

Final Terms dated 20 January 2014

**Holcim Finance (Luxembourg) S.A.**

Issue of €500,000,000 3.00 per cent. Guaranteed Notes due 2024  
under the

**€8,000,000,000 Euro Medium Term Note Programme  
guaranteed by Holcim Ltd**

**Part A – Contractual Terms**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 14 May 2013 and the Prospectus Supplements dated 18 September 2013 and 12 November 2013 which together constitute a base prospectus (the "Prospectus") for the purposes of Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus, the Prospectus Supplements and the Final Terms are available for viewing at the specified office of the Fiscal Agent and on the Luxembourg Stock Exchange's website: "[www.bourse.lu](http://www.bourse.lu)"

<b>1</b>	(i)	Series Number:	20
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated to form a single Series:	Not Applicable
<b>2</b>		Specified Currency or Currencies:	Euro ("€")
<b>3</b>		Aggregate Nominal Amount of Notes:	€500,000,000
	(i)	Series:	€500,000,000
	(ii)	Tranche:	€500,000,000
<b>4</b>		Issue Price:	99.422 per cent. of the Aggregate Nominal Amount
<b>5</b>	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No notes in definitive form will be issued with a denomination above €199,000.
	(ii)	Calculation Amount:	€1,000
<b>6</b>	(i)	Issue Date:	22 January 2014
	(ii)	Interest Commencement Date:	22 January 2014
<b>7</b>		Maturity Date:	22 January 2024

<b>8</b>	(i) Interest Basis:	3.00 per cent. Fixed Rate (further particulars specified below)
	(ii) Step Down Rating Change or Step Up Rating Change Event:	Not Applicable
<b>9</b>	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
<b>10</b>	Put/Call Options:	Change of Control Put (further particulars specified below)
<b>11</b>	Date Board approval for issuance of Notes and Guarantee obtained:	3 May 2013 and 5 November 2012, respectively

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>12</b>	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	3.00 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	22 January in each year, commencing on 22 January 2015 up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	€30.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(h)):	Actual/Actual-ICMA
	(vi) Determination Dates (Condition 5(h)):	22 January in each year
<b>13</b>	Floating Rate Note Provisions	Not Applicable
<b>14</b>	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>15</b>	Call Option	Not Applicable
<b>16</b>	Put Option	Not Applicable
<b>17</b>	Change of Control Put:	Applicable
	(i) Change of Control Redemption Amount:	€1,000 per Calculation Amount
	(ii) Change of Control Put Period:	30 days

- 18** Final Redemption Amount of each Note: €1,000 per Calculation Amount
- 19** Early Redemption Amount €1,000 per Calculation Amount  
 Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption:

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

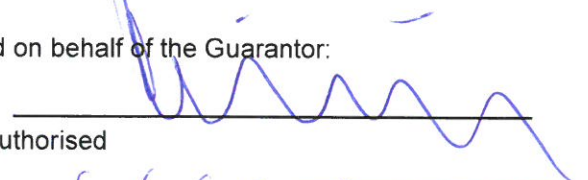
- 20** Form of Notes: Bearer Notes:  
 Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
- 21** New Global Note: Yes
- 22** Financial Centre(s): London and Luxembourg
- 23** Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

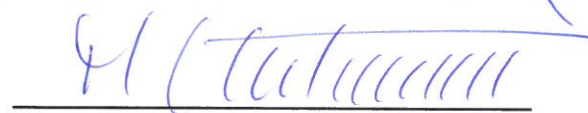
Signed on behalf of the Issuer:

By:   
 Duly authorised

By:   
 Duly authorised

Signed on behalf of the Guarantor:

By:   
 Duly authorised

By:   
 Duly authorised



## Part B – Other Information

### 1 Listing and Admission to Trading

- |       |  |  |
|-------|--|--|
| (i)   | Listing:   | Luxembourg Stock Exchange  |
| (ii)  | Admission to trading:                                      | Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 22 January 2014. |
| (iii) | Estimate of total expenses related to admission to trading | €6,050   |

### 2 Ratings

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued are expected to be rated by:<br>S&P: BBB<br>Moody's: Baa2  |
|          | Moody's and S&P are established in the European Union and are registered under Regulation EC No. 1060/2009 (as amended) |

### 3 Interests of Natural and Legal Persons Involved in the Issue

"Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

### 4 Yield

- |                      |                           |
|----------------------|---------------------------|
| Indication of yield: | 3.068 per cent. per annum |
|----------------------|---------------------------|

### 5 Operational Information

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|--------------|--------------|
| ISIN Code:   | XS1019821732 |
| Common Code: | 101982173    |

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, société anonyme and the relevant identification number(s)	Not Applicable
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Delivery:	Delivery against payment
Names and addresses of initial Paying Agent(s):	<b>Citibank, N.A., London Branch</b> Citigroup Centre Canada Square Canary Wharf London E14 5LB United Kingdom



Names and addresses of additional  
Paying Agent(s) (if any):

Not Applicable

Intended to be held in a manner which  
would allow Eurosystem eligibility

Yes

Note that the designation "yes" does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. The Notes will be deposited initially upon issue with one of the ICSDs acting as common safekeeper

**6** Distribution

(i) If syndicated, details of Managers:

**Banco Bilbao Vizcaya Argentaria S.A.**

44th Floor  
One Canada Square  
Canary Wharf  
London  
E14 5AA

**Mitsubishi UFJ Securities International plc**

Ropemaker Place  
25 Ropemaker Street  
London EC2Y 9AJ  
United Kingdom

**Société Générale**

Tour Société Générale  
17 cours Valmy  
92987 Paris La Défense Cedex  
France

**UBS Limited**

1 Finsbury Avenue  
London EC2M 2PP  
United Kingdom

**UniCredit Bank AG**

Arabellastrasse 12  
81925 Munich  
Germany

(ii) If non-syndicated, details of  
Dealer:

Not Applicable

(iii) U.S. Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D