

## Final Terms

**MiFID II product governance / Professional investors and ECPs only target market:** Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:** The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a "**retail investor**" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UNITED KINGDOM RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the EUWA (the "**UK Prospectus Regulation**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of United Kingdom domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 17 January 2022

**Holcim Helvetia Finance Ltd**  
**(the “Issuer”)**

Legal Entity Identifier: 529900F1VOCPF50VSS07

Issue of CHF 100,000,000 1.000 per cent. Guaranteed Sustainability-Linked Notes due 19 January 2032  
**(the “Notes”)**

under the

**€15,000,000,000 Euro Medium Term Note Programme**  
**guaranteed by Holcim Ltd (the “Guarantor”)**

**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 4 August 2021 and the Prospectus Supplements dated 21 September 2021, 6 December 2021 and 7 January 2022, which together constitute a base prospectus (the “**Prospectus**”) for purposes of article 45 of the Swiss Financial Services Act of 15 June 2018 (as amended, the “**FinSA**”). This document constitutes the Final Terms of the Notes described herein within the meaning of article 45(3) of the FinSA and must be read in conjunction with such Prospectus as so supplemented in order to obtain all the relevant information. 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. These Final Terms, together with the Prospectus as so supplemented, constitute the prospectus for the Notes described herein for purposes of the FinSA. The CSSF is not the competent authority and has neither approved nor reviewed these Final Terms or the Prospectus in respect of the Notes described herein. Copies of the Prospectus (including the documents incorporated by reference therein and the supplements thereto) and the Final Terms can be obtained in electronic or printed form, free of charge, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) from (i) the registered office of the Issuer, or (ii) UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland (voicemail: +41-44-239 47 03; fax number: +41-44-239 69 14; email: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)).

1	(i) Series Number:	39
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated to form a single Series:	Not Applicable
2	Specified Currency or Currencies:	Swiss Francs (“ <b>CHF</b> ”)
3	Aggregate Nominal Amount:	
	(i) Series:	CHF 100,000,000
	(ii) Tranche:	CHF 100,000,000
4	Issue Price:	101.000 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	CHF 5,000 and integral multiples thereof
	(ii) Calculation Amount:	CHF 5,000
6	(i) Issue Date:	19 January 2022

	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	19 January 2032
8	(i) Interest Basis:	1.000 per cent. Fixed Rate (further particulars specified below)
	(ii) Step Down Rating Change or Step Up Rating Change Event:	Not Applicable
	(iii) Sustainability-Linked Trigger Event:	Applicable – Sustainability-Linked Trigger Event (Premium)
	(a) Sustainability Performance Target:	Sustainability Performance Target (Carbon Intensity)
	(b) Sustainability Performance Target (Carbon Intensity):	17.5 per cent.
	(c) Sustainability Performance Target (Specific Freshwater Withdrawal):	Not Applicable
	(d) Target Observation Date:	31 December 2030
	(e) Sustainability-Linked Reference Date (Carbon Intensity):	30 June 2031
	(f) Sustainability-Linked Reference Date (Specific Freshwater Withdrawal):	Not Applicable
	(g) Sustainability-Linked Step Up Margin (Carbon Intensity):	Not Applicable
	(h) Sustainability-Linked Step Up Margin (Specific Freshwater Withdrawal):	Not Applicable
	(i) Sustainability-Linked Premium Amount (Carbon Intensity):	CHF 37.50 per Calculation Amount
	(j) Sustainability-Linked Premium Amount (Specific Freshwater Withdrawal):	Not Applicable
	(k) Sustainability-Linked Premium Payment Date (Carbon Intensity):	19 January 2032
	(k) Sustainability-Linked Premium Payment Date (Specific Freshwater Withdrawal):	Not Applicable
9	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
10	Change of Interest Basis:	Not Applicable
11	Put/Call Options:	Issuer Call Change of Control Put (further particulars specified below)

12	Date Board approval for issuance of Notes and Guarantee obtained:	6 January 2022 for issuance of Notes. Not Applicable for Guarantee.
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**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	1.000 per cent. per annum payable annually in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	19 January in each year, commencing on 19 January 2023, up to and including the Maturity Date
	(iii) Fixed Coupon Amount:	CHF 50 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction (Condition 5(i)):	30/360
	(vi) Determination Dates (Condition 5(i)):	Not Applicable
14	Floating Rate Note Provisions	Not Applicable
15	Zero Coupon Note Provisions	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

16	Call Option	Applicable
	(i) Optional Redemption Date(s):	3 months before the Maturity Date or thereafter
	(ii) Optional Redemption Amount(s) of each Note:	CHF 5,000 per Calculation Amount
	(iii) Clean-Up Event:	Applicable
	(iv) Clean-Up Redemption Price:	CHF 5,000 per Calculation Amount
	(v) If redeemable in part:	Not Applicable
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(vi) Notice period:	Minimum period: 30 days Maximum period: 60 days
16A	Acquisition Event Call Option	Not Applicable
16B	Issuer Maturity Par Call	Not Applicable
17	Put Option	Not Applicable
18	Change of Control Put:	Applicable
	(i) Change of Control Redemption Amount:	CHF 5,000 per Calculation Amount
	(ii) Change of Control Put Period:	30 days
19	Final Redemption Amount of each Note:	CHF 5,000 per Calculation Amount
20	Early Redemption Amount	

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption: CHF 5,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

21	Form of Notes:	Bearer Notes:  Swiss Franc Notes represented by a Permanent Global Note exchangeable for Definitive Notes in the limited circumstances specified in such Permanent Global Note
22	New Global Note:	No
23	Financial Centre(s):	Zurich
24	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
25	Other: ( <i>Disclosure in relation to Swiss statutory rules on noteholder meetings (including any adjustment to the definition of Extraordinary Resolution)</i> ):	Yes. In accordance with Condition 14.

#### **USE OF PROCEEDS**

26	Use of Proceeds:	The net proceeds amounting to CHF 100,685,500 from the issue will be used for the general corporate purposes of the Group.
27	Prohibition of Sales to EEA Retail Investors:	Applicable
28	Prohibition of Sales to United Kingdom Retail Investors:	Applicable

#### **REPRESENTATION**

In accordance with article 58a of the Listing Rules of the SIX Swiss Exchange, the Issuer and the Guarantor have appointed UBS AG, located at P.O. Box, CH-8098 Zurich, Switzerland, to file the application with SIX Exchange Regulation Ltd in its capacity as competent authority for the admission to trading (including the provisional admission to trading) and listing of the Notes on the SIX Swiss Exchange.

#### **MATERIAL ADVERSE CHANGE STATEMENT**


Except as disclosed in the Prospectus as supplemented as at the date hereof, no material adverse changes have occurred in the assets and liabilities, financial position or profits and losses of the Issuer since 31 December 2020 or of the Guarantor since 30 June 2021.

#### **RESPONSIBILITY**

The Issuer and the Guarantor each accepts responsibility for the content of the Prospectus as supplemented as at the date hereof and these Final Terms and confirms that, to the best of its knowledge, the information contained therein and herein is correct and no material facts or circumstances have been omitted.


Signed on behalf of **Holcim Helvetia Finance Ltd**, as the Issuer:

By:  \_\_\_\_\_  
Duly authorised

By:  \_\_\_\_\_  
Duly authorised

Signed on behalf of **Holcim Ltd**, as the Guarantor:

By:   
Duly authorised

By:   
Duly authorised

## Part B – Other Information

### 1 Admission to Trading and Listing

- (i) Admission to trading and Listing: The first day of trading on the SIX Swiss Exchange will be 18 January 2022, on a provisional basis. Application for definitive admission to trading and listing on the SIX Swiss Exchange will be made as soon as practicable thereafter and (if granted) will only be granted after the Issue Date. The last day of trading on the SIX Swiss Exchange is expected to be the second Exchange Business Day prior to the Maturity Date. “**Exchange Business Day**” means a day (other than a Saturday or Sunday) on which the SIX Swiss Exchange is open for general business.
- (ii) Estimate of total expenses related to admission to trading: CHF 3,002
- (iii) Trading Volume: CHF 5,000

### 2 Ratings

- Ratings: The Notes to be issued have been rated:  
S&P: BBB  
Moody’s: Baa2

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

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: 0.895 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the reoffer price. It is not an indication of future yield.

### 5 Operational Information

- ISIN: CH1154887140
- Common Code: 243451159
- CFI: Not Applicable
- FISN: Not Applicable
- Swiss Securities Number: 115.488.714
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): SIX SIS Ltd (“**SIS**”)



Delivery:	Delivery against payment
Names and addresses of initial Principal Paying Agent(s):	UBS AG, P.O. Box CH-8098 Zurich, Switzerland shall act as principal paying agent in Switzerland (the “ <b>Swiss Principal Paying Agent</b> ”) in respect of the Notes. All references in the Conditions of the Notes to the Fiscal Agent shall be deemed to be references to the Swiss Principal Paying Agent.
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility	No.

## 6 Distribution

(i) If syndicated, details of Managers:	
(A) Names of Managers:	BNP Paribas (Suisse) SA Commerzbank Aktiengesellschaft Credit Suisse AG UBS AG
(B) Stabilisation Manager(s) (if any):	Not Applicable
(ii) If non-syndicated, details of Dealer:	Not Applicable
(iii) U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D in accordance with Swiss practice