

**PROXY FORM FOR THE REPRESENTATIVE APPOINTED BY THE COMPANY**

Mr. Domenico Sorrentino as Appointed Representative pursuant to art. 135-undecies of Legislative Decree no. 58/98 by Cementir Holding S.p.A. ("Company"), shall collect the voting proxies relating to the ordinary shareholders' meeting convened on 17 April 2014, on single call within the deadlines reported in the notice of meeting and in the "INSTRUCTIONS FOR THE RELEASING OF THE PROXY TO ATTEND THE SHAREHOLDERS' MEETING" published on the Company's website [www.cementirholding.it](http://www.cementirholding.it) in section Investor Relations/Corporate Governance/Shareholders' Meeting 2014

The proxy form with voting instructions, to be conferred within the second trading day prior the date of the meeting, may be cancelled within the same deadlines and with the same procedures used for their conferral.

Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.

\_\_\_\_\_  
I, the undersigned, ..... born in .....  
on ..... Tax Code number ..... residing in  
..... tel.....  
Identification Document (type) ..... No.  
.....,(attach copy)

\_\_\_\_\_  
(if required) representing the company ..... with office  
in..... Tax Code / VAT Code number  
..... with duly empowered  
under.....(attach copy)

\_\_\_\_\_  
eligible 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.....

**APPOINT**

Mr. Domenico Sorrentino, being the "Designated Representative" as per art. 135-undecies of Law n. 58/1998 appointed by the company Cementir Holding S.p.A. to participate and vote, on its behalf and in name, as indicated in "PROXY FORM FOR THE REPRESENTATIVE APPOINTED BY THE COMPANY", at the Ordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, 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.

## DECLARES

- being aware that the proxy to the Appointed Representative might contain voting instructions in respect of some resolution proposals, only and that in such case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
- being aware that the Appointed Representative, in case of unknown circumstances whenever modifying or integrating the proposals raised in the Assembly, may express, if authorized, a different vote from the one indicated in his/her instructions, but only if he/she is not in a position of interest conflict, as indicated in art. 135-decies of the TUF;
- being aware that in case of lack of such authorization, the actions for which the proxy, even if partial, was appointed, are figured for the regular constitution of the Assembly and that, in relation to the proposals for which no voting instructions have been given, the shareholder's actions are not figured in relation to the majority calculation and requested share capital for the proposals' approval.

The undersigned (surname and name of the person who signs the proxy if different from the shareholder) is subscribing this proxy as:

- legal representative  agent with power to sub-delegate  secured creditor  assignee  beneficial owner  
 custodian  manager  other (specify) .....

#### 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.

**Date:**

**Signature:**

## INSTRUCTIONS FORM FOR THE REPRESENTATIVE APPOINTED BY THE COMPANY

The undersigned ..... place of birth ..... date of birth ..... Tax Code .....residing in (town/city) .....address .....provides to the Appointed Representative, in relation to the proxy or proxies for the Ordinary Shareholders' Meeting of Cementir Holding S.p.A. to be held at the Company's registered office in Rome at Corso di Francia, 200, on 17 April 2014 at 12:00 p.m. the following voting instructions:

### A) Resolutions to be voted\*

RESOLUTION PROPOSALS	In favour (cross)	Against <sup>1</sup> (cross)	Abstain <sup>1</sup> (cross)	In favour provided that (indicate the elements which requires indications of vote) (**)
<b>ORDINARY SESSION</b>				
<b>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.</b>				
a) approval the Directors' Report on operations for 2013.				
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2013 – showing a loss of EUR 1,608,773.				
c) to carry forward the losses of the period equal to EUR 1.608.773, without prejudice to subsequent resolutions in the extraordinary session.				
<b>EXTRAORDINARY SESSION</b>				
<b>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.</b>				
a) to cover the loss of Euros 1.608.773 through the partial use of "Revaluation Reserve set under Law 266/2005.				
b) to not reestablish the Revaluation Reserve - Law 266/2005 and to reduce it permanently by the amount of Euros 1.608.773, used to cover the loss.				
<b>ORDINARY SESSION</b>				
<b>1) Motion on the distribution of a dividend. Related and consequent resolutions.</b>				
a) allocation the amount of EUR 12,729,600 as a payable dividend to shareholders, equal to EUR 0,08 per ordinary share, gross of any withholding tax, using earnings carried forward from years closed before 31 December 2007.				
b) establish the Record Date as of 21 May 2014 according to Art. 83 – terdecies of the Legislative Decree 58/98.				
c) approval 19 May 2014 as the ex-dividend date.				
d) payable dividend, gross of withholding tax, on 22 May 2014.				
<b>2. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.</b>				
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.				
<b>3. Appointment of the Board of Auditors for the period 2014 - 2016 and determination of the related remuneration. Related and consequent resolutions.</b>				
a) elect to the Board of Statutory Auditors for a term of 3 (three) financial years, i.e., until the approval of the financial statements for the year ended 31 December 2016, the candidates listed in the slate or slates submitted pursuant to the Bylaws, in accordance with the criteria set forth therein.				
b) elect [●] Chairman of the Board of Statutory Auditors.				
c) award to the Statutory Auditors an annual compensation of [●] EUR for each Statutory Auditor and [●] EUR for the Chairman of the Board of Statutory Auditors.				

(\* Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".

(\*\*) For the proposal for the content of which is not fully defined (such as missing the number of members of the Board of Directors) the delegating party provides, if necessary, the matter to subordinate the favourable vote.

<sup>1</sup> To the point 3b indicate whether opposite or abstained on all lists.

**B) If significant circumstances arise, unknown at the time of issue of the proxy<sup>2</sup>, the undersigned, with reference to:**

RESOLUTION PROPOSALS	Confirms the instructions (cross)	Revokes the instructions (*) (cross)	Modifies the instructions (mark if in favour, against or abstaining)	Authorizes to vote in a manner other than that indicated in Table A
<b>ORDINARY SESSION</b>				
<b>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.</b>				
a) approval the Directors' Report on operations for 2013.				
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2013 – showing a loss of EUR 1,608,773.				
c) to carry forward the losses of the period equal to EUR 1.608.773, without prejudice to subsequent resolutions in the extraordinary session.				
<b>EXTRAORDINARY SESSION</b>				
<b>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.</b>				
a) to cover the loss of Euros 1.608.773 through the partial use of "Revaluation Reserve set under Law 266/2005.				
b) to not reestablish the Revaluation Reserve - Law 266/2005 and to reduce it permanently by the amount of Euros 1.608.773, used to cover the loss.				
<b>ORDINARY SESSION</b>				
<b>1) Motion to the distribution of a dividend. Related and consequent resolutions.</b>				
a) allocation the amount of EUR 12,729,600 as a payable dividend to shareholders, equal to EUR 0,08 per ordinary share, gross of any withholding tax, using earnings carried forward from years closed before 31 December 2007.				
b) establish the Record Date as of 21 May 2014 according to Art. 83 – terdecies of the Legislative Decree 58/98.				
c) approval 19 May 2014 as the ex-dividend date.				
d) payable dividend, gross of withholding tax, on 22 May 2014.				
<b>2. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.</b>				
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.				
<b>3. Appointment of the Board of Auditors for the period 2014 - 2016 and determination of the related remuneration. Related and consequent resolutions.</b>				
a) elect to the Board of Statutory Auditors for a term of 3 (three) financial years, i.e., until the approval of the financial statements for the year ended 31 December 2016, the candidates listed in the slate or slates submitted pursuant to the Bylaws, in accordance with the criteria set forth therein.				
b) elect [ <input type="checkbox"/> ] Chairman of the Board of Statutory Auditors.				
c) award to the Statutory Auditors an annual compensation of [ <input type="checkbox"/> ] EUR for each Statutory Auditor and [ <input type="checkbox"/> ] EUR for the Chairman of the Board of Statutory Auditors.				

(\*) Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".

2 If significant circumstances arise, unknown at the time of issue of the proxy, which can not be communicated to the delegating shareholder, it is possible to choose between: a) confirmation of the voting instruction already expressed, b) modification of the voting instruction already expressed, c) revocation of the voting instruction already expressed, d) the authorization of the Designated Representative to express a vote other than that indicated in section A of these instructions, if from the circumstances which arose it can be reasonably deduced that the delegating shareholder, if he had known about them, would have changed his voting instructions to that effect. Where no choice has been made, the voting instructions in section A are understood to be confirmed.

**C) In the event of amendments or additions to the proposed resolutions submitted during the shareholders' meeting<sup>3</sup>, the undersigned, with reference to:**

RESOLUTION PROPOSALS	Confirms the instructions (cross)	Revokes the instructions (*) (cross)	Modifies the instructions <sup>4</sup> (mark if in favour, against or abstaining)	Authorizes to vote in a manner other than that indicated in Table A
<b>ORDINARY SESSION</b>				
<b>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.</b>				
a) approval the Directors' Report on operations for 2013.				
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2013 – showing a loss of EUR 1,608,773.				
c) to carry forward the losses of the period equal to EUR 1.608.773, without prejudice to subsequent resolutions in the extraordinary session.				
<b>EXTRAORDINARY SESSION</b>				
<b>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.</b>				
a) to cover the loss of Euros 1.608.773 through the partial use of "Revaluation Reserve set under Law 266/2005.				
b) to not reestablish the Revaluation Reserve - Law 266/2005 and to reduce it permanently by the amount of Euros 1.608.773, used to cover the loss.				
<b>ORDINARY SESSION</b>				
<b>1) Motion to the distribution of a dividend. Related and consequent resolutions.</b>				
a) allocation the amount of EUR 12,729,600 as a payable dividend to shareholders, equal to EUR 0,08 per ordinary share, gross of any withholding tax, using earnings carried forward from years closed before 31 December 2007.				
b) establish the Record Date as of 21 May 2014 according to Art. 83 – terdecies of the Legislative Decree 58/98.				
c) approval 19 May 2014 as the ex-dividend date.				
d) payable dividend, gross of withholding tax, on 22 May 2014.				
<b>2. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.</b>				
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.				
<b>3. Appointment of the Board of Auditors for the period 2014 - 2016 and determination of the related remuneration. Related and consequent resolutions.</b>				
a) elect to the Board of Statutory Auditors for a term of 3 (three) financial years, i.e., until the approval of the financial statements for the year ended 31 December 2016, the candidates listed in the slate or slates submitted pursuant to the Bylaws, in accordance with the criteria set forth therein.				
b) elect [●] Chairman of the Board of Statutory Auditors.				
c) award to the Statutory Auditors an annual compensation of [●] EUR for each Statutory Auditor and [●] EUR for the Chairman of the Board of Statutory Auditors.				

(\*) Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".

<sup>3</sup>In the event of amendments or additions to the proposed resolutions submitted to the shareholders' meeting, it is possible to choose between: a) confirmation of the voting instruction already expressed, b) modification of the voting instruction already expressed or conferment of the voting instructions; c) revocation of the voting instruction already expressed, d) the authorisation of the Designated Representative to express a vote other than that indicated in section A of these instructions, if from the circumstances which arose it can be reasonably deduced that the delegating shareholder, if he had known about them, would have changed his voting instructions to that effect. Where no choice has been made, the voting instructions in section A are understood to be confirmed

<sup>4</sup> The shareholder may choose to differentiate on the basis of the subject suggests that the changes or additions (eg. Directors, majority shareholder, minority shareholder or otherwise).

The undersigned DECLARES to be aware of the "INSTRUCTIONS FOR THE RELEASING OF THE PROXY TO ATTEND THE SHAREHOLDERS'MEETING"

**Date:**

**Signature:**