

CEMENTIR HOLDING S.p.A.

Registered office: Corso di Francia, 200, Rome, Italy
Share capital: Eur 159,120,000, fully paid-up
R.E.A. no. 160498 Company Register no 2311-2313/51
Tax no. 00725950638 – VAT reg. no. 02158501003

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby called to the Ordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on single call, on 18 April 2013 at 12:00 p.m., to resolve upon the following:

AGENDA

1. Financial statements as of 31 December 2012. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of net result for the year and distribution of a dividend. Presentation of the Group's consolidated financial statements at 31 December 2012. Related and consequent resolutions.
2. Remuneration Report: resolutions in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.

SHARE CAPITAL

As of the date of this notice, the share capital of Cementir Holding S.p.A. is equal to Euro 159,120,000 and is divided into No. 159,120,000 ordinary shares with a nominal value of 1.00 euro each. Each share grants the shareholder one vote. As of today the Company does not hold any shares belonging to its own share capital.

TITLE TO PARTICIPATE AT THE SHAREHOLDERS' MEETING AND VOTING RIGHT

Pursuant to Article 83-sexies Legislative Decree No. 58/98 and the Bylaws, the eligibility to attend the Shareholders' Meeting and exercise the right to vote are those on behalf of whom the authorized intermediary in pursuance to applicable regulations, has sent to the Company the statement certifying the entitlement to the shares, by the end of the accounting day of the seventh trading day before the date of the Shareholders' Meeting (i.e. by the end of 9 April 2013 - *Record Date*). Anyone becoming a shareholder after the Record Date will not be entitled to attend or vote at the Shareholders' Meeting. The intermediary's notification must reach the Company by the end of the third trading day prior to the day set for the Shareholders' Meeting (and therefore by the end of 15 April 2013). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received prior to the beginning of the Meeting.

REPRESENTATION AT THE SHAREHOLDERS' MEETING

Ordinary proxy

All persons having the right to attend the Shareholders' Meeting may be represented in the Shareholders' Meeting by means of a written proxy issued according to the applicable law. A written proxy may be granted using the proxy form available on the Company's website www.cementirholding.it in section Investor Relations/Corporate Governance/Shareholders' meeting 2013. Those willing to attend the Shareholders' Meeting as shareholder representatives must submit the relevant document directly to the Company with a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome) or with an electronic communication sent to the certified email address: legale@pec.cementirholding.it or by fax to No. +39 0632493324.

Proxy to the representative appointed by the Company

Proxies may also be granted, with voting instructions, to the delegate Mr. Domenico Sorrentino, who was designated by the Company for this purpose in pursuance to Article 135-undecies of the Legislative Decree No. 58/98. Proxy granted to the abovementioned designated representative must be given in the manner specified in the proxy statement provided for this purpose which will be available on the Company website www.cementirholding.it in section

Investor Relations/Corporate Governance/Shareholders' Meeting 2013, where interested parties may also find information about the proper method to communicate the proxies to the Company by the end of two trading days before the date of the Shareholders' Meeting (i.e. by the end of 16 April 2013). The proxy will be effective only for those motions for which voting instructions are provided. The proxy and the voting instructions are revocable within the same period as above mentioned. Shareholders are hereby reminded that votes may not be cast by mail or electronically.

ADDITIONS TO THE ITEMS ON THE AGENDA AND SUBMISSION OF MOTIONS

Pursuant to Article 126-*bis* of Legislative Decree No. 58/98, the Shareholders who represent, also on a joint basis, at least one-fortieth of the share capital may send a request, within 10 days of publication of this notice (i.e. by 28 March 2013), to add items on the agenda, indicating with a written request the additional items proposed or, submit additional motions to those already on the agenda. These requests must be submitted in written, together with the certificate attesting ownership of the share and copy of an identification document, with a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome) anticipated by fax to No. +39 0632493324 or with an electronic communication sent to the certified email address: legale@pec.cementirholding.it. By the same deadline and in the same manner, the requesting shareholders must provide a report explaining the reason for motions concerning new subjects that they suggest to be considered or the reason for the additional motions regarding items already on the agenda. Additions cannot be made for items that the Shareholder's Meeting is called upon to decide, in pursuance to the law or that are proposed by the Directors based on a project or a report they have prepared. Items added to the agenda or additional motions to those already on the agenda, will be announced in the same manner required for the publication of the notice of Shareholders' Meeting at least 15 days prior to the date set for the Shareholders' Meeting. Please note that a person entitled to vote may, individually, submit motions to be considered in the Shareholders' Meeting regarding only items on the agenda.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to Article 127-*ter* of Legislative Decree No. 58/98 the voting Shareholders may submit questions about the items on the Agenda, before the Shareholders' Meeting, within the third day prior to the date of the Shareholders' Meeting (i.e. on 15 April 2013), with a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome) anticipated by fax to No. +39 0632493324 or with an electronic communication sent to the certified email address: legale@pec.cementirholding.it, together with the certificate attesting ownership of the shares and copy of an identification document. Those entitled to submit questions shall provide the information consenting their identification. Questions received before the Shareholders' Meeting will be answered during the Shareholders' Meeting, with the Company reserving the right to provide a single answer for questions with the same content.

DOCUMENTATION

The documentation related to the items on the agenda, as specified by the provisions of applicable law and regulations, will be made available to public at the Company's registered office, at Borsa Italiana S.p.A. and on the Company's website www.cementirholding.it in section Corporate Governance/Shareholders' Meeting 2013 within the terms set out in applicable laws. The Shareholders are entitled to request a copy.

This notice will be published, pursuant to art. 125-bis D.lgs n.58/98 on the Company's website www.cementirholding.it and in abstract on the "Il Messaggero" on 19 March 2013

Rome, 18 March 2013

On behalf of the Board of Directors
Chairman and Chief Executive Officer
Francesco Caltagirone