CHARTER OF THE BOARD OF DIRECTORS

of

HOLCIM PHILIPPINES, INC.

Effective Date: 1 June 2017

CONTENTS

1. INTRODUCTION	1
2. THE BOARD OF DIRECTORS	2
3. THE CHAIRMAN	9
4. THE BOARD COMMITTEES	10
5. THE BOARD EXECUTIVE COMMITTEE	10
6. THE CEO AND THE PRESIDENT	13
7. GENERAL PROVISIONS	14

1. INTRODUCTION

1.1 General Principles

Principles This Charter (this "Charter") is issued by the Board of

Directors of Holcim Philippines, Inc. (the "Company") in accordance with its Articles, By-Laws, Corporate Governance Manual, Securities and Exchange Commission Memorandum Circular No. 19, Series of 2016, otherwise known as the "Code of Corporate Governance for Publicly-Listed Companies," and other prevailing laws and regulations of the Philippines. This Charter sets forth the internal organization of the Board, and the respective duties and functions of the Board, the Board Committees and Company officers (as these terms are hereinafter

defined).

As Parent Company The Company shall perform tasks of management and

organization for its Subsidiaries. In view of this function, the Company shall ensure that all resolutions, policies, directives and other decisions relating to its Subsidiaries

shall be duly implemented in the said Subsidiaries.

1.2 Defined Terms

The following capitalized terms shall have the meanings ascribed to them below:

Articles the Articles of Incorporation of the Company, as may be

amended from time to time;

Annual Meeting the annual stockholders' meeting of the Company held in

accordance with the By-Laws;

Board the Board of Directors of the Company;

Board Committees each of the Board Executive Committee, Compensation

and Nomination Committee, Audit Committee, and any other committee as may be constituted by the Board from

time to time;

By-Laws the By-Laws of the Company, as may be amended from

time to time;

CEO the Chief Executive Officer of the Company;

Charter this Charter of the Board of Directors of the Company;

CG Code the Securities and Exchange Commission Memorandum

Circular No. 19, Series of 2016 otherwise known as the "Code of Corporate Governance for Publicly-Listed

Companies";

CG Manual the Company's Corporate Governance Manual, as may be

amended from time to time;

Chairman the Chairman of the Board;Company Holcim Philippines, Inc.;

Delegation of sets forth the different authority

Authority Policy commitment, execution, expenditure, payment and and Matrix financial reporting authorities, delegated to the CEO, the

function heads and managers, as the same may be

types namely,

amended by the Board from time to time;

President means the President of the Company; and

Subsidiaries mean companies which are at least majority-owned or

controlled by the Company.

2. THE BOARD OF DIRECTORS

Directors

2.1 Composition and Organization

Composition The Board shall be composed of seven (7) members (or

such number as shall be indicated in the By-Laws from time to time), majority of whom shall be non-executive

directors.1

Independent The Company shall have at least three (3) Independent

Directors or such number of Independent Directors as will constitute at least one-third (1/3) of the members of the

Board, whichever is higher.²

Qualifications The qualifications of nominees to the Board and the

directors are as set forth in the By-Laws and the CG

Manual.

Term The members of the Board are elected by the stockholders

of the Company at the Annual Meeting in accordance with the By-Laws for a term of one year and each member shall serve until the election and acceptance of their duly qualified successors, unless removed or replaced by the

Board.

Vacancies Any vacancy in the Board caused by death, resignation, or

disqualification of any member, or by any other cause, may be filled by the Board in accordance with the By-Laws, if the remaining members still constitute a quorum. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have

been duly elected and qualified.

Qualifications The members of the Board shall possess all of the

2/15

¹ CG Code, Recommendation 1.2. NB: all footnotes refer to CG Code.

² Recommendation 5.1.

qualifications and have none of the disqualifications for membership in the Board as provided for in the By-Laws and the CG Manual, the Corporation Code, the Securities Regulation Code, and other relevant laws. Moreover, Board member designated elected Independent Directors, must meet the qualifications of Independent Directors set out in the By-Laws and the CG Manual.

Induction

The Board shall ensure that new members: (i) are appropriately introduced to the Management and the business of the Company, through an orientation program, which should be at least eight (8) hours and shall include SEC-mandated topics on corporate governance, (ii) are acquainted with relevant industry knowledge and economics, and (iii) receive a copy of the Articles, this Charter, the HPI Code of Conduct, Board Committee charters, recent Board meeting papers and Minutes, and relevant Company policies and procedures.³

Corporate Secretary

The Board shall appoint a Corporate Secretary who should not be a member of the Board of Directors. ⁴ The Corporate Secretary shall have the qualifications, powers and duties set forth in the By-Laws, the CG Manual and applicable laws.

2.2 Powers and Duties

Governance of the Company

The Board is primarily responsible for the governance of the Company. It shall exercise all corporate powers, and resolve all matters, which are not delegated by statute, the Articles and By-Laws, or this Charter to the authority of (i) the stockholders, (ii) the Board Committees, or (iii) any officer of the Company.

Powers and Duties

In particular, the Board shall have the following powers and duties:

Corporate Strategy and Polices

(a) Formulate and implement sound business and corporate strategies and policies of the Company, and issue the necessary directives for their implementation;⁵

Budget

(b) Implement an effective budget preparation process, and approve the annual budget or specific project budgets proposed by the Board as the needs arise;⁶

Operational

(c) Perform oversight on the entire business operations

³ Recommendation 1.3.

 $^{^{4}}$ Recommendation 1.5.

⁵ Recommendation 2.2.

⁶ Explanation to Recommendation 2.2.

Oversight

of the Company, in accordance with the Articles, By-Laws and this Charter and applicable laws;⁷

Company Performance and Business Reports

(d) Review business and economic performance of the Company including achievement of targets;⁸

 (e) Review and approve the business reports such as the annual and quarterly reports, and the audited financial statements of the Company and its Subsidiaries;

Accounting and Financial Policies

(f) Define the structure of the accounting system and reporting, financial controls and financial planning of the Company, and ensure accounting policies and financial reporting processes comply with generally accepted accounting principles and applicable law;

Appointments

(g) Appoint, remove, and determine the duties and responsibilities, and establish succession plans of the following: (i) members of the Board Committees, (ii) the President, (iii) the CEO, (iv) Company officers and Management, and (v) such other persons as the Board may determine, from time to time, as having significant impact on the business of the Company;

Approval of specific transactions, and designation of authorized signatories

(h) Approve specific transactions and matters as set forth in the Delegation of Authority Policy and Matrix, and designate authorized signatories and the manner in which such persons may sign on behalf of the Company;

Company values and reputation

 Set the Company's values and standards of conduct and ensure that these are adhered to, in the interests of the stockholders, employees, customers, suppliers and the communities in which the Company operates and, generally safeguard the reputation of the Company;

Key risks and key performance indicators

(j) Identify and monitor key risk areas and key performance indicators;⁹

Internal control framework

(k) Ensure that the Company has an adequate, effective and efficient system of internal control. The minimum internal control mechanisms may include:

 i. definition of the duties and responsibilities of the President who is ultimately accountable for the Corporation's organizational and operational

⁷ Recommendation 2.10.

⁸ Recommendation 2.9.

⁹ Recommendation 2.11.

controls;

- evaluation, selection and appointment of proposed senior Management appointments and other Management officers;
- iii. review of human resource policies, conflict of interest situations, compensation program for employees and Management succession plan;¹⁰

Related-party transactions

(I) Formulate and implement polices and procedures that would ensure the integrity and transparency of related-party transactions, including review and approval thereof;¹¹

Investor relations program

(m) Establish and maintain an investor relations program under the Chief Finance Officer's oversight responsibility, that will ensure the stockholders are properly and timely informed of all information regarding the activities of the Company;¹²

Training of directors

(n) Adopt a policy on the training of directors, including an orientation program for first-time directors and annual continuing relevant training for all directors. The orientation program for first-time directors shall be at least eight (8) hours and shall include SEC-mandated topics on corporate governance and an introduction to the Corporation's business, Articles of Incorporation, and Code of Conduct. The annual continuing training program shall be at least four (4) hours and shall include courses on relevant corporate governance matters such as audit, internal controls, risk management, sustainability and strategy;¹³

Board nomination and election

o) Develop and adopt a formal and transparent board nomination and election policy;¹⁴

Self-assessment

(p) Conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees, and establish a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees;¹⁵

Stakeholder interest

) Ensure that the Company has regard to the interests of its stakeholders, i.e., employees and customers of the Company, the community and environment in which the Company operates, and formulate a clear

¹⁰ Recommendation 2.10.

¹¹ Recommendation 2.7.

¹² Recommendation 13.5.

¹³ Recommendation 1.3. ¹⁴ Recommendation 2.6.

¹⁵ Recommendations 6.1 and 6.2.

		policy of accurate, timely and effective communications with them; ¹⁶
Statutory compliance and	(r)	Ensure that the Company complies with statutory requirements, and that the principles and practices of good corporate governance are implemented in the Company;
Corporate governance	(s)	Adopt and periodically review corporate governance policies and framework, ensuring that principles and practices of good corporate governance are implemented in the Company; and
Review of the Charter	(t)	Issue, review and amend this Charter from time to time. 17

2.3 Meetings

Organizational	
Meetings	

The Organizational Meeting of the Board for the purpose of appointment of members of the Board Committees and Management, and the transaction of other business shall be held without notice after the Annual Meeting.

Regular Meetings

Regular Board Meetings shall be held once every quarter, or as often as the Board may deem practicable.

Special Meetings

Special Meetings of the Board may be called by the Corporate Secretary upon order of the President, or any two (2) members of the Board.

Notice of Meeting

The notice of meeting shall be sent to the members of the Board at least five (5) business days prior to the meeting.

Notices of meetings, and any other forms of notification to be sent to the Board shall be issued by the Corporate Secretary or the designated representative and approved by the Chairman. Replies to notices shall also be sent to the Corporate Secretary and/or the designated representative.

Each member shall give to the Corporate Secretary an office address and email address for the service of notices of meetings of the Board.

Notice of a meeting of the Board shall be deemed to be duly served upon a member if it is given to him personally, or delivered to him by mail or email in accordance with the

_

¹⁶ Recommendation 14.2.

¹⁷ CG Code, Recommendation 2.12

immediately preceding paragraph.

Waiver of Notice

Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum. A member may consent to short notice and may waive notice of any meeting and any waiver may apply retrospectively.

Agenda

The agenda shall be prepared by the Corporate Secretary, in consultation with the Chairman.

The meeting agenda shall be prepared for every meeting and provided to the members of the Board, along with the briefing materials, five (5) business days before the scheduled meeting of the Board.

Requests for the inclusion of matters in the agenda must be submitted to the Chairman sufficiently in advance for the notice of meeting and agenda to be circulated simultaneously, except in cases where urgency does not allow for keeping within this time frame.

Venue

The meetings of the Board shall be held at the principal office of the Company, or at such other place as the majority of the Board may designate.

Presiding Officer

The meetings of the Board shall be chaired by the Chairman or, in his absence, by another member of the Board appointed by a majority of the members present, there being a quorum.

Manner of Attendance

Members of the Board shall be authorized to attend the Board meetings by any the following means of communication: teleconferencing, videoconferencing, web conferencing and other remote or electronic means. The requirement of presence is met if the members of the Board are able to communicate simultaneously.

Management Participation

The Board may invite other individuals, such as members of Management, auditors, counsel, or other technical experts, to attend meetings and provide pertinent information, as necessary.

2.4 Quorum and Resolutions

Quorum and Voting

A quorum at Board meetings shall consist of a majority of the entire membership of the Board. A meeting shall not proceed in the absence of a quorum.

The Board may require the presence of at least one (1) Independent Director in all Board meetings.

To the extent possible, the Board shall make decisions and resolutions by consensus. Where such is not possible, the Chairman may call for a division of the house in which case a resolution shall be passed by a simple majority of votes of the members present at such meeting.

Each member, including the Chairman of the Board, shall have one (1) vote.

Adoption of Resolutions

Resolutions shall be validly adopted by the majority vote of the directors present at a meeting at which there is a quorum, unless a higher requirement is imposed by applicable law or the By-Laws.

2.5 Minutes

Recording of Minutes

Minutes of Board meetings shall be prepared by the Corporate Secretary, and signed by the Chairman and by the members of the Board present.

Contents of Minutes

The Minutes shall contain a record of the following:

Date/Place/Time

Members Present/Absent

Chairman/ Corporate Secretary

Resolutions

- (a) Date, place and time of the meeting;
- (b) Presence and absence of the members of the Board and other participants;
- (c) Name and signature of the Chairman, Corporate Secretary and the Directors present;
- (d) Wording of resolutions passed and election results, indicating the outcome of the votes and objections put to record of any member of the Board;

Discussions

Statement for the Record

Requests for information

- (e) Summary of the main points of the discussions;
- (f) Statements for the record made by a member of the Board; and
- (g) Requests for information and summary of the respective replies.

Circulation/ Approval

The minutes shall be circulated to the members of the Board within fifteen (15) business days after the meeting and submitted for approval at the next Board meeting.

Records

The Corporate Secretary shall keep the following records:

- (a) appointments and resignations of the members;
- (b) notices, agenda and other documents sent to the members; and

(c) minutes of proceedings and meetings of the Board.

2.6 Information and Right to Information

Documents

The Board shall determine the documents which shall regularly be provided for its information. Management shall provide the Board with complete, adequate and timely information on the matters to be taken in Board meetings.

Right to information

Any member of the Board may request information about all matters concerning the Company, which request shall be made at ten (10) business days before a Board meeting or before the required information is required to be delivered. Information may include the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

3. THE CHAIRMAN

Powers and Duties

The Chairman has the following powers and duties:

Lead the Board

(a) Provide leadership to the Board in its governance role, ensure that it is an effective working group at the head of the Company and promote a culture of openness and debate;

Organization and preparation of Annual Meeting and Board Meetings

(b) Organize and lead preparations for the Annual Meeting and Board meetings in consultation with the President and in coordination with the Corporate Secretary;

Board Committees

(c) Ensure that the Board Committees meet regularly, function efficiently and report adequately to the Board;

Preside over meetings

(d) Preside over meetings of the Board and stockholders;

Supervision of implementation

(e) Supervise the implementation by the President of the resolutions of the Board and Board Committees;

Communication

(f) Maintain qualitative and timely lines of communication and information between the Board and Management;

Training

(g) Assure the availability of proper orientation for new directors and continuing training opportunities for all directors;¹⁸

¹⁸ Recommendation 2.3, Explanation (e).

Evaluation

(h) Ensure that the performance of the Board is evaluated at least once a year and discussed/followed up on;¹⁹

Other duties

(i) Perform all other duties imposed by applicable law, the Articles, By-Laws, CG Code, and this Charter.

4. THE BOARD COMMITTEES

Board Committees

The Board shall constitute the following standing committees which shall directly report to the Board:

- (a) Board Executive Committee;
- (b) Corporate Governance Committee; and
- (c) Audit Committee.

The Board may also create and appoint such other committees as it may consider necessary or advisable for the proper conduct and operation of the affairs of the Company, and prescribe their respective powers and duties.

Composition, Powers and Duties

The composition, duties and functions of the Board Committees shall be as set forth in the CG Manual and separate charters, as applicable, which form an integral part of this Charter.

5. THE BOARD EXECUTIVE COMMITTEE

5.1 Organization

Composition

The Executive Committee shall be composed of not less than three (3) members of the Board, to be determined and appointed by the Board.

Vacancy

Any vacancy in the Executive Committee shall be filled by the members of the Board at any meeting of the Board at which a quorum is present.

5.2 Powers and Duties of the Board Executive Committee

Powers and Duties

The Executive Committee shall advise and aid the officers of the Company in all matters concerning its interest and the management of its business and, in the intervals between the meetings of the Board, shall exercise all the powers of the Board delegated to it (in the By-Laws or by a majority vote of the Board), except:

(a) such powers as are granted by law to the Board;

¹⁹ Recommendation 2.3, Explanation (f).

- (b) power to declare and pay dividends;
- (c) power to fill vacancies in the Board; and
- (d) such other powers as the Board may expressly reserve at any time.

5.3 Meetings of the Board Executive Committee

Frequency The Executive Committee shall meet from time to time

upon the call of the Chairman of the Executive Committee

or of any member thereof.

Presiding Officer The Chairman of the Executive Committee shall preside

over all meetings. In the absence of the Chairman, the remaining Executive Committee members present shall

designate a presiding officer.

Venue The meetings of the Executive Committee shall be held at

such places as the majority of the Executive Committee

may designate.

Notice and waiver of

meeting

The Notice of meeting of the Executive Committee (including the agenda) shall be made in writing at least

twenty four (24) hours in advance.

Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum. A member may consent to short notice and may waive notice of any meeting and any waiver may

apply retrospectively.

Agenda The Chairman of the Executive Committee shall determine

the agenda of the meeting.

Matters not included in the agenda may only be put to a resolution subject to the approval of all members of the

Executive Committee.

Manner of Attendance The members of the Executive Committee shall be authorized to attend the meetings by any of the following

means of communication: teleconferencing, videoconferencing, web conferencing and other remote or electronic means. The requirement of presence is met if members of the Committee are able to communicate

simultaneously.

5.4 Quorum and Resolutions

Quorum and Voting At any meeting of the Executive Committee, quorum shall

consist of a majority of the members of the Committee present throughout the meeting. A meeting shall not proceed in the absence of a quorum.

To the extent possible, the Executive Committee shall make decisions and resolutions by consensus. Where such is not possible, the Chairman of the Executive Committee may call for a division of the house in which case a resolution shall be passed by a simple majority of votes of the members present at such meeting.

Each member, including the Chairman of the Committee, shall have one (1) vote.

Escalation

If the Committee decides to take any action to which any member objects, such member shall have the right, by notice in writing to the Chairman of the Committee within ten (10) days after such meeting, to require the Committee to reconsider its decision in a separate meeting. If, after such reconsideration, any member objects to the action which the Committee has decided to take at the second Committee meeting, then said member shall be entitled, by notice in writing to the Board (together with any relevant supporting materials) within ten (10) days from the date of the second Committee meeting, to require the particular matter to be considered and finally decided by the Board at its next scheduled meeting, the decision of which is final and binding. Any action proposed to be taken by the Committee which is the subject of the foregoing procedures shall be held in abeyance, and shall be deemed for all purposes not to have been taken, during the pendency of such procedures.

Adoption of Resolutions

Resolutions shall be validly adopted by the majority vote of the members present at a meeting at which there is a quorum.

A resolution in writing signed by at least a majority of the members of the Executive Committee present shall be as valid and effective for all purposes as a resolution of the Executive Committee passed at a meeting of the Executive Committee duly convened, held and constituted.

Ratification by the Board

Resolutions of the Executive Committee shall be submitted to the Board at the meeting held next after they have been taken, and such resolutions shall be considered ratified by the Board unless otherwise expressly revoked.

5.5 Minutes

Recording of Minutes Minutes of the proceedings and the resolutions of the

> Executive Committee shall be taken and kept by the Corporate Secretary, and shall be signed by all members present. The Corporate Secretary shall present the minutes

to the Board when so requested.

Contents of Minutes The Executive Committee minutes shall contain a record of

the relevant items as set out in 2.5.

Circulation/ Approval The minutes shall be circulated to the members of the

> Executive Committee within fifteen (15) business days after the meeting and submitted for approval at the next

Executive Committee meeting.

Records The Executive Committee shall cause records to be kept of

the relevant items as set out in 2.5.

Any such records shall be opened for inspection by any member of the Executive Committee upon reasonable prior

notice during usual office hours of the Company.

Management **Participation**

The Board Executive Committee may invite other individuals, such as members of Management, auditors, counsel, or other technical experts, to attend meetings and

provide pertinent information, as necessary.

6. THE CEO AND THE PRESIDENT

6.1. Appointment, Powers and Duties of the CEO

Appointment The CEO shall be appointed by the Board, upon

> recommendation of the Corporate Governance Committee. While the positions of President & CEO are separate, an officer of the Company may concurrently hold the position

of President & CEO as determined by the Board.

He shall discharge such duties and functions as may be

delegated to him by the Board.

6.2. Appointment, Powers and Duties of the President

Appointment The President shall be appointed by the Board from their

own number, upon recommendation of the Corporate

Governance Committee.

Powers and duties

The President shall have the following powers and duties:

Corporate strategy (a) Formulate and implement the Company's strategic plan on the direction of the business guided by the

		strategic objective set by the Board; ²⁰
Supervision of business affairs	(b)	General supervision of the business affairs of the Company;
Representation vis- à-vis Shareholders and investors	(c)	Represent the Company to the stockholders and investors;
Sign stock certificates	(d)	Sign all stock certificates;
Sign contracts	(e)	Sign approved contracts and other instruments on behalf of the Company;
Implementation of resolutions	(f)	Implement the resolutions adopted by the Board;
Reporting	(g)	Report to the Board, at least quarterly, on the business operations, including compliance with targets, and shall notify the Board promptly on extraordinary occurrences affecting or that may affect the business;
	(h)	Report to the stockholders at the Annual Meeting on the results of operations of the Company for the previous year; and
Other duties	(i)	Perform all such other duties as are incident to his office, as set forth in the CG Manual, or are properly

7. GENERAL PROVISIONS

7.1 Conflict of Interest

Duty to inform

Each member of the Board and the Board Committees, and a Company officer is obligated to inform the Board of

actual or potential conflicts of interest.

required of him by the Board.

Abstention In case of direct conflict of interest, i.e., a situation where a

member's vote would operate to the detriment of the Company to the extent it would give an advantage to his own interests or any interest otherwise represented by him or a party related to him, the member shall abstain at his own initiative before discussing the respective matter.

7.2 Confidentiality

Confidentiality

Each member of the Board or the Board Committees shall keep in confidence and shall not disclose to third parties

 $^{^{20}}$ Recommendation 5.4, Explanation (a).

any information and documents which he received or which came to his attention in connection with his function as member of the Board or the Board Committees. In the event there is a requirement to disclose confidential information, the member of the Board or the Board Committees shall seek prior approval from the Board.

Return of documents

Upon the end of his term of office, a member of the Board or a Board Committee shall return or destroy all documents relating to the Company. Such return or destruction shall be confirmed in writing by said member.

7.3 Final Provisions

Effectivity

This Charter was approved by the Board on 24 April 2017,

and shall become effective on 1 June 2017.

Periodic Review

This Charter shall be reviewed by the Board and as and when deemed appropriate. Such review to take place at

least every two (2) years.

Authorities

In this Charter, including the Delegation of Authority Policy and Matrix, the Board has authorized the Board Committees or officers to act on behalf of the Company with respect to the functions and the signing authorities

thereby indicated.

Tomás I. Alcantara

Chairman

Daniel N. Bach

Director

Well we surgue

Director

Yasuo Kitamoto

Director

Martin Kriegner

Director

Simeon V. Marcelo

Director

Eduardo A. Sahagun

Director

any information and documents which he received or which came to his attention in connection with his function as member of the Board or the Board Committees. In the event there is a requirement to disclose confidential information, the member of the Board or the Board Committees shall seek prior approval from the Board.

Return of documents

Upon the end of his term of office, a member of the Board or a Board Committee shall return or destroy all documents relating to the Company. Such return or destruction shall be confirmed in writing by said member.

7.3 Final Provisions

Effectivity This Charter was approved by the Board on 24 April 2017,

and shall become effective on 1 June 2017.

Periodic Review This Charter shall be reviewed by the Board and as and

when deemed appropriate. Such review to take place at

least every two (2) years.

Authorities In this Charter, including the Delegation of Authority Policy

and Matrix, the Board has authorized the Board Committees or officers to act on behalf of the Company with respect to the functions and the signing authorities

thereby indicated.

Tomas I. Alcantara

Chairman

Daniel N. Bach Director

David L. Balangue

Director

Yasuo Kitamoto

Director

Martin Kriegner

Simeon V. Marcelo

Director

Eduardo A. Sahagun

Director