

SHAREHOLDER INFORMATION ON THE COMPENSATION VOTES AT THE 2015 ANNUAL GENERAL MEETING

Items 6.1 and 6.2 of the agenda

SHAREHOLDER INFORMATION ON THE COMPENSATION VOTES AT THE 2015 ANNUAL GENERAL MEETING

VOTE 6.1

Motion of the Board of Directors: Approval of the total maximum amount of compensation for the members of the Board of Directors covering the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting of CHF 4,370,000.

POLICY

The members of the Board of Directors will receive a fixed fee, consisting of a fixed amount in cash and shares in the Company. The shares are subject to a five year sale and pledge restriction period. The Chairman and Deputy Chairman of the Board of Directors and Chairmen and members of the Audit Committee, the Nomination & Compensation Committee and the Governance & Strategy Committee receive additional compensation. The members of the Board of Directors are not entitled to receive any performance based compensation or stock options.

The Board Members' annual fees for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting are summarised below.

In addition, expense allowances of CHF 10,000 are paid to each member, one member of the Board receives fees from Holcim (Schweiz) AG of CHF 30,800 and the Chairman of the Board receives a secretarial allowance of CHF 60,000.

Finally, additional fees can be paid to individual members of the Board of Directors on a pro rata basis to reflect prolonged periods where their time commitment is significantly above the normal expected time commitment.

Thousand CHF

	Annual Fee
Chairman	1,220 ¹
Deputy Chairman	450 ²
Board Member	200 ²
Audit Committee Chairman	125
Audit Committee member	40
Nomination and Compensation Committee Chairman	90
Nomination and Compensation Committee member	40
Governance and Strategy Committee Chairman	50
Governance and Strategy Committee member	30

¹ CHF 320,000 of this is payable in shares with a five year holding period.

² CHF 100,000 of this is payable in shares with a five year holding period.

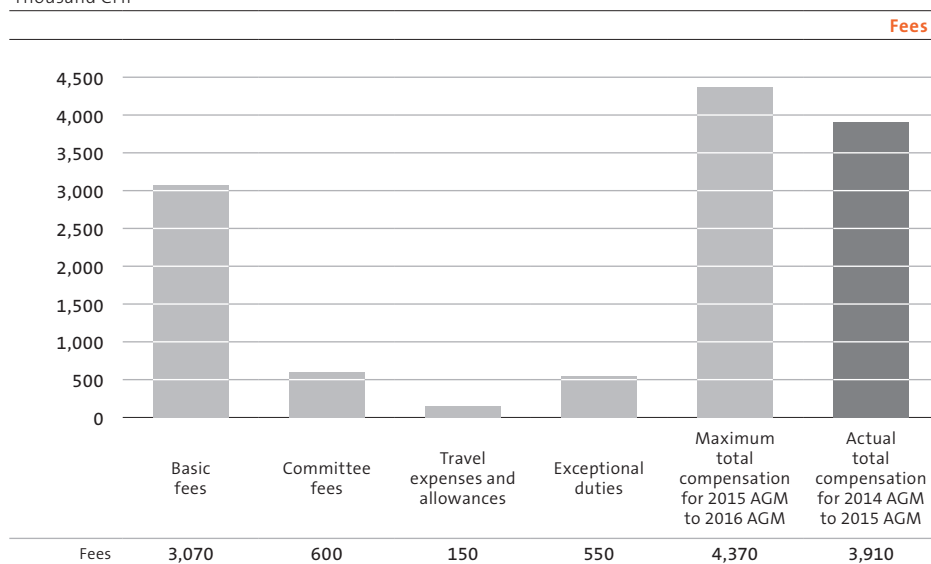
PROPOSED TOTAL COMPENSATION

The table below shows the total maximum amount of compensation that could be paid to the members of the Board of Directors for the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting. It assumes that all nine proposed Board Members and Members of the Nominations and Compensation Committee will be elected at the 2015 Annual General Meeting. The actual amounts paid from the 2014 Annual General Meeting to the 2015 Annual General Meeting for the nine Board Members have been included for comparative purposes.

The split of the total compensation is of indicative nature and subject to change. However, the total compensation payable will not exceed the maximum proposed.

On the basis of the above, the Board proposes to seek approval for a maximum total amount of compensation of CHF 4,370,000¹ for the members of the Board of Directors covering the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting.

Thousand CHF



¹ In addition to the amount submitted for approval, the Company makes employer contributions to governmental social security systems in line with applicable laws. It is expected that, based on current rates, the amount which relates to the provision of future pension benefit is unlikely to exceed CHF 20,000.

VOTE 6.2

Motion of the Board of Directors: Approval of the total maximum amount of compensation of the Executive Committee covering the period of the financial year 2016 of CHF 28.9 million.

POLICY

The Group aims to position fixed pay in line with comparable Swiss companies to ensure it remains competitive. The variable incentive plans provide the opportunity to achieve a higher level of overall remuneration, but only for delivering strong performance which is directly linked to the Group's strategy. The structure of incentive pay is designed to be fully aligned with shareholders, promoting long-term performance which ultimately drives value creation for shareholders.

The Group rewards employees consistently across the business, in a fair and transparent way; differentiating only by performance, value creation and market demands. The level of compensation provided must remain affordable to the business and seek to share the Group's success with employees.

The new Executive compensation strategy which would be introduced with effect from 1 January 2016, aims to rebalance reward with a stronger focus on pay for performance. With the introduction of a formal bonus deferral policy and the introduction of a new long-term incentive plan, there is a greater emphasis on sustainable long term performance which aligns the interests of Executives and shareholders. Overall this will increase the element of variable pay in the compensation structure. The policy will provide:

- Market competitive base salary
- A higher level of total compensation positioning for strong performance i.e. out-performing targets
- An annual bonus plan with bonus deferral into shares with risk of forfeiture following cessation of employment
- A Performances Share Plan as a long term incentive with vesting dependent on relative TSR and growth in earnings per share over a three year period

The following table shows the total remuneration for the Executive Committee for 2016 on the assumption that there will continue to be seven members of the Executive Committee:

Million CHF

Element	Includes	Target	Maximum
Fixed	Base salary, employee benefits, pensions and other remuneration payable in respect of 2016	10.5	10.5
Short term incentives	Annual bonus and any amount deferred into shares payable in respect of 2016	6.8	10.1
Long term incentives	Awards to be made in 2016 under the Performance Share Plan ¹ and retention payments payable in 2016 ²	5.1	8.3
Total for 2016		22.4	28.9
Average per executive for 2016		3.2	4.1

¹ In calculating the maximum amounts payable, the Board has used the maximum face value of shares (based on the value of the shares at date of award) that could be awarded assuming full vesting of the awards rather than using the fair value of these awards as it believes that this is the most transparent approach to adopt.

² This includes the maximum amount that could be paid to members of the Executive Committee under retention arrangements that were put in place in 2014 following the announcement of the proposed merger.

The split of the total remuneration into fixed, short term incentives and long term incentives are of indicative nature and are subject to change. However, the total remuneration payable will not exceed the maximum proposed.

The following table shows the equivalent figures for 2014 and 2015 (which have been calculated on the basis that a binding vote had been in place for these years) together with the total actual compensation for 2014.

Million CHF

	Target ¹	Maximum ¹
Total for 2015	20.6	25.1
<i>Average per executive for 2015</i>	2.9	3.6
Total for 2014	20.3	24.9
<i>Average per executive for 2014</i>	2.9	3.6
		Actual
Actual for 2014		19.8
<i>Average per executive for 2014</i>		2.8

¹ Options have been included in these figures at their fair value rather than the face value of shares under option as the Board believes that this is more relevant for comparison purposes.

When comparing the proposal for 2016 with the figures for 2015 and 2014 the following points should be noted:

- The 2014 and 2015 figures have been calculated using the remuneration policy that was in place in 2014 and remains in place in 2015 and not the revised policy which will run from 2016. In particular, the old policy had two incentive plans which paid a mixture of cash and restricted stock or options. Options have been included in these figures at their fair value as the Board believes that this is more relevant for comparison purposes than the face value of the shares subject to options.

- In 2016 there will be an annual bonus plan with deferral into shares and a performance share plan (already mentioned in the 2013 accounts but not yet used as a result of the proposed merger) which delivers free shares subject to the meeting of a relative TSR target and stretching earnings per share targets.

On the basis of the maximum remuneration shown above, the Board proposes to seek approval for a maximum total amount of remuneration for the Executive Committee of CHF 28.9¹ million for the financial year 2016².

¹ In addition to the amount submitted for approval, the Company makes employer contributions to governmental social security systems in line with applicable laws. It is expected that, based on current rates, the amount which relates to the provision of future pension benefit is unlikely to exceed CHF 30,000.

² Under the Company's articles of association, the Company is authorised to make payments to any member(s) that join(s) the Executive Committee during a period for which the General Meeting has already approved the total remuneration where the total amount approved is not sufficient providing that any amount paid in excess of the total amount approved does not exceed 40 % of the approved amount.

Holcim Ltd
Zürcherstrasse 156
8645 Jona, Switzerland
Phone +41 58 858 86 48
info@holcim.com
www.holcim.com