

Amrize Ltd

CORPORATE GOVERNANCE GUIDELINES

Adopted June 23, 2025

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Amrize Ltd (the “**Company**”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any Swiss, federal or state law or regulation, or the Company’s articles of association or organizational regulations.

I. THE BOARD’S ROLE AND RESPONSIBILITIES

The Board is elected by shareholders and entrusted with the ultimate direction, supervision and control of the management of the Company. The Board determines, from time to time, how to compose the leadership of the Company in the way that best serves the Company. By means of the organizational regulations, the Board delegates the management of the Company to the Chief Executive Officer (the “**CEO**”) and other senior management of the Company, and the Board provides oversight of, and strategic guidance to, the CEO and other senior management of the Company. The core responsibility of a Board member is to fulfill his or her duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stakeholders. The day-to-day business of the Company is conducted under the direction of the CEO and other senior management and the oversight of the Board to enhance the long-term value of the Company for its shareholders. The Board and senior management recognize the long-term interests of shareholders are advanced by responsibly considering the concerns of other stakeholders, including employees, customers, suppliers and the communities in which the Company operates.

II. BOARD LEADERSHIP

(a) **Chairman of the Board.** The Chairman of the Board (the “**Chairman**”) shall be elected at the annual general meeting of shareholders of the Company (the “**General Meeting**”). The Board shall be free to choose its CEO in any way that it deems best for the Company at any given point in time.

(b) **Vice-Chairman of the Board.** If the Chairman is unable to exercise their office, the Vice-Chairman (the “**Vice-Chairman**”) shall act as their deputy. The Vice-Chairman, acting as deputy for the Chairman, shall have the same powers and duties for the performance of their role as a deputy as those accruing to the Chairman, but such powers and duties shall be confined to resolutions to be passed during the period of the representation. If the Vice-Chairman is unable to act as deputy, the longest serving Board member shall take their office. The other duties of the Vice-Chairman are set out in the Company’s organizational regulations.

(c) **Lead Independent Director.** If the Chairman is not an Independent Director (as defined below), the Board (upon proposal by the Nomination & Governance Committee) will appoint from among its members a lead Independent Director who is to be confirmed annually (the “*Lead Independent Director*”). If the Chairman is an Independent Director, then the duties of the Lead Independent Director described herein shall be a part of the duties of the Chairman. The specific duties and responsibilities of the Lead Independent Director include the following:

- convene and chair the executive sessions of non-management directors taking place without the presence of management;
- preside at all other meetings at which the Chairman is not present and provide prompt and candid feedback to the Chairman and the CEO;
- approve meeting agendas and information sent to the Board members, as well as meeting schedules to ensure that the Board and the Board Committees (as defined below) have sufficient time for discussion of all agenda items;
- work with the Nomination & Governance Committee in the performance evaluation process of the Board and individual Board members and personally conduct performance evaluations as appropriate;
- consider the design and organization of the Board, including review and vetting of potential nominees and committee structure and membership, and provide input to the Nomination & Governance Committee;
- facilitate communication between Board members and the Chairman and the CEO, respectively, without becoming the exclusive means of such communication;
- monitor the Company’s mechanism for receiving and responding to communications to the Board from shareholders; and
- monitor the Board’s activities to ensure sound corporate governance and independence in deliberations.

In performing the duties described above, the Lead Independent Director is expected to consult with the chairs of the appropriate Board Committees and solicit their participation.

III. BOARD COMPOSITION

(a) **Size of the Board.** The size of the Board shall not exceed a number that can function efficiently as a body. Within the limits prescribed by the Company’s articles of association, the Nomination & Governance Committee considers and makes recommendations to the Board concerning the appropriate size and needs of the Board and recommends director candidates to the Board. The Board nominates director candidates for election by shareholders at the General Meeting.

(b) **Independence of the Board.** The Board shall be composed of a majority of directors who qualify as independent directors (“*Independent Directors*”) under applicable legal and stock exchange requirements and any additional requirements that the Board deems appropriate. The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a

relationship with the Company). Following such annual review, only those directors whom the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors, subject to additional qualifications prescribed under applicable legal and stock exchange requirements.

(c) **Selection of New Directors.** The Board shall be responsible for nominating members for election to the Board. The Nomination & Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nomination & Governance Committee shall also consider recommendations from shareholders and others as it deems appropriate.

(d) **Board Membership Criteria.** The Nomination & Governance Committee shall periodically review and recommend for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. Among the qualifications considered in the selection of director candidates, the Nomination & Governance Committee shall consider, among others, experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, potential conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(e) **Director Nominations.** In connection with each director nomination recommendation, the Nomination & Governance Committee shall consider the overall mix of tenures on the Board and each director's performance and suitability.

(f) **Outside Board Memberships.** The number of other public company boards of directors and other boards (or comparable governing bodies) upon which a director may sit is determined in the Company's articles of association. The Nomination & Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors shall provide prior written notice to the chair of the Nomination & Governance Committee and the Chief Legal Officer of any proposed service on the board of directors of a public or private company.

The Company recognizes the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, Board Meetings (as defined below).

(g) **Changes in Primary Job Responsibility.** Non-employee directors shall notify the chair of the Nomination & Governance Committee and the Chief Legal Officer in the event of any significant change in their primary employment or job responsibilities. Such committee shall consider and recommend to the Board whether the director should continue to serve on the Board in light of the circumstances.

IV. BOARD MEETINGS

(a) **Frequency of Meetings and Attendance.** The Board shall hold regularly scheduled meetings (the "**Board Meetings**") at least five (5) times a year, with at least 50% of Board Meetings to take place physically in Switzerland with the majority of the Board members

present in person, and with the Corporate Secretary (the “*Corporate Secretary*”) present to support and keep minutes. All directors are expected to attend the General Meetings, Board Meetings and meetings of the Board Committees on which they serve. The Board Meetings shall be chaired by the Chairman, or, in their absence, by the Vice-Chairman or another Board member.

(b) **Selection of Agenda Items for Board Meetings.** The Chairman shall prepare the agenda for each Board Meeting. Board members are encouraged to suggest inclusion of items on the agenda. Motions for the agenda and any enclosures must be addressed to the Chairman sufficiently in advance for the invitation and the motions to be circulated simultaneously, except in cases where urgency does not allow for keeping this time frame. At Board Meetings, each Board member shall be entitled to submit proposals regarding the agenda items. If all Board members are present and agree, deviations may be permitted and decisions that are not mentioned on the agenda can be made.

(c) **Board Materials Distributed in Advance.** Information and materials that are important to the Board’s understanding of the agenda items and other topics to be considered at a Board Meeting should, to the extent practicable, be distributed sufficiently in advance of the Board Meeting to permit prior review by the directors. The invitation to attend a Board Meeting shall be distributed in writing, listing items on the agenda, at least ten (10) calendar days in advance, except in cases where urgency does not allow. In urgent cases, the Chairman may convene the Board by some other appropriate manner at shorter notice.

(d) **Separate Sessions of Non-Management Directors.** In general, the non-management directors of the Company may meet in executive session without management at each regularly scheduled Board Meeting. The Chairman (or Lead Independent Director, if applicable) shall preside at such executive sessions. In such director’s absence, another Independent Director designated by the Independent Directors, shall preside at such executive sessions. The Independent Directors of the Company shall meet in executive session without management or any non-Independent Directors at least once per year.

V. BOARD COMPENSATION

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company’s shares through the payment of a portion of director compensation in Company shares, options to purchase Company shares or similar compensation. The Board will determine the form and amount of non-employee director compensation within the maximum aggregate amounts approved by the General Meeting and upon the recommendation of the Compensation Committee, which will periodically review the level and form of the Company’s director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity.

VI. SELF-EVALUATION BY THE BOARD

The Nomination & Governance Committee in cooperation with the Lead Independent Director (if applicable) will coordinate an annual self-evaluation of the Board’s effectiveness, as

well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nomination & Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

VII. BOARD ACCESS

(a) **Board Access to Management.** Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors, and shall coordinate such access through the Chairman and the Lead Independent Director (if applicable) with the support of the Corporate Secretary. Directors will use judgment to ensure that this access is not distracting to the business operation of the Company.

(b) **Management Attendance at Board Meetings.** The Board encourages invitations to management from time to time into Board Meetings and/or committee meetings to provide insight into items being discussed by the Board that involve management. Attendance of such management personnel at Board Meetings is at the discretion of the Board.

VIII. OTHER BOARD TOPICS

(a) **Board Orientation and Continuing Education.** The Company shall provide appropriate orientation for newly appointed Board members 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. Directors are encouraged, but not required, to participate in continuing education opportunities to explore critical issues affecting the Company and its industry overall, and directors' roles and responsibilities. The Company shall pay all reasonable expenses relating to continuing director education.

(b) **Interaction with Investors and Other Parties.** As a general matter, and in coordination with the Chairman, management speaks for the Company, and directors should refer all inquiries from investors, analysts, the press or others to the CEO or their designee. Nevertheless, it is expected that Independent Directors, including the Chairman or the Lead Independent Director, as applicable, may from time to time meet or otherwise communicate with external constituencies, including shareholders. Typically, those meetings or communications will be coordinated through the Corporate Secretary.

IX. COMMITTEE MATTERS

(a) **Standing Board Committees.** The Company shall have three (3) standing committees: the Audit Committee, the Compensation Committee and the Nomination & Governance Committee (the "**Board Committees**"). The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on

circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

(b) **Independence of Board Committees.** Each of the Audit Committee, the Compensation Committee and the Nomination & Governance Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee.

(c) **Assignment and Rotation of Committee Members.** The Nomination & Governance Committee shall annually review the committee assignments and consider the rotation of the chair and members of each committee. The Nomination & Governance Committee shall be responsible, after consultation with the Chairman and the Lead Independent Director, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nomination & Governance Committee's recommendations, the Board shall be responsible for appointing the chairs and members to the committees on an annual basis and, with respect to the Compensation Committee, proposing the members to shareholders at the General Meeting. Unless otherwise determined by a Board Committee's charter, the term of a membership in a Board Committee is one (1) year from the date of appointment.

X. EXECUTIVE DEVELOPMENT

(a) **Selection of the CEO.** The Board is responsible for identifying potential candidates for, and selecting, the CEO. The Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

(b) **Evaluation of the CEO.** The formal evaluation of the CEO shall be made in the context of the annual compensation review of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee shall determine, including performance of the business and accomplishment of long-term strategic objectives.

(c) **Succession Planning.** The Nomination & Governance Committee is responsible for developing and recommending to the Board for approval succession plans for the CEO. To assist the Nomination & Governance Committee, the CEO shall periodically provide the Committee with an assessment of persons considered potential successors to the CEO.

XI. AMENDMENTS

These Corporate Governance Guidelines are subject to modification from time to time by the Board.