

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 ordinary shareholders' meeting convened on 21 April 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 "Shareholders' Meeting".

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 Ordinary and Extraordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on **21 April 2015** at 11:00 a.m. to vote 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

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:

VOTING INSTRUCTIONS (*)

Check the selected box following the Instructions below

The undersigned (1).....

hereby appoints the Appointed Representative to vote in accordance with the following voting instructions at the stockholders' meeting of Cementir Holding S.p.A. called on 21 April 2015 on single call:

A) Resolutions to be voted (2)

RESOLUTION PROPOSALS	In favour of the proposal contained in the report of the board of directors	In favour of the proposal of the majority stockholder (1)	In favour of the proposal of other stockholder (1)	Against	Abstain
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 net result for the year. Presentation of the Group's consolidated financial statements at 31 December 2014. Related and consequent resolutions.					
a) approval the Directors' Report on operations for 2014.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2014 – showing a loss of EUR 75,453,281.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
c) to carry forward the losses of the period equal to EUR 75,453,281, without prejudice to subsequent resolutions in the extraordinary session.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
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.					
a) to cover the loss of Euros 75,453,281 through the partial use of "Revaluation Reserve set under Law 266/2005.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
b) to not reestablish the Revaluation Reserve - Law 266/2005 and to reduce it permanently by the amount of Euros 75,453,281, used to cover the loss.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
ORDINARY SESSION					
2. Motion to the distribution of a dividend. Related and consequent resolutions.					
a) allocation the amount of EUR 15,912,000 as a payable dividend to shareholders, equal to EUR 0,10 per ordinary share, gross of any withholding tax, using retained earnings from years closed before 31 December 2007.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
b) establish the Record Date as of 19 May 2015 according to Art. 83 – terdecies of the Legislative Decree 58/98.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
c) approval 18 May 2015 as the ex-dividend date.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
d) payable dividend, gross of withholding tax, on 20 May 2015.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
3. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.					
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>
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					
a) Determination of the number of Board Members, on the basis of the proposals presented in the Shareholders' Meeting	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>	<i>(cross)</i>	<i>(cross)</i>
b) Nominee of the Board Members that shall be in charge for three (3) financial years, meaning up to the financial statements' approval at 31 December 2017, the candidates shall be listed in the slate/s that must be forwarded according to the Articles of Association and to its principles	<i>(cross)</i>	<i>blank</i>	<i>blank</i>	<i>(cross) (2)</i>	<i>(cross) (2)</i>
c) Determination of the Board Members' remuneration, on the basis of the proposals presented in the Shareholders' Meeting	<i>blank</i>	<i>(cross)</i>	<i>(cross)</i>	<i>(cross)</i>	<i>(cross)</i>

(1) To be filled only in case no proposal have been submitted to the meeting pursuant to art. 125-ter of Legislative Decree 58/98 (i.e in respect of items 4 a), c) of the agenda).

(2) Against or abstain for all the lists.

B) If significant circumstances arise, unknown at the time of issue of the proxy (3) the undersigned with reference to:

RESOLUTION PROPOSALS	Confirms the instructions	Revokes the instructions	Modifies the instructions		
			In favour	Against	Abstain
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 net result for the year. Presentation of the Group's consolidated financial statements at 31 December 2014. Related and consequent resolutions.					
a) approval the Directors' Report on operations for 2014.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2014 – showing a loss of EUR 75,453,281.	(cross)	(cross)	(cross)	(cross)	(cross)
c) to carry forward the losses of the period equal to EUR 75,453,281, without prejudice to subsequent resolutions in the extraordinary session.	(cross)	(cross)	(cross)	(cross)	(cross)
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.					
a) to cover the loss of Euros 75,453,281 through the partial use of "Revaluation Reserve set under Law 266/2005.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to not reestablish the Revaluation Reserve - Law 266/2005 and to reduce it permanently by the amount of Euros 75,453,281, used to cover the loss.	(cross)	(cross)	(cross)	(cross)	(cross)
ORDINARY SESSION					
2. Motion to the distribution of a dividend. Related and consequent resolutions.					
a) allocation the amount of EUR 15,912,000 as a payable dividend to shareholders, equal to EUR 0,10 per ordinary share, gross of any withholding tax, using earnings carried forward from years closed before 31 December 2007.	(cross)	(cross)	(cross)	(cross)	(cross)
b) establish the Record Date as of 19 May 2015 according to Art. 83 – terdecies of the Legislative Decree 58/98.	(cross)	(cross)	(cross)	(cross)	(cross)
c) approval 18 May 2015 as the ex-dividend date.	(cross)	(cross)	(cross)	(cross)	(cross)
d) payable dividend, gross of withholding tax, on 20 May 2015.	(cross)	(cross)	(cross)	(cross)	(cross)
3. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.					
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.	(cross)	(cross)	(cross)	(cross)	(cross)
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					
a) Determination of the number of Board Members, on the basis of the proposals presented in the Shareholders' Meeting	blank	(cross) (1)	blank	(cross) (1)	(cross) (1)
b) Nominee of the Board Members that shall be in charge for three (3) financial years, meaning up to the financial statements' approval at 31 December 2017, the candidates shall be listed in the slate/s that must be forwarded according to the Articles of Association and to its principles	(cross)	(cross)	(cross)	(cross)	(cross)
c) Determination of the Board Members' remuneration, on the basis of the proposals presented in the Shareholders' Meeting	blank	(cross) (1)	blank	(cross) (1)	(cross) (1)

(1) If no proposal is expressed by the stockholder indicated in Section A, it is possible to choose among: a) revocation of the voting instructions and b) modification of the voting instructions (by choosing between against and abstain). If no proposal is expressed by the stockholder indicated in Section A and no choice is made under this Section B, the stockholder shall be considered as abstained.

C) In the event of amendments or additions to the proposed resolutions submitted during the shareholders' meeting (4) the undersigned with reference to:

RESOLUTION PROPOSALS	Confirms the instructions	Revokes the instructions	Modifies the instructions		
			In favour	Against	Abstain
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 net result for the year. Presentation of the Group's consolidated financial statements at 31 December 2014. Related and consequent resolutions.					
a) approval the Directors' Report on operations for 2014.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2014 – showing a loss of EUR 75,453,281.	(cross)	(cross)	(cross)	(cross)	(cross)
c) to carry forward the losses of the period equal to EUR 75,453,281, without prejudice to subsequent resolutions in the extraordinary session.	(cross)	(cross)	(cross)	(cross)	(cross)
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.					
a) to cover the loss of Euros 75,453,281 through the partial use of "Revaluation Reserve set under Law 266/2005.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to not reestablish the Revaluation Reserve - Law 266/2005 and to reduce it permanently by the amount of Euros 75,453,281, used to cover the loss.	(cross)	(cross)	(cross)	(cross)	(cross)
ORDINARY SESSION					
2. Motion to the distribution of a dividend. Related and consequent resolutions.					
a) allocation the amount of EUR 15,912,000 as a payable dividend to shareholders, equal to EUR 0,10 per ordinary share, gross of any withholding tax, using earnings carried forward from years closed before 31 December 2007.	(cross)	(cross)	(cross)	(cross)	(cross)
b) establish the Record Date as of 19 May 2015 according to Art. 83 – terdecies of the Legislative Decree 58/98.	(cross)	(cross)	(cross)	(cross)	(cross)
c) approval 18 May 2015 as the ex-dividend date.	(cross)	(cross)	(cross)	(cross)	(cross)
d) payable dividend, gross of withholding tax, on 20 May 2015.	(cross)	(cross)	(cross)	(cross)	(cross)
3. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.					
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.	(cross)	(cross)	(cross)	(cross)	(cross)
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					
a) Determination of the number of Board Members, on the basis of the proposals presented in the Shareholders' Meeting	blank	blank	blank	blank	blank
b) Nominee of the Board Members that shall be in charge for three (3) financial years, meaning up to the financial statements' approval at 31 December 2017, the candidates shall be listed in the slate/s that must be forwarded according to the Articles of Association and to its principles	(cross)	(cross)	(cross)	(cross)	(cross)
c) Determination of the Board Members' remuneration, on the basis of the proposals presented in the Shareholders' Meeting	blank	blank	blank	blank	blank

In case of vote on a directors' liability action pursuant to art. 2393, 2nd paragraph, of the Italian civil code, proposed by the shareholders at the annual shareholders' meeting, the undersigned appoints the Appointed Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAIN

(*) 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".

The undersigned DECLARES to be aware of the "INSTRUCTIONS FOR THE RELEASING OF THE PROXY TO ATTEND THE SHAREHOLDERS' MEETING"

Date:

Signature:

Instructions for the filling of the proxy form

(1) Enter name and surname of the person who signs the proxy and the voting instructions.

(2) The resolution proposals submitted to the shareholders' meeting are illustrated in the Reports published, in accordance with the terms set forth by law.

(3) In case of significant circumstances, unknown at the time when the proxy was granted, and that can not be communicated to the person who conferred the proxy, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed, the voting instructions under A) shall be considered as confirmed. The foregoing without prejudice of the indications contained in note (1) of Section B.

(4) In case of modifications or additions of the proposals submitted to the shareholders' meeting it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification (or granting) of the expressed voting instruction. Should no choice be expressed the voting instructions under A) shall be considered as confirmed.