

**Amrize Ltd**  
**Nomination & Governance Committee**  
**Charter**

June 23, 2025

**1. Purpose**

The Nomination & Governance Committee (“**NGC**”) is an expert committee formally appointed by the Board of Directors (“**Board**”) of Amrize Ltd (the “**Company**”).

Its mission is to support the Board in the performance of its duties, in particular in the following areas:

- planning and preparing succession of the Board and the CEO;
- planning and preparing assessments of the Board;
- monitoring of developments, planning and preparing in all governance related matters;
- briefing of the Board accordingly;
- informing the Board of the decisions taken by the NGC; and submitting NGC recommendations to the Board.

**2. Duties**

Within the framework of its mission the NGC has in particular the following duties related to nomination:

**2.1 Nomination**

**2.1.1 Board**

- review composition and size of the Board to ensure appropriate expertise, diversity and independence of the Board, and make recommendations to the Board, as appropriate;
- if the chairman of the Board (the “**Chairman**”) is not an independent director, prepare a proposal to the Board regarding the appointment of an independent director as Lead Independent Director;
- succession planning for the Board and for its committees by - based on criteria recommended by the NGC and approved by the Board - making recommendations to the Board for motions to the General Shareholders’ Meeting for re-election and election of candidates for Board and Compensation Committee membership, including by identifying, screening and recommending candidates to the Board for Board membership;
- annually reviewing and making proposals to the Board for the nomination of the Chairman and the vice-chairman of the Board (the “**Vice-Chairman**”);
- annually reviewing and, after consultation with the Chairman or Lead Independent Director, as applicable, making recommendations to the Board with respect to the assignment of the chairs and members of the Board Committees;

- 2.1.2 CEO
  - determine selection criteria for the succession of the CEO;
  - develop and recommend to the Board succession plans for the CEO;
- 2.1.3 Other matters
  - report regularly to the Board on its activities, as appropriate; and
  - submit motions to the Board in other nomination-related issues.

## 2.2 Assessment

Within the framework of its mission the NGC has in particular the following duties related to assessment:

- in view of forthcoming re-elections: review/assess the performance of the members of the Board presented by the chair of the NGC (the “**Committee Chair**”), jointly with the Chairman or the Lead Independent Director;
- prepare proposals to the Board for the assessment of the Chairman; and
- conduct yearly self-assessments of the NGC in respect of the previous year.

## 2.3 Governance

Within the framework of its mission the NGC has in particular the following duties related to governance, avoiding duplication with respective duties of other committees:

- deal with all corporate governance-related matters in line with the mandate given to the NGC as per this NGC charter;
- monitor and assess developments regarding corporate governance, including regular review of relevant structures, market practices and shareholder engagement;
- review and recommend to the Board any amendments to the articles of association, the organizational regulations and the committee charters;
- review proposals to be made to the Board to amend the Code of Business Conduct and Ethics, the overall policy landscape and the policies and directives approved by the Board;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (the “**Corporate Governance Guidelines**”);
- review the criteria for the determination of the independence of directors, as described in the Corporate Governance Guidelines, and propose amendments to the Corporate Governance Guidelines to the Board, as appropriate;
- give its prior approval before the CEO and executive management (“**Executive Management**”) members accept a board or other significant mandate on the board of a company outside of the Group and inform the Board;
- submit motions to the Board in other governance-related issues;

- review the annual assessment of the functioning and effectiveness of the Board and each committee prepared by the Chairman for submission to the Board;
- review and advise the Board on the information disclosed in the corporate governance section of the annual report and proxy statement; and
- review conflicts of interest and related party transactions in accordance with the Company's Related Person Transactions Policy.

### **3. Powers**

#### **3.1 Collection of information and assistance**

The NGC 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 NGC Charter.

#### **3.2 Professional support**

The NGC is authorized by the Board to obtain subject-specific professional consultancy services from third parties, at the Company's expense. The NGC shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

#### **3.3 Delegation**

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

### **4. Composition**

#### **4.1 Qualification requirements**

The NGC consists of at least three members of the Board with the following qualification requirements:

- all members of the NGC shall satisfy the independence requirements of the New York Stock Exchange, as such requirements are interpreted by the Board in its business judgment;
- all members of the NGC shall have appropriate knowledge and experience in the fields of succession planning, assessment and nomination of members of the Board and executives; and
- all members of the NGC shall have at least basic knowledge in the field of corporate governance.

#### **4.2 Committee Chair**

The NGC constitutes itself and elects 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 NGC are appointed by the Board upon the recommendation of the NGC and shall remain in office until resignation, or the due appointment and introduction of their successors. Any vacancy on the NGC shall be filled by the Board. No member of the NGC shall be removed except by the Board.
- 5. Meetings**
- 5.1 General** The NGC shall hold an ordinary meeting at least four times a year.
- The Chairman (unless he/she is a member of the NGC) and the CEO shall attend the meetings upon invitation by the Committee Chair from time to time.
- 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 NGC 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 minutes shall be submitted, prior to the next meeting, to the members of the NGC for review and approval at their next meeting.
- The NGC shall report to the Board and shall submit the NGC 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 NGC within the maximum aggregate amounts approved by the General Shareholders' Meeting.