

Ordinary Shareholders meeting of 17 April 2019

Summary of the Meeting resolutions and voting results

Pursuant to art. 125-quarter, paragraph 2, Legislative Decree No. 58 of 24 February 1998

No. 143 shareholders participated to the Shareholder's Meeting in person or by proxy for a total of no. 122,393,346 ordinary shares representing 76.918895% of the ordinary share capital.

	no. of shareholders in person or by proxy	no. of shares	% on ordinary shares represented	% on permitted shares to vote	% of the ordinary share capital
First matter on the agenda					
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 next result for the year. Related resolutions. Presentation of the Group's consolidated financial statements as of 31 December 2018.					
a) To approve 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.					
In favour	142	122,375,719	99.985598	99.985598	76.907817
Against	0	0	0.000000	0.000000	0.000000
Abstaining	1	17,627	0.014402	0.014402	0.011078
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895
b) To cover the year's loss of EUR 5,353,200 by using goodwill arising on merger reserve for EUR 5,353,200.					
In favour	143	122,393,346	100.000000	100.000000	76.918895
Against	0	0	0.000000	0.000000	0.000000
Abstaining	0	0	0.000000	0.000000	0.000000
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895
Second matter on the agenda					
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 for the years until 31 December 2007 and Euro 17,980,628.82 from goodwill arising on merger reserve created by income-related reserves allocated in the years ending after 31 December 2007 and until 31 December 2016.					
In favour	143	122,393,346	100.000000	100.000000	76.918895
Against	0	0	0.000000	0.000000	0.000000
Abstaining	0	0	0.000000	0.000000	0.000000
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895

b) To establish the Record Date as of 21 May 2019 according to Article 83-terdecies of the Legislative Decree 58/98.					
In favour	143	122,393,346	100.000000	100.000000	76.918895
Against	0	0	0.000000	0.000000	0.000000
Abstaining	0	0	0.000000	0.000000	0.000000
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895
c) To set out 20 May 2019 as the ex-dividend date.					
In favour	143	122,393,346	100.000000	100.000000	76.918895
Against	0	0	0.000000	0.000000	0.000000
Abstaining	0	0	0.000000	0.000000	0.000000
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895
d) to pay the dividend, gross of any withholding tax, on 22 May 2019					
In favour	143	122,393,346	100.000000	100.000000	76.918895
Against	0	0	0.000000	0.000000	0.000000
Abstaining	0	0	0.000000	0.000000	0.000000
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895
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	38	114,400,853	93.469830	93.469830	71.895961
Against	105	7,992,493	6.530170	6.530170	5.022934
Abstaining	0	0	0.000000	0.000000	0.000000
Non voting	0	0	0.000000	0.000000	0.000000
Total	143	122,393,346	100.000000	100.000000	76.918895

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.