

**Amrize Ltd
Audit Committee
Charter**

June 23, 2025

1. Purpose

1.1 Mission

The Audit Committee (“AC”) is an expert committee established by the Board of Directors (“**Board**”) of Amrize Ltd (the “**Company**”).

Its mission is to support the Board in the performance of its supervisory duties, in particular with respect to the integrity of the Company’s financial statements, accounting and financial reporting practices, compliance with legal and regulatory requirements, the system of internal controls, the internal and independent audit processes, including the independent auditor’s qualifications and independence, and the performance of the independent auditors and internal audit department. The AC will also support the Board in its oversight of risk management.

**1.2 Oversight
responsibility**

The AC’s principal responsibility is one of oversight. The preparation, presentation and ensuring integrity of the Company’s financial statements in accordance with generally accepted accounting principles and the maintenance of effective internal control over financial reporting are the responsibility of management. The independent auditors are responsible for the planning and conduct of the audit and determining whether the financial statements present fairly, in all material respects, the Company’s financial position, results of operations and cash flows, and whether the Company maintains, in all material respects, effective internal control over financial reporting.

2. Duties

In particular, the AC shall have the following duties:

2.1 General

- meet at such intervals as it determines, but at least once per quarter;
- if necessary, institute special investigations and, if appropriate, hire counsel or experts to assist;
- meet regularly with members of Executive Management (“**Executive Management**”) and other employees as deemed necessary or appropriate by the AC;
- perform other oversight functions as requested by the Board;

- prepare and issue the AC report required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement;

2.2 Financial Statements

- review and discuss with management and the independent auditors, and challenge where necessary, the actions and judgments of management, in relation to the annual individual and consolidated financial statements, and the specific disclosures under Management’s Discussion and Analysis (“MD&A”);
- decide whether the single-entity and consolidated annual financial accounts can be recommended to the Board and, when applicable, for presentation to the General Shareholders’ Meeting and inclusion in the Company’s annual report on Form 10-K;
- review and discuss with management and the independent auditors the consolidated unaudited quarterly financial statements, MD&A and the results of the independent auditor’s review of such financial statements;
- on behalf of the Board, which has delegated this task to the AC, review and approve the consolidated quarterly financial statements for the first three quarters of each calendar year and the corresponding financial results releases and reporting. The Board remains responsible for the approval of the single-entity and consolidated annual financial statements and of the corresponding results releases and reporting;
- discuss with management the Company’s earnings press releases, including the use of “pro forma” or “adjusted” non-GAAP information, as well as earnings guidance provided to analysts and rating agencies;

2.3 Internal Control & Risk Management

- review management’s and the internal audit department’s reports on the effectiveness of the systems for internal control;
- review management’s and the internal audit department’s reports on the performance of an annual risk assessment;
- review management’s reports on the Company’s compliance and risk management processes, including discussing guidelines and policies governing the process by which management of the Company and the relevant departments of the Company, including the internal audit department, assess and manage the Company’s exposure to risk, as well as the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures;
- review the internal audit department’s annual audit plan and any significant interim changes to the audit plan;

- ensure that the internal audit department is adequately resourced and has appropriate standing within the Company;
- review the appointment and replacement of the head of the internal audit department;
- receive a report on the scope, progress and results of the internal audit department's work on a periodic basis;
- receive reports on the status of significant findings and recommendations highlighted by the internal audit department, and management's responses;
- when applicable, review the yearly report prepared by management and attested to by the independent auditors assessing the effectiveness of the Company's internal control over financial reporting;
- review any material weaknesses, significant deficiencies and/or significant solvency concerns at subsidiary level for applicable U.S. insurance legal entities as contemplated by the Model Audit Rule (as supplemented by the related Implementation Guide) of the National Association of Insurance Commissioners, as may be applicable from time to time with respect to relevant entities;
- establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

2.4 Independent Audit

- directly appoint for proposal to the General Shareholders' Meeting, retain and oversee the work of the independent auditors, who shall report directly to the AC;
- oversee the Company's relations with the independent auditor;
- review and approve the terms of engagement and the remuneration to be paid to the independent auditor in respect of audit services provided;
- examine the compatibility of the auditing responsibilities with any non-audit services provided to the Company (such as consulting mandates), including reviewing and, in its sole discretion, approving in advance all audit and permitted non-audit engagements, services and relationships between the Company and the independent auditor;
- discuss with the independent auditor, before the audit commences, the nature and scope of the audit;
- review with the independent auditors the findings of their work, including any major issues, problems or difficulties that arose during the course of the audit, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested

information, and any significant disagreements with management; key accounting and audit judgments; levels of errors identified during the audit, obtaining explanations from management and, where necessary, the independent auditors, as to why certain errors might remain unadjusted;

- review significant issues raised in the audit representation letters before consideration by the Board, giving particular consideration to matters that relate to non-standard issues;
- at least annually, obtain and review a report from the independent auditor describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by any governmental or professional authority, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company (including a description of each category of services that the independent auditor provided to the Company and a list of the fees billed for each such category);
- evaluate the independent auditor's independence by, among other things: (i) obtaining and reviewing from the independent auditor all written statements and communications relating to relationships between the independent auditor and the Company required by applicable auditing standards of the Public Company Accounting Oversight Board (the "PCAOB") and SEC rules, and (ii) engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact its objectivity and independence;
- ensure that no prohibited duty unrelated to the audit is entrusted to the independent auditor(s) of the Company;
- report to the Board on the measures the AC has taken, including submission of such measures to the Board for ratification as appropriate;
- establish clear hiring policies by the Company for employees or former employees of the independent auditor;

2.5 Other Responsibilities

- oversee resources and processes employed to minimize or eliminate risks to information security;
- review compliance with legal and regulatory requirements related to health, safety and the environment;
- review and reassess the adequacy of this Charter and submit proposed changes to the Board for approval;
- conduct an annual self-evaluation of the AC's own performance;
- report regularly to the Board on its activities, as appropriate; and

- perform any other duties, responsibilities and authorities as the Board may delegate to the AC from time to time.

3. Powers

3.1 Authorization The AC has complete and unrestricted access to the Company's management, books and records and may obtain any information it requires from the appropriate services.

3.2 Delegation The AC may form subcommittees for any purpose that the AC deems appropriate and may delegate to such subcommittees such power and authority as the AC deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the AC shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the AC as a whole.

3.3 Professional Support The AC may engage independent legal, accounting or other counsel, at the Company's expense, if it thinks it appropriate. The Company shall provide appropriate funding, as determined by the AC, in its capacity as a committee of the Board, for payment of:

- compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
- compensation to any advisers employed by the AC; and
- ordinary administrative expenses of the AC that are necessary or appropriate in carrying out its duties.

3.4 Legal & Compliance The Chief Compliance Officer reports directly to the Chief Legal Officer (a direct report of the Chief Executive Officer) and has a functional reporting line to the chair of the AC (the "**Committee Chair**").

3.5 Internal audit The head of the internal audit department reports directly to the Chief Financial Officer, has a functional reporting line to the Committee Chair and is mandated on the basis of the Company's internal audit charter which describes the mission, authority, accountability, reporting, responsibility and scope of work of the Company's internal audit department.

4. Composition

4.1 Qualification requirements The AC shall be composed of at least three members of the Board, including the Committee Chair, as follows:

- all members shall be independent and shall otherwise satisfy the applicable independence and membership requirements under the rules of the New York Stock Exchange and the SEC, as such requirements are interpreted by the Board in its business judgment; and
- each member of the AC, including the Committee Chair, shall have such level of experience and expertise in financial, accounting and related matters as determined by the Board in its business judgment, as shall enable him or her to effectively fulfil his or her duties as a member of the AC and to comply with applicable New York Stock Exchange and SEC rules and regulations, in each case as such rules and regulations are interpreted by the Board in its business judgment. At least one member of the AC shall be an “audit committee financial expert” (as defined by the SEC) as determined by the Board.

No director may serve as a member of the AC if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the AC. Any such determination shall be disclosed in the Company’s annual proxy statement or Annual Report on Form 10-K.

4.2 Appointment, Removal and Vacancies

The Committee Chair and the further members of the AC are appointed by the Board upon recommendation of the Nomination & Governance Committee and shall remain in office until resignation, or the due appointment and introduction of their successors. Any vacancy on the AC shall be filled by the Board upon recommendation of the Nomination & Governance Committee. No member of the AC shall be removed except by the Board.

4.3 Orientation

The Company shall provide appropriate orientation for new members of the AC and ongoing continuing education programs for existing members, covering, among other things, the Company’s business, organizational and management structure, results of operations and financial condition, including critical accounting policies, budgets and forecasts and corporate governance. Members of the AC are encouraged, but not required, to periodically pursue or obtain, at the Company’s expense, appropriate programs, sessions or materials as to the responsibilities of members of audit committees of listed companies.

5. Meetings

5.1 General

The AC shall hold an ordinary meeting four times a year, or at the request of any of its members.

The Committee Chair shall prepare an agenda in advance of each meeting. A simple majority of members of the AC must be present to have a quorum.

At the discretion of the Committee Chair, the members of the Executive Management and employees serving other functions or on other executive bodies, as well as third parties, may be invited to attend all or part of the meetings. The chairman of the Board (the “**Chairman**”) or the Lead Independent Director and the Chief Executive Officer may decide to participate at the meeting ex officio or be invited to do so by the Committee Chair.

The AC shall meet separately on a periodic basis, with (i) management, (ii) the independent auditors and (iii) the head of the internal audit department.

5.2 Minutes

The minutes are generally taken by the Secretary of the Board (or any Assistant Secretary) or any person designated by the Committee Chair.

The minutes shall be submitted, prior to the next meeting, to the members of the AC for review and approval at their next meeting.

The AC shall report to the Board and shall submit the AC minutes to the members of the Board for their information and as a basis for the adoption of relevant resolutions.

5.3 Compensation

The Board shall determine the compensation of the Committee Chair and the members of the AC within the maximum aggregate amounts approved by the General Shareholders’ Meeting.