

2025 GOVERNANCE & RISK REPORT



2025 Integrated Annual
Reporting Suite



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HOLCIM 2025 INTEGRATED ANNUAL REPORT WEBSITE



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CORPORATE GOVERNANCE REPORT

Holcim applies the highest possible standards of corporate governance to create long-term value for its stakeholders, from customers and investors to suppliers and communities.

Preliminary remarks

The ultimate goal of effective corporate governance is long-term value creation and the strengthening Holcim's reputation. This includes continuous improvement of decision-making processes and management systems through legal, organizational, and ethical directives and terms of reference, as well as measures to enhance transparency.

Compliance with internal as well as external laws and regulations, early recognition of business risks, social responsibility for stakeholder groups, and open communication on all relevant issues are among Holcim's principles.

The Holcim Code of Ethics, which replaced the Code of Business Conduct as of 1 January 2026, is binding for the entire Group and forms part of our internal regulations. For further information in relation to Holcim's comprehensive risk-based compliance program, please refer to pages 26–27 in this report.

The information published in this chapter conforms to the Directive on Information relating to corporate governance of the SIX Swiss Exchange (SIX) and the disclosure rules of the Swiss Code of Obligations. In the interest of clarity, reference is made to other parts of the Annual Report or, for example, to the Group's website: [holcim.com](https://www.holcim.com)

Except where otherwise indicated, this Annual Report reflects the legal situation as of 31 December 2025.

Group structure and shareholders

The holding company Holcim Ltd was established under the laws of Switzerland for an indefinite period. Its registered office is in Zug (Canton of Zug, Switzerland). It has direct and indirect interests in all companies listed on pages 20–22 of Holcim's 2025 Financial Report, part of the 2025 Integrated Annual Reporting Suite.

The Group is organized by segments. The management structure as of 31 December 2025 is described in this chapter.

To Holcim's knowledge, Holcim Ltd has no mutual cross-holdings with any other company. To Holcim's knowledge, there are neither shareholders' agreements nor other agreements regarding voting or the holding of Holcim shares.

More detailed information on the business review, Group structure, and shareholders can be found on the following pages of the 2025 Integrated Annual Report.

FURTHER DETAILS:

-  **Review of the Group performance pages 15–18 and regional performance pages 30–35 in 2025 Annual Report Executive Summary**
-  **Principal companies pages 20–22 of the 2025 Financial Report**
-  **Information about Holcim Ltd and listed Group companies page 22 of the 2025 Financial Report**
-  **Information on significant shareholders page 95 of the 2025 Financial Report**

Capital structure

Holcim has one uniform type of registered share in order to comply with international capital market requirements in terms of an open, transparent, and modern capital structure and to enhance attractiveness, particularly for institutional investors.

Share capital

As of 31 December 2025, the nominal, fully paid-in share capital of Holcim amounted to CHF 1 133 751 026. The share capital is divided into 566 875 513 registered shares, each with a nominal value of CHF 2.00.

Conditional share capital

The share capital may be increased by a nominal amount of CHF 2 844 700 through the issuance of a maximum of 1 422 350 fully paid-in registered shares, each with a par value of CHF 2.00 (as of 31 December 2025). The conditional capital may be used for exercising conversion rights and/or warrants relating to bonds or similar debt instruments of the company or one of its Group companies. The subscription rights of the shareholders will be excluded. The current owners of conversion rights and/or warrants will be entitled to subscribe for the new shares. The acquisition of shares through the exercise of conversion rights and/or warrants and each subsequent transfer of the shares will be subject to the restrictions set out in the Articles of Incorporation. As of 31 December 2025, no bonds or similar debt instruments of the company or one of its Group companies were outstanding that would give rise to conversion rights or warrants related to the conditional capital. Therefore, in the year under review, no conversion rights or warrants were exercised.

Further information on conversion rights and/or warrants and applicable conditions can be found in Holcim's Articles of Incorporation at: [holcim.com/articles-incorporation](https://www.holcim.com/articles-incorporation)

Authorized share capital/Certificates of participation

As of 31 December 2025, neither authorized share capital nor certificates of participation were outstanding.

Changes in share capital /Articles of Incorporation

At Holcim's Annual General Meeting, which was held on 14 May 2025, the shareholders approved the cancellation of 12 249 093 registered shares which were bought back by Holcim under the share buyback program announced in March 2024 and completed in December 2024. Art. 3 of Holcim's Articles of Incorporation has been amended accordingly.

FURTHER DETAILS:

- [Articles of Incorporation of Holcim Ltd](#)
- [Code of Ethics \(has replaced Code of Business Conduct since 1 January 2026\)](#)
- [Changes in Holcim equity pages 6–7 of the 2025 Financial Report \(information for the year 2023 is included in the 2024 Financial Report, pages 268–269\)](#)
- [Detailed information on conditional capital. Articles of Incorporation: Art. 3bis](#)
- [Key data registered shares, page 58 of the 2025 Annual Report Executive Summary](#)
- [Rights pertaining to the shares. Articles of Incorporation: Art. 6, 9, 10](#)
- [Regulations on transferability of shares and nominee registration. Articles of Incorporation: Art. 4, 5](#)
- [Options, pages 66-73 in the 2025 Financial Report](#)

BOARD OF DIRECTORS AND COMMITTEES

The Board of Directors currently consists of 10 members, all of whom are independent.

Independence is defined in line with Swiss best corporate governance standards. A member of the Board of Directors shall be considered independent if the member is not and has not been employed as a member of the Executive Committee at the company or any of its principal subsidiaries for the past three years or as employee or affiliate of the auditors of Holcim for the past two years and does not, in the sole determination of the Board of Directors, maintain a material direct or indirect business relationship with the company or any of its subsidiaries. Members of the Board of Directors with immediate family members who would not qualify as independent shall not be considered independent, subject to a three-year cooling-off period.

Please see pages 12–16 of this report for the biographical information of the members of the Board of Directors as of 31 December 2025.

At Holcim's Annual General Meeting on 14 May 2025, Jan Jenisch, Hanne B. Sørensen, and Jürg Oleas did not stand for re-election. The shareholders elected Adolfo Orive and Sven Schneider as new members of the Board of Directors. The shareholders re-elected eight members of the Board of Directors and elected Kim Fausing as Chairman of the Board of Directors.

The shareholders confirmed the re-election of three members of the Nomination, Compensation & Governance Committee, and Leanne Geale was newly elected to the Nomination, Compensation & Governance Committee.

New members of the Board of Directors are required to participate in an induction program, which includes on-site visits to Holcim plants and customer construction sites, where they are introduced in detail to the company's areas of business and where they become familiar with the organizational structure, strategic plans, and other important matters relating to the governance of the company.

The Board of Directors meets as often as business requires, but at least four times a year.

In 2025, six ordinary meetings and three extraordinary meetings were held. One additional meeting focused on strategy topics. As a rule, the members of the Executive Committee attended those parts of the regular meetings of the Board of Directors which dealt with operational issues relating to their areas of responsibility. In addition, selected members of senior management were invited by the respective chairpersons to attend the meetings of the Board of Directors or its committees. The average duration of the ordinary meetings of the Board of Directors was five hours and 55 minutes.

Elections and terms of office

All members of the Board of Directors, the Chairman of the Board of Directors, and all members of the Nomination, Compensation & Governance Committee are elected annually and individually as a matter of law by the shareholders at the Annual General Meeting. They may be proposed for re-election by the Board of Directors upon motion by the Nomination, Compensation & Governance Committee. The Nomination, Compensation & Governance Committee bases its motion on a review of the overall performance of each candidate.

No member of the Board of Directors shall serve on the Board of Directors for more than 12 years. In addition, it is expected that members of the Board of Directors will offer their resignation at the ordinary General Meeting following their 72nd birthday. The Board of Directors may provide for exceptions to this rule in individual cases under special circumstances, and if this is in the best interest of Holcim.

Composition of Board of Directors and succession planning

Succession planning is a high priority for the Board of Directors. The Nomination, Compensation & Governance Committee regularly considers the composition of the Board of Directors as a whole as well as staffing for the Committees.

With regard to the composition of the Board of Directors, the Nomination, Compensation & Governance Committee considers diversity (including but not limited to origin, domicile, gender, age, and professional background), and such other factors necessary for the Board of Directors to fulfil its responsibilities. The Nomination, Compensation & Governance Committee also considers the other activities and commitments of proposed members of the Board of Directors to ensure that they will have sufficient time to dedicate to the role of member of the Board of Directors of Holcim.

Board refreshment process

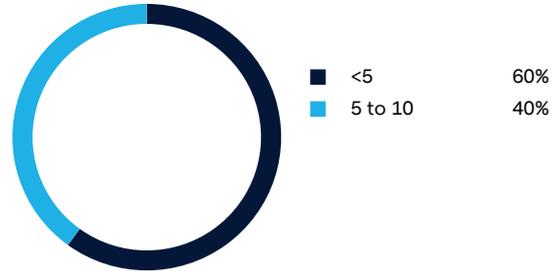
The Board of Directors begins the evaluation of potential new members in a timely manner. A search for new Board members is initiated – usually with the support of a professional executive search company – with precise selection criteria.

Candidates are interviewed by the Chairman of the Board of Directors, the Chairwoman and members of the Nomination, Compensation & Governance Committee, and other members of the Board of Directors. The Nomination, Compensation & Governance Committee makes a recommendation to the Board of Directors, which then decides on the proposal to the Annual General Meeting for election.

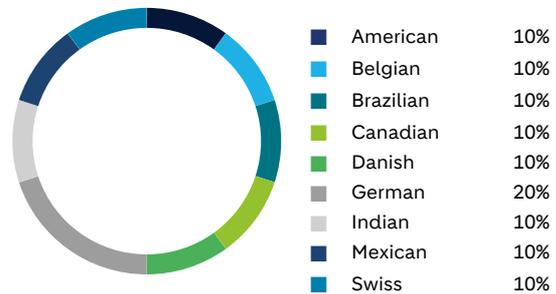
WELL-BALANCED BOARD OF DIRECTORS

The current composition of the Board of Directors is well balanced in terms of diversity, nationality, cultural background, and tenure.

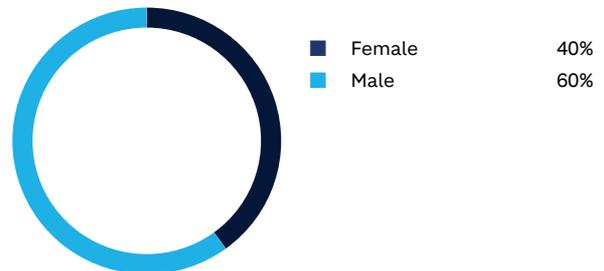
TENURE YEARS



NATIONALITY



GENDER



BOARD REFRESHMENT PROCESS STEPS



BOARD EXPERTISE

The Board of Directors covers the following experience, skills, and knowledge, adding up to a well-balanced and diverse skill set on the company's Board of Directors in line with Holcim's strategic ambitions.

Environment, Social, and Governance, including Climate Change	90.0%
Risk Management	90.0%
CEO Experience	70.0%
M&A, Large Transactions/Transformation	70.0%
HR/Remuneration	70.0%
Technology	70.0%
Energy/Commodity	50.0%
Operations	50.0%
Finance (CFA charter or equivalent)	50.0%
Regulatory/Governance	50.0%
Marketing	40.0%
Construction/Building Materials	30.0%
Logistics	30.0%
AI and cyber security	10.0%

Board of Directors and committee performance and effectiveness evaluation

According to Paragraph 4 of the company's Organizational Rules ([holcim.com/organizational-rules](https://www.holcim.com/organizational-rules)), the Board of Directors conducts annual self-assessments to evaluate the performance and operational effectiveness of the Board of Directors and its committees. This includes confidential feedback based on anonymous questionnaires and individual interviews with each member of the Board of Directors, which are conducted by the Chairman of the Board of Directors and the Chairwoman of the Nomination, Compensation & Governance Committee. This assessment covers topics including size/composition of the Board of Directors, qualifications, meeting cycle, allocation of tasks between the Board of Directors and its committees, processes, governance, meetings, pre-reading materials, effectiveness, leadership, and culture. In addition, each committee reviews the adequacy of its composition, organization, and processes, as well as the scope of its responsibilities, and evaluates its own performance. The main issues identified are then presented and discussed to ensure the continued effectiveness of the Board of Directors and its committees.

Honorary Chairman

After Thomas Schmidheiny retired from the Board of Directors at the Annual General Meeting of 8 May 2018, the Board of Directors decided to name Thomas Schmidheiny Honorary Chairman of the Group in recognition of his many years of service to Holcim. The Honorary Chairman may participate in the meetings of the Board of Directors as a guest.

As of 31 December 2025, the members of Holcim's Board of Directors served on the following expert committees:

AUDIT COMMITTEE (AC)

Naina Lal Kidwai (Chairwoman)

Ilias Läber

Michael H. McGarry

Sven Schneider

NOMINATION, COMPENSATION & GOVERNANCE COMMITTEE (NCGC)

Claudia Sender Ramirez (Chairwoman)

Leanne Geale

Ilias Läber

Michael H. McGarry

The Audit Committee assists and advises the Board of Directors in conducting its supervisory duties with respect to the internal control systems. It examines the reporting prepared for the attention of the Board of Directors and evaluates the Group's external and internal audit procedures, reviews the risk management systems of the Group, and assesses financing issues.

All members are independent to ensure the necessary degree of objectivity required for an Audit Committee. The Audit Committee is chaired by a person who has the necessary experience in financial matters.

In 2025, four ordinary meetings of the Audit Committee were held. The average duration of the ordinary meetings was two hours and 38 minutes.

In 2025, the Audit Committee reviewed, in particular, the Group's financial reporting, quarterly results releases, the external auditors' findings, the Code of Ethics, and the progress on the full capital market separation of the North American business.

The Audit Committee took note of the status of the internal control system (ICS), discussed the findings of Group Internal Audit, dealt with compliance and internal guidelines, and evaluated financing topics. The Audit Committee evaluated the performance of the external auditors and their fees.

The charter of the Audit Committee is available at: [holcim.com/regulations-and-reporting](https://www.holcim.com/regulations-and-reporting)

The Nomination, Compensation & Governance Committee supports the Board of Directors in planning and preparing succession at the Board of Directors and senior management level. It monitors developments with regard to corporate governance and compensation for the Board of Directors and Executive Committee, and briefs the Board of Directors accordingly.

The Nomination, Compensation & Governance Committee advises the Board of Directors on the compensation policy for the Board of Directors and for the Executive Committee as well as on the proposal by the Board of Directors to the Annual General Meeting on the total compensation of the Board of Directors and the Executive Committee.

The Nomination, Compensation & Governance Committee proposes the objectives for the long-term incentive plans, which, alongside financial metrics, includes metrics related to the reduction of CO₂ emissions, increase in construction demolition materials, and reduction in freshwater withdrawal for cementitious materials. These objectives are then approved by the Board of Directors. In 2025, the Nomination, Compensation & Governance Committee also reviewed compensation policies and governance related to the spin-off of the North American business.

In 2025, the Nomination, Compensation & Governance Committee held four ordinary meetings. The average duration of the ordinary meetings was two hours and 11 minutes.

More details on the activities of the Nomination, Compensation & Governance Committee, in particular with regard to the process of determining compensation, can be found in the 2025 Compensation Report, starting on page 6.

The charter of the Nomination, Compensation & Governance Committee is available at: [holcim.com/regulations-and-reporting](https://www.holcim.com/regulations-and-reporting)

HEALTH, SAFETY & SUSTAINABILITY COMMITTEE (HSSC)

Philippe Block (Chairman)

Leanne Geale

Catrin Hinkel

Naina Lal Kidwai

Adolfo Orive

The Health, Safety & Sustainability Committee supports and advises the Board of Directors on the development and promotion of a healthy and safe environment for employees and contractors as well as on sustainability and social responsibility.

For information on the structure, role, and responsibilities of the Health, Safety & Sustainability Committee pertaining to the risks and opportunities around sustainability, including climate change, please see page 54 of the 2025 Sustainability Statement.

In 2025, the Health, Safety & Sustainability Committee held four ordinary meetings. The average duration of the meetings was one hour and 41 minutes.

In 2025, the topics discussed by the Health, Safety & Sustainability Committee included:

- Health, safety, and environment KPIs and focus areas, in particular root causes of fatalities and strategic initiatives to reduce air emissions.
- Sustainability focus areas and ESG strategy including:
 - The Group's fourth Climate Report, presented at the 2025 AGM, receiving 89.75% approval by shareholders.
 - Launch of one of the sector's most ambitious decarbonization roadmaps in Europe, including eight carbon capture, utilization, and storage (CCUS) projects that have received significant grants from the EU Innovation Fund.
 - Nature roadmaps for each country to reduce freshwater use and make a science-based, measurable positive impact on biodiversity.
 - Holcim named by the Science Based Targets Network (SBTN) as one of the first three companies globally to adopt science-based targets for nature.
 - People roadmaps for each country to meet social initiatives, targets, human rights assessments, and affordable housing programs.
- Holcim's response to adverse events – mainly geopolitical events, pandemic/epidemic outbreaks, natural disasters.
- Security & Resilience program, in particular the updated governance and key performance indicators.

The charter of the Health, Safety & Sustainability Committee is available at: [holcim.com/regulations-and-reporting](https://www.holcim.com/regulations-and-reporting)

Climate governance, read more on page 54 of the 2025 Sustainability Statement 

BOARD OF DIRECTORS AND COMMITTEE ATTENDANCE AT SCHEDULED ORDINARY MEETINGS

Board member	Position	Number of Board of Directors meetings attended		Number of Audit Committee meetings attended	Number of Nomination, Compensation & Governance Committee meetings attended	Number of Health, Safety & Sustainability Committee meetings attended
		Ordinary (incl. strategy meeting)	Extraordinary			
Kim Fausing ¹	Chairman	6/6	3/3	1/2	–	–
Jan Jenisch ²	Chairman (former)	2/2	1/1	–	–	–
Hanne B. Sørensen ³	Vice-Chairwoman and Lead Independent Director (former)	1/2	1/1	–	1/1	–
Philippe Block	Member	6/6	3/3	–	–	4/4
Leanne Geale ⁴	Member	6/6	3/3	–	3/3	4/4
Catrin Hinkel	Member	6/6	2/3	–	–	3/4
Naina Lal Kidwai	Member	6/6	3/3	4/4	–	4/4
Ilias Läber	Member	6/6	3/3	4/4	4/4	–
Michael H. McGarry ⁵	Member	6/6	3/3	2/2	4/4	–
Jürg Oleas ⁶	Member (former)	2/2	1/1	2/2	1/1	–
Adolfo Orive ⁷	Member	4/4	2/2	–	–	2/2
Sven Schneider ⁸	Member	3/4	2/2	2/2	–	–
Claudia Sender Ramirez ⁹	Member	6/6	3/3	–	4/4	2/2

¹ Chairman as of the 2025 Annual General Meeting and member of the Audit Committee until 14 May 2025. His attendance at the Audit Committee meeting is for the period until 14 May 2025. Although the Chairman is not formally a member of the committees, he regularly attends as a guest.

² Chairman until the 2025 Annual General Meeting.

³ Member of the Board of Directors, Vice-Chairwoman, Lead Independent Director, and Chairwoman of the Nomination, Compensation & Governance Committee until the 2025 Annual General Meeting.

⁴ Member of the Nomination, Compensation & Governance Committee as of the 2025 Annual General Meeting.

⁵ Member of the Audit Committee as of 14 May 2025.

⁶ Member of the Board of Directors and member of the Audit and Nomination, Compensation & Governance Committees until the 2025 Annual General Meeting.

⁷ Member of the Board of Directors as of the 2025 Annual General Meeting and member of the Health, Safety & Sustainability Committee.

⁸ Member of the Board of Directors as of the 2025 Annual General Meeting and member of the Audit Committee.

⁹ Chairwoman of the Nomination, Compensation & Governance Committee as of 14 May 2025 and member of the Health, Safety & Sustainability Committee until 14 May 2025.

Corporate Governance Framework**Organizational Rules/areas of responsibility**

The division of responsibilities between the Board of Directors, the Chief Executive Officer (CEO), and the Executive Committee is set out in detail in the company's Organizational Rules.

The Organizational Rules, which entered into force on 24 May 2002, are reviewed at least every two years and amended as required. The latest version can be found at: holcim.com/regulations-and-reporting

The Organizational Rules are issued by the Board of Directors in accordance with the terms of Art. 716b of the Swiss Code of Obligations and Art. 18 of the company's Articles of Incorporation. They stipulate the organizational structure of the Board of Directors and the Executive Committee, and govern the tasks and powers conferred on the company's executive bodies. The rules regulate the convocation, execution, and number of meetings to be held by the Board of Directors and the Executive Committee. If the chairperson of the Board of Directors is not independent, the Organizational Rules provide for the election of a Lead Independent Director.

The Board of Directors also has the power to establish expert committees and, if required, ad-hoc committees for special tasks. The Board of Directors may delegate special tasks or tasks related to specific functions to a vice-chairperson on a temporary or permanent basis.

As part of its non-transferable statutory responsibilities, the Board of Directors defines the corporate strategy and approves the Group consolidated mid-term plan, including the budget, and the Integrated Annual Report for submission at the Annual General Meeting. In 2025, the Board of Directors also reviewed the spin-off of the North American business.

The CEO is responsible for operational management, preparing a large part of the business of the Board of Directors – including corporate strategy proposals – and executing the latter's resolutions.

The CEO issues directives and recommendations with Group-wide significance in the CEO's own authority and is also responsible for electing and dismissing function heads and CEOs of Group companies, as well as for the nomination of the members of the Board of Directors of Group companies and supervisory bodies of Group companies.

As part of the mid-term plan approval process, the Board of Directors defines limits for investments and financing.

Within these limits, the Executive Committee decides on financing transactions and on most investments and divestments for amounts up to CHF 400 million. Amounts exceeding this are subject to approval by the Board of Directors. The Board of Directors is regularly informed about important transactions under the authority of the Executive Committee.

The Board of Directors determines the CEO's and the Executive Committee members' objectives upon motion by the Nomination, Compensation & Governance Committee, both after consultation and deliberation with the CEO.

The CEO assesses the performance of the members of the Executive Committee and, after consultation and deliberation with the Nomination, Compensation & Governance Committee, determines their respective individual objectives.

The Executive Committee oversees risk management, following appraisal by the Audit Committee. The Board of Directors is informed annually about risk exposure.

In case of a direct conflict of interest, the Organizational Rules require each member of the corporate body concerned to stand aside voluntarily prior to any discussion of the matter in question. Members of the corporate bodies are required to treat all information and documentation which they may obtain or view in the context of their activities in these bodies as confidential and not to make such information available to third parties.

All individuals vested with the power to represent the company have joint signature authority, exercised by two individuals collectively.

Information and control instruments of the Board of Directors

The Board of Directors determines the way it is to be informed about the course of business. Any member of the Board of Directors may demand information on all issues relating to the Group and the company. All members of the Board of Directors may request information from the CEO. At meetings of the Board of Directors, any attending member of the Executive Committee has a duty to provide information. All members of the Board of Directors have a right to inspect books and files to the extent necessary for the performance of their tasks.

Financial reporting

The Board of Directors is informed on a monthly basis about the current course of business, and approves quarterly reports and releases them for publication. The Board of Directors discusses the Integrated Annual Report, takes note of the auditors' reports and submits the Integrated Annual Report to the Annual General Meeting for approval.

Regarding Group strategy development, a strategy plan, as well as a mid-term plan covering five years and including the budget for the upcoming year, are submitted to the Board of Directors.

Risk management

Holcim benefits from a comprehensive enterprise risk management (ERM) system structured around several coordinated approaches and subject to continuous improvement. Responsibilities concerning risks are clearly defined at country, region, and corporate level following the governance, policies, and control framework defined by the Group.

The full risk spectrum – from strategy and operations to external risk factors of the business environment – is addressed in the ERM process. Key risks are identified and assessed according to impact and likelihood. They are further analyzed regarding their causes and potential impacts on Holcim's reputation and achievement of the Group's targets. Minimum control standards and action plans are implemented to further mitigate the risks.

A detailed update and analysis of the Group Risk Map was carried out in 2025 and submitted to the Executive Committee and Audit Committee. Please see pages 28–30 for more details about the Group's risk management.

Internal control

Holcim aims to maintain an effective internal control system and culture supported by the commitment of the Board of Directors and the Executive Committee. Group Internal Control (GIC) primarily aims to provide the Board of Directors and the Executive Committee with reasonable assurance regarding the reliability of the financial reporting and statements, compliance with applicable laws and regulations, and the safeguarding of assets.

To achieve this, GIC has established a set of minimum control standards and a continuous reporting system to collect assessments from countries and Group functions on control performance and the status of related action plans. Regular discussions are held with local management to ensure controls are properly evaluated and issues are promptly addressed.

GIC also designs and coordinates the annual certification process, which aims to provide assurance to the Group on the quality of both internal control and financial reporting. It does so by reviewing the main ongoing action plans and confirming management's responsibility at the appropriate levels of the Group organization. The results are presented to the Executive Committee and the Audit Committee.

Group Internal Audit

The core mission of Group Internal Audit (GIA) is to provide the Board of Directors and the Executive Committee with independent, risk-based objective assurance and advisory services on the effectiveness and efficiency of Holcim's governance, risk management, and internal control system. The members of the Board of Directors have access to GIA. Each year, the Internal Audit Plan, defining the key audit focus areas to be covered by GIA, is reviewed and approved by the Audit Committee. The main observations and findings identified during audit assignments are periodically reported to the Executive Committee and the Audit Committee. GIA's activities are governed by adherence to the mandatory elements of the International Professional Practices Framework (IPPF) issued by the Institute of Internal Auditors (IIA).

BOARD OF DIRECTORS BIOGRAPHIES

KIM FAUSING

Chairman of the Board of Directors



Kim Fausing, a Danish national born in 1964, was elected to the Board of Directors of Holcim in 2020 and served on the Audit Committee until 2025. In 2025, he became Chairman of the Board of Directors.

Kim holds a degree in Mechanical Engineering from Aarhus Teknikum, Denmark, and an MBA from Henley Business School, London, UK.

He has broad management experience from leading positions in global industrial companies.

From 1990, Kim held several international roles within the Hilti Group in Europe and Asia. In 2003, he was appointed Head of the Division Fastening and Protection Systems and became a member of the Hilti Group Executive Management Team.

He joined the Danfoss Group in 2007 as President of the Refrigeration and A/C Division. In 2008, Kim was appointed Chief Operating Officer and member of the Executive Board with responsibility for Divisions, Regions, and related Group Functions. Kim was appointed President and CEO of Danfoss in 2017.

Other activities and functions

None

PHILIPPE BLOCK

Member



Philippe Block, a Belgian national born in 1980, was elected to the Board of Directors of Holcim in 2020.

Philippe holds a master's degree in Architectural Engineering from the Free University of Brussels (VUB), Belgium, a master's degree in Architectural Studies in Design and Computation and a Ph.D. in Building Technologies from the Massachusetts Institute of Technology (MIT), Cambridge, U.S.

In 2009, Philippe was appointed Assistant Professor of Architecture and Structures at the Swiss Federal Institute of Technology (ETH) Zurich, Switzerland. In 2017, he was promoted to full professor. He is the Co-Director of the Block Research Group at ETH where he focuses his research on unreinforced masonry structures, computational structural design, and innovative construction techniques with a strong emphasis on sustainability and circularity.

As Director of the Swiss National Centre of Competence in Research (NCCR) for Digital Fabrication, Philippe is a renowned expert in structural design, computational engineering and digital fabrication of concrete construction with many publications and awards.

Other activities and functions

- Founding Partner of Foreign Engineering GmbH, Zurich, Switzerland
- Co-founder and Chairman of the Board (non-executive role) at Vaulted AG (ETH spin-off)

LEANNE GEALE

Member



Leanne Geale, a Canadian national born in 1965, was elected to the Board of Directors of Holcim in 2022.

She holds an LLB from the Université de Montréal, Canada and a BA from the University of Alberta, Canada.

Leanne is currently Executive Vice President and Group General Counsel for Nestlé SA. Before this, she was Chief Ethics & Compliance Officer of Royal Dutch Shell plc from 2014 to 2019, having joined Shell Canada in 2003.

At Shell, she held the positions of Associate General Counsel, Oil Products, Group Legal Services Coordinator, Associate General Counsel, Heavy Oil and Head of Legal Canada.

Prior to joining Shell, Leanne was in-house counsel for international, publicly listed companies Royal Bank of Canada, Rio Algom Ltd and Alcan Aluminium Ltd.

Other activities and functions

- Vice-Chair of the Board of Directors of the CEELI Institute, o.p.s., Prague, Czech Republic
- Treasurer of the Swiss-American Chamber of Commerce, Zurich, Switzerland

CATRIN HINKEL

Member



Catrin Hinkel, a German national born in 1969, was elected to the Board of Directors of Holcim in 2024.

She studied at the European Partnership of Business Schools (ESB), Reutlingen and London, where she obtained a BA degree.

Having served as Chief Executive Officer of Microsoft Switzerland since May 2021, Catrin has over 25 years of experience in the tech industry across a variety of organizations and diverse cultures.

Catrin previously held leadership roles at Accenture, most recently as Senior Managing Director, Europe Cloud First Strategy & Consulting Lead.

For her commitment to digital innovation, Catrin has been named by Swiss magazine BILANZ as one of Switzerland's Digital Shapers 2022, and by Forbes DACH in its list of C-Suite Women in Tech.

Other activities and functions

- Member of the Executive Committee, Digital Switzerland
- Member of the Board, ASUT Industry Association
- Member of the Supervisory Board, Helmholtz Center for Information Security (CISPA)
- Member of the Executive Committee, Deep Tech Nation, Switzerland

NAINA LAL KIDWAI

Member



Naina Lal Kidwai, an Indian national born in 1957, was elected to the Board of Directors of Holcim in 2019.

She holds an MBA from the Harvard Business School, Boston, U.S.

Naina started her career in 1982 and until 1994 was at ANZ Grindleys Bank plc. From 1994 to 2002, she was Vice-Chairwoman and Head of Investment Banking at Morgan Stanley India before moving to HSBC, where she was Chairwoman of the HSBC Group of Companies in India and served on the Board of HSBC Asia Pacific, until her retirement in December 2015.

Naina was President of the Federation of Indian Chambers of Commerce & Industry (FICCI), and also served for 12 years until 2018 as Non-Executive Director of Nestlé S.A., Vevey, Switzerland.

Her interests in water and the environment are reflected in engagements with The Shakti Sustainable Energy Foundation, Global Commission on Economy & Climate, and positions as Chair of the FICCI Sustainability, Energy and Water Council and Chair of the India Sanitation Coalition.

Other activities and functions

- Non-executive Member of the Board of Directors and Chairwoman of the Risk Management Committee of Gland Pharma Ltd, Hyderabad, India
- Non-executive Member of the Board of Directors and Chairwoman of the Sustainability and Stakeholder Committee of UPL Ltd, Mumbai, India
- Non-executive Member of the Board of Directors and Chairwoman of the CSR & ESG and Nomination & Remuneration Committees of Biocon Ltd, Bangalore, India
- Non-executive Member of the Board of Directors and Chairwoman of the CSR and Sustainability and Nomination and Remuneration Committees, and a member of the Audit Committee and Banking and Finance Committee of Nayara Energy Ltd, Mumbai, India
- Chairwoman of the Board of Directors of Rothschild & Co India Private Limited, Mumbai, India

ILIAS LÄBER

Member



Ilias Läber, a Swiss national born in 1974, was elected to the Board of Directors of Holcim in 2022.

He holds an MSc in Engineering from the Swiss Federal Institute of Technology (ETH) in Zurich, Switzerland, and an MA in Economics from University of Zurich, where he obtained a doctorate in 2004.

Ilias began his professional career at McKinsey & Company, where he served from 2001 to 2008, ultimately as Associate Principal. From 2008 to 2019 he was with Cevian Capital as a Partner and Managing Director of the Swiss office. From 2013 until 2019, he was on the Board of Directors of Panalpina Welttransport Holding AG, where he served as Chairman of the Audit, Risk and Compliance Committee. In 2019, he joined Quercis Pharma AG as Chief Executive Officer (CEO) and Chairperson of the Board of Directors.

In 2021, Ilias joined Spectrum Value Management Ltd as CEO and Partner – the firm administers the industrial and private investments of the Thomas Schmidheiny family. In this capacity he serves as a Member of the Board of Directors of Spectrum Value Management Ltd., of the Grand Resort Bad Ragaz AG and as Chairman and Managing Partner of SEO Management AG.

Other activities and functions

- Member of the Board of Directors of dormakaba Holding AG, Rümlang, Switzerland
- Member of the Board of Directors and Chairman of the Audit Committee of Swiss Automotive Group AG, Cham, Switzerland

MICHAEL H. MCGARRY

Member



Michael H. McGarry, a U.S. national born in 1958, was elected to the Board of Directors of Holcim in 2024.

He is a Mechanical Engineering graduate of the University of Texas, and has completed the Advanced Management Program at Harvard Business School.

Michael is a highly accomplished global business leader who most recently served as Executive Chairman of PPG Industries in 2023, and as Chairman and Chief Executive Officer from 2016 to 2022. During his tenure, PPG Industries led a successful portfolio transformation to become one of the world's largest specialty coatings companies, with net sales of USD 18.2 billion in 2023.

After joining PPG Industries as an engineer in 1981, Michael took on roles of increasing responsibility across all regions, from sales and market development in Pittsburgh, U.S., to leading a specialty business in Bangkok, Thailand and serving as Managing Director, PPG Europe, in Switzerland.

Other activities and functions

- Member of the Board of Directors of Shin-Etsu Chemical Co., Tokyo, Japan
- Member of the Board of Directors of C.H. Robinson, Eden Prairie, MN, US

ADOLFO ORIVE

Member



Adolfo Orive, a Mexican national born in 1963, was elected to the Board of Directors of Holcim in 2025.

Adolfo holds a bachelor's degree in Industrial Engineering from Ibero-American University (IBERO), Mexico, and a master's degree in Business Administration from Mexico Autonomous Institute of Technology (ITAM), Mexico.

Having worked at Tetra Pak for over three decades, leading functions and businesses across geographies worldwide, Adolfo has been President and CEO since 2019. Driven by its purpose to make food safe and available, Tetra Pak provides food production and packaging systems in over 160 countries. Under Adolfo's leadership, the company has accelerated its sustainability journey to fulfill its purpose and achieve growth with customers worldwide.

Other activities and functions

- Member of the Board of Directors of the International Institute for Management Development (IMD), Lausanne, Switzerland
- Member of the Board of Directors of the Swedish Swiss Chamber of Commerce, Zurich, Switzerland

SVEN SCHNEIDER

Member



Sven Schneider, a German national born in 1966, was elected to the Board of Directors of Holcim in 2025.

Sven holds a doctorate in Business Administration from the University of Trier, Germany. He initially completed a banking apprenticeship, then studied Business Administration at the universities of Regensburg, Germany, Nantes, France, and Trier, Germany, graduating with a master's degree.

Sven started his career in 1995 at Linde AG, Germany, in the finance department. From 2000 to 2019, he held leading positions at Linde, most recently as Spokesman of the Executive Board, Chief Financial Officer and Labor Director.

In 2019, he was appointed as a member of the Management Board and Chief Financial Officer of Infineon Technologies AG, Germany.

Other activities and functions

None

CLAUDIA SENDER RAMIREZ

Member



Claudia Sender Ramirez, a Brazilian national born in 1974, was elected to the Board of Directors of Holcim in 2019.

She holds a BS in Chemical Engineering from the Polytechnic School, University of São Paulo, Brazil, and an MBA from Harvard Business School, Boston, US.

Claudia was Senior Vice President for Clients at LATAM Airlines Group until May 2019. Before this, she was Chief Executive Officer (CEO) of LATAM Airlines Brazil from 2013. Claudia joined TAM Airlines in 2011 as Commercial and Marketing Vice President. In 2012, following the LAN and TAM mergers, she became responsible for the Brazil Domestic Business Unit.

Claudia also worked for several years in the Consumer Goods industry, focusing on marketing and strategic planning. Prior to joining LATAM, Claudia was Marketing Vice President at Whirlpool Latin America, where she worked for seven years. She has also worked as a consultant at Bain & Company, on projects ranging from telecommunications to airlines.

Other activities and functions

- Non-executive Member of the Board of Directors of Telefonica S.A., Delegate Commission, Telefonica Hispam and Telefonica Tech Advisory Committees, Madrid, Spain
- Non-executive Member of the Board of Directors, Chairwoman of the Compensation and Succession Committee and member of the Governance Committee of Gerdau S.A., São Paulo, Brazil
- Non-executive Member of the Board of Directors, Chairwoman of the People and ESG Committee and Member of the Audit and Risk Committee of Embraer S.A., São Paulo, Brazil

EXECUTIVE COMMITTEE

Members of the Executive Committee, including the Chief Executive Officer (CEO), are appointed by the Board of Directors, and are responsible for the management of the Group.

The tasks of the Executive Committee are divided into different areas of responsibility in terms of country and function, with each of these areas ultimately supervised and managed by a member of the Executive Committee.

During the year under review, the following changes occurred within the Executive Committee:

Effective 25 March 2025, Jamie M. Gentoso, Global Head, Solutions & Products Business Unit, has decided to pursue opportunities outside of Holcim.

Effective 23 June 2025, Nollaig Forrest, Chief Sustainability Officer, has joined the Amrize Leadership Team following the spin-off of the North American business.

Effective 1 July 2025, the following persons were appointed as new members of Holcim's Executive Committee: Carmen Diaz, Chief People and Sustainability Officer; Simon Kronenberg, Region Head Central and East Europe; Dragan Maksimovic, Region Head West Europe; Ram Muthu, Group Head of Operational Excellence, and Lukas Studer, Group General Counsel.

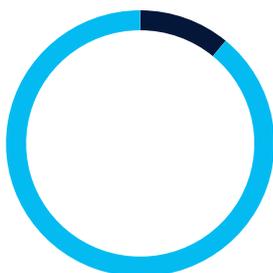
As of 31 December 2025, the Executive Committee of Holcim consisted of the nine members reported in the table below.

Please refer to pages 18–22 of this report for biographical information on the members of the Executive Committee. None of the members of the Executive Committee have important functions outside the Holcim Group or any other significant commitments of interest.

COMPOSITION OF THE EXECUTIVE COMMITTEE

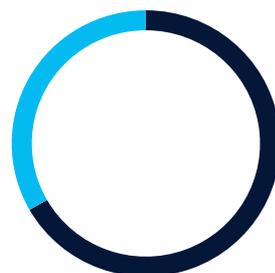
Name	Position	Responsibility
Miljan Gutovic	CEO	
Steffen Kindler	CFO	
Carmen Diaz	Member	Chief People and Sustainability Officer
Martin Kriegner	Member	Region Head Asia, Middle East & Africa
Simon Kronenberg	Member	Region Head Central and East Europe
Dragan Maksimovic	Member	Region Head West Europe
Ram Muthu	Member	Group Head of Operational Excellence
Oliver Osswald	Member	Region Head Latin America
Lukas Studer	Member	Group General Counsel

GENDER



■ Female 11.0%
■ Male 89.0%

TENURE



■ <5 66.7%
■ 5 to 10 33.3%

Gender diversity of the Executive Committee

Effective 23 June 2025, the members of Holcim's Executive Committee and Leadership Team changed following the completion of the spin-off of the North American business. The Executive Committee consists of nine members, one of whom is a woman, while the Leadership Team comprises 12 members, three of whom are women. As of 1 January 2026, the Executive Committee has been adapted to include all members of the Leadership Team, bringing the share of women in the Executive Committee to 25%.

EXECUTIVE COMMITTEE BIOGRAPHIES

MILJAN GUTOVIC

Chief Executive Officer



Miljan Gutovic became CEO of Holcim in May 2024.

Realizing the company's vision to be the leading partner for sustainable construction, he is committed to delivering performance and value creation for people, customers, and shareholders.

Miljan began his career at Holcim in March 2018 as Head of Marketing & Innovation and was appointed Head of Middle East & Africa and a member of the Executive Committee in July 2018. In March 2021, he became Region Head for Europe, and later expanded his role to lead Operational Excellence.

As Region Head for Europe, Miljan turned sustainable growth into profitable growth, with an ambitious decarbonization roadmap delivering leading EBIT margins and increasing customer demand for advanced, sustainable building solutions, from ECOPact to ECOPlanet. A bold M&A strategy also contributed to strong regional growth and significantly expanded Holcim's footprint.

Miljan drove decarbonization across the Group in his Operational Excellence role: leading on renewable and decarbonized energy use, expanding innovative formulations, and deploying next-generation technologies such as carbon capture, utilization, and storage.

Prior to Holcim, he worked for specialty chemical company Sika AG in various management roles.

An Australian national born in 1979, Miljan holds a bachelor's degree in Civil Engineering and a PhD in Engineering from the University of Technology in Sydney.

Other activities and functions

- Member of the Board of Directors of the Global Cement and Concrete Association (GCCA).
- Member of the Executive Committee of the World Business Council for Sustainable Development (WBCSD).

STEFFEN KINDLER

Chief Financial Officer



Steffen Kindler was appointed CFO of Holcim in April 2023, when he also became a member of the Executive Committee.

Before joining Holcim in April 2023, Steffen held positions of increasing responsibility at Nestlé over 25 years, most recently serving as CFO for Nestlé Germany.

His broad experience spans key business roles, including Head of Finance and Control of Nestlé Beverage USA, based in Los Angeles, CFO of Nestlé Waters Europe, based in Paris, and Senior Finance Manager for Nestlé Waters North America, based in the New York metropolitan area, with responsibility for business development.

In addition, Steffen held roles of global responsibility for Nestlé's key corporate functions such as Head of Investor Relations and Senior Advisor in Mergers & Acquisitions, based in Vevey, Switzerland.

A German national born in 1970, Steffen holds a degree in Business Administration and Computer Science (Diplom-Wirtschaftsinformatik) from the University of Mannheim.

CARMEN DIAZ

Chief People and Sustainability Officer



Carmen Diaz was appointed Chief People Officer in October 2024, before her role was expanded to Chief People and Sustainability Officer in June 2025. She became a member of the Executive Committee in July 2025.

Carmen is responsible for aligning Holcim's people and sustainability agenda with our NextGen Growth 2030, with a clear purpose to build progress for people and the planet through sustainability while creating the best workplace.

Joining Holcim in 2002, Carmen held commercial and general management roles in Spain, France, and the UK. Serving as CEO of Holcim Spain from 2022, she achieved record performance, creating an empowered performance culture and enhancing Holcim's reputation as a top employer.

A Spanish national born in 1977, Carmen holds a degree in Chemical Engineering from the University of Oviedo and an MBA from ECA Spain, and has completed IESE General Management and ESADE Board of Directors programs.

MARTIN KRIEGER

Region Head Asia, Middle East & Africa



Martin Kriegner was appointed Region Head Asia Pacific in August 2016, when he also became a member of the Executive Committee. Since October 2022, he has been Region Head for Asia, Middle East & Africa.

Martin joined the Group in 1990 and has held various senior leadership roles across Europe and Asia. He moved to India as Chief Executive Officer (CEO) in 2002, and later served as Regional President Cement for Asia, based in Kuala Lumpur. In 2012, he was appointed CEO for Cement, Ready-mix, and Aggregates in India.

In July 2015, he became the company's Area Manager Central Europe.

An Austrian national born in 1961, Martin is a graduate of Vienna University and holds a Doctorate in Law. He also obtained an MBA from the University of Economics & Business in Vienna, Austria.

SIMON KRONENBERG

Region Head Central and East Europe



Simon Kronenberg was appointed Region Head Central and East Europe in April 2024, and became a member of the Executive Committee in July 2025.

Simon's remit covers Holcim's markets in Central Europe West (Switzerland, Italy, South Germany, and Haut-Rhin), Central Europe (Austria, Czech Republic, Slovenia, and Hungary), Eastern Europe (Serbia, Bulgaria, Croatia, and Greece), as well as Poland, Romania, and Moldova.

Joining Holcim in 2007, Simon became Commercial Director of Holcim Switzerland, Italy, and Spain in July 2015. From October 2020 to April 2024, he served as CEO of Holcim Switzerland, Italy, South Germany and Haut-Rhin. During these four years, he represented Holcim Switzerland as Vice President of cemsuisse and as a Board Member of economiesuisse.

A Swiss national born in 1980, Simon holds a master's degree in Business Administration from the University of St. Gallen (HSG). He has completed executive education programs at IMD in Lausanne, INSEAD, and HEC in Paris.

DRAGAN MAKSIMOVIC

Region Head West Europe



Dragan Maksimovic was appointed Region Head West Europe & Building Solutions Europe in April 2024, and became a member of the Executive Committee in July 2025.

Dragan is responsible for Holcim's operations in the UK, France, Belgium, Germany, and Spain. He also oversees Building Systems companies in the region, including Holcim Building Envelope, PRB, Cantillana, Compaktuna and Alkern.

Dragan joined Holcim in 2021 as CEO of Holcim UK, a position he held until April 2024. Prior to joining Holcim, he held senior P&L roles of increasing scope and responsibility in the construction industry in Serbia and the UK.

A Serbian national born in 1967, Dragan holds a degree in Civil Engineering from the University of Belgrade and an MBA from the University of Sheffield in the UK. He has also completed an International Leadership Program at IMD in Switzerland.

RAM MUTHU

Group Head of Operational Excellence



Ram Muthu was appointed Group Head of Operational Excellence in May 2024, and became a member of the Executive Committee in July 2025.

As Head of Operational Excellence, Ram is responsible for all of the Group's operational functions: Cement Manufacturing, Decarbonization, Geocycle, Trading, Procurement, and Logistics. The role focuses on generating synergies across all key operational aspects while developing the operations of tomorrow. He is also responsible for Holcim's startup arm Holcim MAQER Ventures and Group Capital Investments.

Ram's career at Holcim began in 2005, and he has worked in a number of senior roles. Most recently, as Head of Group Strategy from 2019, he played a key role in developing and executing "Strategy 2025 – Accelerating Green Growth" and "Strategy 2022 – Building for Growth". He was also instrumental in the Group's portfolio transformation from 2018, which involved several large M&A transactions.

A Swiss national born in 1982, Ram holds a Bachelor of Science degree in Industrial Economics from the University of Warwick in the UK, and is an Associate Chartered Accountant (ACCA).

OLIVER OSSWALD

Region Head Latin America



Oliver Osswald was appointed Region Head Latin America and became a member of the Executive Committee in August 2016.

He has played a fundamental role in turning Holcim into a large-scale integrated building materials and solutions leader in Latin America.

Oliver's career at Holcim began in 1995 at Holcim Apasco, Mexico. Between 1995 and 2005, he was responsible for various cement plants in Switzerland and Germany. From 2005, he moved into management and marketing positions at Holcim in Switzerland.

Oliver was appointed Commercial Director for Holcim Apasco in Mexico in 2012, before becoming Country Head for Argentina in 2014. In 2016, Oliver took on the role of Region Head Latin America, and also served as Global Head of Trading between 2019 and 2024.

A Swiss national born in 1971, Oliver is a graduate of the Technische Hochschule in Ulm, Germany, and holds an Executive Education Degree from Harvard Business School, U.S.

LUKAS STUDER

Group General Counsel



Lukas Studer was appointed Group General Counsel in November 2024, and became a member of the Executive Committee in July 2025.

Lukas leads the Group's Legal and Compliance, Intellectual Property, and Security & Resilience functions, providing strategic legal guidance and ensuring Holcim's integrity, while advancing NextGen Growth 2030 transactions.

Joining Holcim in 2008, Lukas served as General Counsel Corporate and M&A from 2017, supporting Corporate, Finance, and M&A. As the lead lawyer in the execution of Holcim's fast-paced growth and portfolio transformation, he has played an essential role in Holcim's successful M&A strategy, with more than 100 closed transactions.

A Swiss national born in 1977, Lukas holds law degrees from the University of Zurich (Master of Laws and LL. M.) and has been admitted to the bar in Switzerland.

SHAREHOLDERS' PARTICIPATION

Voting rights and representation restrictions

All holders of registered shares who are registered as shareholders with voting rights in the share register on the closing date for the share registry are entitled to participate in, and vote at, Annual General Meetings.

Shares held by trusts and shares for which no declaration has been made that the holder requesting registration is holding the shares in his own name and for his own account, and that there is no agreement on the redemption of the relevant shares and that they bear the economic risk associated with the shares, are entered in the share register as having no voting rights.

Shareholders not participating in person in the Annual General Meeting may be represented by their legal representative, the independent voting rights representative, or with a written power of attorney by any other representative who does not need to be a shareholder. In line with regulatory requirements, an electronic voting option is provided. Voting rights are not subject to any restrictions. Each share carries one vote.

Statutory quorums

The Annual General Meeting constitutes a quorum, regardless of the number of shares represented or shareholders present; resolutions are passed by an absolute majority of the votes allocated to the shares represented, unless Art. 704 para. 1 of the Swiss Code of Obligations or the Merger Act provides otherwise. In such cases, resolutions may only be passed with the respective qualified majority of the votes represented. According to Art. 10 para. 2 of the Articles of Incorporation and in addition to Art. 704 para. 1 of the Swiss Code of Obligations, the approval of at least two-thirds of the votes represented and the absolute majority of the par value of shares represented shall be required for resolutions of the Annual General Meeting with respect to the removal of restrictions set forth in Art. 5 of the Articles of Incorporation (entries in the share register), the removal of the mandatory bid rule (Art. 125 para. 4 of the Financial Market Infrastructure Act), and the removal or amendment of Art. 10 para. 2 of the Articles of Incorporation.

Convocation of the Annual General Meeting and agenda rules

The Annual General Meeting takes place each year, at the latest six months following the conclusion of the financial year. It is convened by the Board of Directors; notice is published at least 20 days prior to the meeting, giving details of the agenda and the proposals submitted.

Shareholders representing shares with a par value of at least CHF 1 million may request the addition of a particular item to be included on the agenda, or that a motion relating to an agenda item be included in the notice convening the Annual General Meeting. A respective written request listing the agenda items and the proposal or the proposals shall be lodged with the Board of Directors at least 40 days prior to the Annual General Meeting. The notice and the minutes of the Annual General Meetings are published on: [holcim.com/agm](https://www.holcim.com/agm)

Entries in the share register

The company maintains a share register for registered shares in which the names and addresses of owners and beneficiaries are entered. According to the applicable rules and regulations, only those included in the share register are deemed shareholders or beneficial owners of the registered shares of the company. Upon request, purchasers of registered shares shall be included in the share register as shareholders with voting rights if they expressly declare that they have acquired the shares in their own name and for their own account.

Exceptions to this rule apply for nominees who have signed a nominee agreement with the company regarding this position and are subject to a recognized financial markets supervisory authority.

The share register is closed approximately one week prior to the date of the Annual General Meeting. The exact date is communicated in the notice of the Annual General Meeting.

Shareholders' participation and rights of protection are additionally governed by the Swiss Code of Obligations.

For more details, see Holcim's Articles of Incorporation: [holcim.com/regulations-and-reporting](https://www.holcim.com/regulations-and-reporting)

AUDITORS

As part of their auditing activity, the auditors inform the Executive Committee and the Audit Committee regularly about their findings and make suggestions for improvements. Considering the reporting and assessments by the Group companies, the Audit Committee evaluates the performance of the auditors and their remuneration in line with market conditions. The Audit Committee approves the audit focus area, provides recommendations to the auditors, makes suggestions for improvement, and assesses their independence. In 2025, the auditors participated in all meetings of the Audit Committee to discuss individual agenda items.

Ernst & Young Ltd, Zurich, (EY) were appointed at the Annual General Meeting 2022 and were re-elected at the Annual General Meeting 2025 as financial auditors of Holcim Ltd for the 2025 financial year. Jacques Pierres has been responsible for managing the audit mandate, supported by Daniel Zaugg. The rotation of the lead auditor will be carried out in accordance with Art. 730a of the Swiss Code of Obligations. The auditors are elected for a one-year term at the Annual General Meeting.

The fees shown in the table below were charged for professional services rendered to the Group by the auditors in 2025 and in 2024¹.

Million CHF	2025	2024 ¹
Audit services fees related to EY	11.3	10.3
Audit services fees for joint ventures related to EY	0.8	0.9
Total audit services fees related to EY	12.1	11.2
Audit services fees related to other audit firms	1.1	2.0
Total audit services fees	13.2	13.2
Audit-related services fees ²	0.9	0.4
Grant applications services fees	0.1	0.3
Other services fees ³	0.2	0.6
Total other fees related to EY	1.2	1.3
Total audit services and other fees	14.4	14.5

¹ Comparative information restated for discontinued operations (see Note 13.2 in the 2025 Financial Report).

² Audit-related services comprise, among other things, sustainability report reviews and certifications for local authorities.

³ Other service fees comprise, among other things, fees for legal support and cyber-related procedures.

Please refer to the 2024 integrated annual report for the fees related to the Group pre spin-off.

Other governance information

Management agreements

Holcim has no management agreements in place with companies or private individuals outside the Group.

Mandates outside Holcim

Please refer to Art. 27 of the company's Articles of Incorporation for information about the number of permitted mandates outside of Holcim for the members of the Board of Directors and the Executive Committee:

[holcim.com/regulations-and-reporting](https://www.holcim.com/regulations-and-reporting)

Compensation, shareholdings, and loans

Details of Board of Directors and Executive Committee compensation, shareholdings, and loans are contained in the 2025 Compensation Report (starting on page 4) and in the holding company results disclosed in the 2025 Financial Report (Note 18, page 79).

Changes of control and defense measures

The Articles of Incorporation contain no waiver of the duty to make a public offer under the terms of Art. 135 and 163 of the Financial Market Infrastructure Act ("opting out").

The result is that a shareholder who directly, indirectly, or acting in concert with third parties acquires shares in the company and, together with the shares it already holds, thereby exceeds the 33⅓% threshold of voting rights in the company, must make an offer for all listed shares of the company.

Members of the Board of Directors and the Executive Committee do not receive any special benefits in the event of a change of control. However, in the event of a change of control (unless the unvested LTI awards are replaced by an equivalent award following the change of control), unvested LTI awards are vested immediately on a pro rata basis, provided the performance conditions are met.

Blackout periods

Holcim deems financial results to be inside information. All persons who are involved in their preparation or could have access to financial results before their disclosure are included on the insider list. Persons considered to have access to financial results are all members of the Board of Directors and the Executive Committee and their staffs, as well as employees in Group Finance, Communications, and Legal. Employees in other functions may also have to be included on the insider list.

Blackout periods start when the consolidation of local financial data is initiated and end on the last day before the company's financial results are published. Persons on the insider list will receive a notice prior to the commencement and at the end of the blackout periods. The notice will include the duties, responsibilities, potential sanctions

applicable if inside information is used, and the specific dates of the upcoming blackout periods. The blackout periods for the 2025 and 2026 financial years are shown in the table below.

Information policy

Holcim reports to shareholders, the capital market, employees, and the public at large in a transparent and timely manner concerning its corporate performance, including the achievement of its sustainability targets. Open dialogue is nurtured with the most important stakeholders, based on mutual respect and trust. This promotes knowledge of the company and understanding of its objectives, strategy, and business activities.

As a listed company, Holcim is under an obligation to disclose facts that may materially affect the share price (ad hoc disclosure, Art. 53 and 54 of the SIX Listing Rules). Holcim is subject to the Swiss Exchange (SIX) rules on the disclosure of management transactions by the members of the Board of Directors and senior management. These can be accessed on the SIX website: [ser-ag.com/management-transactions](https://www.ser-ag.com/management-transactions)

The most important information tools are the annual and half-year reports, the website at [holcim.com](https://www.holcim.com), media releases, press conferences, meetings for financial analysts and investors, and the Annual General Meeting.

Anyone interested may subscribe to the media releases mailing list available at [holcim.com/media](https://www.holcim.com/media) to receive ad hoc releases and relevant corporate news via e-mail. All of Holcim's published media releases from recent years can be downloaded at: [holcim.com/media](https://www.holcim.com/media)

In keeping with our commitment to integrated reporting, we have published the main indicators of our non-financial performance in the Sustainability Statement that is part of our reporting suite, including climate-related information. Current information relating to sustainability is available at: [holcim.com/sustainability](https://www.holcim.com/sustainability)

The financial reporting calendar is shown on page 58 of the 2025 Annual Report Executive Summary.

Should there be any specific queries regarding Holcim, please contact:

Corporate Communications

Phone: +41 (0) 58 858 87 10

E-mail: media@holcim.com

Investor Relations

Phone: +41 (0) 58 858 87 87

E-mail: investor.relations@holcim.com

BLACKOUT PERIODS

2026	2025
6 January 2026 to 26 February 2026 (inclusive)	6 January 2025 to 27 February 2025 (inclusive)
3 April 2026 to 23 April 2026 (inclusive)	3 April 2025 to 24 April 2025 (inclusive)
3 July 2026 to 30 July 2026 (inclusive)	3 July 2025 to 30 July 2025 (inclusive)
5 October 2026 to 22 October 2026 (inclusive)	3 October 2025 to 23 October 2025 (inclusive)

COMPLIANCE PROGRAM

Performance with integrity

Achieving high performance with high integrity is fundamental to ensuring Holcim is the leading partner for sustainable construction. It creates trust, protects our reputation, and generates value for our people, customers, and all other stakeholders.

Holcim maintains a comprehensive, risk-based compliance program (Compliance Program), which is based on requirements under national and international laws, as well as relevant standards. Holcim's decentralized, empowered operating model is considered in the design and operation of the Compliance Program, in a manner that recognizes the business model while also ensuring appropriate centralized oversight and control.

Combating corruption is a key area of the Compliance Program. Compliance with all applicable anti-bribery and anti-corruption laws and regulations is an integral part of Holcim's license to operate. Holcim is a signatory to the United Nations Global Compact Initiative and is committed to supporting its anti-corruption principles.

The Compliance Program, which is optimized on an ongoing basis, comprises five pillars and aims to prevent, detect, and respond to compliance infringements.

1. Organization and governance

The Group's Executive Committee is responsible for the Group-wide implementation of the Compliance Program and sets the tone from the top.

The Compliance function assists management with promoting and fostering a foundation of integrity in all business practices. It works with all stakeholders to identify weaknesses and control gaps, support management in implementing corrective measures, and ensure the systematic follow-up of such measures.

The Compliance function is embedded and aligned within the Legal function and includes staff at the Group, regional, and country levels. At the Group level, the Compliance function is led by the Group General Counsel, who has delegated responsibility for organizing and managing the Compliance function to the Chief Compliance Officer and the Head of Competition Law (in relation to fair competition). Regular checks and reviews are conducted to ensure that Compliance resources at the Group, regional, and country levels are adequate.

The Group provides oversight of the Compliance Program through the Ethics, Integrity and Risk Committee (EIRC). The EIRC meets at least quarterly to address compliance matters, including compliance investigations, disciplinary measures, as well as remediation of identified process or control deficiencies.

The Group's governance structure ensures that the Audit Committee maintains clear visibility of the effectiveness of the Compliance Program. The Group General Counsel attends the Audit Committee meetings and reports regularly to the Audit Committee on the Compliance Program. The Chief Compliance Officer has a dotted reporting line to the Chair of the Audit Committee, allowing the Chief Compliance Officer to escalate matters directly if necessary.

2. Risk assessment

The annual compliance risk assessments survey key risk manifestations, such as bribery and corruption or sanctions and export control violations, against different risk triggers and specific scenarios. If there are relevant changes to the risk profile during an annual cycle – for example, due to mergers or acquisitions – the compliance risk assessments are updated on an ad hoc basis. The compliance risk assessments are integrated into the Group-wide Enterprise Risk Management (ERM).

Regarding bribery and corruption, the main risks identified in the compliance risk assessments include risks associated with obtaining and maintaining licenses and permits for business operations. As Holcim also operates in jurisdictions with heightened exposure to bribery and corruption, the risk profiles in these jurisdictions are elevated accordingly. Third-party risks and risks pertaining to joint ventures are considered additional risk-heightening factors where applicable.

For more information, please refer to the "Key operational risks" section on page 32 of this report.

3. Controls

Holcim has adopted a multi-layered approach to controls. This includes:

- Policies and directives that specify the conduct to be adhered to in operations. The topics covered include bribery and corruption, third-party due diligence, sanctions, embargoes and export controls, conflicts of interest, fair competition, data protection and privacy, as well as speak-up and internal investigations.
- The implementation of policies and directives is supported by a comprehensive set of internal controls, which are monitored by the Internal Controls function. For more information please refer to the “Internal control” section on page 11 of this report.
- Policies, directives, and controls are reinforced through training and communications activities.
- The implementation of controls and the delivery of training and communications is monitored through a system of compliance metrics as well as audits conducted by the Internal Audit function.
- All business conduct is subject to speak-up integrity reporting and a comprehensive review and response mechanism, including process and control improvements and employee disciplinary measures.

4. Training and communication

Regular compliance communications and training start at onboarding. All new employees are required to review the Code of Business Conduct (replaced as of 1 January 2026 by the Code of Ethics), which begins with a letter from the Group CEO and Group General Counsel discussing the importance of integrity, compliance, and the Code of Business Conduct, and to acknowledge in writing that they have read and understood the Code.

Communications are subject to an annual planning process, which is localized to each operating country. The annual compliance planning process results in country-specific communications plans, tailored to the risk profiles of each country, executed in each country, and monitored at regional and Group levels. This establishes a Group-wide dialog on compliance at country level that is supplemented by Group-wide or regional communications and awareness campaigns.

Training is delivered both through e-learning and face-to-face training sessions. E-learning training is provided to a broad employee audience. Face-to-face training is given to employees in positions that have heightened exposure to compliance risks. Training attendance is tracked for completion and follow-ups are conducted.

5. Monitoring and reporting

By monitoring and reporting compliance-related metrics, Holcim measures the performance of the Compliance Program, providing reasonable assurance regarding the Compliance Program’s effective implementation. Metrics include both preventive measures such as training, communications or third-party due diligence, as well as detection or response measures such as corrective actions identified through the compliance processes, internal control testing, internal audits or internal investigations.

To support transparency of its conduct and business integrity, Holcim encourages a culture of speaking up. Any concerns regarding known or suspected misconduct – meaning any conduct relating to Holcim’s business that is potentially illegal, or which violates the Code of Business Conduct or other applicable policies and directives – can be reported. Holcim operates a global reporting tool, the Integrity Line, to enable employees, suppliers, customers, or members of the public to report any concerns. Holcim employees have a duty to report their concerns, and Holcim views active reporting as a healthy indicator of an integrity culture. Integrity Line is provided by an independent third party and all reports are objectively assessed and investigated as required.

All reports are taken seriously, and the confidentiality of the parties involved is preserved to the fullest extent possible. Holcim applies a zero-tolerance policy to any misconduct and any retaliatory actions against reporters.

In 2025, a total of 647 reports were received via Integrity Line, of which 413 were reports of misconduct that required further assessment or investigation. The reporting categories of the 413 reports included: human resources, diversity and workplace respect (198/48%); business integrity (110/27%); health, safety & environment (55/13%); misuse or misappropriation of assets (33/8%); accounting, auditing & financial reporting (2/1%); other (15/3%). 41 cases resulted in dismissals, 35 cases in other employment/disciplinary measures, 20 cases in process improvements, 19 cases in training and awareness measures, and 8 cases in third-party related sanctions.

RISK REPORT

Holcim is committed to effectively managing risks to support its strategic goals and deliver value to its stakeholders.

Holcim's enterprise risk management

Holcim's enterprise risk management (ERM) system provides a framework for identifying, assessing, mitigating, and monitoring the company's overall risk exposure. Implemented group-wide and supported by robust governance and tools, it integrates a risk-aware mindset into every strategic decision at all organizational levels. The ERM process also enables us to evaluate and leverage potential opportunities for growth and value creation.

Organization and governance

Our ERM process has a comprehensive governance and organizational structure. This ensures clear accountability, effective oversight, and the consistent application of risk management principles across all levels of the organization.

Board of Directors and committees

The Board of Directors oversees Holcim's risk management and internal control processes through the Audit Committee and the Health, Safety and Sustainability Committee (HSSC). The Audit Committee's responsibilities include reviewing the Group's risk management system, evaluating the Group's internal and external audit procedures, examining reporting submitted to the Board, and assessing financing issues. The HSSC supports and advises the Board on promoting a healthy and safe environment both for employees and contractors, as well as on sustainability and social responsibility. It approves Holcim's sustainability and climate-related strategy and major initiatives, including those relating to the Group's health and safety performance and its approach to human rights.

Group internal control

The Group Internal Control (GIC) function operates as a cornerstone of Holcim's governance model. It is responsible for ensuring that all entities implement a consistent and robust control environment aligned with the Group's strategy and risk appetite.

Control is executed using several instruments, such as the Minimum Control Standards (MCS) framework, the Policy Landscape, the Group Delegated Authorities (GDA), and the Financial Certification process.

The MCS framework is designed, maintained, and independently verified by the GIC across all global operations. Regular discussions with local management ensure that controls are properly assessed and issues swiftly addressed, reinforcing the commitment to continuous monitoring and effective risk management. These mandatory standards form the basis of the internal control system (ICS), which is designed to provide the Board of Directors and management with reasonable assurance regarding the reliability of financial reporting, compliance with all laws and regulations, and the protection of assets. The effectiveness of the ICS is reinforced by clear accountability, with the Board of Directors and Audit Committee providing oversight, the Executive Committee steering implementation, and every employee playing a defined role in its execution. The ICS is a core pillar supporting the ERM process. While the ERM identifies and assesses the most material risks to our business and strategy, the GIC ensures that the necessary control activities are embedded to effectively mitigate these risks. The MCS serves as the official risk mitigation framework, with a comprehensive scope that extends well beyond finance to include other critical areas such as accounting and consolidation, tax, treasury, expenditures and revenues, governance and compliance, information technology, human resources, fixed assets, inventory, sustainability, and operational technology.

Holcim's Policy Landscape is a centralized governance system composed of policies and directives. It is maintained by all Group functions under the guidance of the GIC, and continuously updated to reflect current business practices. The framework ensures consistent ways of working across the Group, supports compliance with laws and regulations, and clearly defines Holcim's risk appetite when conducting business.

The GDA make up Holcim's framework defining who can approve which decisions across the Group. They establish clear authorization rules and financial thresholds to ensure consistent, accountable, and well-governed decision making. The GDA reflect the powers delegated by the Board of Directors to Holcim management and establish a common standard for approving significant commitments and transactions. They ensure clarity, transparency, and control throughout the organization.

The Financial Certification process is Holcim's annual formal confirmation of the accuracy and completeness of its financial statements and related disclosures, with the outcome presented to the Executive Committee and Audit Committee. Senior management, Group functions, countries, and entities attest that accounting, reconciliations, and internal controls comply with Group guidelines and applicable standards. This process strengthens accountability and ensures transparency across the organization. It is facilitated and coordinated by the GIC, which supports the countries and Group functions throughout the certification cycle. The GIC function designs and coordinates the annual certification process to confirm management responsibility for control quality, with the outcome presented to the Executive Committee and Audit Committee.

Three lines of defense

In addition to the Board of Directors, its associated oversight committees, and the Group Internal Control risk mitigation framework, our ERM system is built on three lines of defense

As the first line of defense, management at the country level is responsible for assessing and managing risks and opportunities. In each of our markets, a designated Country Risk Lead facilitates and coordinates the entire ERM process. These risk leads receive specialized training and serve as the primary contact for all ERM-related inquiries at the country level.

The second line of defense comprises Group functions, including Group Risk Management, Group Legal, Group Compliance, Group IT, Group Sustainability, Group Human Rights, Group Health and Safety, and Group Security and Business Resilience. By conducting specific risk assessments within their areas of expertise, these functions foster a risk-aware mindset and contribute to a deeper, more precise understanding of potential risks, thereby increasing Holcim's collective risk expertise. They also ensure that the first line of defense operates effectively by implementing appropriate internal controls related to their function. Moreover, they leverage their expertise to develop risk management policies and controls.

The third line of defense is Group Internal Audit. As an independent function, it provides assurance to the Board of Directors and Executive Committee regarding the effectiveness of the first and second lines of defense, as well as of the overall risk management and internal control processes. Group Internal Audit conducts independent assessments to evaluate the quality of these processes as well as the effectiveness of mitigating actions and controls. The annual audit plan, developed by Group Internal Audit and approved by the Audit Committee, is based on the results of the annual ERM process.

Risk and opportunity management principles

Holcim's ERM process engages with stakeholders from the countries, regions, and leadership levels to ensure the comprehensive management of risks and opportunities. It covers all potential effects of uncertainty on Holcim's strategic priorities and financial and nonfinancial objectives, across short-, medium-, and long-term time horizons. This structured process is implemented in five distinct phases.

1. Identification

The identification phase focuses on identifying potential risks to Holcim's business and strategy, while also actively seeking opportunities to drive growth and value creation. In collaboration with Group functions and risk experts, we have developed a Group Risk Universe that covers all kinds of risks, including strategic, operational, and external risks. Widely communicated internally, the Group Risk Universe paves the way for a common understanding of risks across the organization, empowering us to transform potential threats into strategic opportunities. To proactively address the evolving risk landscape, we continuously update our Group Risk Universe using a collaborative approach. This combines internal perspectives, gathered through countries' risk and opportunity assessments and Group-level expert interviews, with external insights from risk specialists and authoritative external risk reports. These diverse perspectives ensure the early identification of emerging risks and opportunities.

2. Assessment

In the assessment phase, we determine the likelihood and impact of all identified risks and opportunities using a comprehensive bottom-up and top-down exercise. For the bottom-up approach, Country Risk Leads collaborate with local stakeholders to thoroughly discuss major risks and opportunities based on the country context and our business strategy; they document their assessments in our internal ERM tool. For the top-down approach, we interview Group subject matter experts to gain insights into major risks and opportunities that could impact Holcim's objectives and overall strategy. We fully document and thoroughly analyze every interview to capture the key findings. Management teams at both levels assess the inherent (before mitigating controls/actions are applied) and residual (after mitigating controls/actions are implemented) risk exposure.

We assess the potential impact of each identified risk or opportunity on Holcim's value chain – across the upstream activities, our own operations, and the downstream stages. We also evaluate their potential effect on financial performance, measured through recurring EBIT, and on our reputation. Standardized impact scales are used to ensure consistency and comparability across all risk types.

Financial impact is rated as low when it represents less than 5% of recurring EBIT, medium when it represents between 5% and less than 10%, high when it ranges from 10% to less than 15%, and very high when it reaches 15% or more. Reputational impact is categorized as low for limited reputational damage, medium for temporary damage, high for sustained damage, and very high for severe damage.

These impacts are assessed over the short term (less than three years), medium term (less than 10 years), and long term (through 2050). We also test the resilience of our broader sustainability strategy and 2050 net zero commitment, through planning that explores possible future scenarios for 2030 and 2050. Further details are provided on pages 91–94 of the 2025 Sustainability Statement.

3. Response

The response phase focuses on developing and implementing strategies to mitigate or respond to the identified risks. Our risk mitigation strategy begins with a number of internal actions, such as the implementation of the MCS, which clarify and reinforce the responsibilities of Holcim's businesses. Furthermore, high residual risks must be addressed by means of a defined action plan. This includes appointing action plan owners and agreeing expected outputs and timelines. In addition, we develop strategies to leverage the identified opportunities, assigning ownership and establishing clear goals and timelines for realization.

4. Monitoring

This phase involves continuously monitoring the effectiveness of the implemented risk responses and proactively identifying any new or emerging risks. At the country level, the respective risk lead is responsible for monitoring and following up on the execution of all risk treatment actions. At the Group level, we collaborate with various Group functions to maintain a comprehensive understanding of the evolving business environment in which we operate. We additionally monitor the progress of the initiatives to leverage opportunities, identifying and documenting the most efficient response strategies for potential use at other relevant locations across the Group.

5. Reporting

The reporting phase focuses on communicating the results of the annual ERM process to relevant stakeholders. Bottom-up and top-down risk assessments are consolidated and used to create the Group Risk Map, which provides a clear visual representation of the most material risks for Holcim. This is updated every year and reviewed by the Executive Committee and Audit Committee. Changes to identified risks levels are promptly communicated to leadership in various risk reports. In addition to risk reporting, we also communicate information on key opportunities and the strategies needed to maximize potential benefits.

Overview of Holcim's enterprise risks

Holcim's continued success depends on its ability to effectively navigate a complex and evolving risk landscape. This section provides an overview of the main risks and threats identified that could have a material adverse effect on current or future business operations, alongside the corresponding response strategy identified at the time of preparing this Risk Report. However, the relevance of each risk may vary, and new threats may materialize. We actively monitor these dynamics to maintain an accurate and responsive risk profile. The risks are classified into three main categories:

- External risks refer to threats that originate outside of Holcim's direct control and have the potential to impact the company's operations or strategic objectives. They may include geopolitical instability, macroeconomic fluctuations, technological disruptions, climate events, and broader societal or market shifts.
- Financial risks refer to the potential for financial loss arising from Holcim's exposure to various factors that may affect its ability to meet its financial obligations. These risks include, but are not limited to, currency risk, credit risk, or liquidity risk.
- Operational risks refer to potential events or failures that may disrupt the effective execution of Holcim's core business activities. These risks can arise from deficiencies in internal processes, failures in systems or technology, regulatory or compliance breaches, human error, and issues related to people.

Salient human rights risks

In addition to the risk categories listed above, we have identified seven salient human rights risks in our business activities, which we seek to proactively identify, cease, prevent, or mitigate.

We define our salient human rights risks in line with the UN Guiding Principles (UNGPs) on Business and Human Rights to ensure that we focus on the issues posing the greatest potential harm to the people connected with our operations and value chain. In line with the UNGPs, we assess these risks on the basis of the severity and likelihood of impacts on individuals rather than solely of impacts on the business. This approach allows us to prioritize meaningful action, direct resources where they are most needed, and strengthen our prevention, mitigation, and remediation efforts, while meeting international expectations for responsible and transparent business conduct.

Holcim's human rights guidelines and salient risks were defined after extensive consultation with our global senior executives, global managers, staff, external human rights experts, and civil society and community representatives.

Climate- and nature-related risks and opportunities

Holcim also identifies climate- and nature-related risks and opportunities. For a thorough discussion of our long-term sustainability strategy, including climate- and nature-related risks and opportunities, please refer to pages 72-94 of our 2025 Sustainability Statement.

KEY EXTERNAL RISKS

Definition

Potential impact

Our response

Unfavorable economic conditions

Unfavorable economic conditions refer to the risk that instability or downturns in national or global economic environments may create adverse business conditions that impact the demand for construction and building materials. This risk can be driven by factors such as economic slowdowns or recessions, increased economic protectionism, high inflation, fiscal deficits, rising interest rates, and reduced public and private investment.

Demand for building materials is driven by economic growth (or contraction). Changes in demand can impact sales volumes, prices, and industry structure. Many markets are currently facing persistent inflationary pressures and high interest rates, which are putting strain on the construction sector.

Our strategy is designed to reduce the Group's exposure to unfavorable economic conditions through diversification and targeted growth.

In mature markets, we focus on sustainable growth and optimize our footprint through selective divestments, reducing our presence in regions where economic growth is more volatile. At the same time, we are expanding in high-potential regions such as Latin America and Europe by way of value-accretive acquisitions that strengthen our long-term growth.

Moreover, our diversified portfolio of high-value Building Materials and Building Solutions enables us to serve the entire built environment and ultimately strengthens our business resilience by balancing performance across multiple markets and product lines.

Political uncertainties

Political uncertainties refer to the risk that political shifts or instability may create localized social and economic uncertainty, resulting in adverse business conditions. This risk can be driven by factors such as changes in government leadership, legislation, regulatory frameworks, and public policies.

Political instability in any country could have a direct or indirect impact on Holcim's value chain. This can create an unpredictable business environment, disrupting strategic planning and daily operations. It may include sudden changes in government policies, regulations, or tax frameworks, leading to higher compliance costs and lower profitability. Political shifts can also create transitional risks, which may hinder or slow our decarbonization strategy.

Dedicated governance enforced across the Group and country-specific action plans have been implemented to enhance crisis management, the security and safety of people, the protection of our assets, and our business resilience.

Supported by risk-specific functions and the Group Business Resilience team for cross-functional coordination, countries actively monitor the political environment in which they operate to anticipate adverse events such as activism, civil unrest, and conflicts.

Based on the risks identified, Holcim engages security services to protect people and assets while upholding strict standards of professionalism, integrity, and respect for human rights. Our Security and Resilience Policy sets clear expectations for private security providers and public forces to comply with international best practices. In 2024, we strengthened implementation by offering new e-learning modules developed with the Geneva Center for Business and Human Rights, training managers and supervisors on integrating human rights considerations into security practices across operations.

ESRS reporting: S3 Affected communities

Civil unrest, protests, or conflicts can endanger employees, damage assets, and disrupt our operations. These factors can delay investments, limit market expansion, erode confidence, and reduce demand for construction and building materials.

Failure to protect people and assets in unstable environments could significantly harm Holcim's reputation, people, and operations.

Geopolitical tensions and global conflicts

Geopolitical tensions and global conflicts refer to the risks related to rising trade disputes, sanctions, deteriorating diplomatic relations, or armed conflicts, which may have direct or indirect impacts on Holcim's value chain.

Holcim's global presence exposes us to shifting geopolitical dynamics, impacting our people and business. For example, supply chains can be disrupted by conflicts, trade restrictions, sanctions, or transportation issues, leading to delays, higher costs, and reduced access to essential materials and utilities. These disruptions can also drive up energy prices and inflation, increasing expenses and limiting investment. In unstable regions, our employees may face heightened risks to their safety and well-being due to conflict, terrorism, or unrest, as well as restrictions on mobility, communications, or access to services.

Holcim actively monitors geopolitical developments to identify and anticipate potential adverse events. The Group Business Resilience team manages these risks, from identifying threats to developing operational response plans for disruptions.

In collaboration with the countries, the Group Business Resilience team maintains active monitoring to gather information for use in proactive planning and effective response and recovery.

Ongoing tensions, such as those between China and Taiwan, Russia and Ukraine, India and Pakistan, conflicts in the Middle East, maritime disputes in the South China Sea, and trade disagreements between the US and key partners (including countries where Holcim operates), create uncertainty for global supply chains, market stability, and workforce security.

Public health threats

Public health threats refer to health and safety risks to our people and surrounding communities due to pandemics, epidemics, and outbreaks of infectious diseases, as well as other significant public health emergencies (such as avian flu, COVID-19, Ebola, SARS, and cholera).

Public health outbreaks, especially pandemics and epidemics, can affect the health of our people and the communities in countries where we operate. They may also negatively affect our business activities due to operational constraints and supply chain disruption. Lastly, the adverse macroeconomic effects of public health outbreaks can affect the value of assets and reduce demand.

The Group Business Resilience team collaborates with the Health and Safety team to closely monitor emerging global health issues. Leveraging the experience gained from the COVID-19 pandemic, measures are proactively put in place to ensure that the countries potentially affected are informed, prepared, and trained to minimize the impact of wide-scale disease.

KEY OPERATIONAL RISKS

Definition	Potential impact	Our response
<p>Pollution</p> <p>Pollution refers to the risks associated with Holcim's production footprint, particularly clinker manufacturing, which carries inherent risks to air quality, soil integrity, and water systems. Besides CO₂ emissions, cement production can cause air pollution from dust, sulfur oxides (SO_x), and nitrogen oxides (NO_x). Soil contamination can occur as the result of fuel or chemical spills, or improper waste disposal. Water sources can be threatened by wastewater discharge and pollutant runoff.</p> <p>ESRS reporting: E2 Pollution; S3 Affected communities</p>	<p>Unmitigated pollution can lead to significant biodiversity loss and ecosystem degradation. Exposure to pollutants poses health risks to our people and neighboring communities and can jeopardize shared resources such as arable land and clean water. Moreover, noncompliance with environmental regulations can lead to regulatory penalties, legal action, and operational interruptions, posing a material risk to the Group's reputation and license to operate.</p>	<p>We are committed to minimizing the impacts of our operations. As a result, Holcim is continuously reducing fugitive emissions, including those from plant operations and adjacent roads, to protect the local environment and neighboring communities.</p> <p>Holcim's Emission Monitoring and Reporting standards require all sites to measure, manage, and report air emissions, supported by the updated 2030 targets aimed at reducing SO₂, NO_x, and dust emissions from kiln stacks. In 2025, enhanced real-time monitoring and alignment with EU taxonomy requirements strengthened emissions governance. Compared to 2024, specific SO₂ emissions decreased by 7.1%, and NO_x emissions by 2.7%, while specific dust emissions increased by 2.4 g/ton clinker, leading to targeted corrective actions at selected sites. Overall, the vast majority of Holcim's plants operate within best-practice emission ranges, with several performing among sector leaders.</p> <p>In addition, Holcim is committed to ensuring that 100% of discharged water complies with its global water management framework and all applicable country regulations. Since 2019, the quality of discharged water has improved by 30%, reaching compliance of 99.1%. Holcim notably implements freshwater ecosystem regeneration by deploying nature-based solutions beyond its site boundaries and treats the water it uses before returning it to nature.</p> <p>Holcim also ensures soil quality by storing and handling fuels and chemicals in compliance with international standards and any applicable regulations.</p> <p>Moreover, Holcim is committed to engaging with local communities, notably through regular Community Advisory Panels (CAPs). For instance, after a CAP meeting in Croatia at which the community raised concerns about emissions, Holcim launched a dedicated website providing public access to real-time emissions data. This website ensures the transparent disclosure of emission levels and includes links to the state measurement databases.</p>
<p>Energy price volatility</p> <p>Energy price volatility refers to the risk that unpredictable or significant fluctuations in the market prices of fuels, electricity, and alternative fuels impact Holcim's overall production cost structure.</p> <p>ESRS reporting: E1 Climate change</p>	<p>Energy costs represent a significant portion of Holcim's production expenses and are subject to market volatility.</p> <p>Rising energy prices and potential supply disruptions could negatively affect Holcim's financial performance, especially if increased costs cannot be passed on to customers. Supply uncertainties may arise from regulatory changes, infrastructure constraints, geopolitical tensions, conflicts, refinery shortages, or economic slowdowns, potentially impacting operations.</p> <p>In addition, Holcim's commitment to decarbonization and regulatory pressures such as CO₂ pricing require a strategic reduction in reliance on CO₂-intensive energy sources. This transition is essential for maintaining operational stability while meeting environmental and sustainability objectives.</p>	<p>Holcim mitigates energy supply risks by optimizing the fuel mix, improving energy efficiency across its operations, and securing energy through fixed-price contracts, long-term power purchase agreements, and on-site generation. All of these response strategies ensure cost stability and supply reliability.</p> <p>Furthermore, our transition toward a decarbonized business model further supports efforts to structurally mitigate exposure to energy market volatility. This shift, which notably involves substituting traditional fossil fuels with alternative fuels, not only reduces CO₂ emissions but also diversifies Holcim's energy supply, enhancing resilience to fuel price volatility and supply disruptions while reducing costs. Moreover, a key benefit of many alternative fuels, such as biomass, is their local sourcing potential, reducing fuel transportation distances and associated CO₂ impact.</p>
<p>Raw material costs and availability</p> <p>Raw material costs and availability refer to the risk that price volatility or an insufficient supply of key raw materials can result in supply chain disruptions, increased costs, or production constraints. This risk can be driven by factors including the depletion of reserves, permitting and regulatory challenges, inconsistent material quality, a limited number of suppliers, and the overall scarcity of raw materials. Dependence on third-party by-products such as pet-coke, fly ash, and slag, as well as on the availability of industrial minerals (calcined clay, gypsum, bauxite) and aggregates (including limestone and sand), further increases vulnerability to supply and cost fluctuations.</p>	<p>Failure to secure long-term reserves, licenses, and permits, or to obtain materials from third parties at the expected cost and quality, can negatively impact variable costs, financial performance, and Holcim's long-term growth.</p> <p>In addition, significant increases in freight costs, such as difficulties in finding available vessels and high fuel prices, may lead to uncompetitive landed costs for raw materials.</p> <p>Moreover, the decline in coal-fired power generation and reduced steel production are restricting the availability of key by-products such as fly ash and slag, which are effective alternative raw materials for reducing CO₂ emissions in cement manufacturing. This trend heightens the company's exposure to supply disruptions if upstream industries scale down or cease production, potentially undermining circular economy initiatives.</p>	<p>Holcim actively monitors raw material prices and market trends to anticipate potential risks and ensure supply reliability and diversification. In regions where the supply of raw materials faces potential disruption, we implement a comprehensive risk management strategy, which includes continuously monitoring permitting processes, adjusting input mixtures, and maintaining minimum long-term reserve levels. When necessary, we also leverage international seaborne sourcing to offset local supply risks.</p> <p>In line with our nature-positive strategy, we aim to reduce our dependence on natural inputs by continuously innovating materials and production processes, employing strategic sourcing, and diversifying our raw material base.</p> <p>Our strategy of driving profitable growth involves accelerating the use of a wide range of components. These include innovative mineral components like calcined clay, which can reduce the footprint of cement by up to 50%, alongside recycled construction demolition materials (CDM), and other novel binders.</p>

KEY OPERATIONAL RISKS

Definition

Potential impact

Our response

Occupational health and safety

Occupational health and safety represents the risk of Holcim failing to adequately safeguard its employees, contractors, and third parties from injury, illness or fatality, during both on-site and off-site activities related to its operations. This includes Holcim's failure to set up current or new health and safety and environmental standards.

ESRS Reporting: S1 Own workforce, S3 Affected communities

Impacts include injury, illness or fatality, reputational damage, and the possibility of business disruption, with consequences for our financial and business performance. The impact is compounded by the fact that local incidents can affect the entire Group.

Holcim is committed to ensuring a safe, healthy workplace, and continuously strives to reach its goal of zero harm for all stakeholders, including employees, contractors, communities, and customers. The Board of Directors, through the Health, Safety & Sustainability Committee, supports the development of a strong safety culture and oversees the resources and processes needed to minimize or eliminate health and safety risks. We emphasize visible leadership and personal accountability at every level of the organization.

Our global Health, Safety, and Environment (HSE) Management System drives continuous performance improvement and proactive risk reduction across all operations. Building on our Boots on Ground workforce engagement program, we have strengthened our Treasure Hunt initiative by integrating it into a digital platform to reinforce health, safety, and environmental priorities. In 2025, the program was further enhanced through AI-enabled tools, including digital inspections, work permits, and positive safety recognition. Moreover, the Group HSE team regularly audits our sites to ensure full implementation of our HSE policies and internal standards in all Holcim countries. In 2025, our lost-time injury frequency rate (LTIFR) fell to 0.36, with 99% of our sites and 60% of countries reporting zero lost-time injuries (LTIs).

Sustainable supply chain obligations

Sustainable supply chain obligations represent the risk of Holcim failing to identify, assess, or comply with legal, regulatory, or voluntary requirements related to environmental, social, and governance (ESG) standards and due diligence requirements within its supply chain.

ESRS Reporting: S2 Workers in the value chain

Failure to enforce the highest standards across our supply chain, specifically regarding working conditions, health and safety, anti-discrimination, anti-harassment, and anti-child labor, exposes the Group to several severe negative impacts. Non-compliance, particularly in cases of severe human rights violations, such as child labor, poor working conditions, or major safety failures, could lead to severe reputational damage. These failures could result in significant legal and financial exposure, including costly fines, litigation, and potentially mandatory operational shutdowns that could severely disrupt business continuity and the stability of our supply chain.

Furthermore, a lack of supplier alignment with Holcim's environmental standards could critically jeopardize our decarbonization roadmap (specifically, Scope 3 emissions reduction) and broader sustainability objectives.

Holcim manages its contractors and suppliers through a systematic, risk-based approach with strong policies and actions. Our Code of Ethics for Suppliers (replacing our Code of Business Conduct for suppliers as of 1 January 2026) outlines ESG compliance expectations, aligned with OECD Guidelines and other relevant laws. We ensure good working conditions and high health and safety standards through our supplier due diligence program, which includes site assessments, supplier qualification processes, and human rights impact assessments.

Holcim enforces a zero-tolerance policy on forced and child labor, with immediate termination of the business relationship and remediation for any violations. We notably mitigate child labor risks by addressing underlying socio-economic drivers through social initiatives. In particular, we provide access to education by operating 19 schools in seven countries, mainly in high-risk, underserved areas.

Holcim is also committed to reducing its carbon footprint across its value chain to become a net-zero company by 2050. Notably, Holcim engages with key suppliers and business partners to respond to climate risks, encouraging them to measure and manage their CO₂ impact in their operations and supply chain. We apply the GHG Protocol to estimate CO₂ emissions for all 15 categories of Scope 3 emissions, which are evaluated project by project and accounted for in our Scope 3 modeling. Furthermore, our procurement decisions prioritize reducing our reliance on natural resources. We take specific actions on purchased categories with a potential impact on nature, particularly natural sand, other mined raw materials, packaging, and chemicals. Suppliers of extractive raw materials undergo site (quarry) assessments, coupled with supplier development activities where needed.

As an equal opportunities employer, Holcim promotes an inclusive and fair environment, where discrimination and harassment are not tolerated, extending this commitment to our value chain. Direct worker consultations, ongoing training, and performance monitoring further promote these standards throughout our value chain. Suppliers can voice concerns through our Integrity Line (<https://integrityline.holcim.com/>).

Labor relations and employee attraction and retention

Labor relations and employee attraction and retention represent the risk of Holcim failing to hire and maintain skilled people in the right roles and at the right time to achieve its business objectives. This risk can be driven by factors such as challenges maintaining satisfactory labor relations, unfavorable employment conditions, or low workforce engagement in a highly competitive talent market.

ESRS Reporting: S1 Own workforce

Challenges in attracting, engaging, and retaining skilled talent could slow operations, weaken leadership pipelines, and hinder Holcim's ability to meet strategic objectives. Persistent labor shortages, exacerbated by a highly competitive labor market, could leave critical roles unfilled, reducing productivity and increasing operational strain.

As employee expectations evolve toward a better work-life balance, meaningful work, and supportive workplaces, failing to adapt could accelerate employee turnover and erode engagement.

In regions where skilled workers seek opportunities elsewhere, talent gaps could widen, making it difficult to maintain consistent performance. Over time, if the industry is perceived as less attractive than others, Holcim could struggle to secure the expertise needed for its long-term growth. Moreover, limited access to the technical skills required for digitalization, AI integration, and the transition to a low-carbon business model, and/or failure to implement extensive training programs, could delay innovation and compromise competitiveness.

To tackle challenges attracting employees and strengthen our talent positioning, Holcim has launched an Employment Value Proposition (EVP) project to clearly articulate what makes Holcim a compelling workplace and support consistent messaging across all markets. Leaders are expected to be role models for the Holcim Spirit, focusing on Purpose, People and Performance.

Holcim is committed to giving every employee opportunities to grow, develop, and thrive. We empower talent through global programs such as Holcim University, One Young World, the Early Career Leadership Program, and our Functional Academies and Business Schools. The Group provides a broad learning portfolio, with new programs for young and experienced professionals to keep improving the robustness of its talent pipeline. We also support internal mobility through Career Hub, Holcim's talent marketplace, which connects employees with development opportunities, short-term projects, and internal roles across the Group.

We foster diversity, equity, and inclusion across the employee life cycle, supported by gender balance initiatives, employee resource groups, strong safety and mental health programs, and strict policies against discrimination and harassment. Our 2025 Global Employee Engagement Survey showed higher engagement levels and helped identify areas to sustain and improve.

To manage labor risks and strengthen our talent pipeline, Holcim conducts regular talent reviews and succession planning at local and Group levels. Core people processes, including learning, performance management, and leadership development, are consistently implemented across all entities under the guidance of the Group People department.

KEY OPERATIONAL RISKS

Definition

Potential impact

Our response

Legal and compliance requirements

Legal and compliance requirements represent the risk of Holcim breaching laws and regulations governing business conduct, including those that combat bribery, corruption, fraud, and unfair competition, violating trade sanctions or export controls, or making unauthorized use of personal data. It likewise covers Holcim's involvement in lawsuits, claims, investigations, and proceedings related to product liability, commercial disputes, and environmental, health, and safety matters, all of which could occur in the ordinary course of its business.

ESRS Reporting: G1 Business conduct

Impacts include investigation costs, financial penalties, debarment, profit disgorgement, and reputational damage. The impact might be compounded by the fact that local violations could affect the entire Group. Over time, these effects could erode stakeholder relationships and threaten Holcim's long-term business performance.

Holcim maintains a risk-based compliance program and governance framework. The identified risk areas listed below are addressed through several response mechanisms. These include standard risk management activities such as risk assessments, training, monitoring, and reporting, along with specific measures for each area:

- Business integrity and compliance: Procedures for managing gifts, entertainment, hospitality, sponsorships, donations, third-party due diligence, and conflicts of interest.
- Pricing integrity and antitrust compliance: In-depth risk assessments based on interviews, document reviews, and email analysis, and targeted training to address key risk drivers such as trade association participation, pricing decisions, market intelligence, competitor contacts, and merger control rules.
- Sanctions and trade restrictions: Screening of restricted third parties.
- Data protection and privacy: Security measures such as encryption and access controls to protect personal information, procedures for data breach handling and incident response, and defined rights for individuals regarding their personal data.

Group Compliance also operates a global whistleblowing system, conducts internal investigations, and monitors remediation and disciplinary actions. At the same time, Group Legal manages competition law investigations, information requests, and enforcement cases. It also tracks commercial litigation and supports operating companies in defense and dispute resolution. Root-cause analysis of investigations, disputes, and enforcement cases drives continuous improvement.

Digitalization, artificial intelligence (AI), and cybersecurity

Digitalization, artificial intelligence (AI), and cybersecurity represent the risks arising from the adoption and use of digital technologies, AI, and interconnected systems. These include the risk of cyber attacks, unauthorized access or data breaches, AI malfunctions or misuse (such as biased, incorrect, or manipulated outputs), and failures in digital infrastructure that could compromise the confidentiality, integrity, availability, or reliability of information and systems.

ESRS Reporting: G1 Business conduct

An information technology failure or cybersecurity incident could result in financial losses, reputational damage, and even safety or environmental consequences. This risk has become increasingly significant due to the ongoing rise of external threats, including cyber crime and cyber warfare. In addition, threat actors may exploit AI to scale cyber attacks, and the use of external AI services could expose sensitive data to leaks or unauthorized access.

Moreover, geopolitical instability and the weaponization of cyberspace in hybrid conflicts have heightened security concerns. As our digital footprint and reliance on AI expand, so does our exposure to IT-related risks.

For Holcim, the most critical IT risks include financial losses from business interruptions caused by system unavailability, as well as reputational harm from data breaches stemming from targeted cyber attacks, operational errors, or AI-related issues.

Holcim has established policies and procedures for IT governance and security, as well as internal control standards that are followed Group-wide for all applicable systems. These include a resilient critical IT system architecture, backup and disaster recovery procedures, and cybersecurity measures to detect and respond to unusual activity in our networks.

Moreover, as constant vigilance and cyber awareness culture throughout the organization is essential, our personnel receive ongoing training on how to identify and avoid trending cyber risks, especially given the growing prevalence of remote working.

The Group's IT risk register is regularly assessed and updated in all regions to account for the evolving risk landscape.

Measures are continuously enhanced and are regularly audited by different independent internal departments and external partners. In addition, the Business Resilience team monitors the general geopolitical situation and conflicts to identify external risks and enhance Holcim's preparedness for potential targeted attacks that could require closer collaboration between the Business Resilience team and the IT Security department.

Joint ventures and associates

Joint ventures and associates represent the risks associated with acquiring interests in other companies or pursuing joint ventures. Given that the Group does not have full control over these entities, the primary risk lies in its potential inability to generate adequate returns or to enforce its operating standards and compliance program.

As the Group does not control all joint ventures or associates in which it has invested, Holcim might not be able to manage joint ventures or influence associates effectively, and/or realize the strategic goals of these businesses. In addition, this could hamper the ability of Holcim to implement organizational efficiencies and its controls framework, including its full compliance program. It could also impede the ability to transfer cash and assets between subsidiaries to allocate assets in the most effective way.

Joint venture partners and associates fall within the scope of Holcim's Third Party Due Diligence Directive and Holcim performs risk-based compliance due diligence. In entities not controlled by Holcim, we apply good faith efforts to implement our compliance program or other risk-proportionate compliance measures.

Mergers, acquisitions, and divestments

Mergers, acquisitions and divestments represent the risk of Holcim failing to effectively identify, execute, or manage mergers, acquisitions, or divestments. This risk can be driven by factors such as acquiring or divesting at unfavorable terms or mismanaging integration or separation processes.

The capital allocated to mergers or acquisitions may not yield the expected returns and synergies might not be achieved. Such inefficiencies could lead to a misallocation of resources that could otherwise support more strategic initiatives, organic growth, or investments better aligned with Holcim's long-term objectives.

There is also inherent uncertainty in integrating newly acquired entities into our operating model, organizational structure, and governance framework, including internal controls and compliance programs.

In connection with disposals, customary warranties could give rise to potential claims against Holcim and its subsidiaries.

Our M&A process is built on a comprehensive due diligence framework that covers strategic, compliance, financial, environmental, legal, tax, commercial, human resources, and pension considerations. Key internal stakeholders lead the process, supported by external experts where needed.

Our broad geographical footprint and strong cash position enable us to respond quickly to attractive targets and capture local synergies. Newly acquired entities are required to comply with our Minimum Control Standards, implemented through a detailed gap analysis and integration plan that addresses the specific risks and characteristics of each business.

The same rigorous due diligence applies to disposals, which are carefully reviewed by Group teams before any divestment. Although the company may remain liable for certain past events, we actively monitor our exposure and assess potential liabilities to safeguard the Group's interests.

KEY FINANCIAL RISKS

Definition

Potential impact

Our response

Financial market fluctuations

Financial market fluctuations represent the risk that adverse changes in financial markets could weaken Holcim's financial performance and its ability to secure the funding needed for its operations and growth. This risk can be driven by factors such as volatility in interest rates, foreign exchange markets, commodity, and debt-market conditions, as well as market-driven pressures on liquidity, credit ratings, and access to external financing, as well as by credit risk arising from potential counterparty defaults.

Adverse movements in financial markets could weaken the Group's liquidity and financial flexibility by increasing funding and debt-servicing costs, limiting access to capital, and causing valuation losses on financial instruments, or by giving rise to credit risk from potential counterparty defaults. These conditions could reduce cash generation, erode earnings and equity, and impair the Group's ability to comply with financial covenants, meet commercial obligations, or finance strategic initiatives. Collectively, these effects could also put pressure on the Group's credit rating and ultimately have a material adverse impact on its business and financial condition.

The Group's financial risk management framework is governed by policies which establish risk management principles and provide specific guidelines for managing interest rate, foreign exchange and credit risks, the use of derivative financial instruments, and cash investments.

The Group's risk management approach is designed to address the unpredictability of financial markets and to minimize potential adverse impacts on the Group's financial performance. In particular, the Group actively manages liquidity to ensure it can meet its short-term obligations and maintain access to funding. In addition, the Group monitors and manages key financial metrics to support and maintain its credit rating. Holcim regularly assesses customers' financial reliability and constantly monitors the risk of counterparty default.

To manage certain exposures, the Group utilizes derivative financial instruments, including foreign exchange contracts, commodity and interest rate swaps, and options. The Group does not engage in derivative or other financial transactions for speculative purposes or purposes unrelated to its core business operations.

For further details, please refer to Note 14.6 of the 2025 Financial Report, pages 58-64.

Counterparty default exposure

Counterparty default exposure represents the risk of customers defaulting on credit payments, which could result in collection costs and write-offs.

The failure of counterparties to comply with their commitments could adversely impact the Group's financial performance.

Holcim regularly assesses customers' financial reliability and constantly monitors the risk of counterparty default. Counterparties to financial instruments comprise a large number of established financial institutions. The Group does not expect any counterparty to be unable to fulfill its obligations under its respective financing agreements. The maximum credit risk exposure is represented by the carrying amount of each financial asset, including derivative financial instruments, in the consolidated statement of financial position. Moreover, in light of the current macroeconomic context and the risk of a slowdown in activity in the Group's operating regions, we closely monitor the risk of an increase in bad debt.

For further details, please refer to Note 12.2 of the 2025 Financial Report, page 50.

Tax exposure

Tax exposure represents the risk arising from Holcim's obligations in relation to income taxes, duties, and other non-income-based taxes. Determining and evaluating tax positions often involves significant judgment. While Holcim believes its tax estimates are reasonable, the outcome of tax audits or related disputes could differ materially from historical tax provisions and accruals.

Due to the uncertainty associated with tax matters, it is possible that, at some future date, liabilities resulting from changes in legislation, interpretation of existing tax rules and regulations, and /or audits or litigation could have a material adverse impact on our financial results and cash flow. Notably, governmental authorities in the countries where the Group operates may increase or impose new income taxes or indirect taxes as a means of financing the response to economic shocks or the threat of recession. This includes global initiatives such as the OECD minimum tax rules (pillar 2) that ensure multinational enterprises pay a minimum tax of 15% in a given country of operations.

Tax exposures and risks are reviewed on a regular basis in light of ongoing tax audits and tax cases, as well as ongoing changes in legislation. Holcim Tax Directives provide binding rules for all countries in which we operate, and the Group Tax team continuously works with Group Internal Control on aligning, improving, and implementing processes and controls. It is also continuously developing and acquiring the right in-house skills.

For further details, please refer to Note 8 of the 2025 Financial Report, pages 36-39.

Goodwill and asset impairment

Goodwill and asset impairment represents the risk of significant underperformance in any of the Group's major cash-generating units (CGUs) or of the future divestment of businesses resulting in a material impairment of goodwill or other assets.

An impairment of goodwill or assets could have a substantial impact on the Group's net income and equity.

Indicators of goodwill or asset impairment are monitored closely through our reporting process to ensure that potential impairment issues are addressed promptly. Detailed impairment testing for each of the Group's CGUs is performed prior to year-end or at an earlier stage if a triggering event occurs. The Audit Committee reviews the goodwill and asset impairment process once a year.

In the context of growing challenges posed by the transition to a low-carbon economy, the Group makes estimates and assumptions regarding climate change and how it might impact our operations and cash-flow projections. We continuously reevaluate those assumptions in a way that is consistent with our assessment of climate-related risks, our commitments to investors and other stakeholders, and the climate-related regulations in place. Our cash flow projections are aligned with the commitment to reach our 2030 sustainability targets, as well as the climate-related regulations currently in force, notably in Europe.

For further details, please refer to Note 11.3 of the 2025 Financial Report, pages 47-48.

KEY FINANCIAL RISKS

Definition

Potential impact

Our response

Holcim Pension Commitments

Holcim's pension commitments represent the risks associated with operating a range of defined benefit schemes and similar contingent liability schemes in various countries. The assets and liabilities of these schemes may be subject to significant volatility based on prevailing market conditions.

Unforeseen deficits may require cash contributions to fund unrecoverable amounts, which could vary significantly from year to year due to external factors. These contributions may in turn impact the Group's financial results.

To mitigate these risks, where possible, the Group has taken measures to close, freeze, and terminate these defined benefit pension schemes and has deployed scheme-appropriate asset allocation to mitigate volatility and optimize investment returns. Please refer to Note 15 of the 2025 Financial Report for additional details, pages 66-73.

Insurance availability and adequacy

Insurance availability and adequacy represent the risk of Holcim being unable to fully transfer or insure all hazards inherent in the industry, even though it maintains insurance coverage for a broad range of operational risks to protect its assets and mitigate third-party liabilities, commensurate with its risk exposure.

The Group could be impacted by losses where recovery from insurance is either unavailable or insufficient to cover the incurred loss.

We transfer our insurable risks with international insurers or reinsurers of high repute, including our internal captive reinsurance companies. We continuously monitor the evolving risk environment to determine whether additional insurances need to be considered.

KEY HUMAN RIGHTS SALIENT RISKS

Definition	Potential impact	Our response
<p>Health and safety</p> <p>Health and safety represents the risk of Holcim ineffectively managing the occupational hazards inherent in the construction and building materials sector, including industrial processes, heavy equipment, logistics, and contractor activities.</p>	<p>Health and safety risks may lead to serious injuries, occupational diseases, or fatalities affecting employees, contractors, communities and other third parties. Inadequate controls, training, or oversight may expose individuals to accidents, hazardous materials, and unsafe working environments, with long-term consequences for physical wellbeing and livelihoods.</p>	<p>Please refer to the "Occupational health and safety" operational risk presented in this report, page 33.</p>
<p>Discrimination and harassment</p> <p>Discrimination and harassment represents the risk of Holcim failing to ensure fair treatment, equal opportunity, and respectful conduct in the workplace.</p>	<p>Discrimination and harassment can negatively affect individuals' dignity, safety, and equal access to opportunities in the workplace. Such conduct could create hostile environments, limit career progression, contribute to stress and psychological harm, and disproportionately impact vulnerable or underrepresented groups.</p>	<p>Please refer to the "Labor relations and employee attraction and retention" operational risk presented in this report, page 33.</p>
<p>Working conditions in our operations and, in particular, our supply chain</p> <p>Working conditions in our operations and, in particular, our supply chain represent the risk of Holcim failing to adequately manage labor standards for employees, contractors, and value chain workers. This includes how the company governs wages, working hours, occupational safety, freedom of association, and compliance with labor requirements throughout its direct operations and procurement activities.</p>	<p>Poor working conditions in operations and especially within the supply chain could result in excessive working hours, insufficient wages, lack of social protection, and unsafe or unhealthy environments. These conditions may undermine workers' rights, dignity, and economic security, particularly where labor standards enforcement is weak.</p>	<p>Please refer to the "Sustainable supply chain obligations" operational risk presented in this report, page 33.</p>
<p>Child labor in high-risk supply chains</p> <p>Child labor in high-risk supply chains represents the risks associated with sourcing materials and services from regions or sectors where child labor is more prevalent.</p>	<p>Child labor in high-risk supply chains can deprive children of their right to education, health, and safe development. Exposure to hazardous work may cause physical and psychological harm, perpetuate cycles of poverty, and undermine long-term social and economic outcomes for affected families and communities.</p>	<p>Please refer to the "Sustainable supply chain obligations" operational risk presented in this report, page 33.</p>
<p>Security-related abuses and violations</p> <p>Security-related abuses and violations represent the risks associated with the use of private security providers or interactions with public security forces to protect people, assets, and operations.</p>	<p>Security-related risks may arise when security personnel use excessive force, intimidation, or unlawful practices when protecting company assets or managing access to sites. These actions could lead to physical harm, psychological distress, or violations of fundamental rights for workers, community members, or other stakeholders.</p>	<p>Please refer to the "Political uncertainties" external risk presented in this report, page 31.</p>
<p>Dust and other emissions</p> <p>Dust and other emissions represent the risk associated with air pollution generated from cement production, quarrying, material handling, and transportation activities. Managing this risk involves monitoring, controls, and engagement with regulators and communities near operational sites.</p>	<p>Dust and other emissions from operations can adversely affect air quality and public health, particularly for nearby communities. Prolonged exposure could contribute to respiratory illnesses, reduced quality of life, and heightened health risks for vulnerable populations.</p>	<p>Please refer to the "Pollution" operational risk presented in this report, page 32.</p>
<p>Climate change and its impacts</p> <p>Climate change and its impacts represent the risks associated with the company's contribution to greenhouse gas emissions and its exposure to climate factors.</p>	<p>Climate change can intensify existing human rights risks by increasing extreme weather events, disrupting livelihoods, and limiting access to essential resources such as water, food, and housing. It can pose direct risks to the workforce, including heat stress, health impacts, and potential job losses linked to decarbonization efforts. These may affect broader communities and workers.</p>	<p>Please refer to our environmental disclosures in our 2025 Sustainability Statement, pages 72-94.</p>

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements relating to the Group's future business, development, and economic performance. Such forward-looking statements do not constitute forecasts regarding results or any other performance indicator, but rather trends or targets, as the case may be, including with respect to plans, initiatives, events, products, solutions, and services, their development and potential. Although Holcim believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions at the time of publishing this document, investors are cautioned that these statements are not guarantees of future performance. Actual results may differ materially from the forward-looking statements made in this document as a result of a number of risks and uncertainties, many of which are difficult to predict and generally beyond the control of Holcim, including but not limited to the risks described in the 2025 Integrated Annual Report and uncertainties related to the market conditions and the implementation of our plans. Accordingly, we caution you against relying on forward-looking statements. Holcim assumes no obligation to update or alter forward-looking statements as a result of new information, future events, or otherwise.

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 2025.

The 2025 Integrated Annual Report for Holcim Ltd is published in English in the form of a reporting suite, and is available on [holcim.com](https://www.holcim.com). A printed Executive Summary of the 2025 Integrated Annual Report will be available in English and German from April 2026. The English version is legally binding.

ALTERNATIVE PERFORMANCE MEASURES

Some alternative performance measures for financial and non-financial/sustainability terms are used in the Holcim 2025 Integrated Annual Reporting Suite to help describe the performance of Holcim. A full set of definitions of the alternative performance measures can be found on Holcim's website: www.holcim.com/investors/publications/alternative-performance-measures

ABOUT HOLCIM

Holcim (SIX: HOLN) is the leading partner for sustainable construction with net sales of CHF 15.7 billion in 2025, creating value across the built environment from infrastructure and industry to buildings. Headquartered in Zug, Switzerland, Holcim has over 45 000 employees in 43 attractive markets – across Europe, Latin America and Asia, Middle East & Africa – and has been recognized as a Global Top Employer by the Top Employers Institute. Holcim offers high-value end-to-end Building Materials and Building Solutions, from foundation and flooring to walling and roofing – powered by premium brands including ECOPact, ECOPlanet, and ECOCycle.

For more information visit: [holcim.com](https://www.holcim.com)

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