

CEMENTIR HOLDING S.p.A.

Rome, Corso di Francia 200

Tax ID no. 00725950638 – VAT no. 02158501003

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REPORT OF THE BOARD OF AUDITORS TO THE SHAREHOLDERS' MEETING PURSUANT TO ART. 153 OF LEGISLATIVE DECREE 58/98 AND ART. 2429(3) OF THE CIVIL CODE

During 2014 we performed the supervisory functions required by the law, and in particular Legislative Decree 58 of 24 February 1998, as auditing activities are performed by KPMG S.p.A., with whom we maintained constant contact, as discussed more specifically below.

As regards our activities during the year, we report the following:

- we monitored compliance with the law and the bylaws, including by coordinating with Internal Audit;
- we received from the directors information on operations and on the most financially significant transactions carried out by Cementir and its subsidiaries during the year. Based on the information provided to us, we can reasonably conclude that these operations comply with the law and the bylaws and that they were not manifestly imprudent, risky, in potential conflict of interest or in contrast with the resolutions of the Shareholders' Meeting or otherwise prejudicial to the integrity of the Company's assets. Based on information obtained during meetings of the Board of Directors, no director engaged in a transaction that posed a potential conflict of interest;
- we acquired information and monitored, within the scope of our duties, the adequacy of the Company's organizational structure, compliance with the principles of sound administration and the appropriateness of the instructions issued by Cementir Holding S.p.A. to its subsidiaries pursuant to Article 114(2) of Legislative Decree 58/98, gathering information from the relevant department heads;

- we examined and monitored the appropriateness of the internal control system, as well as the administrative and accounting system and its reliability in representing operational events accurately. For this purpose, we regularly met with the manager responsible for preparing the company's financial reports, provided for by Art. 16 of the bylaws, and with the head of the Internal Auditing unit and the manager responsible for corporate legal affairs. No significant concerns arose during the course of these meetings;
- we examined and obtained information on organizational and procedural activities relating to Legislative Decree 231/2001. The Chairman of the Board of Auditors attended the meetings of the Supervisory Body to the extent possible, reporting on its proceedings to the other members of the Board of Auditors. The Supervisory Body was also invited to participate in the meetings of the Board of Auditors, with the presence of all control managers;
- we monitored the work of the Control and Risks Committee, whose meetings were attended by the Chairman of the Board of Auditors, who provided his contribution in line with the principle of exchanging information between control bodies. The Chairman also attended the meetings of the Appointments and Remuneration Committee;
- we verified and confirmed that this Board meets the independence requirements as indicated in the Consob Issuers' Regulation and the Corporate Governance Code;
- pursuant to Art. 150 (2) of Legislative Decree 58/98, we met regularly with the independent auditors, KPMG S.p.A., to exchange information and opinions. No significant information or circumstances were found that would require mention in this report;
- we did not find any atypical or unusual transactions with Group companies, third parties or related parties. For transactions with such parties, the Company has adopted a specific procedure approved by the Board of Directors.

In the notes to the financial statements, the directors provide information on those transactions, reporting that all transactions with subsidiaries, associates, the controlling shareholder, whether of a financial or commercial nature, took place in the ordinary course of business under normal market terms and conditions;

- we verified that no omissions, irregularities or other censurable facts occurred, nor did we encounter any significant facts needing to be reported either to control bodies or in this report during the course of our supervisory activity; no reports or complaints of any kind were filed with the Board;
- as regards the results reported in the financial statements for the year ended 31 December 2014, we held specific meetings with representatives of KPMG S.p.A. to review, within the scope of our respective duties, the most important items contained in the document. More specifically, with the support of the CFO, Mr. Massimo Sala, we focused on the write-down of our investment in Cementir Italia S.p.A., which was decided on the basis of the impairment test and of specific advice;
- we also verified, through meetings with the head of Administration, Finance and Control, Mr. Massimo Sala, the completeness of the information contained in the Report on Operations. We reached the conclusion that the Report on Operations complies with the law and the relevant accounting standards. KPMG S.p.A. was also obviously involved in the discussion, particularly concerning the consistency of the Report on Operations with the related financial statements;
- in 2014 the audit firm received the following fees for the performance of its the statutory audit tasks:
 - annual financial statements €32,481;
 - consolidated financial statements €25,376.

As part of our supervisory activities for the year 2014, the Board of Auditors met five times, including via tele-conferencing. We attended all the meetings of the Board of Directors and attended the Ordinary Shareholders' Meeting to approve the financial statements for the year ended 31 December 2013.

Based on the activity carried out during the year, we find no grounds to oppose approval of the financial statements of Cementir Holding S.p.A. for the period ended 31 December 2014 and the accompanying Report on Operations. We also concur with the directors' proposal to cover the loss of EUR 75,453,281 using the revaluation reserve (Law 266/2005) and to distribute a dividend of EUR 0.10 per share, for a total of EUR 15,912,000, drawing upon retained earnings.

The Board of Auditors also examined the consolidated financial statements and acknowledges the unqualified opinion issued by KPMG S.p.A.

With the approval of the financial statements for the year ended 31 December 2014, the term of office of the Board of Directors shall expire. Accordingly you are called upon to appoint a new Board.

Rome, 30 March 2015

THE BOARD OF AUDITORS

CLAUDIO BIANCHI
CHAIRMAN
(signed on the original)

MARIA ASSUNTA COLUCCIA
STANDING AUDITOR
(signed on the original)

GIAMPIERO TASCO
STANDING AUDITOR
(signed on the original)