

Cementir Holding S.p.A.  
Corso di Francia n. 200  
00191 – Roma

*The Italian text prevails over the English version*

**PROXY FORM TO ATTEND THE SHAREHOLDERS' MEETING**

This is to certify that the undersigned, .....,  
born in ....., on ..... Tax Code number.....  
residing in .....(.....), Identification document (type)  
..... no .....(attach copy)

(if required) in the name and on behalf of the Company .....,  
with registered office in ..... (....), via ..... no. ...., Tax  
Code / VAT Code number ....., registered under no. ....  
with the Company Register of ....., as legal representative of the aforementioned  
Company,

**LAWFULLY ENTITLED**

to vote for no. .... Cementir Holding S.p.A. common shares registered in  
security account no. ....at.....ABI  
..... CAB ..... as resulting from intermediary statement no  
..... made by.....

in my capacity as *(Please cross the relevant box)*

- Cementir Holding S.p.A. shareholder
- legal representative
- agent with power to sub-delegate
- secured creditor
- assignee
- beneficial owner
- custodian
- manager
- other (specify)  
.....

**APPOINT**

Mr./Miss. ....,  
born in ....., on ..... Tax Code number.....  
residing in .....(.....),  
with right to be substituted by (if required)

Mr./Miss. ....,  
born in ....., on ..... Tax Code number.....  
residing in .....(.....),

**to represent him/her**

at the Ordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on single call, on single call on 17 April 2014 at 12:00 p.m. to vote upon the following:

### **AGENDA**

#### **Ordinary Session**

1. Financial statements as of 31 December 2013. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of net result for the year. Presentation of the Group's consolidated financial statements at 31 December 2013. Related and consequent resolutions.

#### **Extraordinary Session**

1. Non-reconstitution, pursuant to Art. 13, Section 2 of Law 342/2000, of the revaluation reserve as per Law no. 266/2005, partially used to cover the loss incurred in 2013. Related and consequent resolutions.

#### **Ordinary Session**

1. Motion to the distribution of a dividend. 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;
3. Appointment of the Board of Auditors for the period 2014 - 2016 and determination of the related remuneration. Related and consequent resolutions.

*Please cross the pertaining box:*

- The aforementioned proxy holder is not given any specific instructions referring to voting and is legally entitled to voting, the foregoing being a validly ratified pledge. The voting right can therefore be discretionally exercised by the proxy holder<sup>1</sup>.
- The aforementioned proxy holder is given all necessary powers, in compliance with specific voting instructions given by the delegating party.

**It is the Proxy holder's liability to attest the identity of the delegating party and, in case, the compliance of the proxy form copy to the original, pursuant to art. 135-novies of Italian legislative Decree no. 58 of February 24, 1998.**

This proxy form is valid only if the Company receives the statement sent by the intermediary upon request of the person entitled to the right

#### **PRIVACY INFORMATION**

The data contained in this proxy form shall be processed by Cementir Holding S.p.A. – the Data Holder – for the purpose of carrying out the fulfillments connected with the Shareholders' Meeting, in compliance with the applicable provisions of law on the protection of personal data. The data might be communicated to employees and consultants of Cementir Holding S.p.A., who are specifically authorized to process the data, in their capacities as Responsible or Entrusted Subjects, for the above mentioned purposes. The data might also be disclosed or communicated to third parties for the fulfillment of provisions of laws, regulations or EU laws, as ordered by Authorities or supervisory and control bodies; the proxy will not be admitted to attend the Shareholders' Meeting unless the data marked as compulsory have been provided. The party has the right, in compliance with art.7 of Italian Legislative Decree 196/2003 to know –at any time- the data held by Cementir Holding S.p.A., their origin and the way they are processed; the party is also entitled to require to update, rectify, complete, delete or block the data, and to oppose their processing.

**Place and date:**

**Signature:**

<sup>1</sup> Is given without specific voting instructions, the proxy holder may be subject to the provisions regulating significant holdings in listed issuers (art. 118, paragraph 1<sup>o</sup>, letter c), Consob Regulation no. 11971/99 and following amendments and supplements).