

**SIXTH SUPPLEMENT DATED 3 JUNE 2022
TO THE BASE PROSPECTUS DATED 4 AUGUST 2021**



Holcim Finance (Luxembourg) S.A.
(incorporated in Luxembourg as a société anonyme)

Holcim US Finance (Luxembourg) S.A. (formerly known as Holcim US Finance S.à r.l. & Cie S.C.S.)
(incorporated in Luxembourg as a société anonyme)

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 (Luxembourg) S.A. (formerly known as 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 sixth 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**”), the fourth supplement dated 4 March 2022 (the “**Fourth Supplement**”) and the fifth supplement dated 29 March 2022 (the “**Fifth 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 (Luxembourg) S.A. (formerly known as 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 (Luxembourg) S.A., 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.

On 29 March 2022, the CSSF approved the Fifth 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 3 June 2022.

The purpose of this Supplement is to (i) update the cover page of the Prospectus of the changes in ratings, (ii) incorporate by reference into the Prospectus the Media Releases and the Q1 2022 Analyst Presentation (as defined below), (iii) update the description of the Issuers, (iv) update the section “*Business*” 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

The first sentence of the penultimate paragraph of the cover page of the Prospectus shall be deemed deleted and replaced with the following wording:

“As at the date of this Supplement, 3 June 2022: (i) the Programme has been rated BBB+ by S&P Global Ratings UK Ltd (“**S&P**”) and Baa1 by Moody’s Deutschland GmbH (“**Moody’s**”), and (ii) the long-term senior obligations of each of Holcim Ltd, HFL, HUSF, HFUS, HHFL and HSFN have been rated BBB+ by S&P and Baa1 by Moody’s.”

INCORPORATION OF INFORMATION BY REFERENCE

On 22 April 2022, Holcim Ltd published a media release entitled “*Record start to the year*” (the “**Q1 2022 Results Media Release**”) and an analyst presentation entitled “*Q1 2022 Trading Update*” (the “**Q1 2022 Analyst Presentation**”).

On 4 May 2022, Holcim Ltd published a media release entitled “*Shareholders support all proposals at 2022 Annual General Meeting*” (the “**2022 AGM Media Release**”).

On 15 May 2022, Holcim Ltd published a media release entitled “*Adani Group to acquire Holcim’s India business*” (the “**India Business Media Release**”).

On 2 June 2022, Holcim Ltd published a media release entitled “*Holcim credit rating upgraded by Moody’s and Standard & Poor’s*” (the “**Credit Rating Upgrade Media Release**” and together with the Q1 2022 Results Media Release, the 2022 AGM Media Release, the India Business Media Release, the “**Media Releases**”).

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

Q1 2022 Results Media Release

(available at: https://www.holcim.com/sites/holcim/files/2022-04/22042022-press_finance-holcim_q1_2022_results-en-84475486.pdf)

Performance overview	Pages	1-2
Record first quarter with strong contribution from Roofing business	Page	2
Accelerating expansion of Solutions & Products	Pages	2-3
Continued leadership in sustainability	Page	3
Outlook	Page	3
Group and regional figures	Pages	3-4
Reconciliation to Group accounts	Page	5
Additional information	Page	5

Q1 2022 Analyst Presentation

(available at: https://www.holcim.com/sites/holcim/files/2022-04/22042022-finance-holcim_q1_2022_analyst_presentation-en-62939436.pdf)

Highlights and Key Developments	Pages	2-6
Financial Highlights	Pages	7-15
Outlook and Guidance 2022	Pages	16-17

2022 AGM Media Release

(available at: https://www.holcim.com/sites/holcim/files/2022-05/20220504_press_holcim_agm_2022_en.pdf)

Shareholders support all proposals at 2022 Annual General Meeting	Pages	1-2
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India Business Media Release

(available at: https://www.holcim.com/sites/holcim/files/2022-05/20220515_press_adani_holcim_en.pdf)

Adani Group to acquire Holcim’s India business	Page	1
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Credit Rating Upgrade Media Release

(available at: https://www.holcim.com/sites/holcim/files/2022-06/20220602_press_holcim_credit_rating_en.pdf)

Holcim credit rating upgraded by Moody's and Standard & Poor's..... Page 1

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 Media Releases and the Q1 2022 Analyst Presentation 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-entn) 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.

HOLCIM FINANCE (LUXEMBOURG) S.A.

The table on page 122 of the Base Prospectus after the first paragraph on such page shall be deemed deleted and replaced as follows:

<u>Name</u>	<u>Function</u>	<u>Other principal activities</u>
Christoph Kossmann	Director	Merck Finance sàrl. Merck Finanz SA Cipio Partners Sàrl Various other board positions in the context of the professional activity as independent Director
Laurent Jaques	Director	None outside the Group
Mireille Gehlen	Director	Fort Cambridge Investments S.A., Luxembourg

The last paragraph on page 123 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“The financial statements for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 were audited by Mazars Luxembourg S.A., 5 rue Guillaume Kroll, L-1882 Luxembourg, Luxembourg (member of the Institute of Auditors (*L'Institut des Réviseurs d'Entreprises*)) and approved by the CSSF in the context of the law dated 23 July 2016 relating to the audit profession). Mazars Luxembourg S.A. was re-elected on 16 February 2022 for the financial year commencing 1 January 2022.”

HOLCIM US FINANCE S.À R.L. & CIE S.C.S.

The section “*Holcim US Finance S.à r.l. & Cie S.C.S.*” on pages 124-125 of the Base Prospectus shall be renamed “*Holcim US Finance (Luxembourg) S.A.*” and shall be replaced as follows:

“Holcim US Finance (Luxembourg) S.A. (formerly known as Holcim US Finance S.à. r.l. & Cie S.C.S.) (“HUSF”) was incorporated on 28 November 2005 under Luxembourg law as a *société en commandite simple* and operates under Luxembourg law. HUSF has been incorporated for an unlimited duration and has been registered with the Register of Commerce and Companies of Luxembourg under number B 112.666 on 21 December 2005. The Legal Entity Identifier of HUSF is 529900CXLAPDSXWLL07. Extract of the Articles of Incorporation of HUSF were published in the Mémorial C, Journal Officiel du Grand-Duché de Luxembourg, Recueil des Sociétés et Associations on 23 March 2006 on page 28.757.

On 30 May 2022, HUSF changed its corporate form from *société en commandite simple* to *société anonyme*, and its name from “Holcim US Finance S.à. r.l. & Cie S.C.S.” to “Holcim US Finance (Luxembourg) S.A.”. The Articles of Incorporation of HUSF were amended accordingly on the same day. HUSF’s principal purpose, as set out in Article 3 of its Articles of Incorporation, is to act as a financing company.

The registered office and the business address of HUSF is at 21, rue Louvigny, L-1946 Luxembourg, Luxembourg and its telephone number is +35 22 673 8840. The share capital of HUSF is USD 50,000 divided into 500 ordinary non preference shares of par value USD 100; all the issued and outstanding shares are directly held by its parent company Holcim Ltd, which is registered in Switzerland. Ltd. The shares are all fully paid.

The following table sets out details of the members of the Board of Directors:

Name	Function	Other principal activities
Christoph Kossmann	Director	Merck Finance sàrl. Merck Finanz SA Cipio Partners Sàrl Various other board positions in the context of the professional activity as independent Director
Laurent Jaques	Director	None outside the Group
Mireille Gehlen	Director	Fort Cambridge Investments S.A., Luxembourg

The business address for each member of the Board of Managers is as follows:

Christoph Kossmann: 42 Chemin des Vignes, 5576 Remich, Luxembourg,

Laurent Jaques: Im Schachen, 5113 Holderbank (AG), Switzerland, and

Mireille Gehlen: 2, rue Stade J.F. Kennedy, L-3502 Dudelange, Luxembourg.

The General Manager (“*Gestionnaire Délégué*”) of HUSF is Michaël Bouchat. The General Manager does not have any other principal activities outside the Group and his business address is 21, rue Louvigny, L-1946 Luxembourg, Luxembourg.

HUSF is not aware of any potential conflicts of interest between the duties to HUSF of the persons listed above and their private interests or duties.

HUSF’s principal purpose and activity is to act as a financing company for the Group and it has no independent operating business of its own.

HUSF is registered in Luxembourg, in the Grand Duchy of Luxembourg and its ultimate parent company, Holcim Ltd, is registered in Switzerland.

The financial year of HUSF ends on 31 December in each year.

The financial statements for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 were audited by Mazars Luxembourg S.A., 5 rue Guillaume Kroll, L-1882 Luxembourg, Luxembourg (member of the

Institute of Auditors (*L'Institut des Réviseurs d'Entreprises*) and approved by the CSSF in the context of the law dated 23 July 2016 relating to the audit profession). Mazars Luxembourg S.A. was re-elected on 16 February 2022 for the financial year commencing 1 January 2022.”

References to “Holcim US Finance S.à r.l. & Cie S.C.S.” and “SCSL” in the Prospectus shall now read as “Holcim US Finance (Luxembourg) S.A.” and “HUSF”, respectively.

HOLCIM FINANCE US LLC

The last paragraph on pages 126 to 127 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“The financial statements for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 were prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and audited by Deloitte & Touche LLP, 200 Renaissance Center, Suite 3900 Detroit, MI 48243-1313, USA. The audit was conducted in accordance with auditing standards generally accepted in the United States of America. Deloitte & Touche LLP is a member of the American Institute of Certified Public Accountants and is registered with the Public Company Accounting Oversight Board.

Ernst & Young LLP were appointed on 17 May 2022 for the financial year commencing 1 January 2022.”

HOLCIM HELVETIA FINANCE LTD

The last paragraph on page 128 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“The auditors of HHFL are Deloitte AG, Zurich, Switzerland, located at Pfingstweidstrasse 11, 8005 Zurich, Switzerland (registered with the Federal Audit Oversight Authority). The financial statements for the years ended 2021, 2020 and 2019 were audited by Deloitte AG, Zurich. The financial year of HHFL ends on 31 December in each year. Ernst & Young Ltd were appointed on 2 May 2022 for the financial year commencing 1 January 2022.”

HOLCIM STERLING FINANCE (NETHERLANDS) B.V.

The last paragraph on page 129 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“The financial statements for the years ended 31 December 2021, 31 December 2020 and 31 December 2019 were audited by Deloitte Accountants B.V., Gustav Mahlerlaan 2970, 1081 LA Amsterdam, P.O. Box 58110, 1040 HC Amsterdam, The Netherlands and the auditor signing the independent auditor’s reports on behalf of Deloitte Accountants B.V. is a member of the Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*), which is a member of International Federation of Accountants (IFAC) and approved by the Authority for the Financial Markets.

On 2 June 2022, Mazars Accountants N.V. were appointed as auditors for the financial year commencing 1 January 2022.”

BUSINESS

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

“In the Q1 2022 Results Media Release and the Q1 2022 Analyst Presentation, Holcim Ltd stated that it expects the growth momentum to continue in all regions.

For 2022, the Group upgrades its guidance with:

- Growth in Net Sales of at least 8 per cent, like-for-like and 10 per cent in Swiss francs;
- Double-digit Net Sales growth in Solutions & Products to achieve Net Sales of CHF 5 billion;
- Accelerated progress towards 2025 sustainability targets;
- Positive growth in Recurring EBIT like for like and in Swiss francs;
- Free Cash Flow after leases above CHF 3 billion.

The principal assumptions for the above full year guidance are based on an internal analysis performed at Group level of the operating segments’ contributions, which are validated by the Holcim Executive Committee.

To the extent that such a statement constitutes a profit forecast within the meaning of Commission Delegated Regulation (EU) 2019/980, Holcim confirms (i) that the profit forecast has been prepared on a basis comparable with its historical financial information and (ii) that the accounting policies used for the purposes of such forecast are consistent with the accounting policies of Holcim.”

In the section entitled “*Board of Directors and Executive Committee*” on pages 133-134 of the Base Prospectus, the paragraphs entitled “*Board of Directors*” and “*Audit Committee*” shall be deemed deleted and replaced with the following wording:

“**Board of Directors**

The Board of Directors consists of 11 members, 10 of whom are independent, were not previously members of the Holcim management, and have no important business connections with Holcim. Jan Jenisch, current Chief Executive Officer of Holcim, is considered non-independent.

As at the date of this Supplement, the following persons belong to the Board of Directors:

Members of the Board of Directors	Functions
Beat Hess	Chairman
Hanne Birgitte Breinbjerg Sørensen	Vice-Chairman
Philippe Block	Member
Kim Fausing	Member
Leanne Geale	Member
Naina Lal Kidwai	Member
Patrick Kron	Member
Ilias Läber	Member
Jan Jenisch	Member
Jürg Oleas	Member
Claudia Sender Ramirez	Member

The Group is not aware of any potential conflicts of interest between the duties to Holcim Ltd of the persons listed above and their private interests or duties.

The business address for each member of the Board of Directors is Holcim Ltd, Grafenauweg 10, 6300 Zug, Switzerland.

Audit Committee

The composition of the Audit Committee as at the date of this Supplement is as follows:

Patrick Kron	Chairman
Kim Fausing	Member
Jürg Oleas	Member
Hanne Birgitte Breinbjerg Sørensen	Member

In the section entitled “*Group Executive Committee*” on page 134 of the Base Prospectus, the penultimate paragraph shall be deemed deleted and replaced with the following wording:

“Save for (i) Jan Jenisch who is a non-executive Director of the privately held Glas Troesch and (ii) Géraldine Picaud who is non-executive Director of the stock-listed Infineon Technologies AG and the stock-listed Danone S.A., the Group is not aware of any potential conflicts of interest between the duties to Holcim Ltd of the persons listed above and their private interests or duties.”

The section entitled “*Auditors*” on page 134 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“Deloitte AG, Pfingstweidstrasse 11, 8005 Zürich, Switzerland (registered with the Federal Audit Oversight Authority) audited the Group’s consolidated financial statements for the fiscal years ended 31 December 2021, 31 December 2020 and 31 December 2019.

Ernst & Young Ltd were appointed on 4 May 2022 for the financial year 2022.”

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, HUSF, HFUS or HSFN since 31 December 2021. Save as disclosed in the Media Releases, the 2021 Analyst Presentation, notes 16.3 and 20 to the consolidated financial statements of Holcim Ltd for the year ended 31 December 2021, the Media Releases and the Q1 2022 Analyst Presentation, which are incorporated by reference in this 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, HUSF, HFUS, HSFN and Holcim Ltd since 31 December 2021.”

Paragraph 17 of the section entitled “*General Information*” on page 172 of the Base Prospectus shall be deemed deleted and replaced with the following wording:

“(17) Mazars Luxembourg S.A. (member of the *Luxembourg Institut des Réviseurs d'Entreprises*) have audited the accounts of HFL and HUSF for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. Deloitte Accountants B.V. have audited the accounts of HSFN for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. Deloitte & Touche LLP (member of the American Institute of Certified Public Accountants) have audited the accounts of HFUS for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019. Deloitte AG (registered with the Federal Audit Oversight Authority) have audited the accounts of Holcim Ltd and HHFL for the financial years ended 31 December 2021, 31 December 2020 and 31 December 2019.”

Paragraph 21 of the section entitled “*General Information*” on pages 176-177 of the Base Prospectus shall be completed with this new penultimate sub paragraph:

“The sections of the Q1 2022 Results Media Release and the Q1 2022 Analyst Presentation which are incorporated by reference into this Prospectus shall be read in conjunction with the Definition of Non-GAAP Measures included in the 2021 Annual Report, as provided in the section entitled “*Incorporation of Information by Reference*”.”

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.