



## **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 **21 April 2015 at 11:00 a.m.**, to resolve upon the following:

#### **AGENDA**

##### **Ordinary Session**

1. Financial statements as of 31 December 2014. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the net result for the year. Related resolutions. Presentation of the Group's consolidated financial statements at 31 December 2014.

##### **Extraordinary Session**

1. Non-reconstitution proposal, 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 2014. Related and consequent resolutions.

##### **Ordinary Session**

2. Motion for the distribution of a dividend. Related and consequent resolutions.
3. Remuneration Report: resolutions in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.
4. Election of the Board of Directors for the 2015-2017 term:
  - a) Determination of the number of members of the Board of Directors;
  - b) Appointment of the members of the Board of Directors;
  - c) Determination of the remuneration of the members of the Board of Directors.

#### **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 (**10 April 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 (16 April 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). 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 0632493325.

### 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), setting out how to communicate the proxies to the Company by the end of two trading days before the date of the Shareholders' Meeting (17 April 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 (21 March 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 0632493325 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 (18 April 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 0632493325 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 DIRECTORS

Pursuant to the Article 147-*ter* Legislative Decree No. 58/98 and the Bylaws, the members of the Board of Directors will be elected by slate voting. The slates, together with the necessary documentation, shall be filed by the shareholders at the Company's registered office (in Corso di Francia n. 200 – 00191 Rome – from Monday to Friday from 9:00 am to 5:00 pm) or by fax to No. +39 0632493325 or by an electronic communication sent to the certified mail address: [legale@pec.cementirholding.it](mailto:legale@pec.cementirholding.it) at least twenty-five days before the Shareholders' Meeting (i.e. by March 27, 2015). Only those shareholders who, severally or jointly with others, represent at least 2% of the share capital are entitled to submit slates. 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, having regard to 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 not later than twenty-one days before the scheduled date of the Shareholders' Meeting (i.e. 31 March 2015, when the slates are made available to the public).

Each shareholder may file, alone or with others, only one slate containing a maximum number of fifteen candidates listed in consecutive order and vote only one slate. Each candidate may appear only on one slate, under penalty of having his/her candidacy rejected. Please note that Article 5 of the Company's bylaws, in implementation of Law July 12th, 2011, n. 120 provides that the composition of the Board of Directors shall in any case ensure balanced gender representation in accordance with the rules and regulations in force at the time. As this is the law's first time implementation, each slate containing a number of candidates equal to or greater than three should be composed in such a way to ensure that the less represented gender be reserved a share of at least one fifth of the appointed Directors. Where the application of the allocation criterion between genders does not result in a whole number of members of the Board of Directors belonging to the less represented gender, this number is rounded up to the next higher. Each slate with not more than seven candidates named has to contain and expressly name at least one Independent Director (i.e. meeting the requirements of independence applicable to the statutory auditors of listed companies, which are defined by article 148 of the Consolidated Financial Act referenced by art.147-ter of the Consolidated Financial Act). If the slate is made up of more than seven candidates, such list shall include and expressly name at least two Independent Directors.

Shareholders are invited to also take into account the independence requirements and the number of independent directors recommended by Article 3 of the Corporate Governance Code for Listed Companies promoted by Borsa Italiana S.p.A.

All candidates shall also meet the integrity requirement applicable to the statutory auditors of listed companies under Article 148, paragraph 4, of the Consolidated Financial Act, which also applies to directors pursuant to Article 147-quinquies, paragraph 1, of the Consolidated Financial Act.

The slates must be filed along with the documentation and information required by the Articles of Association and by applicable laws. Therefore, we remind you that, together with the slates the following documents must be filed: (i) the relevant documentation issued by a qualified intermediary proving ownership of the number of shares required to submit the slate as of the day when the same are filed, (ii) the identity of the Shareholders who submitted the slate and the overall percentage of shares held, (iii) a curriculum vitae with personal and professional qualifications of each candidate, and (iv) the statements where each candidate accepts the nomination and witnesses, under his own responsibility and penalty of exclusion from the list, the absence of reasons for ineligibility and the existence of the requirements established by law and the Company's bylaws for the office of Director, and (if applicable) the possession of the independence requirements established by law for Auditors and the possibility to qualify as independent in accordance with the Corporate Governance Code for Listed Companies promoted by Borsa Italiana S.p.A. as well as (v) a statement by the submitting Shareholders other than those owning a controlling or majority shareholding witnessing that they have no related party relationships with the latter.

Please note that lists that do not fulfil the above provisions will be considered as not submitted.

Additional information concerning the appointment of members to the Board of Directors 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 and on the authorized storage device managed by Blt Market Services at [www.emarketstorage.com](http://www.emarketstorage.com).

#### **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, on the Company's website [www.cementirholding.it](http://www.cementirholding.it) and on the authorized storage device managed by Blt Market Services at [www.emarketstorage.com](http://www.emarketstorage.com). 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 12 March 2015

Rome, 11 March 2015

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

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