

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 extraordinary shareholders' meeting convened on 23 February 2015, 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 in section Investor Relations/Corporate Governance/Shareholders' Meeting 2015

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 extraordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on 23 February 2015 at 09:30 a.m. to vote upon the following:

AGENDA

Conferral upon the Board of Directors of a five-year delegation to increase the share capital pursuant to Article 2443 of the Italian Civil Code, without exclusion of pre-emption rights, in one or more tranches, including in divisible form in accordance with Article 2439 of the Italian Civil Code, subject to the limitation that the increase, including any premium, shall not exceed EUR 300 million. Amendment of Article 3 of the Bylaws. 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 Coderesiding in (town/city)addressprovides to the Appointed Representative, in relation to the proxy or proxies for the extraordinary 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 23 February 2015 at 09:30 a.m. the following voting instructions:

A) Resolutions to be voted*

RESOLUTION PROPOSALS	In favour (cross)	Against ¹ (cross)	Abstain ¹ (cross)	In favour provided that (indicate the elements which requires indications of vote) (**)
Conferral upon the Board of Directors of a five-year delegation to increase the share capital pursuant to Article 2443 of the Italian Civil Code, without exclusion of pre-emption rights, in one or more tranches, including in divisible form in accordance with Article 2439 of the Italian Civil Code, subject to the limitation that the increase, including any premium, shall not exceed EUR 300 million. Amendment of Article 3 of the Bylaws. Related and consequent resolutions.				
a) to authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, for consideration and in divisible form, in one or more tranches, for a total, including any premium, of up to EUR 300 million, within 5 years of the date of this resolution, through the issue of ordinary shares, having the same features as those already in circulation and bearing full rights, to be offered in pre-emption to those entitled.				
b) to grant the Board of Directors the broadest power to establish the procedures, terms and conditions of the tranches of the capital increase, in accordance with the restrictions indicated above, including solely by way of example, the power (a) to set, for each individual tranche, the unit issue price (including any premium) for the new shares, the number of shares to be issued, the associated subscription ratio for pre-emption rightholders and the exact amount of the capital increase; (b) to establish the time limit by which the ordinary shares of the Company are to be subscribed; and (c) to execute the delegation and the powers listed above, including, solely by way of example, those needed to make any consequent necessary amendments to the Bylaws in each case.				
c) to consequently amend Article 3 of the Bylaws by inserting, after the first paragraph, the following paragraph: "The Extraordinary Shareholders' Meeting of 23 February 2015 authorized the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, for a total, including any premium, of up to EUR 300 million, within 5 years of the date of this shareholders' resolution, through the issue of ordinary shares, having the same features as those already in circulation and bearing full rights, to be offered in pre-emption to those entitled. For the purpose of exercising the delegation, the Board of Directors shall have the broadest power to establish the procedures, terms and conditions of the tranches of the capital increase, in accordance with the restrictions indicated above, including, solely by way of example, the power (a) to set, for each individual tranche, the unit issue price (including any premium) for the new shares, the number of shares to be issued, the associated subscription ratio for pre-emption rightholders and the exact amount of the capital increase; (b) to establish the time limit by which the ordinary shares of the Company are to be subscribed; and (c) to execute the delegation and the powers specified above, including, solely by way of example, those needed to make any consequent necessary amendments to the Bylaws in each case."				
to grant the Board of Directors, and on its behalf its Chairman, including through the appointment of special attorneys if needed, the broadest powers, without exclusion or exception, necessary or appropriate to implement, in their entirety and for each individual part, the above resolutions and to exercise the powers granted by such resolutions, to execute all instruments and transactions necessary or appropriate for performing the formalities required by applicable law, as well as to make any amendments, additions or deletions to Article 3 of the Company's Bylaws necessary and resulting from the partial and/or complete execution of the capital increase, making the related filings with the Company Register or shareholders' resolutions that it deems necessary, at the request of any competent authority or while registering with the Company Register, on behalf of the Company.				

(*) 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.

¹ 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 proxy², 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
<p>Conferral upon the Board of Directors of a five-year delegation to increase the share capital pursuant to Article 2443 of the Italian Civil Code, without exclusion of pre-emption rights, in one or more tranches, including in divisible form in accordance with Article 2439 of the Italian Civil Code, subject to the limitation that the increase, including any premium, shall not exceed EUR 300 million. Amendment of Article 3 of the Bylaws. Related and consequent resolutions</p>				
<p>a) to authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, for consideration and in divisible form, in one or more tranches, for a total, including any premium, of up to EUR 300 million, within 5 years of the date of this resolution, through the issue of ordinary shares, having the same features as those already in circulation and bearing full rights, to be offered in pre-emption to those entitled.</p>				
<p>b) to grant the Board of Directors the broadest power to establish the procedures, terms and conditions of the tranches of the capital increase, in accordance with the restrictions indicated above, including solely by way of example, the power (a) to set, for each individual tranche, the unit issue price (including any premium) for the new shares, the number of shares to be issued, the associated subscription ratio for pre-emption rightholders and the exact amount of the capital increase; (b) to establish the time limit by which the ordinary shares of the Company are to be subscribed; and (c) to execute the delegation and the powers listed above, including, solely by way of example, those needed to make any consequent necessary amendments to the Bylaws in each case.</p>				
<p>c) to consequently amend Article 3 of the Bylaws by inserting, after the first paragraph, the following paragraph:</p> <p>“The Extraordinary Shareholders’ Meeting of 23 February 2015 authorized the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, for a total, including any premium, of up to EUR 300 million, within 5 years of the date of this shareholders’ resolution, through the issue of ordinary shares, having the same features as those already in circulation and bearing full rights, to be offered in pre-emption to those entitled. For the purpose of exercising the delegation, the Board of Directors shall have the broadest power to establish the procedures, terms and conditions of the tranches of the capital increase, in accordance with the restrictions indicated above, including, solely by way of example, the power (a) to set, for each individual tranche, the unit issue price (including any premium) for the new shares, the number of shares to be issued, the associated subscription ratio for pre-emption rightholders and the exact amount of the capital increase; (b) to establish the time limit by which the ordinary shares of the Company are to be subscribed; and (c) to execute the delegation and the powers specified above, including, solely by way of example, those needed to make any consequent necessary amendments to the Bylaws in each case.”</p>				
<p>d) to grant the Board of Directors, and on its behalf its Chairman, including through the appointment of special attorneys if needed, the broadest powers, without exclusion or exception, necessary or appropriate to implement, in their entirety and for each individual part, the above resolutions and to exercise the powers granted by such resolutions, to execute all instruments and transactions necessary or appropriate for performing the formalities required by applicable law, as well as to make any amendments, additions or deletions to Article 3 of the Company’s Bylaws necessary and resulting from the partial and/or complete execution of the capital increase, making the related filings with the Company Register or shareholders’ resolutions that it deems necessary, at the request of any competent authority or while registering with the Company Register, on behalf of the Company.</p>				

(*) 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' meeting³, the undersigned, with reference to:

RESOLUTION PROPOSALS	Confirms the instructions (cross)	Revokes the instructions (*) (cross)	Modifies the instructions ⁴ (mark if in favour, against or abstaining)	Authorizes to vote in a manner other than that indicated in Table A
<p>Conferral upon the Board of Directors of a five-year delegation to increase the share capital pursuant to Article 2443 of the Italian Civil Code, without exclusion of pre-emption rights, in one or more tranches, including in divisible form in accordance with Article 2439 of the Italian Civil Code, subject to the limitation that the increase, including any premium, shall not exceed EUR 300 million. Amendment of Article 3 of the Bylaws. Related and consequent resolutions</p>				
<p>a) to authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, for consideration and in divisible form, in one or more tranches, for a total, including any premium, of up to EUR 300 million, within 5 years of the date of this resolution, through the issue of ordinary shares, having the same features as those already in circulation and bearing full rights, to be offered in pre-emption to those entitled.</p>				
<p>b) to grant the Board of Directors the broadest power to establish the procedures, terms and conditions of the tranches of the capital increase, in accordance with the restrictions indicated above, including solely by way of example, the power (a) to set, for each individual tranche, the unit issue price (including any premium) for the new shares, the number of shares to be issued, the associated subscription ratio for pre-emption rightholders and the exact amount of the capital increase; (b) to establish the time limit by which the ordinary shares of the Company are to be subscribed; and (c) to execute the delegation and the powers listed above, including, solely by way of example, those needed to make any consequent necessary amendments to the Bylaws in each case.</p>				
<p>c) to consequently amend Article 3 of the Bylaws by inserting, after the first paragraph, the following paragraph:</p> <p>“The Extraordinary Shareholders’ Meeting of 23 February 2015 authorized the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, for a total, including any premium, of up to EUR 300 million, within 5 years of the date of this shareholders’ resolution, through the issue of ordinary shares, having the same features as those already in circulation and bearing full rights, to be offered in pre-emption to those entitled. For the purpose of exercising the delegation, the Board of Directors shall have the broadest power to establish the procedures, terms and conditions of the tranches of the capital increase, in accordance with the restrictions indicated above, including, solely by way of example, the power (a) to set, for each individual tranche, the unit issue price (including any premium) for the new shares, the number of shares to be issued, the associated subscription ratio for pre-emption rightholders and the exact amount of the capital increase; (b) to establish the time limit by which the ordinary shares of the Company are to be subscribed; and (c) to execute the delegation and the powers specified above, including, solely by way of example, those needed to make any consequent necessary amendments to the Bylaws in each case.”</p>				
<p>d) to grant the Board of Directors, and on its behalf its Chairman, including through the appointment of special attorneys if needed, the broadest powers, without exclusion or exception, necessary or appropriate to implement, in their entirety and for each individual part, the above resolutions and to exercise the powers granted by such resolutions, to execute all instruments and transactions necessary or appropriate for performing the formalities required by applicable law, as well as to make any amendments, additions or deletions to Article 3 of the Company’s Bylaws necessary and resulting from the partial and/or complete execution of the capital increase, making the related filings with the Company Register or shareholders’ resolutions that it deems necessary, at the request of any competent authority or while registering with the Company Register, on behalf of the Company.</p>				

(*) 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”.

³In 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

⁴ 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: