



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 2018 at 11.30 a.m.**, to resolve upon the following:

AGENDA

Ordinary Session

1. Financial statements as of 31 December 2017. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the next result for the year. Related resolutions. Presentation of the Group's consolidated financial statements as of 31 December 2017.

Extraordinary Session

1. Proposal not to reconstitute, pursuant to Article 13, paragraph 2 of law 342/2000, the revaluation reserve as per law no. 266/2005 and the revaluation reserve as per law no. 342/2000, entirely used to cover the residual loss recorded in the year 2017. Related and consequent resolutions.

Ordinary Session

2. Motion for the distribution of a dividend. Related and consequent resolutions.
3. Election of the Board of Directors for the 2018-2020 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.
4. 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 (10 April 2018 - 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 (16 April 2018). 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, it 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 no. 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 pursuant to 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 (17 April 2018). 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 2018), 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 no. 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, pursuant to 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 2018), 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 no. 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 DIRECTORS

Pursuant to the Article 147-*ter* of the Consolidated Financial Act and the Article 5 of the Articles of Association, the members of the Board of Directors will be elected by slate voting presented by Shareholders.

Shareholders that, on their own or along with the other shareholders contributing towards the submission of the slate, taken together own at least 1% of the share capital entitled to vote at the ordinary Shareholders' Meeting, are entitled to submit slates.

The slates, together with the necessary documentation, shall be filed by the shareholders at the Company's registered office (in Corso di Francia no.200 – 00191 Rome – from Monday to Friday from 9:00 am to 5:00 pm) or by fax to No. +39 0632493324 or by an electronic communication sent to the certified mail address: legale@pec.cementirholding.it at least twenty-five days before the Shareholders' Meeting (25 March 2018).

The ownership of the minimum shareholding required for the submission of the lists, to the extent indicated above, is determined with regard to the shares registered in favor of the shareholder the day on which the lists are filed with the company. The relevant certification can be also provided after the filing of the list, as long as within the deadline for the publication of the lists by the company (29 March 2018), by notice issued by an authorized intermediary by the terms and means set by law.

Each shareholder may file, alone or with others, only one slate containing a maximum number of fifteen candidates listed in consecutive order and vote only one slate. Each candidate may appear only on one slate, under penalty of having his/her candidacy rejected.

Please note that the Articles of Association provides that the composition of the Board of Directors shall in any case ensure balanced gender representation in accordance with the regulations in force at the time and therefore each slate containing a number of candidates equal to or greater than three should be composed in such a way to ensure that the less represented gender be reserved a share of at least one third of the appointed Directors.

Besides, according to the Articles of Association, candidates possessing the independence requisites requested by the law must be indicated in the slates.

Therefore, each slate with not more than seven candidates named has to contain and expressly name at least one Independent Director (i.e. meeting the requirements of independence applicable to the statutory auditors of listed companies, which are defined by Article 148 of the Consolidated Financial Act referenced by art.147-ter of the Consolidated Financial Act). If the slate is made up of more than seven candidates, such list shall include and expressly name at least two Independent Directors.

Shareholders are invited to also take into account the independence requirements and the number of independent directors recommended by Article 3 of the Corporate Governance Code for Listed Companies.

All candidates shall also meet the integrity requirement applicable to the statutory auditors of listed companies under Article 148 paragraph 4 of the Consolidated Financial Act, which also applies to directors pursuant to Article 147-quinquies, of the Consolidated Financial Act.

The slates must be filed along with the documentation and information required by the Articles of Association and by applicable laws, including

- (i) information on the identity of the Shareholders presenting slates and information about the percentage of their overall investment held;
- (ii) 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, and (if applicable) the possession of the independence requirements established by law and the possibility to qualify as independent in accordance with the Corporate Governance Code;
- (iii) 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.

Please note that lists that do not fulfil the above provisions will be considered as not submitted.

Additional information concerning the appointment of members to the Board of Directors 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 beginning today at the Company registered office and on its website and on the authorized storage device managed by Spafid Connect S.p.A. at www.emarketstorage.com.

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 www.cementirholding.it and on the authorized storage device managed by Spafid Connect S.p.A. at www.emarketstorage.com.

The Shareholders are entitled to request a copy.

The Italian text prevails over the translation into English

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 managed by Spafid Connect S.p.A. at www.emarketstorage.com and in abstract on the "Il Messaggero" newspaper on 10 March 2018.

Rome, 9 March 2018

Cementir Holding S.p.A.
On behalf of the Board of Directors
The Chairman and Chief Executive Officer
Francesco Caltagirone