

## MINUTES

**of the 95<sup>th</sup> Ordinary Annual General Meeting of  
Holcim Ltd  
held on the 4<sup>th</sup> of May 2007, at 3.30 pm  
in Hall 7 of the Flieger Flab Museum in Dübendorf**

### **Present**

|                            |  |
|----------------------------|--|
| Dr Rolf Soiron             | Chairman, chairing the meeting                                 |
| Dr Andreas von Planta      | Vice-Chairman  |
| Markus Akermann            | Member of the Board of Directors                               |
| Lord Norman Fowler         | Member of the Board of Directors                               |
| Dr Erich Hunziker          | Member of the Board of Directors                               |
| Dr Willy Kissling          | Member of the Board of Directors                               |
| Peter Küpfer               | Member of the Board of Directors                               |
| Adrian Loader              | Member of the Board of Directors                               |
| Prof. Gilbert Probst       | Member of the Board of Directors                               |
| Dr H. Onno Ruding          | Member of the Board of Directors                               |
| Dr h.c. Thomas Schmidheiny | Member of the Board of Directors                               |
| Dr h.c. Wolfgang Schürer   | Member of the Board of Directors                               |
| <br>                       |  |
| Stephan Senn               | Secretary  |
| <br>                       |  |
| Dr Thomas Ris              | Independent voting rights representative                       |
| <br>                       |  |
| Beat Fellmann              | Teller (Chairman)  |
| Urs Berger                 | Teller   |
| Patrick Förg               | Teller   |
| Eva Graf                   | Teller   |
| Lucia Hochstrasser         | Teller   |
| Felix Holzer               | Teller   |
| Marco Knuchel              | Teller   |
| Johanna Leffler            | Teller   |
| <br>                       |  |
| Christoph Dolensky         | Representative of the statutory auditors<br>and group auditors |
| Willy Hofstetter           | Representative of the statutory auditors<br>and group auditors |
| <br>                       |  |
| Apology for absence:       |  |
| Dr Dieter Spälti           | Member of the Board of Directors                               |

## **Presence**

The shares are represented as follows:

|                                  |            |   |
|----------------------------------|------------|---|
| - 106,633,302 registered shares: | 55,354,968 | by shareholders                                 |
|                                  | 20         | by the custodial representative                 |
|                                  | 13,365,254 | by the official company representative          |
|                                  | 37,913,060 | by the independent voting rights representative |

The absolute majority is 53,316,652 votes.

1493 shareholders are present.

## **Constitution**

Dr Rolf Soiron, Chairman of the Board of Directors, takes the chair and declares the meeting open. He calls specific attention to the fact that a sound and video recording is being made of the entire Annual General Meeting.

Stephan Senn is appointed Secretary.

The Annual General Meeting elects the following ladies and gentlemen to act as tellers: Beat Fellmann (Chairman), Urs Berger, Patrick Förg, Eva Graf, Lucia Hochstrasser, Felix Holzer, Marco Knuchel and Johanna Leffler.

The Chairman notes that this Annual General Meeting had been convened in compliance with the legal requirements and the articles of association, with announcement of the agenda and motions of the Board of Directors.

The requirements stipulated by law and in the articles of association for documents to be made available have been met.

In his opening address, the Chairman summarises a number of major developments in the global economic environment, together with the priorities and results of the last financial year.

In his capacity as CEO, Mr Markus Akermann discusses the operational development of the group in the different regions and ends his statement giving an outlook for the current year.

## **Agenda**

### **Item 1**

#### **Annual report, annual financial statements and consolidated financial statements**

#### **Statutory auditor's and Group auditor's reports**

The Chairman points out that the Annual Report for 2006 has been made available for consultation at the registered office of the company from 13<sup>th</sup> of April 2007 and sent to shareholders upon request. From 28<sup>th</sup> of February 2007, the report could be consulted on the Holcim website.

The annual and consolidated financial statements have been verified by the statutory auditors and group auditors, Ernst & Young AG. Their reports can be found on pages 151 and 166 of the Annual Report. The representatives of the statutory auditors and group auditors, upon consultation, stated before the meeting that they did not wish to make any additional comments.

The Chairman gives the shareholders an opportunity to intervene on this agenda item. Nobody asked to speak. The Chairman puts the agenda item to the vote.

The Annual Report, the annual financial statements and the consolidated financial statements for 2006 are approved by:

103,222,960 votes in favour to  
13,454 votes against, and  
2,966,526 abstentions

### **Item 2**

#### **Discharge of the members of the Board of Directors**

The Chairman notes that for this agenda item the members of the Board of Directors and the other persons who have participated in the management are not entitled to vote and gives

the shareholders an opportunity to comment on this item. Nobody asks to speak. The Chairman puts the agenda item to the vote.

The members of the Board of Directors of Holcim Ltd are granted discharge in respect of their activity in the financial year 2006 by:

49,961,506 votes in favour to  
63,035 votes against, and  
2,963,982 abstentions

### **Item 3**

#### **Appropriation of the balance sheet profit, determination of the dividend and the time of payment.**

The Chairman proposes to the meeting that the balance sheet profit be used as stated on page 165 of the Annual Report and in the invitation to the Annual General Meeting and gives the shareholders an opportunity to comment on this agenda item. Nobody asks to speak. The Chairman puts the item to the vote.

The motion by the Board of Directors on the appropriation of the balance sheet profit, determination of the dividend, the profit carried forward to the new account and the time at which the dividend is to be paid, is approved by the Annual General Meeting by:

104,472,222 votes in favour to  
98,089 votes against, and  
1,956,898 abstentions

## **Item 4**

### **Elections**

#### **4.1 Re-election of members of the Board of Directors**

##### **4.1.1 Markus Akermann**

On behalf of the Board of Directors, the Chairman proposes that Mr Markus Akermann be elected for a further term of office of three years.

The Annual General Meeting elects Markus Akermann by:

|             |                    |
|-------------|--------------------|
| 104,601,654 | votes in favour to |
| 115,311     | votes against, and |
| 1,967,989   | abstentions        |

for a further term of office of three years as a member of the Board of Directors.

##### **4.1.2 Peter Küpfer**

On behalf of the Board of Directors, the Chairman proposes that Mr Peter Küpfer be elected for a further term of office of three years.

The Annual General Meeting elects Peter Küpfer by:

|             |                    |
|-------------|--------------------|
| 104,447,152 | votes in favour to |
| 112,320     | votes against, and |
| 2,001,944   | abstentions        |

for a further term of office of three years as a member of the Board of Directors.

##### **4.1.3 Dr H. Onno Ruding**

On behalf of the Board of Directors, the Chairman proposes that Dr H. Onno Ruding be elected for a further term of office of three years.

The Annual General Meeting elects Dr H. Onno Ruding by:

104,452,810 votes in favour to  
162,958 votes against, and  
2,045,049 abstentions

for a further term of office of three years as a member of the Board of Directors.

#### **4.1.3 Dr Rolf Soiron**

For this agenda item, the Vice-Chairman takes over the chairmanship of the meeting and, on behalf of the Board of Directors, proposes that Dr Rolf Soiron be elected for a further term of office of three years.

The Annual General Meeting elects Dr Rolf Soiron by:

104,669,836 votes in favour to  
74,277 votes against, and  
1,974,031 abstentions

for a further term of office of three years as a member of the Board of Directors.

#### **4.2 Appointment of the auditors**

On behalf of the Board of Directors, the Chairman proposes that Ernst & Young AG, Zurich be appointed as statutory auditors and as group auditors for the financial year 2007.

The Annual General Meeting elects Ernst & Young AG as statutory auditors and group auditors for the financial year 2007 by:

104,623,305 votes in favour to  
57,876 votes against, and  
1,988,695 abstentions

The Chairman declares the meeting closed at 4.42 pm.

Dübendorf, 4 May 2007

The Chairman of the Board of Directors:

[sign.]

.....

Dr Rolf Soiron

The Secretary:

[sign.]

.....

Stephan Senn

The tellers:

[sign.]

.....

Beat Fellman

[sign.]

.....

Patrick Förg

[sign.]

.....

Lucia Hochstrasser

[sign.]

.....

Marco Knuchel

[sign.]

.....

Urs Berger

[sign.]

.....

Eva Graf

[sign.]

.....

Felix Holzer

[sign.]

.....

Johanna Leffler