.

Miljan Gutovic was appointed Chief Executive Officer (CEO) of Holcim effective 1 May 2024. Miljan took over from former CEO Jan Jenisch. Jaime Hill was appointed Region Head North America effective 3 September 2024. He took over from Toufic Tabbara, who pursued opportunities outside of Holcim. Carmen Díaz was appointed Chief People Officer effective 1 October 2024, succeeding Feliciano González Muñoz who retired from Holcim at the end of 2024. Lukas Studer was appointed Group General Counsel effective 1 November 2024. He succeeded Mathias Gaertner who pursued a new career opportunity outside of Holcim. Jaime Hill, Carmen Díaz, Lukas Studer, Simon Kronenberg and Dragan Maksimovic are not Group Executive Committee members.

With regard to the Board of Directors, Catrin Hinkel and Michael McGarry were elected as members of the Board of Directors at the Annual General Meeting in 2024.

Kim Fausing will be proposed as the new Board Chairman at the Annual General Meeting 2025. Subject to vote at this meeting, he will succeed Jan Jenisch, who will not stand for re-election following his appointment as the designated Chairman and CEO of the planned North American company. Jan Jenisch, currently Board Chairman of Holcim, is leading the planned listing of the North American business and previously served as Holcim's CEO from 2017 to 2024.

HANNE BIRGITTE BREINBJERG SØRENSEN

Chairwoman of the NCGC



On compensation matters, the NCGC reviewed the peer groups used for benchmarking, the performance indicators and target setting for the incentive plans (with a focus on ESG), the share usage for equity plans, compensation levels as well as the overall design of the compensation programs. The NCGC concluded that the compensation system continues to be aligned with the overall business strategy and shareholder interests and is well balanced. As a result, no changes were implemented in 2024 with the exception of the increase in the annual incentive target from 75 to 90% of the annual base salary and an amendment made to a sustainability objective in the long-term incentive. Those changes are explained in greater detail in this report. In the context of the planned spin-off of the North American business and the related changes in Holcim's structure, a thorough review has been launched to assess the compensation program's overall design. The results of this review will be presented in the next Compensation Report.

You will find further details regarding the NCGC's activities as well as the compensation-related decisions made during the reporting year in this report. You will have the opportunity to express your opinion about this Compensation Report in a consultative shareholder vote at the Annual General Meeting 2025.

We are convinced that the compensation framework supports our commitment to creating both financial and non-financial value over the long term and is well-aligned with our shareholders' interests. In the future, we will continue to review and assess our compensation programs while fostering an open dialog with our shareholders and their representatives.

Having served on the Board of Directors since 2013, I will not stand for re-election at this year's Annual General Meeting. It has been my privilege to serve, and to uphold the highest standards of corporate governance for Holcim.

Thank you for sharing your perspectives on executive compensation with us. I trust that you will find this Compensation Report informative.

A handwritten signature in dark ink, appearing to read 'Hanne B. Sørensen'.

HANNE BIRGITTE BREINBJERG SØRENSEN
Chairwoman of the NCGC

COMPENSATION REPORT

Compensation at a glance

Summary of compensation of the Board of Directors in 2024

To ensure their independence in their supervisory function, members of the Board of Directors receive fixed compensation only. This is delivered in the form of cash and shares blocked for five years. The compensation system for the Board of Directors does not contain any performance-related components.

Summary of compensation of the Executive Committee in 2024

The executive compensation framework is designed to reinforce Holcim's strategy by helping the company attract, motivate and retain talent while aligning their interests with those of the shareholders and stakeholders. The compensation structure is well balanced: it rewards short-term and long-term performance, it combines absolute and relative as well as financial and non-financial performance objectives and it delivers compensation through a mix of cash and equity.

The compensation of the Executive Committee consists of fixed and variable elements. Fixed compensation includes base salary and benefits based on prevalent market practice.

Annual retainer (gross)	Cash (CHF)	Shares (CHF)	Expense allowance (CHF)	Committee fees (gross)	Chairperson (CHF)	Member (CHF)
Board chairperson ¹	1,450,000	1,450,000	10,000	AC	160,000	40,000
Board vice-chairperson ¹	200,000	200,000	10,000	NCGC	125,000	40,000
Board member	100,000	100,000	10,000	HSSC	125,000	40,000

¹ The Board chairperson and vice-chairperson are not eligible for committee fees

Variable compensation comprises short-term and long-term elements as described below. It is based on ambitious and stretched performance objectives and it rewards Group and regional results. Clawback and malus provisions apply to the annual and the long-term incentive (LTI) plans.

Executive Committee members are subject to a share ownership guideline: the CEO must hold at least 500% of his annual base salary in shares, other Executive Committee members 200%.

SUMMARY OF COMPENSATION OF THE EXECUTIVE COMMITTEE IN 2024

Compensation element	Purpose	CEO	Other Executive Committee members
Base salary	Reward for the role		
Pension and benefits	Protect against risks, attract and retain		
Annual incentive	Reward short-term performance <ul style="list-style-type: none"> • Group relative sales growth (15%) • Group relative Recurring EBIT growth (15%) • Recurring EBIT (20%) • Free Cash Flow after leases (35%) • Health, Safety and Environment (15%) 	Target: 125% of salary Maximum payout: 200% of target (250% of salary)	Target: 90% of salary Maximum payout: 200% of target (180% of salary)
Long-term incentive	Reward long-term performance (3–5 years) and align with shareholders' interests <p>Performance shares:</p> <ul style="list-style-type: none"> • EPS before impairment and divestments • ROIC • Sustainability <p>Performance options:</p> <ul style="list-style-type: none"> • Relative TSR 	<p>Performance shares:</p> Grant value: 125% of salary Maximum vesting: 200% of target	<p>Performance shares:</p> Grant value: 70% of salary Maximum vesting: 200% of target

Compensation of the Board of Directors for 2024

The compensation awarded to the Board of Directors in the 2024 financial year is within the limits approved by the shareholders at the Annual General Meeting. Since the compensation period is not yet completed, a definitive assessment will be provided in the 2025 Annual Report.

Compensation of the Executive Committee for 2024

The compensation awarded to the Executive Committee for the 2024 financial year is within the limits approved by the shareholders at the Annual General Meeting 2023.

Summary of performance in 2024

Holcim delivered record results in 2024 in challenging market conditions. Growing our multi-billion brands to meet customers' needs, 36% of net sales came from advanced branded solutions in 2024 (versus 30% in 2023). We met customer demand for sustainable building solutions and achieved profitable growth across all regions.

Recurring EBIT reached a record CHF 5,049 million in 2024, up 10.5% organically, with a Recurring EBIT margin of 19.1%. Holcim delivered another record Free Cash Flow after leases of CHF 3,801 million, with a cash conversion of 57%. Return on Invested Capital (ROIC) rose to 11.2%, while earnings per share before impairment and divestments hit a new high of CHF 5.70.

We continued to lead in circular construction, recycling 10.2 million tons of construction demolition materials (+20% compared to the prior year). Advancing our leadership in sustainability, Holcim further reduced CO₂ per net sales, achieving a 44% reduction since 2020.

- Annual incentive 2024: payout of 165.1% of target on average for Executive Committee.
- Long-term incentive 2022: vesting level of 167.0% for the performance shares granted in 2022.

Compensation governance

- Authority for decisions related to compensation is governed by the Articles of Incorporation and the Organizational Regulations of Holcim Ltd as described in the Corporate Governance section.
- The prospective maximum aggregate amounts of compensation of the Board of Directors and of the Executive Committee are subject to binding shareholders' votes at the Annual General Meeting.
- The Compensation Report is subject to a consultative vote by the shareholders at the Annual General Meeting.

The Board of Directors is supported by the NCGC for all matters related to compensation and governance. The NCGC members are elected annually by the shareholders at the Annual General Meeting.

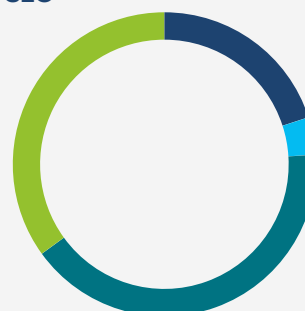
Compensation period	Approved amount (CHF)	Effective amount (CHF)
AGM 2023 – AGM 2024	3,000,000	2,790,875
AGM 2024 – AGM 2025	6,500,000	To be determined ¹

¹ The compensation period is not yet completed; a definitive assessment will be provided in the 2025 Compensation Report

Compensation period	Approved amount (CHF)	Effective amount (CHF)
2024 financial year	36,000,000	26,956,006

COMPENSATION AWARDED FOR 2024

CEO



Base salary	20%
Pension & benefits	4%
Annual incentive	41%
Long-term incentive	35%

EXECUTIVE COMMITTEE MEMBERS



Base salary	30%
Pension & benefits	11%
Annual incentive	36%
Long-term incentive	23%

COMPENSATION REPORT CONTINUED

Compensation system:

Board of Directors

To guarantee their independence in exercising their supervisory duties, the members of the Board of Directors receive fixed compensation only and do not participate in Holcim's employee benefits plan. Part of the compensation is paid in blocked shares to strengthen alignment with shareholders' interests.

Board compensation consists of an annual retainer for the board chairperson, board vice-chairperson and board members plus additional fees for assignments to the committees of the Board of Directors, either as chairperson or member. The board chairperson and vice-chairperson are not eligible for committee fees. The annual retainer is paid half in cash and half in shares subject to a five-year restriction period (prohibition of sale or pledging). Committee fees are paid in cash.

Additionally, a lump-sum expense allowance is paid in cash. The members of the Board of Directors receive no additional reimbursements of business expenses beyond travel costs incurred abroad.

Cash compensation is paid quarterly for the board members and monthly for the board chairperson. The shares are transferred in March for the past reporting year.

The board chairman is being remunerated for his role on the Board of Directors since the new Chief Executive Officer (CEO) was appointed on 1 May 2024 and has ceased receiving compensation for his role as CEO. He did not receive any compensation for his role on the Board of Directors prior to this.

In exceptional circumstances, additional fees are payable to board members when an exceptional workload beyond the regular function of the Board of Directors is required. No such fees were paid in the reporting year.

AGM 2025 onwards

The compensation of the Board of Directors is benchmarked regularly, most recently in 2022, based on the board compensation of other industrial SMI companies including ABB, Geberit, Givaudan, Lonza, Nestle, Novartis, Richemont, Roche, SGS and Sika (please refer to the "Compensation governance" section for further details on the benchmark peer group).

The analysis showed that the compensation structure is aligned with prevalent market practice. In terms of compensation levels, the annual retainer and the committee fees for the chairperson roles are above market median, while they are below market for the board and committee members without a chairperson role.

Considering the complexity of the work of the Board of Directors and its committees as well as the substantial additional requirements of the board and committee chairpersons, the NCGC concluded that this is appropriate and decided not to make any change to the compensation model. In the context of the planned listing of the North American business and the consequent change in Holcim's structure, a thorough review of the compensation model has been initiated.

COMPENSATION MODEL OF THE BOARD OF DIRECTORS

Annual retainer (gross)	Cash compensation in CHF	Share-based compensation ³ in CHF	Expense allowance in CHF	Committee fees (gross p.a.) ¹	Cash compensation in CHF
Board chairperson since AGM 2024 ^{1,2}	1,450,000	1,450,000	10,000	Audit Committee chairperson	160,000
Board vice-chairperson ¹	200,000	200,000	10,000	Other committee chairpersons (NCGC, HSSC)	125,000
Board member	100,000	100,000	10,000	Committee member	40,000

¹ The board chairperson and vice-chairperson are not eligible for committee fees.

² The Board Chairman was not eligible for any compensation for this role during his double mandate (from AGM 2023 until AGM 2024).

³ Converted into shares based on the average share price between 1 January 2025 and 15 February 2025.

Compensation system: Executive Committee Compensation principles

Executive compensation is designed to reinforce the Holcim strategy by helping the company attract, motivate and retain talent while aligning their interests with those of shareholders. The compensation programs are based on the principles described on the right.

Compensation model of the Executive Committee

Compensation for members of the Executive Committee includes the following elements:

- Annual base salary
- Pensions and benefits
- Variable compensation: annual and long-term incentives

Base salaries

Annual base salaries are established on the basis of the following factors:

- Scope, size, and responsibilities of the role; skills required to perform the role
- External market value of the role
- Skills, experience and performance of the individual in the role

To ensure market competitiveness, the base salaries of the Executive Committee are reviewed annually taking into consideration the company's affordability, benchmark information, internal consistency and individual performance. The objective is to provide salaries broadly in line with competitive market practice at selected comparable SMI companies (please refer to the "Compensation governance" section for further details on the benchmarking peer group).

DRIVE SUSTAINABLE AND SOCIAL IMPACT

Our compensation programs are directly linked to our sustainability strategy and to our climate goals in particular. Extensive risk-taking and short-termism are strongly discouraged, especially when such behaviors could jeopardize our sustainable success. We believe in equal pay for equal work. Our compensation programs are straightforward and communicated transparently, both internally and externally.

PAY FOR PERFORMANCE

Our incentive plans reward short-term performance and long-term success through a balanced combination of absolute and relative performance objectives as well as financial and non-financial metrics. Non-financial goals focus on climate, the environment and our broader role in society.



ACCELERATE INNOVATION

With a strong focus on growth and sustainability, our compensation programs incentivize re-invention of our products and services to reach net zero. Our competitive compensation also helps us attract, retain and motivate highly talented individuals who contribute to this goal while also maintaining an agile and diverse workplace.

CREATE SHAREHOLDER VALUE

Our share-based compensation plans foster long-term thinking and success as they strengthen our management's alignment with the long-term interests of our shareholders. Our executives are expected to build a minimum level of share ownership over time so they always have "skin in the game".

COMPENSATION MODEL OF THE EXECUTIVE COMMITTEE

Element	Purpose	Structure	Drivers	Performance objectives
Base salary	Attract and retain	Fixed amount, paid out monthly in cash	<ul style="list-style-type: none"> • Role & responsibilities • Market value • Experience 	
Pensions and insurances	Protect against risks	Pension contributions and insurances	<ul style="list-style-type: none"> • Market practice • Role 	
Benefits	Attract and retain	<ul style="list-style-type: none"> • Perquisites • Company car or allowances 	<ul style="list-style-type: none"> • Market practice • Role 	
Annual incentive	Reward for short-term performance	Annual variable amount, paid out half in cash and half in shares blocked for three years	Annual financial and non-financial performance	<ul style="list-style-type: none"> • Group relative sales growth • Group relative Recurring EBIT growth • Recurring EBIT • Free Cash Flow after leases • Health, Safety and Environment
Long-term incentive (LTI)	<ul style="list-style-type: none"> • Reward for long-term performance • Align with shareholders' interests • Retain 	<ul style="list-style-type: none"> • Performance shares, subject to a three-year vesting period • Performance options, subject to a five-year vesting period 	Long-term financial and non-financial performance	<ul style="list-style-type: none"> • EPS before impairment and divestments • ROIC • Sustainability • Relative TSR

COMPENSATION REPORT CONTINUED

Pension

Executive Committee members participate in the benefits plans available in their country of employment. Benefits consist mainly of retirement, insurance and healthcare plans that are designed to provide a reasonable level of protection for the employees and their dependents with regard to health, retirement, death and disability. Those members of the Executive Committee with a Swiss employment contract participate in Holcim's defined benefit pension scheme for Swiss-based senior management. Under this scheme, executives retiring from Holcim at age 62 – assuming 10 years of service in senior management and 20 years of service within the Group – receive 40% of their base salary (average of the last three years before retirement, based on calendar years). Early or deferred retirement pensions are adjusted based on actuarial calculations. Pension plans for members of the Executive Committee under foreign employment contracts are commensurate with market conditions and their position. Each plan varies in line with the local competitive and legal environment and is, as a minimum, in accordance with the legal requirements of the respective country.

Benefits and perquisites

Members of the Executive Committee may receive certain executive perquisites such as a company car or allowances and other benefits in kind, in line with competitive market practice in their country of employment. Executives who are relocating may also be provided with expatriate benefits such as housing, schooling, travel benefits and tax advice, in line with Holcim's International Mobility Policy. These other compensation elements are included in the compensation table at fair value.

Annual incentive

The annual incentive rewards the financial results as well as the achievement of a Health, Safety and Environment (HSE) objective at Group and regional level (depending on the function) over a time horizon of one year.

The annual incentive target (i.e., incentive amount at 100% target achievement) is expressed as a percentage of the base salary and amounts to 125% for the Chief Executive Officer (CEO) and 90% for other members of the Executive Committee. The target amount for the members of the Executive Committee was increased from 75 to 90% of the annual base salary. This was to account for the fact that the compensation levels of the Executive Committee members have not been adjusted in the last few years (with the exception of recently promoted members), while market levels have evolved. Payout is capped at 200% of target, i.e., 250% of base salary for the CEO and 180% of the base salary for the other Executive Committee members.

Financial performance is measured both in absolute terms (against self-set targets) and in relative terms compared with a peer group of companies that are exposed to similar market cycles.

- Absolute financial performance includes Recurring EBIT as a measure of operational profitability at the Group and regional level as well as Free Cash Flow after leases as a measure of the company's ability to generate cash. For those objectives, the Board determines a target level of expected performance (corresponding to a 100% payout), as well as a threshold level of performance (below which there is no payout) and a maximum level of performance which corresponds to the maximum possible payout (cap).
- Relative financial performance includes Group sales growth and Group Recurring EBIT growth compared with peer companies. Group sales growth and Recurring EBIT growth are measured against peer companies with the aim of neutralizing market factors that fall outside of management's control. The objective here is to perform better than the peer companies (regardless of market circumstances) and to at least achieve median performance within the peer group, which corresponds to a 100% payout factor. The peer group includes companies that were chosen for their comparable products, technologies, customers, suppliers or investors, i.e., companies that are exposed to similar market conditions. The companies of the peer group are listed below. Relative Group performance is measured by Obermatt, an independent Swiss financial research firm that specializes in indexing company performance.

PERFORMANCE PEER GROUP

Acciona	Cemex	Saint-Gobain
ACS	CRH	Sika
Bouygues	Heidelberg Materials	Vicat
Buzzi Unicem	James Hardie	Vinci
Carlisle	RPM	

Boral was acquired by Seven Group Holdings in 2024 and was therefore removed.

ANNUAL INCENTIVE PERFORMANCE OBJECTIVES AND WEIGHTINGS

Performance objective	Weighting
Relative Group sales growth	15%
Relative Group Recurring EBIT growth	15%
Recurring EBIT	20%
Free Cash Flow after leases	35%
Health, Safety and Environment	15%

The achievement of the Health, Safety and Environment (HSE) objective is measured using a scorecard that includes both leading and lagging performance objectives and is based on four elements.

- **HSE Improvement Plan (HSE-IP):** The HSE-IP is determined at country level and includes strategic objectives such as key risk control, process safety management, health & well-being, industrial hygiene, road safety and incident elimination control. For the regions and the Group, the level of achievement is determined based on the average of the HSE-IP scores of the countries or regions.
- **Critical Risk Elimination (CRE):** CRE objectives include action closure based on the findings of an HSE audit and on the safety management process for each country. For the regions and the Group, the level of achievement is determined based on the average of the CRE scores of the countries or regions.
- **Lost-Time Injury Frequency Rate (LTIFR):** LTIFR score reflecting improvements in the Lost-Time Injury Frequency Rate at country, regional and Group level.
- **Management evaluation criteria:** evaluation of the overall workplace safety outcome for the year.

The annual incentive is paid out half in cash and half in shares, subject to a three-year blocking period.

The annual incentive design applicable to the Executive Committee is summarized on page 8.

The annual incentive is subject to clawback and malus provisions. In case of financial restatement due to non-compliance with the accounting standards and/or fraud, an infringement of law and/or internal rules, the Board of Directors may deem all or part of the annual incentive to be forfeit (malus) or may seek reimbursement of all or part of any paid annual incentive (clawback). Those provisions may be enforced within three years of any year subject to a financial restatement or during which the fraudulent behavior occurred.

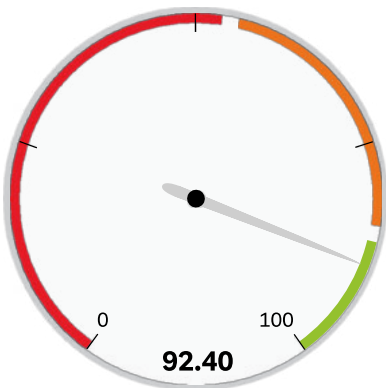
If employment is terminated and an entitlement to the annual incentive exists, this is paid pro rata. It is based on the effective performance (determined after year-end) and capped at the target amount (pro rata).

2025 onwards

The design of the annual incentive remains unchanged for 2025.

HEALTH, SAFETY AND ENVIRONMENT SCORECARD

Overall HSE Continuous Improvement Score (CIS)



	Threshold	Target	Stretch
CIS	55	85	100
Payout	50%	100%	200%

Health, Safety and Environment Improvement Plan (HSE-IP)

At country level: strategic objectives in the areas of

- Leadership and competence
- Key risk control and process safety management
- Systems & processes
- Health, well-being and industrial hygiene
- Road safety: on-site and off-site traffic safety
- Incident elimination control

HSE-IP score based on percentage completion of strategic objectives (score of 85 if all objectives are achieved)

Critical Risk Elimination (CRE)

At country level: Group HSE audit and Process Safety Management (PSM) inspection

CRE score based on action closure (score of 100% if action closure of audit + PSM findings completed on time)

Lost-Time Injury Frequency Rate (LTIFR)

Number of on-the-job injuries that require a person to stay away from work for a day or more per one million hours worked, goal to improve versus previous year

LTIFR score based on specific target set at country, region or Group level

Management evaluation criteria

Evaluation of the overall outcome during the year with regard to workplace safety at country, region or Group level

COMPENSATION REPORT CONTINUED

DESIGN OF THE ANNUAL INCENTIVE 2024

Role	CEO	Other Executive Committee members		
Target opportunity	125% of salary	90% of salary		
Maximum opportunity	250% of salary	180% of salary		

Performance objectives	Relative Group performance	Recurring EBIT growth (Group or region) ¹	Free Cash Flow after leases (Group or region) ¹	Health, Safety and Environment (HSE) (Group or region) ¹
Purpose	Measures Group's performance compared to peer companies exposed to similar market cycles	Measures Group or regional operational profitability	Measures the company's ability to generate cash	Measures health, safety and environment indicators to ensure a safe workplace
Definition	Relative Group sales growth (50%) and relative Group Recurring EBIT growth (50%) expressed as percentile ranking in the peer group of companies and measured on a constant scope basis (factoring out divestments and acquisitions occurring in the current year and the prior year). Group Recurring EBIT growth is then divided by net sales of the prior year (both adjusted for scope)	Organic growth versus prior year of the Recurring EBIT is defined as Operating profit/loss (EBIT) adjusted for restructuring, litigation, other non-recurring costs and for impairment of operating assets Organic growth information is information factoring out changes in the scope of consolidation (such as divestments and acquisitions occurring in current and prior year) and currency translation effects (current year figures are converted with prior year exchange rates in order to calculate the currency effects)	Cash flow from operating activities, adjusted for net maintenance and expansion capital expenditures as well as for the repayment of long-term lease liabilities	100-point scorecard based on four elements: Health, Safety and Environment Improvement Plan (HSE-IP), Critical Risk Elimination (CRE), Lost-Time Injury Frequency Rate (LTIFR) and management evaluation criteria
Weighting	30%	20%	35%	15%
Targets for 2024	Ranking at the median of the peer group. This is unchanged compared to the ranking target applicable in 2023 and is in line with our ambition to outperform our peers on top-line and bottom-line growth	Recurring EBIT growth target of 5%. This is an increase compared to the target of 3% growth in 2023	Free Cash Flow after leases of CHF 3.1 billion. This is an increase compared to the target of CHF 2.6 billion for 2023, which is driven by the "Strategy 2025 – Accelerating Green Growth"	85 points on the HSE scorecard. This is unchanged compared to the HSE targets applicable in 2023 and is in line with our ambition to improve health, safety and environment globally
Payout formula (threshold, target and cap for the Group)				

¹ Group level for corporate Executive Committee roles, regional level for regional Executive Committee roles.

Long-term incentives

Our compensation philosophy is to align a significant portion of Executive Committee compensation with long-term company performance and to strengthen alignment with shareholders' interests. To support "Strategy 2025 – Accelerating Green Growth", the grant awarded under the long-term incentive consists of both performance shares and performance options.

Performance shares

Performance shares are subject to a three-year vesting period based on three equally weighted performance objectives: Earnings per share (EPS) before impairment and divestments, Return on Invested Capital (ROIC) adjusted for material changes in scope, and sustainability. These performance objectives have been chosen as they reflect the Group's strategic priorities of increasing profitability through strong operating leverage (EPS), improving how the company generates profits relative to the capital it has invested in its business (ROIC) and mitigating the company's impact on the environment (sustainability). The sustainability objective encompasses three pillars of the company's sustainability strategy, in line with Holcim's commitment to building a net-zero future with science-based targets (see also the box on the right):

- **Climate:** reduction of CO₂ emissions (Scope 1) per ton of cementitious material produced (50% by weight). Scope 1 includes all emissions released directly from operations and accounts for around 61% of the Group's overall footprint. These are at the core of Holcim's emissions strategy.
- **Circularity:** construction demolition materials (CDM) (25% by weight). To align the circularity performance objective in upcoming regulatory frameworks, the waste-derived resources performance objective was replaced by CDM. This is defined as the total volume of recycled material that comes from the construction, renovation, repair and demolition of houses, large building structures, roads, bridges, piers and dams.
- **Nature:** reduce freshwater withdrawal per ton of cementitious material produced (25% by weight).

For all three objectives, the board determines a threshold performance level (below which there is no vesting), a target level (vesting of 100%) and a stretch performance level (vesting of 200%). Vesting is calculated on a straight-line basis between these levels.

Performance options

Performance options are subject to a five-year vesting period based on Holcim's relative total shareholder return (TSR) compared with a group of peer companies. They have a maturity of ten years. Threshold vesting (25% of the maximum) will be achieved if the median of the peer group is reached, target vesting (50% of maximum) will be achieved if the 60th percentile is reached, and full vesting (100%) will be achieved if the 75th percentile is reached on average during the five-year vesting period. There will be no vesting for performance below the median of the peer group. The vesting level between threshold, target and full vesting is calculated on a straight-line basis. The

companies of the peer group are the same as for the annual incentive and are listed on page 6.

Once vested, the LTI awards (performance shares and performance options) are not subject to any further holding period. The performance option can be exercised during a period of five years following vesting.

Unvested LTI awards shall be forfeited upon termination of employment, except in the case of retirement, ill health, disability, employment in a company/business that ceases to be a Group member, termination by the employer within 18 months of a relevant merger & acquisition transaction or in any other cases at the discretion of the NCGC. In such circumstances, unvested LTI awards are subject to a pro rata vesting (for the number of full months between the grant date and the termination date), without acceleration i.e., the vesting of the pro-rated number of awards will occur on the regular vesting date, subject to performance measurement over the entire performance period. In the event of death or a change of control (unless the unvested LTI awards are replaced by an equivalent award following the change of control), unvested LTI awards vest immediately on a pro rata basis assuming that performance conditions are met. For the sake of clarity, LTI awards always lapse when termination is due to voluntary resignation or gross misconduct.

LTI awards are subject to clawback and malus provisions for a period of three years after vesting in case of financial restatement, error or if inaccurate or misleading information was used to assess the fulfillment of performance conditions or a termination for cause.

The design of the long-term incentive for the Executive Committee is summarized on the following page.

Science-based targets

Holcim's commitment to building progress for people and the planet includes ambitious targets related to climate, waste and freshwater withdrawal. Holcim was the first global building materials company to sign the "Business Ambition for 1.5°C" pledge with the Science Based Targets initiative (SBTi) and in November 2022 it upgraded its 2030 climate targets, validated by SBTi, in line with the sector's new 1.5°C science-based framework.

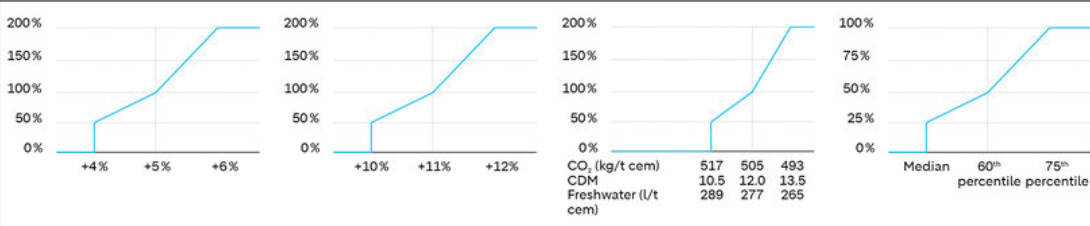
The CO₂ target included in the performance objectives of the long-term incentive is based on CO₂ targets validated by the SBTi.

2025 onwards

The design of the LTI remains unchanged for 2025.

COMPENSATION REPORT CONTINUED

DESIGN OF THE LONG-TERM INCENTIVE

Role	CEO		Other Executive Committee members	
Grant size in 2024	177.4% of salary (125% in performance shares, 52.4% in performance options)		96.3% of salary (70% in performance shares, 26.3% in performance options)	
Performance objectives	EPS growth before impairment and divestments (performance shares)	ROIC (performance shares)	Sustainability (performance shares)	Relative TSR (performance options)
Purpose	Measure the company's profitability to investors	Measure the company's ability to generate returns from invested capital	Measure the company's improvement in terms of mitigating the impact of its operations on the	Measure the company's ability to provide investors with strong returns
Definition	<p>EPS adjusted for after-tax gains and losses on disposals of Group companies and impairments of goodwill and long-term assets</p> <p>It is defined as: +/- Net income/loss +/- Gains and losses on disposals of Group companies, net of taxation +/- Impairment of goodwill and long-term assets, net of taxation : Weighted average number of outstanding shares</p>	<p>ROIC at year-end 2026, adjusted for changes in scope between 2024 and 2026</p> <p>It is defined as: +/- Net operating profit/loss after tax (NOPAT) : Average invested capital (average invested capital = invested capital at beginning of year + invested capital at year end, sum divided by 2)</p> <p>In case of material changes in the scope during the year, average invested capital is adjusted pro rata temporis</p>	<p>Climate and energy: net CO₂ emissions (Scope 1) measured in kg CO₂/t of cementitious material (50% weight); construction demolition materials (CDM) measured in million tons (25% weight); nature: freshwater withdrawn in liters of freshwater/t of cementitious material (25% weight)</p>	<p>Holcim's TSR over the five-year performance period, starting on 1 January 2024 and ending on 31 December 2028, expressed as a percentile ranking in a peer group of companies</p> <p>It is defined as: Share price at end of period - Share price at beginning of period + Dividends paid during the period : Share price at beginning of period</p>
Weighting	33⅓% of performance share grant	33⅓% of performance share grant	33⅓% of performance share grant	100% of performance option grant
Performance period	2024–2026	2026	2026	2024–2028
Targets for the 2024 grant	EPS growth of 5% p.a. This is unchanged compared with the EPS target applicable to the performance shares granted in 2023	ROIC of 11% in 2026. This is an increase by 2 percentage points compared with the ROIC target for 2025 applicable to the performance shares granted in 2023 and is in alignment with "Strategy 2025 – Accelerating Green Growth"	CO ₂ emissions of 505 kilograms per ton of cementitious material produced in 2026 compared with the target of 520 kilograms set in 2023. CDM of 12 million tons recycled in 2026 (new metric). Freshwater withdrawal of 277 liters per ton of cementitious material produced in 2026 compared with the target of 292 liters set in 2023	Ranking at the 60th percentile of the peer group. This is unchanged compared with the ranking target applicable to the performance options granted in 2023 and is in line with our ambition to outperform our peers in terms of shareholder return
Performance vesting	 <p>The figure consists of four line graphs illustrating the performance vesting structure for the 2024 grant. Each graph shows the vesting percentage (Y-axis, 0% to 200%) against the performance target (X-axis). 1. EPS growth: The target is 5% p.a. The vesting starts at 0% for targets up to +4%, then increases linearly to 200% at +6%. 2. ROIC: The target is 11% in 2026. The vesting starts at 0% for targets up to +10%, then increases linearly to 200% at +12%. 3. Sustainability: The targets are CO₂ emissions (kg/t cem), CDM (million tons), and Freshwater withdrawal (l/t cem). The vesting starts at 0% for targets up to 517 kg/t cem, 10.5 million tons CDM, and 289 l/t cem, then increases linearly to 200% at 493 kg/t cem, 13.5 million tons CDM, and 265 l/t cem. 4. Relative TSR: The targets are Median, 60th percentile, and 75th percentile. The vesting starts at 0% for targets up to the Median, then increases linearly to 100% at the 75th percentile.</p>			
Maximum vesting level	200%	200%	200%	100%
Vesting and holding periods	Three-year cliff vesting No further holding period	Three-year cliff vesting No further holding period	Three-year cliff vesting No further holding period	Five-year cliff vesting No further holding period 10-year maturity (in total)

Executive share ownership guidelines

To reflect the importance the NCGC places on aligning their interests with shareholders, Executive Committee members are required to own at least a minimum multiple of their annual base salary in Holcim shares as set out below:

- Chief Executive Officer: 500% of annual base salary
- Other Executive Committee members: 200% of annual base salary

Members of the Executive Committee are expected to meet the minimum shareholding requirements within four years of their appointment to the Executive Committee. To calculate whether the minimum shareholding requirement is met, all shares purchased on the market and vested shares from incentive plans are considered. Unvested performance shares and options are, however, excluded.

Executive Committee members are prohibited from selling any shares held in the event of non-compliance with the minimum requirements on the date stipulated. Furthermore, their annual incentive (net of statutory deductions) will be paid out entirely in shares. Compliance with the share ownership guidelines is monitored on an annual basis. The current shareholdings of the members of the Executive Committee can be found on page 18.

Employment contracts for the Executive Committee

The employment contracts of the Executive Committee members are concluded for an indefinite period and may be terminated with one year's notice. Employment contracts do not contain severance compensation or change of control clauses except for the vesting provisions of the LTI awards as described above. They may include non-competition provisions that are limited in time to a maximum of one year and which may allow for compensation of up to a maximum of 50% of the last total annual compensation paid.

COMPENSATION REPORT CONTINUED

Compensation for the 2024 financial year

The tables on pages 12 and 13 were audited according to Article 734a-f of the Swiss Code of Obligations.

C: Committee chair

M: Member

AC: Audit Committee

NCGC: Nomination, Compensation and Governance Committee

HSSC: Health, Safety & Sustainability Committee

BOARD OF DIRECTORS (AUDITED)

Name	Positions as of 31 December			Cash compensation CHF gross	Share-based compensation		Other ⁴ CHF gross	Subtotal CHF gross	Social security ⁵ CHF	Total 2024 CHF gross	Total 2023 CHF gross
	AC	NCGC	HSSC		Number	Value CHF gross					
Jan Jenisch ¹				966,667	10,681	966,667	6,667	1,940,001	4,675	1,944,676	0
Beat Hess ²										0	724,855
Hanne B. Sørensen		C		200,000	2,210	200,000	10,000	410,000	0	410,000	410,000
Philippe Block			C	225,000	1,105	100,000	10,000	335,000	4,675	339,675	339,675
Kim Fausing	M			140,000	1,105	100,000	10,000	250,000	0	250,000	250,000
Leanne Geale			M	140,000	1,105	100,000	10,000	250,000	4,675	254,675	254,675
Catrin Hinkel ³			M	81,667	645	58,333	5,833	145,833	4,328	150,161	0
Patrick Kron ²										0	154,167
Naina Lal Kidwai	C		M	300,000	1,105	100,000	10,000	410,000	0	410,000	343,333
Ilias Läber	M	M		180,000	1,105	100,000	10,000	290,000	4,675	294,675	294,675
Michael McGarry ³		M		81,667	645	58,333	5,833	145,833	0	145,833	0
Jürg Oleas	M	M		180,000	1,105	100,000	10,000	290,000	0	290,000	290,000
Claudia Sender Ramirez		M	M	180,000	1,105	100,000	10,000	290,000	4,456	294,456	294,455
Total				2,675,001	21,916	1,983,333	98,333	4,756,667	27,484	4,784,151	3,355,835

¹ Board chair as of AGM 2023, but has only received compensation as Board Chair since AGM 2024.

² Board member until AGM 2023.

³ Board member since AGM 2024.

⁴ Expense allowances.

⁵ This amount includes social security contributions to the extent that they result in a future benefit entitlement. Additional contributions that do not result in an increase in the benefit entitlement are excluded (additional contributions in the amount of CHF 125,165 are excluded).

Explanations

In 2024, eleven non-executive members of the Board of Directors received in total compensation of CHF 4.8 million (2023: CHF 3.4 million), of which CHF 2.7 million was paid out in cash (2023: CHF 1.9 million), CHF 0.03 million in the form of social security contributions (2023: CHF 0.02 million), and CHF 2.0 million in shares (2023: CHF 1.3 million). Other compensation paid totaled CHF 0.1 million (2023: CHF 0.1 million).

Compensation in 2024 was higher than in 2023 because the Board Chairman received compensation for his role as Board Chairman from the AGM 2024 onward. The Board Chairman did not receive any compensation for his board role for the previous term due to the dual mandate. The compensation structure and levels for all the other roles on the Board of Directors remained unchanged from the previous year.

At the Annual General Meeting 2023, shareholders approved a maximum aggregate amount of compensation of CHF 3,000,000 for the Board of Directors for the term until the Annual General Meeting 2024. The compensation paid to the Board of Directors for this term was CHF 2,790,875 and is hence within the approved limits.

At the Annual General Meeting 2024, shareholders approved a maximum aggregate amount of compensation of CHF 6,500,000 for the Board of Directors for the term until the Annual General Meeting 2025. The compensation paid to the Board of Directors for this term is anticipated to be approximately CHF 6.0 million. The final amount will be disclosed in the 2025 Annual Report.

EXECUTIVE COMMITTEE (AUDITED)

Executive	Base salary CHF gross	Other fixed pay ² CHF gross	Annual incentive CHF gross	Performance shares ³	Performance options ⁴	Social/ pension contri- butions ⁵ CHF	Total 2024 CHF gross	Total 2023 CHF gross
				Fair value at grant CHF gross	Fair value at grant CHF gross			
Miljan Gutovic, CEO 1 May until 31 December 2024	800,000	17,333	1,737,500	1,032,161	419,200	152,999	4,159,193	—
Jan Jenisch, former CEO 1 January until 30 April 2024	600,000	8,667	1,303,125	774,176	314,400	129,514	3,129,882	9,465,496
Other members ¹ 1 January until 31 December 2024	5,247,109	590,039	6,995,181	3,400,772	1,237,760	2,196,070	19,666,931	24,113,685
Total	6,647,109	616,039	10,035,806	5,207,109	1,971,360	2,478,583	26,956,006	33,579,181

¹ Miljan Gutovic's compensation for the period 1 January 2024 until 30 April 2024, in his role as Region Head Europe & Operational Excellence, is included under "Other members".

² Includes the value of benefits in kind: car allowance and benefits for internationally mobile members (expatriates) such as housing, schooling, and tax consulting.

³ Performance shares granted under the long-term incentive plan, subject to a three-year performance-based vesting period. The disclosed amount corresponds to the fair value at grant.

⁴ Performance options granted under the long-term incentive plan, subject to a five-year performance-based vesting period. The disclosed amount corresponds to the fair value at grant.

⁵ Includes contribution to social security and occupational pension plans. Contributions to social security plans for members employed in Switzerland include social security contributions to Swiss old age, survivors and disability insurance (OASI/AHV/IV/EO) to the extent that they result in a future benefit entitlement. Additional contributions that do not result in an increase of the benefit entitlement are excluded (additional contributions in the amount of CHF 1,349,859 are excluded). Contributions to social security plans for members employed outside of Switzerland include the contributions effectively paid in the reporting year.

COMPENSATION REPORT CONTINUED

Explanations

The total annual compensation for the ten members of the Executive Committee for 2024 amounted to CHF 27.0 million (2023: CHF 33.6 million). This amount comprises base salaries, other fixed pay and annual incentives totaling CHF 17.3 million (2023: CHF 21.9 million), equity-based long-term incentives totaling CHF 7.2 million (2023: CHF 8.4 million) as well as employer contributions to social security and pension plans totaling CHF 2.5 million (2023: CHF 3.3 million).

The compensation changes for 2024 compared with 2023 are mainly caused by the following factors:

- The composition of the Executive Committee has changed compared with the previous year. No new members were appointed to the Executive Committee to replace three members who left the company. Their compensation, however, is still included for the duration of their notice period during the reported year. The compensation table thus contains ten Executive Committee members in 2024, eight of which on a full-year basis, compared with twelve Executive Committee members in 2023, nine of whom on a full-year basis.
- The compensation for the new Chief Executive Officer (CEO) was set below the compensation of the previous CEO. This was done in line with Holcim's policy of setting target compensation for newly promoted members at a level that is below the market median at the time of promotion and subsequently increasing it to market level over a reasonable period of time.
- The base salary of one Executive Committee member was increased between 2023 and 2024. No base salaries have been adjusted for any other Executive Committee members. Considering that the target STI and LTI are defined as a fixed percentage of the base salary, the target STI and LTI increased in monetary terms for the member who received the salary increase.
- The 2024 STI target amount for the members of the Executive Committee was increased from 75 to 90% of the annual base salary.
- 2024 was another record year for Holcim. The overall annual incentive payout of 165.1% compares to an overall payout of 174.8% in the previous year. Further details are provided on the next page.

The compensation awarded to the Executive Committee members for 2024 in the amount of CHF 26,956,006 is within the total maximum compensation of CHF 36,000,000 for the Executive Committee for the 2024 financial year that had been approved at the Annual General Meeting 2023.

Performance in 2024

Holcim delivered record results in 2024 in challenging market conditions. Growing our multi-billion brands to meet customers' needs, 36% of net sales came from advanced branded solutions in 2024 (versus 30% in 2023). We met customer demand for sustainable building solutions and achieved profitable growth across all regions.

Recurring EBIT reached a record CHF 5,049 million in 2024, up 10.5% organically, with a Recurring EBIT margin of 19.1%. Holcim delivered another record Free Cash Flow after leases of CHF 3,801 million, with a cash conversion of 57%. Return on Invested Capital (ROIC) rose to 11.2%, while earnings per share before impairment and divestments hit a new high of CHF 5.70.

We continued to lead in circular construction, recycling 10.2 million tons of construction demolition materials (+20% compared to the prior year). Advancing our leadership in sustainability, Holcim further reduced CO₂ per net sales, achieving a 44% reduction since 2020.

With its 2024 results, the Group exceeded its internal targets for Recurring EBIT growth and Free Cash Flow after leases.

One region reached the stretch level of performance on both Recurring EBIT growth and Free Cash Flow after leases. With regard to Health, Safety & Environment (HSE), the safety of the workplace was again substantially improved year on year and the performance targets were exceeded.

Overall, the annual incentive amounted to 173.8% of target for the CEO (217.2% of salary) and 162.7% on average for the other members of the Executive Committee (146.4% of salary). The ratio of variable versus total compensation amounted to 76.7% for the CEO and to 59.2% on average for the other members of the Executive Committee.

PAYOUT OF THE ANNUAL INCENTIVE IN 2024

Performance objectives	Results		Payout percentage		
			Threshold	Target	Stretch
Relative Group performance (30%)¹	Holcim achieved the 32nd percentile in the peer group with Group net sales growth of -3.3% (on an adjusted basis for the purpose of external benchmarking based on a common methodology applied to the reported figures of Holcim and of the peer companies: constant scope; translation of all peers to Swiss francs as the common currency). Holcim achieved the 87th percentile in the peer group with Recurring EBIT growth of 1.0% (scaled by sales and on an adjusted basis). Holcim achieved the 60th percentile (138% payout factor) on a combined basis.	Net sales growth			
		Recurring EBIT growth			
Recurring EBIT (20%) (Group or regional)	Organic growth in Group Recurring EBIT was 10.5% for 2024 compared with a target of 5%. This corresponds to a payout factor of 200%. The regional Recurring EBIT performance was mixed, with one region below the target (80% payout factor) and all other regions between 160% and 200%.	Group Recurring EBIT			
		Regional Recurring EBIT			
Free Cash Flow after leases (35%) (Group or regional)	Group Free Cash Flow (FCF) after leases was CHF 3,801 million compared with a target of CHF 3,100 million, which corresponds to a payout factor of 200%. Performance with respect to regional FCF after leases was mixed and ranged from 104% to 200%, with two regions exceeding the stretch (200%).	Group FCF after leases			
		Regional FCF after leases			
Health, safety and environment (HSE) (15%) (Group or regional)	The HSE scorecard includes three elements (HSE-IP, CRE and LTIFR) as well as a management evaluation criteria. The management evaluation criteria allow HSE performance to be assessed beyond the three elements HSE-IP, CRE, and LTIFR. In 2023, the decision was made to cap the scorecard score at the target level in any region where severe incidents occurred. This approach has been applied in two regions and for the Group (weighted average of regional adjustments). At Group level, the payout factor was 149% (195% without the scorecard cap). At regional level, it ranged from 100% to 200% (188% to 200% without the scorecard cap). Safety is provided on pages 112–113 in the 2024 Integrated Annual Report .	Group HSE score			
		Regional HSE score			
Total	Overall payout of 173.8% for the CEO and of 162.7% on average for the other Executive Committee members²				

¹ The relative Group performance assessment is based on a best estimate at time of publication (i.e., it includes an estimate for companies that had not yet published their annual results). The final achievement level will be calculated by Obermatt before the payout date in March 2025 based on the annual report publications of the peer companies.

² Excluding three former Executive Committee members, as their payout is capped at 100% of target.

COMPENSATION REPORT CONTINUED

Performance shares granted in 2021 vested in March 2024 conditional upon EPS before impairment and divestments, ROIC, and sustainability objectives all measured in 2023. The vesting of this grant is disclosed in the first table below.

Performance shares granted in 2022 will vest in March 2025 conditional upon EPS before impairment and divestments, ROIC, and sustainability objectives all measured in 2024.

The performance period applying to this grant is therefore already completed and the payout of the plan can already be assessed. The vesting of this grant applies to all current six Executive Committee members and is disclosed in the second table below.

Performance options granted in 2019 were subject to a five-year vesting period based on total shareholder return (TSR). The vesting level in March 2024 was 90%, resulting in 90% vesting.

Performance options granted in 2020 are subject to a five-year vesting period based on total shareholder return (TSR) and will vest in March 2025.

VESTING OF THE LONG-TERM INCENTIVE IN 2024: PERFORMANCE SHARES GRANTED UNDER THE LONG-TERM INCENTIVE IN 2021

Grant	Performance objectives	Definition	Target	Result and payout	Payout calculation
2021 Performance shares	EPS growth (33⅓%)	Earnings per share before impairment and divestments in 2023: adjusted for after-tax gains and losses on disposals of Group companies as well as impairments of goodwill and long-term assets	EPS growth of 7%	EPS of CHF 5.42 leads to a 200% payout	$33\frac{1}{3}\% \times 200\%$
	ROIC (33⅓%)	Return on Invested Capital at year end 2023, adjusted for changes in scope between 2021 and 2023	ROIC of 8%	ROIC of 10.6% leads to a 200% payout	$33\frac{1}{3}\% \times 200\%$
	Sustainability (33⅓%)	Climate and energy in 2023: Scope 1 net CO ₂ emissions measured in kg CO ₂ /t of cementitious material (50% weight); circular economy in 2023: quantity of waste re-used in millions of tons (25% weight); environment in 2023: freshwater withdrawn in liters of freshwater/t of cementitious material (25% weight)	CO ₂ (kg/t cem): 547 Waste (mt): 38 Freshwater (l/t cem): 311	CO ₂ of 545.0 (kg/t cem), waste of 36.3 (mt) and freshwater of 297.7 (l/t cem) lead to a 130.4% payout	$33\frac{1}{3}\% \times 130.4\%$
Total					Overall vesting of 176.8%

VESTING OF THE LONG-TERM INCENTIVE IN 2025: PERFORMANCE SHARES GRANTED UNDER THE LONG-TERM INCENTIVE IN 2022

Grant	Performance objectives	Definition	Target	Result and payout	Payout calculation
2022 Performance shares	EPS growth (33⅓%)	Earnings per share adjusted for after-tax gains and losses on disposals of Group companies and impairments of goodwill and long-term assets	EPS growth of 5%	EPS of CHF 5.70 leads to a 200% payout	$33\frac{1}{3}\% \times 200\%$
	ROIC (33⅓%)	Return on Invested Capital at year end 2024, adjusted for changes in scope between 2022 and 2024	ROIC of 8.5%	ROIC of 11.2% leads to a 200% payout	$33\frac{1}{3}\% \times 200\%$
	Sustainability (33⅓%)	Climate and energy: CO ₂ emission (scope 1) measured in kg CO ₂ /t cem (50% weight); circular economy: quantity of waste recycled in million tons (25% weight); environment: freshwater withdrawn in liters freshwater/t cem (25% weight)	CO ₂ (kg/t cem): 534 Waste (mt): 41 Freshwater (l/t cem): 302	CO ₂ of 538.1 (kg/t cem), waste of 38.3 (mt) and freshwater of 277.0 (l/t cem) lead to a 100.9% payout	$33\frac{1}{3}\% \times 100.9\%$
Total					Overall vesting of 167.0%

VESTING OF THE LONG-TERM INCENTIVE IN 2024: PERFORMANCE OPTIONS GRANTED UNDER THE LONG-TERM INCENTIVE IN 2019

Grant	Performance objectives	Definition	Target	Result and payout	Payout calculation
2019 Performance options	Relative TSR (100%)	Holcim's TSR over the five-year performance period, starting on 1 January 2019 and ending on 31 December 2023, expressed as a percentile ranking in a peer group of companies	Relative TSR ranking at the 60th percentile of the peer group	Holcim's ranking at the 72nd percentile leads to a 90% payout	100% × 90%
Total					Overall vesting of 90%

VESTING OF THE LONG-TERM INCENTIVE IN 2025: PERFORMANCE OPTIONS GRANTED UNDER THE LONG-TERM INCENTIVE IN 2020

Grant	Performance objectives	Definition	Target	Result and payout	Payout calculation
2020 Performance options	Relative TSR (100%)	Holcim's TSR over the five-year performance period, starting on 1 January 2020 and ending on 31 December 2024, expressed as a percentile ranking in a peer group of companies	Relative TSR ranking at the 60th percentile of the peer group	Holcim's ranking at the 84th percentile leads to a 100% payout	100% × 100%
Total					Overall vesting of 100%

Loans or credit facilities granted to members of governing bodies

There were no loans or credit facilities granted to members or former members of the Executive Committee, members or former members of the Board of Directors or to parties closely related to members or former members of governing bodies in 2024. There were no loans or credit facilities to any of those parties outstanding on 31 December 2024.

Compensation for former members of governing bodies

In 2024, a former member of the Executive Committee received total compensation of CHF 0.9 million (2023: 0.2 million) during the notice period. During 2024 and 2023, no payments were made to other former members of the Executive Committee, members of the Board of Directors, or to parties closely related to members or former members of the governing bodies.

Share ownership information

Board of Directors

On 31 December 2024, the members of the Board of Directors held a total of 624,101 registered shares in Holcim Ltd. This number comprises privately acquired shares and those allotted under participation and compensation schemes. Until the announcement of market-relevant information or projects to the public, the Board of Directors, the Executive Committee and any employees possessing such market-relevant information are prohibited from effecting transactions with equity securities or other financial instruments of Holcim Ltd, exchange-listed Group companies or potential target companies (trade restriction period).

Ownership of shares and options: Executive Committee

As of 31 December 2024, the members of the Executive Committee held a total of 308,626 registered shares in Holcim Ltd. This figure includes both privately acquired shares and those allocated under participation and the Group's compensation schemes.

COMPENSATION REPORT CONTINUED

SHARES HELD BY THE BOARD OF DIRECTORS (AUDITED)

Name	Position	Shares held as of 31 December 2024	Shares held as of 31 December 2023
Jan Jenisch	Chairman	540,000	600,000
Hanne B. Sørensen	Vice-Chairwoman	23,176	20,105
Philippe Block	Member	6,575	5,039
Kim Fausing	Member	6,575	5,039
Leanne Geale	Member	2,638	1,102
Catrin Hinkel	Member (since 8 May 2024)	0	0
Naina Lal Kidwai	Member	8,542	7,006
Ilias Läber	Member	11,043	9,102
Michael McGarry	Member (since 8 May 2024)	0	0
Jürg Oleas	Member	17,010	15,474
Claudia Sender Ramirez	Member	8,542	7,006
Total		624,101	669,873

NUMBER OF SHARES AND OPTIONS HELD BY EXECUTIVE COMMITTEE MEMBERS AS OF 31 DECEMBER 2024 (AUDITED)

Name	Position	Total number of shares owned	Total number of performance options held (at target)	Total number of performance options held (at maximum)	Total number of performance shares held (at target)	Total number of performance shares held (at maximum)
Miljan Gutovic	CEO	107,040	218,731	437,461	35,466	70,932
Nollaig Forrest	Member	4,370	23,246	46,491	10,254	20,508
Jamie Gentoso	Member	30,997	99,869	199,738	23,235	46,470
Steffen Kindler	Member	7,455	38,267	76,534	15,631	31,262
Martin Kriegner	Member	108,764	183,961	367,922	25,535	51,070
Oliver Osswald	Member	50,000	185,842	371,683	26,011	52,022
Total		308,626	749,916	1,499,829	136,132	272,264

NUMBER OF SHARES AND OPTIONS HELD BY EXECUTIVE COMMITTEE MEMBERS AS OF 31 DECEMBER 2023 (AUDITED)

Name	Position	Total number of shares owned	Total number of performance options held (at target)	Total number of performance options held (at maximum)	Total number of performance shares held (at target)	Total number of performance shares held (at maximum)
Jan Jenisch	CEO	600,000	1,023,681	2,047,362	129,445	258,890
Nollaig Forrest	Member	0	5,581	11,162	6,745	13,490
Mathias Gaertner	Member	21,463	n/a	n/a	n/a	n/a
Jamie Gentoso	Member	22,139	79,703	159,405	24,646	49,292
Feliciano González Muñoz	Member	69,506	193,205	386,409	26,673	53,346
Miljan Gutovic	Member	84,909	201,503	403,005	28,724	57,448
Steffen Kindler	Member	1,000	17,005	34,009	9,241	18,482
Martin Kriegner	Member	91,124	210,462	420,923	28,428	56,856
Oliver Osswald	Member	50,000	208,066	416,132	28,724	57,448
Toufic Tabbara	Member	11,198	55,154	110,308	18,974	37,948
Total		951,339	1,994,360	3,988,715	301,600	603,200

Furthermore, at the end of 2024, the Executive Committee held a total of 749,916 registered options and 136,132 performance shares (at target); these arose as a result of the participation and compensation schemes of various years. Options are issued solely on registered shares in Holcim Ltd. One option entitles the holder to buy one registered share in Holcim Ltd.

The outstanding share options held by the Executive Committee (including former members) at year-end 2024 have the following expiry dates and exercise prices:

Option grant date	Expiry date		Exercise price	Number	Number
				2024	2023
2015	2025	CHF	50.19	0	12,600
2019	2029	CHF	49.92	0	1,071,329
2020	2030	CHF	45.62	1,669,835	1,684,944
2021	2031	CHF	51.07	723,975	748,368
2022	2032	CHF	46.14	831,895	906,671
2023	2033	CHF	57.59	546,961	624,304
2024	2034	CHF	71.21	433,066	0
Total				4,205,732	5,048,216

Equity overhang and dilution as of 31 December 2024

As of 31 December 2024, the equity overhang – defined as the total number of unvested share units and options divided by the total number of shares issued – amounts to 0.85%.

The company's gross burn rate – defined as the total number of equities (shares, share units and options) granted in 2024 divided by the total number of shares issued – amounts to 0.15%.

COMPENSATION REPORT CONTINUED

Compensation governance

Rules relating to compensation in Holcim's Articles of Incorporation

The Articles of Incorporation contain provisions regarding the approval of compensation of the Board of Directors and Executive Management (Art. 23), the supplementary amount for new members of the Executive Committee (Art. 24), the general compensation principles (Art. 25) as well as provisions regarding the agreements with members of the Board of Directors and the Executive Committee (Art. 26). Moreover, the Articles of Incorporation contain provisions regarding the roles of the Board of Directors and the NCGC (Art. 14 to 21). The Articles of Incorporation are approved by the shareholders and are available at [holcim.com/article-incorporation](https://www.holcim.com/article-incorporation)

Annual General Meeting – shareholder involvement

According to Art. 23 of the Articles of Incorporation, the Annual General Meeting approves annually the maximum aggregate compensation of the Board of Directors for the period from the Annual General Meeting to the next Annual General Meeting as well as the maximum aggregate compensation of the Executive Committee for the following financial year. In addition, the Compensation Report is submitted to the Annual General Meeting for an advisory vote on a yearly basis.

Art. 24 of the Articles of Incorporation provides for a supplementary amount for Executive Committee members who become members of, or who are promoted to, the Executive Committee during a compensation period for which the Annual General Meeting has already approved the aggregate compensation of the Executive Committee and if the compensation amount approved is not sufficient to cover the compensation of the new members.

The supplementary amount per compensation period shall not exceed 40% of the aggregate amount of compensation last approved by the Annual General Meeting and does not require further shareholder approval.

Nomination, Compensation & Governance Committee

In accordance with Article 21 of the Articles of Incorporation, the NCGC supports the Board of Directors in establishing and reviewing Holcim's nomination, compensation and governance strategy and guidelines as well as in preparing the motions to the Annual General Meeting regarding the nomination and compensation of the members of the Board of Directors and the Executive Committee. In particular, the NCGC performs the following duties:

- **Nomination:** Review of the composition and size of the Board of Directors to ensure appropriate expertise, diversity and independence; succession planning for the Board of Directors and its committees; preparation of the motions to the Annual General Meeting for (re-) election of candidates for positions on the Board of Directors and in the NCGC; succession planning and nominations for positions on the Executive Committee.
- **Compensation:** Planning and preparation of the compensation of the Board of Directors and the Executive Committee; preparation of the motions to the Annual General Meeting regarding compensation of the Board of Directors and the Executive Committee; determination of the compensation strategy and design of compensation programs including incentive plans; planning and preparation of the targets and performance assessment of the Chief Executive Officer (CEO) and other members of the Executive Committee; preparation of the Compensation Report.
- **Governance:** Dealing with all corporate governance-related matters; review of proposals to be made to the Board of Directors for amendments of the Articles of Incorporation, the Organizational Rules, the committee charters, the Code of Business Conduct, the overall policy landscape and the policies and directives approved by the Board of Directors; review of the criteria for determining the independence of members of the Board of Directors; approval of external mandates for the CEO and other Executive Committee members; review of the annual assessment of the functioning and effectiveness of the Board of Directors; review of the Corporate Governance section of the Annual Report.

The following table summarizes the decision authorities between the NCGC, the Board of Directors and the Annual General Meeting on compensation matters.

DECISION AUTHORITIES

	NCGC	Board of Directors	Annual General Meeting
Compensation strategy and design	Proposes	Approves	
Compensation Report	Proposes	Approves	Advisory vote
Maximum aggregate compensation amount of the Board of Directors	Proposes	Reviews	Approves (binding vote)
Individual compensation of members of the Board of Directors	Proposes	Approves (within the budget approved by the AGM)	
Maximum aggregate compensation amount of the Executive Committee	Proposes	Reviews	Approves (binding vote)
Individual compensation of members of the Executive Committee	Proposes	Approves (within the budget approved by the AGM)	
Setting performance objectives for the incentive plans	Proposes	Approves	

The NCGC is composed of five members of the Board of Directors (compared with four members for the previous term of office) who are elected individually by the Annual General Meeting for a period of one year. At the Annual General Meeting 2024, Hanne Birgitte Breinbjerg Sørensen (Chairwoman), Ilias Läber, Jürg Oleas and Claudia Sender Ramirez were re-elected to the NCGC and Michael H. McGarry was elected as a new member of the NCGC.

The NCGC holds ordinary meetings at least four times a year. In 2024, the NCGC held four ordinary meetings according to the annual schedule below and four additional extraordinary meetings on succession planning for the Board of Directors and the Executive Committee, and on the planned spin-off of the North American business.

COMPENSATION REPORT CONTINUED

ANNUAL NCGC MEETING SCHEDULE

	February	July	October	December
Nomination	<ul style="list-style-type: none"> • Proposal of elections to the Board of Directors • Proposal of the Board of Directors composition for coming term (committees) 	<ul style="list-style-type: none"> • Selection criteria and succession planning of the Board of Directors • Selection criteria and succession planning of the Executive Committee and senior management • Performance evaluation of the Executive Committee • Country CEO succession and top appointments 	<ul style="list-style-type: none"> • Diversity & inclusion • Learning strategy review • Social dialog update 	<ul style="list-style-type: none"> • Update on succession planning of the Board of Directors and the Executive Committee
Compensation	<ul style="list-style-type: none"> • Proposal of AGM motions (amounts to be submitted to a shareholder vote) • Performance assessment and incentive payouts for the Executive Committee (previous period) • LTI grant for the Executive Committee and senior management (current year) • Approval of Executive Committee incentive targets for current year • Review of Executive Committee compliance with shareholding requirements • Review of peer group compensation benchmarking • Approval Board compensation directive 	<ul style="list-style-type: none"> • Review of the compensation strategy and system (design) • Review of the disclosure approach (feedback from shareholders) 	<ul style="list-style-type: none"> • Board compensation benchmarking (every 2–3 years) • Review of the incentive plan design for the coming year • Forecast of expected incentive payouts (current year) 	<ul style="list-style-type: none"> • Proposal on Board compensation system (every 2–3 years) • Executive Committee compensation benchmarking (annually) • Determination of Executive Committee target compensation for the coming year • Determination of plan design and performance targets for the Executive Committee for the coming year (annual incentive, LTI), target setting postponed to 2025 in the context of the planned spin-off of the North American business and the related changes in Holcim's structure • Validation of performance peer group for STI and LTI • Forecast of expected incentive payouts (current year)
Governance	<ul style="list-style-type: none"> • Board and committee assessments • Governance Report • Compensation Report (final) • Proposal of AGM motions (other than compensation) • Governance update 	<ul style="list-style-type: none"> • AGM retrospective: review of shareholders' feedback • Review of the independence of board and committee members • Governance update 	<ul style="list-style-type: none"> • Governance update • NCGC risk mapping 	<ul style="list-style-type: none"> • Review of governance documents: Articles of Incorporation, Organizational Rules, committee charters, Code of Business Conduct • Compensation Report (draft) • Validation of NCGC schedule for coming year • Governance update

In 2024, all NCGC members attended all meetings. Further information on meeting attendance is provided in the Corporate Governance Report on page 136 in the [2024 Integrated Annual Report](#).

The NCGC Chairperson may invite members of the Executive Committee, other officers of the Group or third parties to attend the meetings. They will not, however, be present when their own performance or compensation is discussed or determined. After each NCGC meeting, the Board of Directors is informed of the topics discussed, decisions taken and recommendations made. The NCGC minutes are available to all members of the Board of Directors.

External advisors

The NCGC may decide to consult an external advisor from time to time for specific compensation matters. In 2024, PricewaterhouseCoopers (PwC) continued to act as independent compensation advisor to the NCGC. PwC provides other services to Holcim and there are clear rules in place to ensure the independence of PwC consultants. Obermatt continued to measure Holcim's relative performance for the purpose of the incentive plans. This company does not have any other mandates with Holcim. Support and expertise are also provided by internal experts such as the Chief People Officer and the Head of Compensation & Benefits.

Method for determining compensation: benchmarking

In order to benchmark the compensation structure and levels of the Board of Directors and the Executive Committee, the NCGC determines relevant peer companies.

The Swiss peer group includes Swiss listed multinational companies from the SMI: ABB, Geberit, Givaudan, Lonza, Nestle, Novartis, Richemont, Roche, Sika and Sonova. A peer group review was conducted in February 2023, resulting in Sonova taking the place of SGS in the peer group since Sonova had replaced SGS in the SMI index. Holcim is positioned slightly above the peer group median in terms of revenue and headcount and below the median in terms of market capitalization.

The international peer group consists of cement producers as well as building materials and construction companies: Acciona, ACS, Bouygues, Buzzi Unicem, Carlisle, Cemex, CRH, Heidelberg Materials, James Hardie, RPM, Saint Gobain, Sika, Vicat and Vinci. These companies operate in similar and related sectors and are exposed to similar market cycles as Holcim. This peer group is reviewed and validated annually by the NCGC, with the support of Obermatt as an independent third-party advisor.

The compensation of the Board of Directors is regularly reviewed and compared with prevalent market practice (every 2–3 years). The last benchmarking analysis was conducted in 2022 by PwC on the basis of the Swiss peer group as described above.

The compensation of the Executive Committee was benchmarked against market practice in 2023 and will be benchmarked again in 2025 (following the planned spin-off of the North American business and related changes in the structure of Holcim). Executive Committee members who are on a Swiss employment contract are benchmarked against the Swiss peer group described above (analysis performed by PwC). For Executive Committee members who are on a foreign employment contract, benchmarking is performed based on an industry cut of the general data included in the Willis Towers Watson database for the respective country of employment. The benchmarking analyses establish a basis for the NCGC to monitor the compensation of the Chief Executive Officer (CEO) and the Executive Committee and set their target compensation levels. Holcim's policy is to aim for market median compensation for on-target performance while also establishing significant upside potential for above-target performance.

OVERVIEW AND PURPOSE OF THE PEER GROUPS

	Swiss listed peers	International peers
Board of Directors compensation	Compensation structure and levels	
Executive compensation	Compensation structure and levels	Compensation structure Relative performance (STI and LTI)

COMPENSATION REPORT CONTINUED

MEMBERS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE HOLD THE FOLLOWING EXTERNAL MANDATES AS OF 31 DECEMBER 2023 AND 2024 ACCORDING TO ART. 734E OF THE SWISS CODE OF OBLIGATIONS (AUDITED)

Board of Directors	Company	Function	2024	2023
Jan Jenisch	World Business Council for Sustainable Development (WBCSD)	Member of the Executive Committee	No	Yes
	European Round Table for Industry (ERT)	Active Member	Yes	Yes
	Swiss-Japanese Chamber of Commerce (SJCC)	Member of the Board of Directors	Yes	Yes
	Glas Troesch Holding AG (privately held)	Non-Executive Director	No	Yes
Hanne B. Sørensen	Ferrovial S.A., Amsterdam, The Netherlands	Member of the Board of Directors and Member of the Nomination and Remuneration Committee	Yes	Yes
	Tata Motors Ltd, Mumbai, India	Member of the Board of Directors; Member of the Audit Committee, of the Nomination and Remuneration Committee and of the Technology Committee; Chairwoman of the Risk Committee	Yes	Yes
	Tata Consultancy Services Ltd, Mumbai, India	Member of the Board of Directors; member of the Audit Committee and of the Nomination and Remuneration Committee	Yes	Yes
	Jaguar Land Rover Automotive PLC, Coventry, UK (including its subsidiaries Jaguar Land Rover Ltd and Jaguar Land Rover Holdings Ltd)	Member of the Board of Directors; Member of the Audit Committee and of the Technology Committee; Chairwoman of the Nomination and Remuneration Committee	Yes	Yes
Philippe Block	Foreign Engineering GmbH, Zurich, Switzerland	Founding Partner	Yes	Yes
	VALUTED AG (ETH spin-off)	Co-Founder and Scientific Advisor	Yes	Yes
Kim Fausing	SMA Solar Technology AG, Niestetal, Germany	Vice-Chairman of the Board of Directors	Yes	Yes
	Danfoss Group (Denmark)	President and Chief Executive Officer	Yes	Yes
Leanne Geale	CEELI Institute o.p.s., Prague, Czech Republic	Member of the Board of Directors	Yes	Yes
	Nestlé SA	Executive Vice President and Group General Counsel	Yes	Yes
	Swiss-American Chamber of Commerce	Treasurer	Yes	Yes
Catrin Hinkel	Microsoft Switzerland	Chief Executive Officer	Yes	n/a
	Digital Switzerland	Member of the Executive Committee	Yes	n/a
	ASUT Industry Association	Member of the Board	Yes	n/a
	Helmholtz Center for Information Security (CISPA)	Member of the Supervisory Board	Yes	n/a
Naina Lal Kidwai	Gland Pharma Ltd, Hyderabad, India	Non-Executive Member of the Board of Directors and Chairwoman of the Risk Management Committee	Yes	Yes
	UPL Ltd, Mumbai, India	Non-Executive Member of the Board of Directors and Chairwoman of the Sustainability and Stakeholder Committee	Yes	Yes
	Biocon Ltd, Bangalore, India	Non-Executive Member of the Board of Directors and Chairwoman of the Corporate Social Responsibility & ESG Committee and of the Nomination and Remuneration Committees	Yes	Yes
	Nayara Energy Ltd, Mumbai, India	Non-Executive Member of the Board of Directors and Chairwoman of the CSR and Sustainability and of the Nomination and Remuneration Committees; and Member of the Audit Committee and Banking and Finance Committee	Yes	Yes
	Rothschild & Co India Private Limited, Mumbai, India (non-listed)	Chairwoman of the Board of Directors	Yes	Yes
Ilias Läber	Swiss Automotive Group AG., Cham, Switzerland	Member of the Board of Directors and Chairman of the Audit Committee	Yes	Yes
	Spectrum Value Management Ltd (Member of the Board of Directors of Grand Resort Bad Ragaz and Chairman and Managing Partner of SEO Management AG)	CEO, Partner and Member of the Board of Directors	Yes	Yes
	CANCOM SE, Munich, Germany	Member of the Board of Directors and Chairman of the Audit Committee	Yes	Yes
	Dormakaba Holding AG, Rümlang, Switzerland	Member of the Board of Directors	Yes	No
Michael H. McGarry	United States Steel Corporation, Pittsburgh, U.S.	Member of the Board of Directors; Member of the Compensation Committee and of the Audit Committee	Yes	n/a
	Shin-Etsu Chemical Co., Tokyo, Japan	Member of the Board of Directors and Member of the Compensation Committee	Yes	n/a
	C.H. Robinson, Eden Prairie, MN, U.S.	Member of the Board of Directors; Member of the Governance Committee and of the Talent and Compensation Committee	Yes	n/a

Board of Directors	Company	Function	2024	2023
Jürg Oleas	RUAG International Holding AG, Bern, Switzerland	Member of the Board of Directors and Member of the Audit Committee	Yes	Yes
	HOCN AG, Hochdorf, Switzerland (formerly Hochdorf Holding AG, Hochdorf, Switzerland)	Chairman of the Board of Directors and Member of the Audit and of the Nomination and Compensation Committees	Yes	Yes
Claudia Sender Ramirez	Telefonica S.A., Delegate Commission, Telefonica Hispam and Telefonica Tech Advisory Committees, Madrid, Spain	Member of the Board of Directors	Yes	Yes
	Gerdau S.A., São Paulo, Brazil	Member of the Board of Directors; Member of the Governance Committee and Chairwoman of the Compensation and Succession Committee	Yes	Yes
	Embraer S.A., São Paulo, Brazil	Member of the Board of Directors, Chairwoman of the People and ESG Committee and Member of the Audit and Risk Committee	Yes	Yes
Executive Committee	Company	Function	2024	2023
Miljan Gutovic	World Business Council for Sustainable Development (WBCSD)	Member of the Executive Committee	Yes	No
	Global Cement and Concrete Association (GCCA)	Member of the Board of Directors	Yes	No
Steffen Kindler	United Nations Global Compact	Member of the CFO Coalition for the Sustainable Development Goals (SDGs)	Yes	No
	The World Business Council for Sustainable Development (WBCSD)	Member of the CFO Network	Yes	No
	European Round Table for Industry (ERT)	Member of the CFO Platform	Yes	No
Nollaig Forrest	MIT Climate and Sustainability Consortium Advisory Council	Member	Yes	Yes
	Bloomberg's Cities Council for sustainable cities	Member	Yes	Yes
Jamie M. Gentoso	PSEG, a public utility in the U.S.	Member of the Board of Directors and Member of the Finance Committee and Industrial Operations Committee	Yes	Yes
	University of Michigan, College of Engineering	Member of the Leadership Advisory Board (LAB)	Yes	Yes
Martin Kriegner	No external mandates			
Oliver Osswald	No external mandates			

Pay equality

Pay equality is strongly embedded in Holcim's compensation principles. Holcim promotes pay equity and monitors progress biannually with the aim of ensuring equal pay for equal work and performance – not only between women and men, but also irrespective of ethnic origin, religion, ideology, sexual orientation or factors such as physical disability and age.

In 2021, we completed the equal pay analysis in Switzerland as required by the Swiss Federal Act on Gender Equality introduced in 2020. The results of the analysis confirmed that Holcim is fully compliant with Swiss equal pay standards, with a statistical wage difference significantly below the 5% regulatory requirement. Deloitte audited the results of the analysis and confirmed Holcim's compliance with the legal requirements.

In addition to local efforts made toward gender pay equity and compliance with applicable regulations, we conducted our fourth global assessment (i.e., first assessment in 2022, second in 2023 and third and fourth in 2024) using a recognized statistical regression analysis methodology. We focused on assessing the “adjusted gender pay gap” where we compare pay for people in similar roles, in the same country, at the same level and with similar years of experience. These achievements and efforts reflect our ongoing commitment to pay equality and fairness.



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To the General Meeting of
Holcim Ltd, Zug

Zurich, 27 February 2025

Report of the statutory auditor on the audit of the compensation report



Opinion

We have audited the compensation report of Holcim Ltd (the Company) for the year ended 31 December 2024. The audit was limited to the information pursuant to Art. 734a-734f of the Swiss Code of Obligations (CO) in the tables marked "audited" on pages 178 to 179, page 184 and pages 190 to 191 of the compensation report.

In our opinion, the information pursuant to Art. 734a-734f CO in the accompanying compensation report complies with Swiss law and the Company's articles of incorporation.



Basis for opinion

We conducted our audit in accordance with Swiss law and Swiss Standards on Auditing (SA-CH). Our responsibilities under those provisions and standards are further described in the "Auditor's responsibilities for the audit of the compensation report" section of our report. We are independent of the Company in accordance with the provisions of Swiss law and the requirements of the Swiss audit profession, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the tables marked "audited" in the compensation report, the consolidated financial statements, the stand-alone financial statements and our auditor's reports thereon.

Our opinion on the compensation report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the compensation report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the audited financial information in the compensation report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Board of Directors' responsibilities for the compensation report

The Board of Directors is responsible for the preparation of a compensation report in accordance with the provisions of Swiss law and the Company's articles of incorporation, and for such internal control as the Board of Directors determines is necessary to enable the

preparation of a compensation report that is free from material misstatement, whether due to fraud or error. It is also responsible for designing the compensation system and defining individual remuneration packages.



Auditor's responsibilities for the audit of the compensation report

Our objectives are to obtain reasonable assurance about whether the information pursuant to Art. 734a-734f CO is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Swiss law and SA-CH will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this compensation report.

As part of an audit in accordance with Swiss law and SA-CH, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement in the compensation report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made.

We communicate with the Board of Directors or its relevant committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors or its relevant committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Ernst & Young Ltd



Jacques Pierres

Licensed audit expert
(Auditor in charge)



Daniel Zaugg

Licensed audit expert

**About this document**

Holcim's 2024 Compensation Report is fully integrated in the [holcim.com/annual-report-2024](https://www.holcim.com/annual-report-2024), based on Holcim's commitment to transparency and detailed information on the compensation programs at Holcim.

ABOUT HOLCIM

Holcim is a global leader in innovative and sustainable building solutions with net sales of CHF 26.4 billion in 2024. Our 65,000 employees are driven by our purpose to build progress for people and the planet across our regions to improve living standards for all. We partner with our customers to offer the broadest range of advanced solutions, from sustainable building materials ECOPact and ECOPlanet, to our circularity technology ECOCycle®, all the way to Elevate's advanced roofing and insulation systems.

For more information visit:
holcim.com

INTEGRATED REPORTING

This report applies the principles of Integrated Reporting to show how we manage the company sustainably, as well as the financial and non-financial value we created in 2024.

PHOTO CREDITS

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For TCFD-guided disclosures
see page 216 of the complete
[2024 Integrated Annual Report](#).



DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

In 2022, the SBTi validated
Holcim's 2030 targets as aligned
with a 1.5°C scenario.

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