



## **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 EXTRAORDINARY SHAREHOLDERS' MEETING**

The Shareholders are hereby called to the Extraordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on single call, on **23 February 2015** at **9:30 a.m.**, to resolve 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.

#### **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 (12 February 2015 - *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 (18 February 2015). 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 2015. 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 2015, setting out how to communicate the proxies to the Company by the end of two trading days before the date of the Shareholders' Meeting (19 February 2015). 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 (2 February 2015), 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 (20 February 2015), 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.

**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 2015. The Shareholders are entitled to request a copy.

This notice will be published, pursuant to art. 125-*bis* of the Consolidated Financial Act on the Company's website [www.cementirholding.it](http://www.cementirholding.it) and in abstract on the "Il Messaggero" newspaper on 24 January 2015.

Rome, 23 January 2015

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

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