



CEMENTIR HOLDING S.p.A.

Registered office: Corso di Francia, 200, Rome, Italy
Share capital: Eur 159,120,000, fully paid-up
Tax I.D. and Company Register in Rome no. 00725950638
VAT code no. 02158501003 - R.E.A. no. 160498

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 **19 April 2017 at 11.30 a.m.**, to resolve upon the following:

AGENDA

Ordinary Session

1. Financial statements as of 31 December 2016. 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 2016.

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 2016. Related and consequent resolutions.

Ordinary Session

2. Motion to the distribution of a dividend. Related and consequent resolutions.
3. Appointment of the Board of Auditors for the period 2017 - 2019 and its Chairman; determination of the related remuneration. Related and consequent resolutions.
4. Appointment of a Board member. Related and consequent resolutions.
5. Remuneration Report: resolutions in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.

SHARE CAPITAL

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, the right to intervene in the Shareholders' Meeting and exercise the right to vote is attested by a communication made to the Company by the authorized intermediary ("Intermediary"), based on the accounting records by the end of the accounting day of the seventh trading day before the date of the Shareholders' Meeting (6 April 2017 - 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 (12 April 2017). 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 or by an electronic document duly signed electronically pursuant to art 21, paragraph 2, of the Legislative Decree no. 82/2005 according to the applicable law. For this purpose, may be granted using the proxy form available on the Company's website 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 by fax to No. +39 0632493324 or with an electronic communication sent to the certified email address: legale@pec.cementirholding.it.

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, setting out how to communicate the proxies to the Company by the end of two trading days before the date of the Shareholders' Meeting (13 April 2017). 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 (19 March 2017), 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) or by fax to No. +39 0632493324 or with an electronic communication sent to the certified email address 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 (16 April 2017), 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 by fax to No. +39 0632493324 or with an electronic communication sent to the certified email address: 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 STATUTORY AUDITORS

Pursuant to Article 15 of the bylaws, the members of the Board of Statutory Auditors, which will consist of three regular Auditors and three alternate Auditors, are elected by the Shareholders' Meeting on the basis of the slates presented by the Shareholders. Only those shareholders who, severally or jointly with other shareholders, represent at least 2% of the share capital are entitled to submit slates.

The slates are to be divided into two sections, one for the candidates for the office of regular Auditor and the other one for the candidates for the office of alternate Auditor. The candidates must be numbered progressively and their number must not exceed that of the members of the body to be elected.

The first candidate in each section must be picked from among the statutory auditors (*revisori legali*) listed in the appropriate registry referred to by Article 2397 of the Italian Civil Code.

Each slate for the appointment of standing auditors and alternate auditors shall contain a number of candidates belonging to the gender with fewer members so as to ensure a balance between both genders to the extent required by applicable laws and regulations.

Therefore, the slates which, considering both sections, contain a number of candidates equal to or above three shall also include, both in the first two places of the section of the slate relating to the regular Statutory Auditors, and in the first two places of the section of the slate relating to the alternate Statutory Auditors, candidates belonging to different genders.

The slates shall be filed at the Company's registered office, delivering relative documents by hand (in Corso di Francia n. 200 – 00191 Rome, Mondays to Fridays, from 9:00 hours to 17:00 hours – Saturday by 9.00 AM to 12.00 PM) or by fax, to the number +39 0632493324 or by certified email to legale@pec.cementirholding.it no later than the twenty-fifth day before the date of the Shareholders' Meeting (25 March 2017).

Documents required by applicable laws shall be filed with each slate, including:

- (i) information on the identity of the Shareholders presenting slates along with a copy of their ID, and information about the percentage of their overall investment held;
- (ii) a statement from Shareholders presenting the slates other than those that hold, also jointly, a controlling stake or relative majority, certifying the absence of any relationships of affiliation with such Shareholders pursuant to Article 144-quinquies of Consob Resolution no. 11971 of May 14, 1999 ("Issuers' Regulation"), taking also into account the recommendations made by Consob with Communication no. DEM/9017893 of February 26, 2009 and;
- (iii) the curriculum vitae illustrating the personal information and professional qualifications of each candidate, as well as the statements in which the individual nominees certify, under their own responsibility, that no cause of ineligibility or incompatibility exists, as well as and that they possess the requisites prescribed by the laws and regulations in force and that they accept their candidacies.

Pursuant to Article 2400, last paragraph, of the Italian Civil Code, on nomination and before accepting the appointment, the administration and control positions held by Auditors with other companies shall be notified to the Shareholders' Meeting. The curricula vitae filled at the registered office shall therefore include this information, and be updated up until the day of the appointment made by the Shareholders' Meeting.

Shareholders presenting slates shall prove that they hold the number of shares required, submitting documents issued by an intermediary authorised in compliance with applicable legislation, concerning shares that are registered in their name on the day when the slates are filed with the Company. When not available at the time the slates are filed, these documents shall be received by the Company no later than twenty-one days before the date of the Shareholders' Meeting, (i.e. 29 March 2017, which is the date when the slates are disclosed to the public).

If only one slate has been filed or if only slates by Shareholders which are in relationship among them pursuant to Article 144-quinquies of the Issuers' Regulation have been filed by the deadline indicated hereinabove (25 March 2017), additional slates may be submitted until the third day after that date (28 March 2017), and in this case, the threshold of share capital necessary to submit the slates is reduced by one-half (1%).

The slates which do not meet the above requirements shall be treated as not submitted.

Additional information 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 by the terms and means set by law.

APPOINTMENT OF A BOARD DIRECTOR

The appointment of a Board Director for integrating the current Board of Directors, the Shareholders' Meeting will decide with the legal majority (without applying the slate vote). Shareholders are therefore invited to submit proposals for candidates for the appointment of the Director.

Additional information 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 by the terms and means set by law.

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

The Italian text prevails over the translation into English

www.cementirholding.it and on the authorized storage device eMarket STORAGE available at www.emarketstorage.com.

The Shareholders are entitled to request a copy.

This notice is published, pursuant to art. 125-bis Consolidated Financial Act on the Company's website www.cementirholding.it, on the authorized storage device eMarket STORAGE available at www.emarketstorage.com and in abstract on the "Il Messaggero" newspaper on 10 March 2017

Rome, 9 March 2017

Cementir Holding S.p.A.

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