



## **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 AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders are hereby called to the Ordinary and Extraordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on single call, on **17 April 2014 at 12:00 p.m.**, to resolve 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.

#### **SHARE CAPITAL**

As of the date of this notice, the share capital of Cementir Holding S.p.A. ("**Company**") 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 ("Consolidated Financial Act") and the Bylaws, those eligible to attend the Shareholders' Meeting and exercise the right to vote are only those on behalf of whom the authorized intermediary ("Intermediary") in pursuance of 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 (8 April 2014 - *Record Date*).

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 (14 April 2014).

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. Anyone becoming a shareholder after the Record Date will not be entitled to attend or vote at the Shareholders' Meeting. Please note that the statement is sent to Company by the Intermediary upon request of the person entitled to the right. Those entitled to vote are required to give instructions to the Intermediary that keeps the related accounts to send the aforementioned statement to the Company.

## **REPRESENTATION AT THE SHAREHOLDERS' MEETING**

### Ordinary proxy

All those having the right to vote 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](http://www.cementirholding.it) in the section Investor Relations/Corporate Governance/Shareholders' meeting 2014. The proxies, together with the certificate certifying the ownership of the share and copy of an identification document, can be transmitted 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](mailto: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 of Article 135-*undecies* of the Consolidated Financial Act. Any 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](http://www.cementirholding.it) in the section Investor Relations/Corporate Governance/Shareholders' Meeting 2014, setting out how to communicate the proxies to the Company by the end of two trading days before the date of the Shareholders' Meeting (15 April 2014). 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 the Consolidated Financial Act, the Shareholders who represent, also jointly, at least one-fortieth of the share capital may send a request, within 10 days of publication of this notice (17 March 2014), 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 writing, together with the certificate certifying the 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](mailto:legale@pec.cementirholding.it).

Additions cannot be made for items that the Shareholder's Meeting is called upon to decide, in pursuance of the law or that are proposed by the Directors based on a project or a report they have prepared.

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. 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 the Consolidated Financial Act the Shareholders entitled to vote may submit questions about the items on the Agenda, also before the Shareholders' Meeting, within the third day prior to the date of the Shareholders' Meeting (14 April 2014), 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](mailto:legale@pec.cementirholding.it), together with the certificate issued by the Intermediary certifying the entitlement to attend and vote in the Shareholders' Meeting and copy of an identification document. Questions received before the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting, and the Company may reserve the right to provide a single answer for questions with the same content.

## **THE SLATE VOTE FOR THE ELECTION OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS**

Pursuant to Article 15 of the bylaws, the members of the Board of Statutory Auditors, which will consist of three regular Auditors and three alternate Auditors, are elected by the Shareholders' Meeting on the basis of the slates presented by the Shareholders. Only those shareholders who, severally or jointly with other shareholders, represent at least 2% of the share capital are entitled to submit lists.

The slates are to be divided into two sections, one for the candidates for the office of regular Auditor and the other one for the candidates for the office of alternate Auditor. The candidates must be numbered progressively and their number must not exceed that of the members of the body to be elected.

In compliance with the provisions of the applicable law on balance between genders, the slates shall include both in the first two places of the section of the slate relating to the regular statutory auditors, and in the first two places of the section of the slate relating to the alternate statutory auditors, at least one candidate belonging to the less represented gender.

The slates shall be filed with the Company's registered office by hand with the relevant documentation (addressed to Corso di Francia n. 200 – 00191 Rome working day by 9.00 AM to 5.00 PM) or by fax to No. +39 0632493324, or through an electronic communication sent to the certified email address: legale@pec.cementirholding.it, no later than twenty-five days before the Meeting (23 March 2013).

The slates of candidates shall be made available to the public at Company's registered office and on its website at least twenty-one days before the date of the Shareholders' Meeting (27 March 2014).

The documents prescribed by applicable laws and regulations must be submitted together with each slate, including (i) the personal identity information of the submitting Shareholders, with indication of the total shareholding that they own; (ii) a declaration by the Shareholders who submit any minority list certifying that they have no related party relationships pursuant to law and regulations; (iii) the curriculum vitae illustrating the personal information and professional qualifications of each candidate, as well as the statements in which the individual nominees certify that they are legally qualified and that they accept their nomination.

Pursuant to Article 2400, last paragraph, of the Italian Civil Code, when they are nominated and before they accept their position, the Statutory Auditors must disclose to the Shareholders' Meeting any seats in the board of directors or board of statutory auditor seats that they hold at other companies.

The curricula vitae filed at the registered office of the Company shall include this information guaranteeing that said information will be updated until the day of their election by the Shareholders' Meeting.

The submitting Shareholders bear the burden of proving that they own the required number of shares, by filing the specific documentation issued by a legally qualified intermediary, and specifically the shares registered in their name on the day when the slates are filed with the Company. If this documentation is not available when the slates are filed at the Company, it must be delivered to the Company no later than twenty-one days before the scheduled date of the Shareholders' Meeting (i.e. 27 March 2014, when the slates are made available to the public).

If just one slate or only slates that are related to each other pursuant to applicable provisions of law are submitted by the deadline indicated hereinabove (23 March 2014), additional slates may be submitted until 12.00 PM of the fourth day after that date (27 March 2014), and in this case, the threshold of share capital necessary to submit the slates is reduced by one-half (1%).

Additional information concerning the appointment of members to the Board of Statutory Auditors is found on the Directors' report on the agenda of the Shareholders' Meeting pursuant to article 125-ter of Consolidated Financial Act which is available to the public beginning today at the Company registered office and on its website.

#### **DOCUMENTATION**

The documentation related to the items on the agenda will be made available to public, as specified by the provisions of applicable law and regulations, at the Company's registered office and on the Company's website [www.cementirholding.it](http://www.cementirholding.it) in section Corporate Governance/Shareholders' Meeting 2014. 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](http://www.cementirholding.it) and in abstract on the "Il Messaggero" newspaper on 8 March 2014

Rome, 7 March 2014

**Cementir Holding S.p.A.**

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