

Ordinary and Extraordinary Shareholders meeting of 21 April 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	7	13,137,555	8.256382%
By proxy	159	117,628,252	73.924241%
Total	166	130,765,807	82.180623%
ORDINARY SESSION			
First matter on the agenda			
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.			
Approval of the Directors' Report on operations for 2014			
In favour	165	130,623,883	82.091430%
Against	-	-	-
Abstaining	1	141,924	0.089193%
Approval 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			
In favour	165	130,623,883	82.091430%
Against	-	-	-
Abstaining	1	141,924	0.089193%
To carry forward the losses of the period equal to EUR 75,453,281, without prejudice to subsequent resolutions in the extraordinary session			
In favour	166	130,765,807	82.180623%
Against	-	-	-
Abstaining	-	-	-
EXTRAORDINARY SESSION			
First matter on the agenda			
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 2014. Related and consequent resolutions			
In favour	166	130,765,807	82.180623%
Against	-	-	-
Abstaining	-	-	-

ORDINARY SESSION			
Second matter on the Agenda			
Motion to the distribution of a dividend. Related and consequent resolutions			
In favour	166	130,765,807	82.180623%
Against	-	-	-
Abstaining	-	-	-
Third matter on the Agenda			
Remuneration Report: resolutions in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98			
In favour	57	122,511,661	76.993251%
Against	109	8,254,146	5.187372%
Abstaining	-	-	-
Fourth matter on the Agenda			
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			
Determination of the number of Board Members, on the basis of the proposals presented in the Shareholders' Meeting			
In favour	164	130,445,795	81.979509%
Against	1	289,763	0.182103%
Abstaining	1	30,249	0.019010
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			
In favour	40	120,021,969	75.428588
Against	126	10,743,838	6.752035
Abstaining	-	-	-
Determination of the Board Members' remuneration, on the basis of the proposals presented in the Shareholders' Meeting			
In favour	22	121,252,262	76.201774%
Against	134	8,853,135	5.563810%
Abstaining	10	660,410	0.415039%

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. Each share grants the shareholder one vote.

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