

PROXY FORM FOR THE REPRESENTATIVE APPOINTED BY THE COMPANY

Mr. Domenico Sorrentino as Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98 by Cementir Holding S.p.A. ("Company"), shall collect the voting proxies relating to the ordinary shareholders' meeting convened on **17 April 2019** at **11.00** a.m., on single call within the deadlines and as reported in the notice of meeting and in the "Instructions for the releasing of the proxy to attend the shareholders' meeting" published on the Company's website www.cementirholding.it in section Corporate Governance/Shareholders' Meeting/2019.

The proxy form with voting instructions, to be conferred within 15 April 2019, that is within the second trading day prior the date of the meeting, may be cancelled within the same deadlines and with the same procedures used for their conferral.

Conferring proxies and voting instructions via subscription and submission of this form shall not result in any cost for the proxy grantor, except for the submission or dispatch costs.

Where circumstances unknown at the time of granting of proxy arise, or in the case of the amendment or supplementation of the proposals presented at the Shareholders' Meeting, Mr. Domenico Sorrentino, as Designated Agent, has communicated that, although not having any personal interest in the proposals regarding the matters on the Shareholders' Meeting Agenda, considering the working relationship between the Designated Agent, the company and companies under relative common control, in particular considering the legal assistance, in addition to the technical assistance to the shareholders' meeting and accessory services, to avoid any possible disputes concerning conflicts of interest as per Article 135-undecies, paragraph 2, letter f) of Legislative Decree No. 58/1998, he shall in any case not express a vote differing from that indicated in the instructions.

PROXY FORM

(Section to be communicated to Company through the Designated Representative)

I, the undersigned, born in,
on Tax Code number residing in
.....tel.....
Identification Document (type) No.
.....,(attach copy)

(if required) representing the company with office
in..... Tax Code / VAT Code number
..... with duly empowered
under.....(attach copy)

eligible 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.....

APPOINT

Mr. Domenico Sorrentino, being the "Designated Representative" as per Article 135-undecies of Legislative Decree no. 58/98 appointed by the company Cementir Holding S.p.A. to participate and vote, on its behalf and in name, as indicated in "Proxy form for the representative appointed by the company", at the Ordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on **17 April 2019**, on single call, at **11:00** a.m. to vote upon the following:

AGENDA

1. Financial statements as of 31 December 2018. 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 2018.
2. Motion for 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.

DECLARES

- being aware that the proxy to the Appointed Representative might contain voting instructions in respect of some resolution proposals, only and that in such case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;
- being aware that the Appointed Representative, in case of unknown circumstances whenever modifying or integrating the proposals raised in the Assembly, although not having any personal interest in the proposals regarding the matters on the Shareholders' Meeting Agenda, considering the working relationship between the Designated Agent, the company and companies under relative common control, in particular considering the legal assistance, in addition to the technical assistance to the shareholders' meeting and accessory services, to avoid any possible disputes concerning conflicts of interest as per Article 135-decies, paragraph 2, letter f) of Legislative Decree No. 58/1998, he shall in any case not express a vote differing from that indicated in the instructions.
- being aware that the actions for which the proxy, even if partial, was appointed, are figured for the regular constitution of the Assembly and that, in relation to the proposals for which no voting instructions have been given, the shareholder's actions are not figured in relation to the majority calculation and requested share capital for the proposals' approval.

The undersigned (surname and name of the person who signs the proxy if different from the shareholder) is subscribing this proxy as:

- legal representative agent with power to sub-delegate secured creditor assignee beneficial owner
 custodian manager other (specify)

PRIVACY INFORMATION

Privacy statement

1. Data controller

The lawyer Domenico Sorrentino, with registered office in Rome, Via Oslavia 30, e-mail domenicosorrentino@gsalegal.net, pec domenicosorrentino@ordineavvocatiroma.org, tel. 06373517222, Designated Representative pursuant to art. 135-undecies Legislative Decree 58/98 by the Cementir Holding S.p.A. company (hereinafter referred to as "Company"), will be the Data Controller of the personal data communicated by the Delegating Person.

2. Methods, purposes and legal basis of the processing

The processing of the personal data of the Delegating Person takes place in order to execute the proxy referred to the point 1. For this purpose, the Delegating Person is obliged to provide his personal and contact details, as well as a copy of an identity document. Personal data will be stored both in paper and digital format, in compliance with current legislation and only for the purposes set out in this statement.

The provision of data necessary to fulfil the proxy is mandatory, and in case of refusal the proxy can not be accepted. The legal basis for processing is art. 135-undecies Legislative Decree 58/98.

3. Subjects to whom the data are communicated

The personal data of the Delegating Person are communicated to the Company, so that the verifications necessary for the exercise of the vote

in the meeting are possible. The Company will act as an independent data controller.

Such data may be disclosed or communicated to specific subjects, in fulfilment of legal obligations, or on the basis of provisions issued by Authorities legitimated by the law.

4. Data retention period

The personal data of the Delegating Person will be kept for a period of five years from the exercise of the proxy, unless the retention for longer periods is required for the pending of litigation procedures or checks by supervisory authorities or controls.

5. Rights regarding personal data

The Delegating Person has the right of access, rectification / integration, cancellation, limitation, opposition, portability of his personal data. The Delegating Person can obtain from the Owner clarifications on the purposes and methods of the processing, as well as the updated list of the subjects to whom the data are communicated.

To exercise these rights, the Delegation can contact the Data Controller at the addresses indicated in point 1.

The Delegating Person also has the right to contact the Guarantor for the Protection of Personal Data, in the cases provided by law.

If the Delegating Person requests to cease processing your personal data, it will not be possible to further execute the delegation, and the data necessary to demonstrate the fulfilment of the obligations all placed at the charge of the Designated Representative will in any case be preserved.

Date:

Signature:

VOTING INSTRUCTIONS

Check the selected box following the Instructions below

The undersigned (surname and name), born in, (prov.), ontax number..... address (residence),hereby appoints the Appointed Representative to vote in accordance with the following voting instructions at the stockholders' meeting of Cementir Holding S.p.A. called on **17 April 2019** on single call:

A) Resolutions to be voted ⁽¹⁾

RESOLUTION PROPOSALS (as reported in the reports pursuant to art. 125-ter)	In favour of the proposal contained in the report of the board of directors	Against	Abstain	favourable on the condition that (indicate the factors on which a favourable vote is dependent) ⁽²⁾
1. Financial statements as of 31 December 2018. 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 2018				
a) the Company's separate financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2018 – showing a loss of EUR 5,353,200.	(cross)	(cross)	(cross)	
b) to cover the year's loss of EUR 5,353,200 by using the merger surplus reserve for EUR 5,353,200.	(cross)	(cross)	(cross)	
2. Motion for the distribution of a dividend. Related and consequent resolutions.				
a) to allocate the total amount of EUR 22,276,800 as a payable dividend to the shareholders, equal to EUR 0.14 per each ordinary share, gross of any withholding tax, using for this purpose, Euro 4,296,171.18 of retained earnings from years closed before 31 December 2007 and Euro 17,980,728.82 of merger surplus reserve consists of reserves of profits achieved in the years closed after 31 December 2007 and until 31 December 2016.	(cross)	(cross)	(cross)	
b) to establish the Record Date as of 21 May 2019 according to Article 83-terdecies of the Legislative Decree 58/98.	(cross)	(cross)	(cross)	
c) to set out 20 May 2019 as the ex-dividend date.	(cross)	(cross)	(cross)	
d) to pay the dividend, gross of any withholding tax, on 22 May 2019.	(cross)	(cross)	(cross)	
3. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.				
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.	(cross)	(cross)	(cross)	

B) If significant circumstances arise, unknown at the time of issue of the proxy⁽³⁾ the undersigned with reference to⁽¹⁾:

RESOLUTION PROPOSALS (as reported in the reports pursuant to art. 125-ter)	Confirms the instructions	Revokes the instructions	Modifies the instructions		
			In favour	Against	Abstain
1. Financial statements as of 31 December 2018. 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 2018					
a) the Company's separate financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2018 – showing a loss of EUR 5,353,200.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to cover the year's loss of EUR 5,353,200 by using the merger surplus reserve for EUR 5,353,200.	(cross)	(cross)	(cross)	(cross)	(cross)
2. Motion for the distribution of a dividend. Related and consequent resolutions.					
a) to allocate the total amount of EUR 22,276,800 as a payable dividend to the shareholders, equal to EUR 0.14 per each ordinary share, gross of any withholding tax, using for this purpose, Euro 4,296,171.18 of retained earnings from years closed before 31 December 2007 and Euro 17,980,728.82 of merger surplus reserve consists of reserves of profits achieved in the years closed after 31 December 2007 and until 31 December 2016.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to establish the Record Date as of 21 May 2019 according to Article 83-terdecies of the Legislative Decree 58/98.	(cross)	(cross)	(cross)	(cross)	(cross)
c) to set out 20 May 2019 as the ex-dividend date.	(cross)	(cross)	(cross)	(cross)	(cross)
d) to pay the dividend, gross of any withholding tax, on 22 May 2019.	(cross)	(cross)	(cross)	(cross)	(cross)
3. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.					
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.	(cross)	(cross)	(cross)	(cross)	(cross)

C) In the event of amendments or additions to the proposed resolutions submitted during the shareholders' meeting⁽⁴⁾ the undersigned with reference to⁽¹⁾:

RESOLUTION PROPOSALS (as reported in the reports pursuant to art. 125-ter)	Confirms the instructions	Revokes the instructions	Modifies the instructions		
			In favour	Against	Abstain
1. Financial statements as of 31 December 2018. 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 2018					
a) the Company's separate financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2018 – showing a loss of EUR 5,353,200.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to cover the year's loss of EUR 5,353,200 by using the merger surplus reserve for EUR 5,353,200.	(cross)	(cross)	(cross)	(cross)	(cross)
2. Motion for the distribution of a dividend. Related and consequent resolutions.					
a) to allocate the total amount of EUR 22,276,800 as a payable dividend to the shareholders, equal to EUR 0.14 per each ordinary share, gross of any withholding tax, using for this purpose, Euro 4,296,171.18 of retained earnings from years closed before 31 December 2007 and Euro 17,980,728.82 of merger surplus reserve consists of reserves of profits achieved in the years closed after 31 December 2007 and until 31 December 2016.	(cross)	(cross)	(cross)	(cross)	(cross)
b) to establish the Record Date as of 21 May 2019 according to Article 83-terdecies of the Legislative Decree 58/98.	(cross)	(cross)	(cross)	(cross)	(cross)
c) to set out 20 May 2019 as the ex-dividend date.	(cross)	(cross)	(cross)	(cross)	(cross)
d) to pay the dividend, gross of any withholding tax, on 22 May 2019.	(cross)	(cross)	(cross)	(cross)	(cross)
3. Remuneration Report: resolution in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.					
a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98, particularly in regard to the remuneration policy of Cementir Holding S.p.A.	(cross)	(cross)	(cross)	(cross)	(cross)

- (1) In accordance with Article 135-undecies of Legislative Decree no. 58/1998, “The shares for which the proxy is being conferred, including partially, will be counted for the purposes of reaching quorum at the shareholders’ meeting. With respect to the proposals for which no voting instructions were given, the shareholder’s shares will not be counted for the purpose of calculating majorities or the portion of capital required to approve the resolutions”.
- (2) For proposals whose content has not been fully defined (for example the number of directors or the remuneration of the Board of Directors and Board of Statutory Auditors) the principal indicates, if it is the case, the specific content on which a favourable vote will be based.
- (3) If **significant events should occur that were not known** when issuing the proxy, that cannot be communicated to the delegating party, it is possible to choose between: (i) confirmation of the voting instructions already given; (ii) change in the voting instructions already given; (iii) revocation of the voting instructions already given. If no choice is made, the voting instructions pursuant to sub-paragraph A) will be understood to be confirmed.
- (4) In **the event there are changes or additions to the motions** proposed to the shareholders’ meeting, it will be possible to choose between: (i) confirmation of the voting instructions already given if any;(ii) change in the voting instructions already given or giving voting instructions; (iii) revocation of the voting instructions already given. If no choice is made, the voting instructions pursuant to sub-paragraph A) will be understood to be confirmed.
- (5) The failure to formulate a proposal indicated in this section, shall be considered as an unknown circumstance and therefore in this case the Designated Representative will follow the voting instructions indicated in section B.

In case of vote on a directors' liability action pursuant to Article 2393, 2nd paragraph, of the Italian civil code, proposed by the shareholders at the annual shareholders' meeting, the undersigned appoints the Appointed Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAIN

The undersigned DECLARES to be aware of the “INSTRUCTIONS FOR THE RELEASING OF THE PROXY TO ATTEND THE SHAREHOLDERS' MEETING”

Date:

Signature: