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The articles of association of **Holcim Sterling Finance (Netherlands) B.V.** (before amendment named *LafargeHolcim Sterling Finance (Netherlands) B.V.*), currently read as laid down in the deed of amendment of the articles of association of 15 June 2021

ARTICLES OF ASSOCIATION

Definitions

In these articles of association the following words shall have the following meanings:

- a. **shareholders' register:** the register as referred to in section 2:194 DCC;
- b. **general meeting:** the general meeting of shareholders as body of the Company and meetings of this body;
- c. **DCC:** the Dutch Civil Code;
- d. **board of directors/ director(s):** the board of directors/ the director(s) of the Company in the meaning of the DCC;
- e. **in writing:** by post or by any other means of telecommunications capable of transmitting written text and signatures, provided the identity of the sender can be established sufficiently;
- f. **voting right:** the power of a shareholder, conferred upon him by law and these articles of association, to, in person or by written proxy, vote in the general meeting;
- g. **meeting right:** the right to, in person or by written proxy, attend and address the general meeting;
- h. **profit right:** the entitlement of a shareholder, conferred upon him by law and these articles of association, to profits and reserves.

CHAPTER I: NAME, REGISTERED OFFICE AND OBJECTS

Name. Official seat

Article 1

1. The Company is a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) and its name is: **Holcim Sterling Finance (Netherlands) B.V.**
2. The Company has its registered office in Amsterdam.
The Company may have branch offices elsewhere, also outside the Netherlands.

Objects

Article 2

The objects for which the Company is established are:

- a. the issuance of bonds and/or similar products as well as the entering into and drawing on bank credit lines, particularly in pound sterling, and to supply or procure the supply of money loans, also particularly in pound sterling and - but not exclusively - loans to corporate bodies and companies which are subsidiaries and/or affiliates of the Company or in which the Company holds any interest in the United Kingdom, as well as to draw or to procure the drawing of money loans

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from other parties and in general to enter into and/or provide services with respect to financial and treasury transactions;

- b. to enter into agreements whereby the Company commits itself as guarantor or severally liable co-debtor, or grants security or declares itself jointly or severally liable with or for others, particularly - but not exclusively - to the benefit of corporate bodies and companies as referred to above under a.;
- c. to acquire and dispose of participations or other interests in corporate bodies, companies and enterprises, to collaborate with and to manage such corporate bodies, companies or enterprises;
- d. to acquire, to encumber, to exploit and dispose of property, including registered property, and to acquire, to encumber, to exploit and dispose of intellectual and/or industrial property rights, including know-how, whether or not patented;
- e. to enter into industrial, financial and commercial activities;
- f. to do all such things as are incidental or conducive to the above objects or any of them.

CHAPTER II: CAPITAL AND SHARES

Capital, Shareholder rights, Shareholders' register

Article 3

1. The shares have a nominal value of ten Pound Sterling (GBP 10) each.
2. All shares shall be registered shares and are numbered from 1 onwards.
3. Each share shall carry meeting right, profit right and voting right.
4. The board of directors shall keep a shareholders' register in which shall be recorded all particulars as prescribed by law concerning shareholders, usufructuaries and pledges. The particulars as prescribed by law concerning holders of depositary receipts carrying meeting right shall also be recorded in the shareholders' register.

Issue of shares

Article 4

1. The general meeting has the power to resolve to issue shares and to determine the price of issue and the other terms of issue, which terms may include payment on shares in a foreign currency.
2. The provisions of paragraph 1 shall apply mutatis mutandis to the granting of rights to take shares, but not to the issue of shares to a person exercising a previously acquired right to take shares.
3. The issue of shares shall require a notarial deed.
4. The Company cannot acquire shares in its own capital.
5. When shares are taken the amount of their nominal value must be paid at the same time. It may be agreed that the nominal value, or part of that amount, may remain unpaid for a certain period of time or until the Company shall have made a call in respect of the unpaid amounts on the shares. Following a transfer or allocation of shares that are not fully paid up, each former shareholder

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remains severally liable towards the Company for the amounts which have remained unpaid.

Pre-emptive right at issue of shares

Article 5

1. Except as otherwise provided by law, at the issue of shares each shareholder shall have a pre-emptive right pro rata to the total amount of the shares held by him on the date of the resolution to issue shares.
2. The general meeting may, each time in respect of one particular issue of shares, resolve to limit or to exclude the pre-emptive right to subscribe for shares, provided that such resolution is passed at the same time as the resolution to issue shares.

Acquisition by the Company of its own shares or depositary receipts of such shares

Article 6

1. The board of directors decides on the acquisition by the Company of shares in its own capital. Any acquisition by the Company of partly-paid shares in its own capital or depositary receipts issued for such shares shall be null and void.
2. The Company may not, except without financial consideration, acquire fully paid up shares or depositary receipts issued for such shares if the shareholders' equity, reduced by the acquisition price, is less than the reserves which must be maintained by virtue of the law or the articles of association or if the board of directors knows or should reasonably foresee that the Company, following the acquisition, can no longer continue to meet its due and payable debts.

Reduction of capital

Article 7

1. The general meeting may resolve to reduce the issued share capital by cancellation of shares or by a reduction of the nominal value of the shares by amendment of the articles of association.
2. The resolution to reduce the issued share capital with repayment on shares is of no effect unless and until the board of directors has given its approval. The board of directors shall only refuse its approval if it knows or should reasonably foresee that the Company, following the repayment, can no longer continue to meet its due and payable debts.
3. Repayment or exemption from the payment requirement is only permitted if and to the extent that the shareholders' equity exceeds the reserves which must be maintained by virtue of the law or the articles of association.

Transfer of shares. Exercise of shareholder's rights.

Article 8

1. The transfer of shares shall require a notarial deed executed for that purpose.
2. Following the transfer the rights attached to the shares concerned may not be exercised until the deed has been served upon the Company or until the

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Company has acknowledged the transaction in writing.

3. The provision in the preceding paragraph shall not apply if the Company itself has been a party to the transaction.
4. Depository receipts do not carry meeting right.

Usufruct. Pledge

Article 9

1. Shares may be encumbered with a usufruct or pledge.
2. The shareholder will have the voting right attached to the shares which are encumbered with a usufruct or pledge.
3. In deviation of the provisions of paragraph 2, the usufructuary or pledgee and the respective shareholder may agree - either on the creation of the usufruct or pledge or later - that the usufructuary or the pledgee will have the voting right, with due observance of all requirements which the law imposes and whether or not under a condition precedent.
4. Shareholders without voting right and usufructuaries and pledgees with voting right will have meeting right.

Transferability of shares

Article 10

The shares may be transferred freely.

CHAPTER III: MANAGEMENT OF THE COMPANY

Board of directors, appointment, suspension and removal

Article 11

1. The business and affairs of the Company shall be managed by a board of directors consisting of one or several directors.
2. The directors shall be appointed by the general meeting. The general meeting shall determine the remuneration of each director.
3. A director may be suspended and/or removed from office by the general meeting at any time. The director concerned shall be given the opportunity to account for his conduct at the general meeting. For that purpose he may have himself assisted by a legal adviser.
4. The board of directors should act according to the written instructions of the general meeting if adopted and communicated with the board of directors. The board of directors is obliged to follow these instructions unless they conflict with the interests of the Company and its business and affairs.

Decision-making by the board of directors. Recording

Article 12

1. If the board of directors consists of several members, resolutions of the board of directors at a meeting shall require an absolute majority of the votes cast. If the voting for and against a proposal is equally divided, another vote shall be taken if so demanded by any director. If no second vote is taken or if the voting for and against the proposal is again equally divided, the general meeting shall

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have the power to decide on the proposal concerned. The preceding sentence is not applicable to resolutions as mentioned in article 6 paragraph 1, article 7 paragraph 2 and article 22 paragraph 2. If the votes are equally divided in these cases, the proposal is rejected.

2. Each director is authorised to attend the meeting of the board of directors, address this meeting and cast a vote in such meeting by electronic means of communication, in person or by a co-director authorised in writing, provided that all directors participating in such meeting are able to communicate with each other simultaneously,.
3. The board of directors is authorized to adopt resolutions without holding a meeting, provided such resolutions are adopted in writing and all directors have been given the opportunity to express themselves regarding the proposed resolution and the majority of the directors have expressed themselves in favor of the proposal concerned.
4. Resolutions of the board of directors shall be recorded properly and in writing.
5. The board of directors is authorized to establish further rules regarding its working methods, allocation of duties and decision-making process, including the participation in a meeting of the board by electronic means of communication.
6. All legal acts of the Company vis-à-vis a holder of all of the shares, whereby the Company is represented by such shareholder shall be laid down in writing. For the application of the preceding sentence, shares held by the Company or its subsidiaries shall not be taken into account.
7. Paragraph 6 does not apply to legal acts that, under their agreed terms, form part of the normal course of business of the Company.
8. A director may not take part in deliberations and the adopting of resolutions if he has a direct or indirect personal interest in them which conflicts with the interests of the Company and its business. If a board resolution cannot be adopted as a result, the general meeting shall resolve upon the matter.

Directors' ceasing to hold office or being unable to act

Article 13

In the event that one or more directors shall cease to hold office or be unable to act, the other or remaining directors or the only other or remaining director shall be temporarily entrusted with the management of the Company. If all seats in the board of directors are vacant or all directors or the sole director, as the case may be, are unable to perform their duties, the management of the Company shall be temporarily entrusted to the person designated or to be designated for that purpose by the general meeting. A director shall be deemed unable to act in case:

- a. of suspension;
 - b. of illness;
 - c. if he or she cannot be located,
- for a term of at least two (2) weeks in which (in the situation mentioned under b and

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c) there is no reasonable possibility for the Company to have contact with the respective director.

Representation

Article 14

1. The board of directors shall represent the Company. If more directors have been appointed, the power to represent the Company shall also vest in any two directors acting jointly or a director together with a General Manager.
2. The board of directors may grant power of attorney for signature to one or several persons with such title as it deems fit, under which the title of General Manager and may alter or revoke such power of attorney.

Restrictions of executive powers

Article 15

1. The general meeting may determine that certain resolutions of the board of directors shall be subject to its prior approval, provided that the general meeting shall carefully describe such board resolutions and notify the board of directors accordingly in writing.
2. The absence of any approval required pursuant to this article shall not affect the power of representation of the board of directors or directors.

CHAPTER IV: GENERAL MEETING

Frequency. Notice. Venue of the general meeting

Article 16

1. During the financial year at least one general meeting will be held or at least one time (a) resolution(s) will be adopted in accordance with article 2:238 paragraph 1 DCC and article 19 of these articles of association.
2. The power to call the general meeting shall vest in the board of directors. This power shall also vest in each director and/or shareholder individually.
3. Notice of the general meeting must be given to each shareholder and each other person with meeting right, as recorded in the shareholders' register. The term of notice must be at least eight days before the day on which the meeting is held. Notice shall be given by means of letters sent to the addresses of the shareholders and other persons with meeting right as recorded in the shareholders' register. If the shareholders and other persons with meeting right agree, the notice may also be given by electronic message, if readable and reproducible, sent to the addresses provided by them to the Company for this purpose. The notice will include the subjects to be discussed at the meeting.
4. (A) shareholder(s) who alone or together represent more than one hundredth part of the issued and outstanding share capital have the right to add items to the agenda of the general meeting if and when the Company has received the request thereto at least thirty days before the general meeting and if and when the Company does not have an important reason not to discuss the subject in the general meeting.

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5. No valid resolutions can be adopted regarding subjects that were not mentioned in a notice sent with due observance of the notice term, unless all persons with meeting right agree that resolutions on these subjects may be adopted and the directors have had the opportunity to advise in advance on the resolution(s) to be adopted.
6. The general meeting may be held in the municipality in which the Company's office is situated.
A general meeting may be held elsewhere, provided that all persons with meeting right approved of this other place and that the directors have had the opportunity to advise in advance on the resolution(s) to be adopted.

Chairmanship of the general meeting. Minutes

Article 17

1. The general meeting itself shall appoint its chairman.
2. The chairman shall designate a person charged with keeping the minutes. The minutes shall be adopted by the general meeting at the same meeting or at a subsequent meeting, in evidence of which the minutes shall be signed by the chairman and the secretary of the meeting at which the minutes were adopted.

Voting rights. Decision-making

Article 18

1. Each share carries the right to cast one vote.
2. Unless the law or the articles of association stipulate a larger majority, all resolutions of the general meeting shall be passed by an absolute majority of the votes cast.
3. Blank votes and invalid votes shall not be counted.
4. Directors shall have an advisory vote at general meetings in that capacity.
5. Each shareholder and other person with meeting right is authorised to participate in a general meeting, in person or by written proxy, by means of electronic communication, provided that all shareholders and other persons with meeting right participating in such meeting are able to communicate with each other simultaneously, to participate in this meeting, to address this meeting and to cast a vote. For such purpose it is required that he can be identified by means of this electronic means of communication, that he is able to directly peruse what is being discussed at the meeting and to vote and that he is able to participate in the discussion through the electronic means of communication. The general meeting is authorised to draw up rules and regulations for participation in general meetings by means of electronic means of communication.
6. If at the election of persons the voting for and against the proposal is equally divided, another vote shall be taken at the same meeting; if then again the votes are equally divided, then - without prejudice to the provision in the next following sentence of this paragraph - a drawing of lots shall decide.
If at an election of persons the vote is taken between more than two candidates

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and none of the candidates receive the absolute majority of votes, another vote - where necessary after an interim vote and/or a drawing of lots - shall be taken between the two candidates who have received the largest number of votes in their favor.

If the voting for and against any other proposal than as first referred to in this paragraph is equally divided, that proposal shall be rejected.

Decision-making outside a meeting

Article 19

Resolutions of the shareholders may be adopted in a different method than in a general meeting, provided that all persons with meeting right have approved in writing of such method of adopting resolutions.

If a resolution is adopted outside a meeting, all votes shall be cast in writing. This requirement (that votes must be cast in writing) shall also be deemed to have been complied with, if the resolution is laid down in writing and includes the manner in which each of the shareholders has casted his votes. The directors shall be given the opportunity to advise in advance on the resolution(s) to be adopted.

CHAPTER V: FINANCIAL YEAR, ANNUAL ACCOUNT, PROFITS AND LOSSES

Financial year. Annual accounts

Article 20

1. The financial year of the Company shall be the calendar year.
2. Each year within five months after the end of the Company's financial year, save where this term is extended by a maximum of five months by the general meeting on account of special circumstances, the board of directors shall draw up the annual accounts and lay them down at the Company's office for the inspection of the shareholders. Within these terms the board of directors shall also lay down for inspection the annual report of the board, unless the articles 2:396 paragraph 7 DCC or 2:403 DCC apply to the Company.
3. The annual accounts shall be signed by all directors. If the signature of one or more of the directors is missing, this and the reason for such absence shall be stated.

Adoption of annual accounts

Article 21

1. The annual accounts shall exclusively be adopted by the general meeting. The discharge of directors for their conduct of affairs does not automatically result from the approval of the annual accounts, but should be dealt with as a separate item on the agenda of the general meeting, subject to the provision in paragraph 2 of this article.
2. If all shareholders are also directors of the Company, the annual accounts shall be deemed to have been adopted in accordance with paragraph 1 of this article if the annual accounts have been signed by all directors, provided that all persons with meeting right have been given the opportunity to peruse the annual

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accounts which have been drawn up, and have agreed to this manner of adoption in accordance with article 2:238 paragraph 1 DCC. In deviation of the provisions set out in paragraph 1 of this article, this adoption also serves the discharge of the directors.

Profits and losses. Distribution

Article 22

1. The general meeting may resolve on the allocation of the profits as determined by the adoption of the annual account and to declare distributions, if and to the extent that the Company's shareholders' equity exceeds the sum of the reserves which must be maintained by virtue of the law or these articles of association.
2. The resolution to declare a distribution does not have any effect unless and until the board of directors has approved such distribution. The board of directors shall only refuse its approval, if it knows or should reasonably foresee that the Company, following the distribution, can no longer continue to meet its due and payable debts.

CHAPTER VI: STRUCTURAL AMENDMENTS

Amendment of the articles of association, merger, demerger and conversion

Article 23

1. The general meeting shall have the power to resolve to amend the articles of association or to convert the Company into a different entity, subject to the relevant provisions of the law.
2. The Company may be a party to a legal merger or a legal demerger. A resolution to merge or demerge will be taken by the general meeting. However, in the cases mentioned by law, the resolution to merge or to demerge may be adopted by the board of directors.
3. Furthermore, the provisions set out in Book 2 Title 7 DCC apply to the legal merger and legal demerger.

Winding up and liquidation

Article 24

1. The general meeting shall have the power to resolve to wind up the Company.
2. Unless otherwise resolved by the general meeting or unless otherwise provided by law, the directors of the Company shall be the liquidators of the Company.
3. The surplus assets remaining after all the Company's liabilities have been satisfied shall be divided among the shareholders in proportion to that part of the nominal value of the shares which each one has paid on his shares by virtue of calls made upon the shareholders.
