

# ANNUAL GENERAL MEETING 2018

INVITATION TO THE SHAREHOLDERS

Tuesday, 8 May 2018, at 10:00 a.m.  
Samsung Hall, Hoffnigstrasse 1,  
8600 Dübendorf, Switzerland

  
**LafargeHolcim**



# INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF LAFARGEHOLCIM LTD

Tuesday, 8 May 2018, at 10:00 a.m.  
Doors open at 08:30 a.m.  
Samsung Hall, Hoffnigstrasse 1,  
8600 Dübendorf, Switzerland

# DEAR SHAREHOLDER,

2017 was a year of progress for LafargeHolcim.

In performance terms we delivered continued growth in net sales and margins leading to an increase in Recurring EBITDA and cash flow. This solid operational result once again highlights the underlying strength of our asset base combined with our ability to deliver in all types of market conditions.

But, like you, we have high expectations and believe that LafargeHolcim has the potential to achieve even more. I'm excited, therefore, that Jan Jenisch joined us as Chief Executive Officer in September last year. The speed with which he has identified the opportunities to grow our company is impressive. The Board and I have full faith in Jan's approach to leading LafargeHolcim, which you can read in his own words on page 8. Guided by our Strategy 2022 we are confident we can deliver long-term year-on-year success.

LafargeHolcim is the global leader in building materials and solutions. We employ the most talented people in the industry and apply the right technology and solutions to help our customers achieve their goals, thereby helping to meet global challenges such as urbanization and climate change. The future of LafargeHolcim looks bright.

## **A time for reflection**

Any review of 2017 must also address the events that took place in our operations in Syria in 2014 and that have been reported by various news outlets during the year. The Board and I condemn the mistakes that were made in no uncertain terms. They are unacceptable and we have taken decisive steps to prevent this happening again. Such events impact our reputation.

They also affect our people. That's why our focus has been squarely on our employees. Speaking on behalf of the Board, we are determined to ensure that our employees continue to take pride in the work we do and the way we do it.

To underline the importance of these aims we took a number of actions in 2017. Among the most notable was the establishment of a Health, Safety and Sustainability Committee of the Board and an Ethics, Integrity and Risk Committee at operational level. In keeping with our commitment to good corporate citizenship, the Board has also endorsed a strategy for dealing with our carbon emissions.

These actions reinforce the underlying truth: LafargeHolcim is a first-class company that holds itself to the highest standards wherever it operates. We work every day to create a safe, healthy and ethical workplace for the people who truly create value for all our stakeholders, including you, our shareholders.

Today's LafargeHolcim is a global company. We draw from a long history of operations around the world, using our diversity as a strength and driver of differentiation from our peers. At the same time we are a local company, close to our customers and vital contributors to the communities in which we live and work.

We hope you will see evidence of this strength and differentiation as you look through the Annual Report. In keeping with our commitment to integrated reporting, our aim with the 2017 edition is to demonstrate to all our stakeholders how LafargeHolcim creates value in both financial and non-financial terms. In the coming editions we hope to do this more and more as we seek to find the right way to improve our disclosures and track our progress.

I hope I have managed to convey some of my excitement for the years ahead. Please read Jan's letter to learn about the course that will guide us.

I would like to take this opportunity to express my gratitude to my fellow Board members for their commitment and wise counsel and to the members of the Executive Committee under whose leadership we made real progress in 2017.

I also extend my sincere thanks and admiration to our employees around the world who make a difference every day and who will take us to the next level of performance in the coming years.

Most of all, I thank you for your continued confidence in this great company.

A handwritten signature in black ink, appearing to read 'Beat Hess', with a stylized flourish at the end.

Beat Hess  
Chairman of the Board of Directors

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**Beat Hess***Chairman of the Board of Directors*

We are confident we can deliver long-term year-on-year success. LafargeHolcim is the global leader in building materials and solutions. We employ the most talented people in the industry and apply the right technology and solutions to help our customers achieve their goals, thereby helping to meet global challenges such as urbanization and climate change. The future of LafargeHolcim looks bright.

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Jan Jenisch  
Chief Executive Officer



**LafargeHolcim is a first-class company with the best assets in a growing building materials market and there are clear opportunities to enhance the business and target growth and outperformance.**

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# DEAR SHAREHOLDER,

LAFARGEHOLCIM  
Annual General Meeting 2018

In 2017 we made good progress across all key metrics. The growth in sales and the over-proportional increase in EBITDA represent a good performance and gives us a very good basis to build on. The fact that four of our five regions reported growing EBITDA is further testimony to the global strength of LafargeHolcim.

Recurring EBITDA reached CHF 5,990 million for the full year. This figure includes the reclassification of the Group's profit share in the Chinese joint venture Huaxin – CHF 126 million for 2017 – pursuant to our IFRS 11 assessment, following the ongoing streamlining of our Chinese operations. Like-for-like Recurring EBITDA, which is not impacted by the reclassification of Huaxin profits, grew by 6.1 percent over the full year, in line with guidance from last October.

Since joining the company in September 2017 I have visited many of our operations around the world to see at first-hand the scale and strengths of the business. I have been very impressed by the experience and enthusiasm of our people, whose commitment and hard work are the foundation for our success. LafargeHolcim is a first-class company with the best assets in a growing building materials market and there are clear opportunities to enhance the business and target growth and outperformance.

My review of the business underlined the opportunities and made our priorities as a company clear. While we delivered strong annual results in 2017, they do not reflect the full potential of this business. As the market leader, we will hold ourselves to a higher standard than anyone else in our industry.



The building materials sector is highly attractive with growth driven by the rapid rise in the global population, the continuing shift towards urban living and the increasing need for infrastructure development. Demand for better living standards and more efficient infrastructure, digitalization of the construction value chain and the requirement to develop sustainable construction solutions are also fueling innovation and spending.

Our traditional business segments of Cement, Aggregates and Ready-mix Concrete are at the center of these global megatrends. Our international scale and excellent positioning in local markets will enable us to take full advantage of them.

### Strategy 2022

LafargeHolcim has launched its new Strategy 2022 – 'Building for Growth', that aims to drive profitable growth and simplify the business to deliver resilient returns and attractive value to stakeholders. The new strategy will shift gears towards growth of the top and bottom line over the next five years. Over this period, the Group commits to the following targets<sup>1</sup>:

- Annual Net Sales growth of 3 to 5 percent
- Annual Recurring EBITDA growth of at least 5 percent
- Improvement in Free Cash Flow to over 40 percent of Recurring EBITDA
- Improvement in ROIC to more than 8 percent

The strategy is based on the four value drivers of Growth, Simplification & Performance, Financial Strength and Vision & People.

<sup>1</sup> All figures at constant exchange rates

### Growth

The Group will focus on capitalizing on this underlying growth, seeking to deliver above-market performance. LafargeHolcim will utilize its strong asset base to invest in markets where greater opportunities exist while being more selective in other markets. The Group will execute more aggressive strategies for Aggregates and Ready-mix Concrete alongside its existing strong Cement business. The Group will build a fourth business segment, Solutions & Products, to take advantage of products and applications that are closer to the customer. This segment, which currently includes precast, concrete products, asphalt, mortars and contracting and services, already generates annual Net Sales of CHF 2.1 billion. The agile, country-based growth strategies will target value-enhancing bolt-on acquisitions to leverage scale and margins.

### Simplification & Performance

The value driver Simplification & Performance, will create a cost disciplined operating model and a corporate-light structure. There will be a greater focus on countries, with local markets empowered and fully profit and loss accountable. The 35 biggest markets will report directly to Group management and local profit & loss leaders will be assigned for all four business segments. The two Corporate business functions have been merged and the Group management is reduced to nine members. Simplification will allow LafargeHolcim to improve its cost efficiency considerably. This is expected to create a Sales, General & Administration (SG&A) cost saving of CHF 400 million per annum with the related program expected to be completed by Q1 2019. As part of this program, the Corporate offices in Singapore and Miami will be closed by mid-year. A strong performance culture will be created with simplified KPIs and new incentives that are fully aligned to the Group's goals. Profit and loss responsibility and accountability is implemented for countries and all four business segments. In Aggregates and Ready-mix Concrete we intend to close the performance gap to best in class.

### Financial Strength

Financial Strength will ensure disciplined value creation through maintaining an investment grade credit rating. Growth will be funded through divestment of selected assets during the course of 2019 worth at least CHF 2 billion. Capex investment will be kept below CHF 2 billion per annum and excess free cash flow will be used to pay an attractive dividend.

### Vision & People

Vision & People further develops our values of trust and integrity, our commitment to Health & Safety and our desire to be at the forefront of sustainable construction solutions and innovation. We want to foster an entrepreneurial leadership style and we are focused on the long-term success of LafargeHolcim.

My team and I are now working to implement this strategy across the Group. We will provide regular updates as we focus on achieving our targets and on producing an even stronger result in 2018. On behalf of all of LafargeHolcim's employees I thank you for your continued trust and support.

A handwritten signature in black ink, appearing to read 'J. Jenisch', with a stylized flourish at the end.

Jan Jenisch  
Chief Executive Officer

# **AGENDA AND MOTIONS OF THE BOARD OF DIRECTORS**

## 1.

### **Management report, annual consolidated financial statements of the Group, annual financial statements of LafargeHolcim Ltd, and compensation report; auditor's reports**

#### **1.1 Approval of the management report, the annual consolidated financial statements of the Group, and the annual financial statements of LafargeHolcim Ltd**

Motion of the Board of Directors: Approval of the management report, the annual consolidated financial statements of the Group, and the annual financial statements of LafargeHolcim Ltd.

#### **1.2 Advisory vote on the compensation report**

Motion of the Board of Directors: Acceptance of the compensation report in an advisory vote.

## 2.

### **Discharge of the members of the Board of Directors and the persons entrusted with management**

Motion of the Board of Directors: Grant of discharge to the members of the Board of Directors and the persons entrusted with management during the financial year 2017.

### 3.

#### Appropriation of retained earnings; determination of the payout from capital contribution reserves

##### 3.1 Appropriation of retained earnings

Motion of the Board of Directors: Appropriation of retained earnings 2017 as follows:

	Million CHF
<b>Retained earnings brought forward</b>	<b>11,222</b>
<b>Net income of the year</b>	<b>428</b>
<b>Retained earnings available for annual general meeting of shareholders</b>	<b>11,650</b>
<b>Balance to be carried forward</b>	<b>11,650</b>

##### 3.2 Determination of the payout from capital contribution reserves

Motion of the Board of Directors: Appropriation from statutory capital contribution reserves to voluntary retained earnings and payout of CHF 2.00 per registered share of CHF 2.00 par value up to an amount of CHF 1,214 million.

No payout is made on treasury shares held by LafargeHolcim Ltd and its subsidiaries. The amount of the payout will be reduced accordingly.

The last trading day with entitlement to receive the dividend is expected to be 10 May 2018, and the shares are expected to be traded ex-dividend as of 11 May 2018. Payment is expected to be made on 16 May 2018.

### 4.

#### Re-elections

##### 4.1 Re-elections of members of the Board of Directors and re-election of the chairman of the Board of Directors

For biographical information on all candidates please refer to the enclosed brochure "Elections Board of Directors – Curricula Vitae".

#### **4.1.1 Re-election of Dr. Beat Hess as a member and re-election as chairman of the Board of Directors**

Motion of the Board of Directors: Re-election of Dr. Beat Hess as a member of the Board of Directors and re-election as chairman of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.2 Re-election of Paul Desmarais, Jr. as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Paul Desmarais, Jr. as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.3 Re-election of Oscar Fanjul as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Oscar Fanjul as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.4 Re-election of Patrick Kron as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Patrick Kron as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.5 Re-election of Gérard Lamarche as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Gérard Lamarche as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.6 Re-election of Adrian Loader as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Adrian Loader as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.7 Re-election of Jürg Oleas as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Jürg Oleas as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.8 Re-election of Nassef Sawiris as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Nassef Sawiris as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.9 Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.1.10 Re-election of Dr. Dieter Spälti as a member of the Board of Directors**

Motion of the Board of Directors: Re-election of Dr. Dieter Spälti as a member of the Board of Directors for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

### **4.2 Re-elections of members of the Nomination, Compensation & Governance Committee**

#### **4.2.1 Re-election of Paul Desmarais, Jr. as a member of the Nomination, Compensation & Governance Committee**

Motion of the Board of Directors: Re-election of Paul Desmarais, Jr. as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.2.2 Re-election of Oscar Fanjul as a member of the Nomination, Compensation & Governance Committee**

Motion of the Board of Directors: Re-election of Oscar Fanjul as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.2.3 Re-election of Adrian Loader as a member of the Nomination, Compensation & Governance Committee**

Motion of the Board of Directors: Re-election of Adrian Loader as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

#### **4.2.4 Re-election of Nassef Sawiris as a member of the Nomination, Compensation & Governance Committee**

Motion of the Board of Directors: Re-election of Nassef Sawiris as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.



#### **4.2.5 Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Nomination, Compensation & Governance Committee**

Motion of the Board of Directors: Re-election of Hanne Birgitte Breinbjerg Sørensen as a member of the Nomination, Compensation & Governance Committee for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

### **4.3 Re-election of the auditor and re-election of the independent proxy**

#### **4.3.1 Re-election of the auditor**

Motion of the Board of Directors: Conferral of the mandate for the auditor for the financial year 2018 on Deloitte AG, Zurich, Switzerland.

#### **4.3.2 Re-election of the independent proxy**

Motion of the Board of Directors: Re-election of Dr. Thomas Ris of Ris & Ackermann, Attorneys at Law, St. Gallerstrasse 161, 8645 Jona, Switzerland, as the independent proxy for a further term of office of one year, expiring after the completion of the Annual General Meeting 2019.

## 5.

### Compensation of the Board of Directors and the Executive Committee

#### 5.1 Compensation of the Board of Directors for the next term of office

Motion of the Board of Directors: Approval of the total maximum amount of compensation of the Board of Directors for the period from the Annual General Meeting 2018 to the Annual General Meeting 2019 of CHF 4,800,000. For further details, see the enclosed brochure "Compensation votes at the Annual General Meeting 2018".

#### 5.2 Compensation of the Executive Committee for the financial year 2019

Motion of the Board of Directors: Approval of the total maximum amount of compensation of the Executive Committee for the financial year 2019 of CHF 39,500,000. For further details, see the enclosed brochure "Compensation votes at the Annual General Meeting 2018".

**LafargeHolcim Ltd**

**Dr. Beat Hess**

Chairman of the Board of Directors

Jona, 13 April 2018

(The original German text as published in the Swiss Official Gazette of Commerce is binding.)

#### Enclosures

- Registration form with reply envelope
- Brochure "Elections Board of Directors – Curricula Vitae"
- Brochure "Compensation votes at the Annual General Meeting 2018"

# DOCUMENTATION AND ORGANIZATIONAL INFORMATION

### Documentation

The 2017 Annual Report with the management report, the annual consolidated financial statements of the Group and the annual financial statements of LafargeHolcim Ltd, the compensation report, the auditor's reports, and the motion for the appropriation of retained earnings is available for inspection by the shareholders at the company's registered office, and on [www.lafargeholcim.com](http://www.lafargeholcim.com).

The Annual Report will be delivered to shareholders upon written request (see enclosed form) starting 28 April 2018.

### Admission to the Annual General Meeting

Upon written request, registered shareholders will receive an admission card prior to the Annual General Meeting. The shareholders of LafargeHolcim Ltd registered in the share register on 27 April 2018 as shareholders with voting rights shall be entitled to vote.

Delivery of the admission card will be carried out starting 28 April 2018.

The registration in the share register has no influence on the trading of shares by registered shareholders before, during and after the Annual General Meeting.

### Issue of proxy

Shareholders who are not able to attend the Annual General Meeting in person are requested to arrange for being represented by another shareholder entered in the share register as a shareholder with voting rights, or by the independent proxy (unabhängiger Stimmrechtsvertreter) Dr. Thomas Ris of Ris & Ackermann, Attorneys at Law, St. Gallerstrasse 161, 8645 Jona, Switzerland. Please use the enclosed proxy form for granting power of attorney.

### Electronic authorization and instructions for the independent proxy

Shareholders may cast their votes electronically at: [www.lafargeholcim.com/agm](http://www.lafargeholcim.com/agm) by issuing a power of attorney and their instructions electronically to the independent proxy. The requisite login data is included in the invitation documents provided to the shareholders. The Nimbus ShApp shareholder application is used, and Nimbus AG supports the independent proxy. Shareholders may submit their voting instructions electronically, or change any instructions they may have already provided, up to but no later than 6 May 2018 at 11:59 p.m.

**Speakers' desk**

Shareholders who wish to speak at the Annual General Meeting are requested to notify the speakers' desk (Wortmeldeschalter) near the podium before the Annual General Meeting begins.

**Simultaneous translations**

The Annual General Meeting will be conducted in German and partially in English. Simultaneous translation into German, English and French will be available.

**Cloakroom**

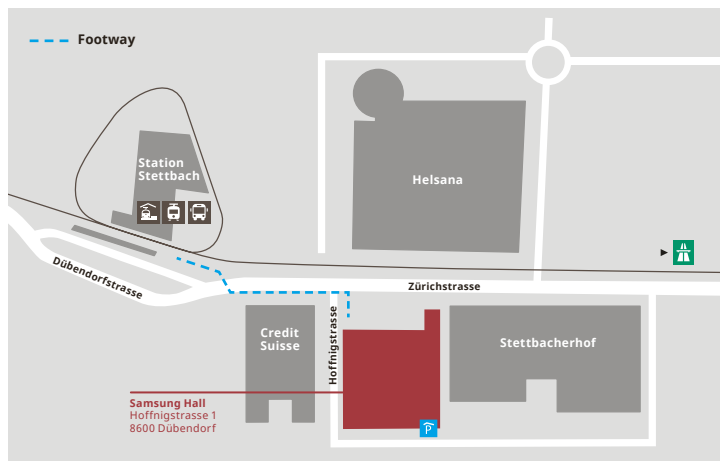
Backpacks, umbrellas, bags and other bulky items are to be left at the cloakroom.

**Means of transport**

Shareholders are asked to use public transport as there will be limited parking facilities at the meeting location, Samsung Hall, Dübendorf.

# HOW TO ARRIVE

LAFARGEHOLCIM  
Annual General Meeting 2018



## Travelling by public transport

The Samsung Hall is just steps away from Stettbach train station. After arriving at Stettbach train station, it is best to take the exit “Süd” to get to the Samsung Hall.

## Reduced public transit fares

Thanks to the partnership between the Samsung Hall and RailAway, shareholders travelling by public transport profit from a 10 percent discount on train tickets. This offer is good when travelling from a location in Switzerland outside the ZVV regional network to and from Stettbach. To receive your reduced-fare train ticket, just present your valid admission card for the Annual General Meeting at the ticket counter before your trip.

## Travelling by private car

Limited parking is available at the meeting location, Samsung Hall, for a fee.

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