

Cementir Holding S.p.A.
Corso di Francia n. 200
00191 – Roma

The Italian text prevails over the English version

PROXY FORM TO ATTEND THE SHAREHOLDERS' MEETING

This is to certify that the undersigned,,
born in, on Tax Code number.....
residing in(.....), Identification document (type)
..... no(attach copy)

(if required) in the name and on behalf of the Company,
with registered office in (....), via no., Tax
Code / VAT Code number, registered under no.
with the Company Register of, as legal representative of the aforementioned
Company,

LAWFULLY ENTITLED

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.....

in my capacity as *(Please cross the relevant box)*

Cementir Holding S.p.A. shareholder legal representative agent with power to sub-delegate
 secured creditor assignee beneficial owner custodian manager other (specify)
.....

APPOINT

Mr./Miss.,
born in, on Tax Code number.....
residing in(.....),
with right to be substituted by (if required)

Mr./Miss.,
born in, on Tax Code number.....
residing in(.....),

to represent him/her

at 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 single call 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 to 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. The 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

Please cross the pertaining box:

- The aforementioned proxy holder is not given any specific instructions referring to voting and is legally entitled to voting, the foregoing being a validly ratified pledge. The voting right can therefore be discretionally exercised by the proxy holder¹.
- The aforementioned proxy holder is given all necessary powers, in compliance with specific voting instructions given by the delegating party.

It is the Proxy holder's liability to attest the identity of the delegating party and, in case, the compliance of the proxy form copy to the original, pursuant to art. 135-novies of Italian legislative Decree no. 58 of February 24, 1998.

This proxy form is valid only if the Company receives the statement sent by the intermediary upon request of the person entitled to the right

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.

Place and date:

Signature:

¹ Is given without specific voting instructions, the proxy holder may be subject to the provisions regulating significant holdings in listed issuers (art. 118, paragraph 1^o, letter c), Consob Regulation no. 11971/99 and following amendments and supplements).