

Extraordinary Shareholders meeting of 23 February 2015

Summary of the Meeting resolutions and voting results

Pursuant to article 125-quarter, paragraph 2, of Legislative Decree No. 58 of February 24, 1998.

Voting on the agenda	Voting on the agenda	No. of shares	Percentage of share capital
In person	5	10,045,154	6.312942%
By proxy	153	103,934,667	65.318418%
Total	158	113,979,821	71.631361%

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

Resolution related to the sole item of the agenda

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.

In favour	143	113,150,063	71.109894%
Against	15	829,758	0.521467%
Abstaining	-	-	-

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

In favour	143	113,150,063	71.109894%
Against	15	829,758	0.521467%
Abstaining	-	-	-

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.”

In favour	147	113,150,067	71.109896%
Against	11	829,754	0.521464%
Abstaining	-	-	-

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.

In favour	148	113,217,904	71.152529%
Against	10	761,917	0.478832%
Abstaining	-	-	-

The share capital of Cementir Holding S.p.A. 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.

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