

Buyback of own shares for the purpose of a capital reduction Trading on a second trading line on SIX Swiss Exchange

Holcim Ltd, Zug

Holcim AG, Grafenauweg 10, 6300 Zug ("Holcim") announced a share buyback program of CHF 1 billion with the announcement of the annual results on 28 February 2024.

The board of directors of Holcim intends to propose to the Annual General Meeting 2025 a capital reduction through the cancellation of the registered shares repurchased on the second trading line.

The share buyback program was exempted from the provisions on public takeover offers provided for in section 6.1 of the Circular no. 1 of the Swiss Takeover Board dated 27 June 2013 (status as of 1 January 2016) under the reporting procedure and refers to a maximum of 57,912,460 registered shares, equivalent to a maximum of 10% of the share capital currently registered in the commercial register (the share capital currently registered in the commercial register amounts to CHF 1,158,249,212.00, divided into 579,124,606 registered shares, each with a nominal value of CHF 2.00).

The registered shares of Holcim are listed under the International Reporting Standard of SIX Swiss Exchange.

Trading on a second trading line on SIX Swiss Exchange

For the share buyback program of registered shares of Holcim, a second trading line has been established on SIX Swiss Exchange. Only Holcim may purchase registered shares on this second trading line (via the bank mandated to execute the share buyback program), thereby acquiring its own registered shares for the purpose of a subsequent capital reduction. This second trading line is expected to remain open for the entire duration of the share buyback program.

Ordinary trading in registered shares of Holcim under securities number 1 221 405 will not be affected by this second trading line and will continue as usual on the ordinary trading line. Shareholders wanting to sell shares therefore have the choice to either sell registered shares of Holcim on the ordinary trading line or to sell them to Holcim on the second trading line.

Holcim is at no time obliged to buy its registered shares offered on the second trading line and will act as a buyer depending on market conditions and strategic opportunities. Holcim reserves the right to terminate the share buyback program early.

Sales of shares on the second trading line will be subject to Swiss federal withholding tax at a rate of 35% on half of the difference between the repurchase price of registered shares of Holcim and their nominal value. This will be deducted from the repurchase price ("net price").

Repurchase price

The repurchase prices and the prices of the registered shares of Holcim traded on the second trading line are based on the prices of the registered shares of Holcim on the ordinary trading line.

Payment of net price and delivery of securities

Transactions on the second trading line constitute regular stock market transactions. Hence, the payment of the net price (repurchase price less the federal withholding tax) and delivery of the shares occur, as customary, on the second trading day after the transaction date.

Duration of the share buyback program

The share buyback program will start on 18 March 2024 and end on 30 December 2024 at the latest. Holcim reserves the right to terminate the share buyback program early.

Duty to trade on the Exchange

In accordance with the rules of SIX Swiss Exchange, off-exchange transactions are not permitted for share buybacks on a second trading line.

Taxes and duties

With respect to federal withholding tax as well as income tax and corporate tax on profits, the buyback of own shares for the purpose of capital reduction is treated as a partial liquidation of the company engaged in the buyback. The Swiss tax implications for shareholders selling their shares on the second trading line are as follows:

1. Federal withholding tax

The Swiss federal withholding tax of 35% is levied on the amount of the difference between the repurchase price of the shares and their nominal value (liquidation surplus), which Holcim does not book against reserves from domestic capital contributions. Due to tax regulations, Holcim is required to book at least half of the liquidation surplus against reserves from capital contributions (minimum requirement). Holcim applies the minimum requirement, and, consequentially, half of the liquidation surplus is subject to federal withholding tax of 35%. Holcim will deduct via the mandated bank this tax from the repurchase price and remit it to the Federal Tax Administration. Exceptional cases remain reserved.

2. Federal Direct tax

The following applies to the levying of direct federal income tax. Cantonal and municipal taxation procedures are, as a rule, the same as for federal tax.

- a. Shares held as private assets: Income tax is levied on the portion of the liquidation surplus which Holcim does not book against reserves from capital contributions (capital contribution principle), whereby the minimum requirement also applies to direct federal tax and is applied by Holcim. Decisive for the direct federal tax is the portion of the repurchase price which is subject to withholding tax according to the settlement advice.
- b. Shares held as corporate assets: For shares repurchased by the company, the difference between the repurchase price and the book value of the shares constitutes taxable profits (book value principle).

3. Fees and duties

The buyback of own registered shares on a second trading line for the purpose of capital reduction does not attract stamp duty. However, the SIX Swiss Exchange fees will apply.

Maximum buyback volume per day

The maximum daily buyback volume in accordance with article 123(1)(c) of the Swiss Financial Market Infrastructure Ordinance (FMIO) will be shown on Holcim's website at:

<https://www.holcim.com/investors/shareholder-information/share-buyback>

Disclosure of buyback transactions

Holcim will provide regular updates, including the final result, on the status of the share buyback program on its website:

<https://www.holcim.com/investors/shareholder-information/share-buyback>

Own shares

On 13 March 2024, Holcim directly and indirectly held 15,979,889 own registered shares corresponding to 2.76% of the share capital and the voting rights currently registered in the commercial register.

Shareholders holding more than 3% of the voting rights

According to the share register and disclosed through notifications filed with Holcim and the SIX Swiss Exchange until 13 March 2024, the following shareholders hold 3% or more of the voting rights:

	Date	Capital and voting rights
Schmidheiny, Thomas, Rapperswil-Jona (direct / indirect holder: Schweizerische Cement-Industrie-Aktiengesellschaft, Cimcap AG, Rapperswil-Jona) (excluding the shares of the family members)	31 December 2023	6.41%
BlackRock, Inc. New York, NY, U.S.A.	24 June 2023	5.16%
Dodge & Cox, San Francisco, CA, U.S.A.	29 June 2023	3.18%
Martin und Rosmarie Ebner (direct / indirect holder: Patinex AG, Freienbach Patinex Management AG, Freienbach)	17 June 2023	3.13%
UBS Fund Management (Switzerland) AG, Basel	27 June 2023	3.05%

Source: Website of Holcim

Holcim does not have any knowledge of the intentions of these shareholders with respect to the sale of registered shares under this share buyback program.

Mandated bank

Zürcher Kantonalbank will, on behalf of Holcim, be the sole stock exchange member to offer bid prices for Holcim registered shares on the second trading line.

Delegation agreement

Holcim and Zürcher Kantonalbank have entered into a delegation agreement in accordance with article 124(2)(a) and (3) FMIO, under which Zürcher Kantonalbank will independently carry out repurchases according to pre-defined parameters. Holcim is entitled to terminate the delegation agreement at any time without citing its reasons or to amend it in accordance with article 124(3) of the FMIO.

This notice does not constitute a prospectus as defined in the Swiss Financial Services Act (FinSA).

This offer is not made in the United States of America and/or to U.S. persons and may be accepted only by Non-U.S. persons and outside the United States of America. Offering materials with respect to this offer must not be distributed in or sent to the United States of America and must not be used for the purpose of solicitation of an offer to purchase or sell any securities in the United States of America.

Holcim Ltd	Securities No.	ISIN	Ticker symbol
Registered shares with a nominal value of CHF 2.00 each	1221405	CH0012214059	HOLN
Registered shares with a nominal value of CHF 2.00 each (share buyback, second trading line)	133483246	CH1334832461	HOLNE

15 March 2024

