



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the Annual Meeting of the Stockholders (ASM) of **HOLCIM PHILIPPINES, INC.** will be held via remote communication on **May 21, 2026 (Thursday) at 5:00 P.M. in the afternoon.**

The agenda for the said meeting shall be as follows:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Approval of Minutes of the Annual Stockholders' Meeting held on May 15, 2025
4. Operations Report and Approval of the Annual Report and Audited Financial Statements for the period ended December 31, 2025
5. Amendment of Articles of Incorporation and By-Laws
6. Ratification of all acts, contracts, investments, and resolutions of the Board, Committees, and Management
7. Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

Stockholders of record as of April 21, 2026 are entitled to notice of, and may attend and/or participate in the ASM, or any adjournment thereof, via remote communication or voting in absentia. For this purpose, the Stock and Transfer Book of the Corporation shall be closed from April 21, 2026 to May 21, 2026.

Stockholders who wish to participate in the meeting via remote communication and to exercise their vote *in absentia* must register by filling up the form that can be found at [www.holcim.ph/asm2026](http://www.holcim.ph/asm2026). Online registration will be open from April 27, 2026 at 8:00 A.M. to May 15, 2026 at 5:00 P.M. The processes for the registration, participation and voting by stockholders may be accessed at [www.holcim.ph/asm2026](http://www.holcim.ph/asm2026), and in the **Requirements and Procedure for Voting in Absentia and Participation via Remote Communication** (the "Requirements") at the Annual Stockholders' Meeting appended in the Information Statement. All information submitted will be subject to verification and validation by the Corporate Secretary and the Stock Transfer Agent.

Stockholders who wish to appoint a proxy should send a scanned copy of a duly accomplished proxy form, together with complete supporting documents set forth in the *Requirements*, via email to [hpillegalandcompliance-ph@holcim.com](mailto:hpillegalandcompliance-ph@holcim.com) and not later than May 15, 2026. A hard copy of the Proxy Form should be delivered to The Corporate Secretary, 7th Floor, Two World Square, McKinley Hill, Taguig City within five (5) days after the proxy form has been sent via e-mail. Alternatively, should you wish to appoint the Chairman of the meeting as proxy, you may use the digital proxy form available at [www.holcim.ph/asm2026](http://www.holcim.ph/asm2026). Please note that we are not soliciting proxies.

Stockholders who have successfully registered may cast their votes and will be provided access to the live streaming of the meeting. The procedures for attending the meeting via remote communication and for casting votes *in absentia* are explained further in the **Requirements** appended to the Information Statement. You may access the 2026 Definitive Information Statement, Management Report, SEC Form 17-A for 2025, and other pertinent or related documents from the Corporation's website at <https://www.holcim.ph>.

We look forward to your attendance at the Annual Stockholders' Meeting.

**HOLCIM PHILIPPINES, INC.**

By:

  
**BELINDA E. DUGAN**  
General Counsel & Corporate Secretary

## EXPLANATION OF AGENDA ITEMS

### Approval of Minutes of the Annual Stockholders' Meeting held on May 15, 2025

The minutes of the annual stockholders' meeting held on May 15, 2025 are attached to the Information Statement.

### Operations Report and Approval of the Audited Financial Statements for the period ended December 31, 2025

The Chief Executive Officer and President will deliver a report to the stockholders on the performance of the Company in 2025 and the outlook for 2026. Copies of the SEC Form 17-A together with the Audited Financial Statements for the period ended December 31, 2025 are attached to the Management Report.

### Amendment of Articles of Incorporation and By-Laws

#### 1. Proposed Amendments for Stockholders' Approval

On 19 March 2026, the Board of Directors approved the change of certain secondary purposes of the Company in relation to land ownership, and the corresponding amendment to the Articles of Incorporation:

FROM	TO
<p>Secondary Purpose</p> <p>1. To engage in the business of purchasing, developing, selling, exchanging and holding for investment or otherwise, real estate of all kinds;</p> <p>xxx</p> <p>7. As principal or agent, to acquire by purchase or otherwise own, hold, take or lease, exchange, mortgage, let, sell, or dispose of any real and personal property, rights and privileges, suitable or convenient for any of the purposes or business of the corporation and to acquire by purchase or otherwise, own, hold, take or lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and aid or subscribe toward the construction, acquisition or improvement of any factory, shop, storehouse, building, manufacturing and commercial establishment, and other structure of every character, including all equipment, fixtures, machinery, implements and supplies necessary or incidental to, or connected with any of the purposes of business of the corporation;</p>	<p>Secondary Purpose</p> <p>1. To engage in the business of purchasing, developing, selling, exchanging and holding for investment or otherwise, real <b><u>properties (except land)</u></b>;</p> <p>xxx</p> <p>7. As principal or agent, to acquire by purchase or otherwise own, hold, take or lease, exchange, mortgage, let, sell, or dispose of any real and personal property, rights and privileges, suitable or convenient for any of the purposes or business of the corporation and to acquire by purchase or otherwise, own, hold, take or lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and aid or subscribe toward the construction, acquisition or improvement of any factory, shop, storehouse, building, manufacturing and commercial establishment, and other structure of every character, including all equipment, fixtures, machinery, implements and supplies necessary or incidental to, or connected with any of the purposes of business of the corporation; <b>Provided that the corporation shall not own any land in the Philippines;</b></p>

The above amendments are being proposed in order to clarify that the Company may not own lands in the Philippines considering that more than 40% of its capital stock is owned by foreign nationals.

#### 2. Proposed Amendments for Stockholders' Reconfirmation

At the regular meeting of the Board held on March 18, 2024, the Board approved the amendment of the Company's Articles of Incorporation and By-laws to reflect the relevant references to public companies pursuant to the Company's delisting from the PSE, and to simplify the Company's organization. These amendments relate to (i) reduction of the number of directors from 7 to 5, (ii) removal of inexistent positions and committees, (iii) removal of the Corporate Governance and Compensation Committee, and (d) revision to reflect amended corporate seal.

The amendments were subsequently approved by the stockholders at the annual stockholders' meeting held on May 15, 2024.

The above amendments are being proposed for reconfirmation of the stockholders in preparation for the application for amendments of Articles of Incorporation and By-Laws to be submitted to the SEC. The delays in the submission of the application was due to issues encountered by the Company in accessing the relevant submission portal of the SEC.

### **Ratification of All Acts of the Board and Management**

A summary of the acts of the Board of Directors and Management are attached to the Information Statement.

### **Election of Directors**

Each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected. The five nominees receiving the highest number of votes will be declared elected as directors of the company.

### **Appointment of External Auditor**

The auditing firm of SGV & CO. ("SGV") will be recommended for appointment as external auditor for the ensuing year. Representatives of SGV are expected to be present at the meeting.

### **Other Matters**

The Chairman will answer questions on matters concerning the agenda, the Information Statement and the Operations Report sent via the voting website.