

**FIFTH SUPPLEMENT DATED 29 MARCH 2022
TO THE BASE PROSPECTUS DATED 4 AUGUST 2021**



Holcim Finance (Luxembourg) S.A.

(incorporated in Luxembourg as a société anonyme)

Holcim US Finance S.à r.l. & Cie S.C.S.

(incorporated in Luxembourg as a société en commandite simple)

Holcim Finance US LLC

(incorporated in Delaware as a limited liability company)

Holcim Helvetia Finance Ltd

(incorporated in Switzerland with limited liability)

Holcim Sterling Finance (Netherlands) B.V.

(incorporated in the Netherlands as a private company with limited liability)

Holcim Ltd

(incorporated in Switzerland with limited liability)

€15,000,000,000

**Euro Medium Term Note Programme
guaranteed in respect of Notes issued by**

Holcim Finance (Luxembourg) S.A.,

Holcim US Finance S.à r.l. & Cie S.C.S.,

Holcim Finance US LLC, and

Holcim Sterling Finance (Netherlands) B.V.

by

Holcim Ltd

(incorporated in Switzerland with limited liability)

This fifth supplement (“**Supplement**”) is supplemental to, and should be read in conjunction with, the prospectus dated 4 August 2021 (the “**Base Prospectus**”) as supplemented by the first supplement dated 21 September 2021 (the “**First Supplement**”), the second supplement dated 6 December 2021 (the “**Second Supplement**”), the third supplement dated 7 January 2022 (the “**Third Supplement**”) and the fourth supplement dated 4 March 2022 (the “**Fourth Supplement**”), each of which was (i) previously published, approved by, and filed with, the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) and (ii) approved as a supplement within the meaning of article 45 of the Swiss Financial Services Act dated 15 June 2018 (the “**FinSA**”) and which form part of the Base Prospectus prepared in relation to the €15,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) of Holcim Finance (Luxembourg) S.A., Holcim US Finance S.à r.l. & Cie S.C.S., Holcim Finance US LLC, Holcim Helvetia Finance Ltd, Holcim Sterling Finance (Netherlands) B.V. and Holcim Ltd (the “**Issuers**”), guaranteed by Holcim Ltd (the “**Guarantor**”) in the case of Notes issued by Holcim Finance (Luxembourg) S.A., Holcim US Finance S.à r.l. & Cie S.C.S., Holcim Finance US LLC, Holcim Helvetia Finance Ltd, or Holcim Sterling Finance (Netherlands) B.V.

On 4 August 2021, the CSSF approved the Base Prospectus as a base prospectus for the purposes of Regulation (EU) 2017/1129 and SIX Exchange Regulation AG, in its capacity as a review body pursuant to article 52 of the FinSA

(SIX Exchange Regulation AG in such capacity, the “**Swiss Review Body**”) approved the Base Prospectus as a base prospectus within the meaning of article 45 of the FinSA.

On 21 September 2021, the CSSF approved the First Supplement as a supplement for the purposes of Regulation (EU) 2017/1129 and the Swiss Review Body, in its capacity as a review body pursuant to article 52 of the FinSA approved the First Supplement as a supplement within the meaning of article 45 of the FinSA.

On 6 December 2021, the CSSF approved the Second Supplement as a supplement for the purposes of Regulation (EU) 2017/1129 and the Swiss Review Body, in its capacity as a review body pursuant to article 52 of the FinSA approved the Second Supplement as a supplement within the meaning of article 45 of the FinSA.

On 7 January 2022, the CSSF approved the Third Supplement as a supplement for the purposes of Regulation (EU) 2017/1129 and the Swiss Review Body, in its capacity as a review body pursuant to article 52 of the FinSA approved the Third Supplement as a supplement within the meaning of article 45 of the FinSA.

On 4 March 2022, the CSSF approved the Fourth Supplement as a supplement for the purposes of Regulation (EU) 2017/1129 and the Swiss Review Body, in its capacity as a review body pursuant to article 52 of the FinSA approved the Third Supplement as a supplement within the meaning of article 45 of the FinSA.

This Supplement constitutes (i) a supplement to the Base Prospectus for the purposes of Article 23 (1) of Regulation (EU) 2017/1129 and (ii) a supplement within the meaning of article 56 of the FinSA. This Supplement is dated, has been approved by the CSSF and has been filed with the Swiss Review Body on 29 March 2022.

The purpose of this Supplement is to (i) update the cover page of the Base Prospectus, (ii) update the section “*General Description of the Programme*” in the Base Prospectus, (iii) incorporate by reference into the Prospectus the Russian Market Exit Media Release (as defined below) and the Audited Financial Statements 2021 of Holcim Sterling Finance (Netherlands) B.V. for the year ended 31 December 2021, (iv) update the section “*Business – Recent Developments and Trends*”, and (v) update the section “*General Information*” in the Base Prospectus.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between any statement in this Supplement and any statement in, or incorporated by reference into, the Base Prospectus, the statement in this Supplement will prevail.

The Arranger and the Dealers have not separately verified the information contained in this Supplement.

None of the Dealers or the Arranger makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement.

The amendments included in this Supplement shall only apply to final terms, the date of which falls on or after the approval of this Supplement.

COVER PAGE

In the penultimate paragraph of the cover page of the Base Prospectus, the first sentence shall be deleted in its entirety and replaced with the following wording:

“As at the date of this Supplement: (i) the Programme has been rated BBB+ by S&P Global Ratings UK Ltd (“**S&P**”) and Baa2 by Moody’s Deutschland GmbH (“**Moody’s**”), and (ii) the long-term senior obligations of each of Holcim Ltd, HFL, SCSL, HFUS, HHFL and HSFN have been rated BBB+ by S&P and Baa2 by Moody’s.”

GENERAL DESCRIPTION OF THE PROGRAMME

In the section entitled “*General description of the program*” on pages 10 to 21 of the Base Prospectus, the paragraph entitled “*Ratings*” shall be deleted in its entirety and replaced with the following wording:

“As at the date of this Prospectus: (i) the Programme has been rated BBB+ by S&P and Baa2 by Moody’s, and (ii) the long-term senior obligations of each of Holcim Ltd, HFL, SCSL, HFUS, HHFL and HSFN have been rated BBB+ by S&P and Baa2 by Moody’s. Tranches of Notes issued under the Programme may be rated or unrated. Where a Tranche of Notes is rated, such rating will not necessarily be the same as the rating assigned to the Programme. A security rating is not a recommendation to buy, sell or hold securities and may be subject to supervision, reduction or withdrawal at any time by the assigning rating agency.

Moody’s is established in the European Union and registered under the CRA Regulation. S&P is not established in the European Union but the ratings it has given to the Programme and each of Holcim Ltd, HFL, SCSL, HFUS, HHFL and HSFN are endorsed by S&P Global Ratings Europe Ltd, which is established in the European Union and registered under the CRA Regulation.”

INCORPORATION OF INFORMATION BY REFERENCE

On 29 March 2022, Holcim Ltd published a media release entitled “*Holcim to exit the Russian market*” (the “**Russian Market Exit Media Release**”).

The audited financial statements for the year ended 31 December 2021, including the notes thereto and the auditor’s report thereon of Holcim Sterling Finance (Netherlands) B.V. have been prepared, filed with the CSSF for the purposes of Regulation (EU) 2017/1129 and the sections set out in the table below are incorporated by reference in, and form part of, this Supplement.

The Russian Market Exit Media Release and the audited financial statements for the year ended 31 December 2021, including the notes thereto and the auditor’s report thereon of Holcim Sterling Finance (Netherlands) B.V. have been filed with the CSSF for the purposes of Regulation (EU) 2017/1129 and the sections set out in the table below are incorporated by reference in, and form part of, this Supplement.

The information incorporated by reference in this Supplement is available as follows:

Russian Market Exit Media Release

(available at

https://www.holcim.com/sites/holcim/files/atoms/files/20220329_press_holcim_exit_russian_market_en.pdf)

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Holcim Sterling Finance (Netherlands) B.V.’s financial statements for the year ended 31 December 2021

(available

at

https://www.holcim.com/sites/holcim/files/atoms/files/holcim_sterling_finance_netherlands_bv_ar2021.pdf)

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Any information contained in any of the documents specified above which is not incorporated by reference in this Supplement is either not relevant to investors or is covered elsewhere in this Supplement or the Prospectus.

Copies of this Supplement, the Russian Market Exit Media Release and the financial statements of Holcim Sterling Finance (Netherlands) B.V. for the year ended 31 December 2021 shall be made available, free of charge, at the specified offices of the Fiscal Agent and Paying Agent, or in respect of Notes to be publicly offered in Switzerland and/or admitted to trading and listed on the SIX Swiss Exchange at the specified offices of the Swiss principal paying agent, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted), and will also be available to view on the website of the Issuers (www.holcim.com/bond-documents-emt) and the Luxembourg Stock Exchange (www.bourse.lu). In addition, copies of such documents may be obtained from each Issuer free of charge upon request by contacting its registered office or e-mailing investor.relations@holcim.com.

BUSINESS

The section entitled “*Recent Developments and Trends*” on pages 132 to 133 of the Base Prospectus shall be completed with the following wording:

“On March 25th, 2022, the long-term issuer credit rating on Holcim Ltd has been upgraded from BBB to BBB+ by S&P Global Ratings UK Ltd on anticipated resilient cash flow generation and margins.”

GENERAL INFORMATION

Paragraph 3 of the section entitled “*General Information*” on page 172 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“(3) There has been no significant change in the financial position or financial performance of HFL, SCSL, HFUS or HSFN since 31 December 2021. Save as disclosed in the 2021 Results Media Release, the 2021 Analyst Presentation and in notes 16.3 and 20 to the consolidated financial statements of Holcim Ltd for the year ended 31 December 2021, which are incorporated by reference in the Prospectus, there has been no significant change in the financial position or financial performance of the Group since 31 December 2021 and there has been no material adverse change in the prospects of HFL, SCSL, HFUS, HSFN and Holcim Ltd since 31 December 2021.”

RESPONSIBILITY STATEMENT

Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement. Each of the Issuers and the Guarantor declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement or in any document incorporated by reference in the Prospectus by virtue of this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.