

Amrize Ltd
Compensation Committee
Charter

June 23, 2025

1. Purpose

The Compensation Committee (“**CC**”) is a committee of the Board of Directors (“**Board**”) of Amrize Ltd (“**Company**”) that is formally elected by the Company’s shareholders in accordance with article 8 of the Company’s articles of association (“**Articles**”).

Its mission is to support the Board in the performance of its duties, in particular with respect to the matters outlined in article 21 of the Articles, and the additional responsibilities as assigned to it in this Charter relating to compensation of the Board, the members of the executive management (the “**Executive Management**”) and other leadership personnel of the Company and its subsidiaries.

2. Duties

In particular, the CC shall have the following duties and responsibilities:

- prepare for submission to the Board the proposals to the annual general meeting of shareholders of the Company (the “**General Shareholders’ Meeting**”) regarding the compensation of the members of the Board for the next period and provide the Board with elements of comparison and benchmarking with market practice;
- plan, prepare and assess last year’s performance of the individual Executive Management members (other than the CEO) based on proposal submitted by the CEO;
- prepare for submission to the Board the proposals to the General Shareholders’ Meeting regarding the compensation of the Executive Management for the next period;
- determine selection criteria for, and develop and recommend to the Board plans for, succession of members of Executive Management, other than the CEO;
- propose to the Board the remuneration policy for the CEO and the other Executive Management members;
- define and implement the criteria for the determination of the variable mid-term and long-term remuneration while taking care to ensure these criteria are compatible with the annual evaluation of the Executive Management’s performance assessment and with the mid-term and long-term strategy of the Company and the Group;
- recommend to the Board the objectives for the current year for the CEO based on a proposal submitted jointly by the chairman of the Board (the “**Chairman**”) or the Lead Independent Director and the CEO;

- recommend to the Board objectives for the current year of the individual Executive Management members based on a proposal submitted by the CEO;
- establish a formal evaluation process and determine the compensation for the CEO, including the review and approval of corporate goals and objectives relevant to the CEO's compensation and evaluation of the CEO's performance in light of those goals and objectives as well as the Company's performance versus its peer group;
- approve the CEO's compensation level based on this evaluation and recommend it to the Board for ratification;
- review and approve, for the CEO and other Executive Management members, any employment agreements, non-competition agreements and change in control agreements or provisions and any special or supplemental benefits;
- oversee the remuneration policy concerning the leadership personnel of the Company (other than the Executive Management) and of its Group companies and examining the coherence of this policy;
- periodically assess the Company's pay structure for leadership personnel to ensure that it encourages rational and sensible risk taking and does not misalign executive interests with those of shareholders;
- review the CEO's recommendations regarding the compensation of the Company's Executive Management and determine appropriate compensation levels;
- make recommendations to the Board with respect to new incentive-based and equity-based compensation and plans that are subject to Board approval, or amendments to any such existing plans;
- periodically review the level and form of non-employee director compensation and make recommendations to the Board with respect thereto;
- periodically review and revise, as appropriate, the Company share ownership guidelines applicable to leadership personnel;
- review, administer and recommend that the Board adopt, amend and/or terminate any recoupment policy of the Company, including any such recoupment policy that may be required by, or in addition to, the New York Stock Exchange ("NYSE") listing standards from time to time;
- review and approve the list of peer group companies to which the Company shall compare itself for compensation and performance purposes;
- review and advise the Board on the information disclosed in the remuneration report that is submitted to shareholders for an advisory vote (if applicable);
- review and discuss with management the compensation discussion and analysis (the "CD&A") required to be

included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC") and, based on this review and discussion, recommend to the Board whether the proposed CD&A should be so included;

- prepare and issue the CC report meeting the requirements of the rules and regulations promulgated by the SEC for inclusion in the Company's proxy statement and annual report on Form 10-K;
- after each annual General Shareholders' Meeting, consider the results of any advisory votes of shareholders with respect to the remuneration report and the votes on the maximum aggregate compensation of the members of the Executive Management (say-on-pay), and recommend to the Board any actions (if any) to be taken in view of the results;
- submit motions to the Board on other compensation-related issues;
- report regularly to the Board on its activities, as appropriate;
- annually review its own performance;
- review and assess the adequacy of this Charter regularly and recommend any proposed changes to the Board for approval; and
- any other duties, responsibilities and authorities as the Board may delegate from time to time.

3. Powers

3.1 Collection of information and assistance

The CC is empowered by the Board to collect all information and assistance from within the Company that is needed to perform the specific tasks and duties imposed upon it by this CC Charter.

3.2 Professional support

The CC is authorised by the Board to obtain subject-specific professional consultancy services from third parties, at the expense of the Company. The CC may select a compensation consultant, legal counsel or other adviser to the CC only after taking into consideration all factors relevant to that person's independence from management, including the factors specified in the applicable NYSE listing standards.

3.3 Delegation

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

4. Composition

- 4.1 Qualification requirements** The CC consists of at least three members of the Board with the following qualification requirements:
- all members of the CC shall satisfy the independence requirements of NYSE, as such requirements are interpreted by the Board in its business judgment; and
 - all members of the CC shall have basic knowledge in the field of remuneration of members of the Board and executives.
- 4.2 Committee Chair** The CC constitutes itself and elects its chair (the “**Committee Chair**”) from among its members who has no casting vote in case of a tie.
- 4.3 Appointment, Removal and Vacancies** The members of the CC are elected individually by the General Shareholders’ Meeting for a term of office until completion of the next General Shareholders’ Meeting and may be re-elected. If there are vacancies on the CC, the Board may appoint the missing members from among its members for the remaining term of office.
- 5. Meetings**
- 5.1 General** The CC shall hold an ordinary meeting at least four times a year.
- The Chairman (unless he/she is a member of the CC) and the CEO shall attend the meetings upon invitation by the Committee Chair from time to time; provided that the CEO may not be present during any portion of a CC meeting in which deliberation or any vote regarding his or her compensation occurs.
- 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. A simple majority of members of the CC must be present to have a quorum.
- 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 CC shall report to the Board and shall submit the CC minutes to the members of the Board for their information and as a basis for the adoption of resolutions.
- 5.3 Compensation** The Board shall determine the compensation of the Committee Chair and members of the CC within the maximum aggregate amounts approved by the General Shareholders’ Meeting.