

Cementir Holding S.p.A.
Corso di Francia n. 200
00191 – Roma

The Italian text prevails over the English version

PROXY FORM TO ATTEND THE SHAREHOLDERS' MEETING

This is to certify that the undersigned,,
born in, on Tax Code number.....
residing in(.....), Identification document (type)
..... no(attach copy)

(if required) in the name and on behalf of the Company,
with registered office in (...), via no., Tax
Code / VAT Code number, registered under no.
with the Company Register of, as legal representative of the aforementioned
Company,

LAWFULLY ENTITLED

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.....

in my capacity as *(Please cross the relevant box)*

Cementir Holding S.p.A. shareholder legal representative agent with power to sub-delegate
 secured creditor assignee beneficial owner custodian manager other (specify)
.....

APPOINT

Mr./Miss.,
born in, on Tax Code number.....
residing in(.....),

with right to be substituted by (if required)

Mr./Miss.,
born in, on Tax Code number.....
residing in(.....),

to represent him/her

at the Extraordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on single call, on **28 June 2019 at 11.00 a.m.** to vote upon the following:

AGENDA

1. Proposal to transfer the registered office to Amsterdam (Netherlands). Related and consequent resolutions, including the adoption of new By-Laws in accordance with Dutch law.

Please cross the pertaining box:

- The aforementioned proxy holder is not given any specific instructions referring to voting and is legally entitled to voting, the foregoing being a validly ratified pledge. The voting right can therefore be discretionally exercised by the proxy holder.
- The aforementioned proxy holder is given all necessary powers, in compliance with specific voting instructions given by the delegating party.

It is the Proxy holder's liability to attest the identity of the delegating party and, in case, the compliance of the proxy form copy to the original, pursuant to art. 135-novies of Italian legislative Decree no. 58 of February 24, 1998.

This proxy form is valid only if the Company receives the statement sent by the intermediary upon request of the person entitled to the right

INFORMATION NOTICE ON THE PROTECTION OF PERSONAL DATA

Pursuant to Regulation (EU) 2016/679 and the existing national regulations on personal data protection, Cementir Holding S.p.A., with registered office in Corso di Francia no. 200, Rome, Italy, (hereinafter the "Company" or the "Controller"), in its capacity as data controller, is bound to provide disclosure on its use of personal data.

1) Purpose on the processing and why your personal data is required.

The personal data is processed and collected, in order to ensure that the general meeting is regularly constituted, to ascertain the identity of the parties concerned and establish the legitimacy of their participation and to meet any additional statutory obligations and formalities with respect to the meeting. The provision of such data for these purposes is mandatory. Failure to provide such data shall result in not being admitted to participate in the meeting. The legal ground is compliance with the law (in particular Articles 2370 *et seq.* of the Italian Civil Code) and the obligations deriving from and/or relating to it. The personal data processed and collected are, by way of example and not limited to, personal data (name, surname, address, date of birth, ID card and tax registration number) and bank details (security account).

2) Means of processing.

Personal Data shall be processed using paper-based, IT or electronic tools, based on criteria which are strictly related to the purposes described, and without prejudice to the foregoing, via methods which are suitable to ensure the security and confidentiality of the data as required by the Privacy Regulations.

The personal data is also processed by means of an audio recording system for the sole purpose of facilitating the drawing up of the minutes for the meeting itself.

3) Persons to whom the personal data will be communicated.

The Personal Data will be known by the employees of the Company employed in the Corporate Affairs area and others persons appointed and/or authorized by the Company to process Personal Data. These can be also communicated to Computershare S.p.A., in its capacity as data controller, and others collaborators of the Company in its capacity as data controller or responsible for the treatment of Personal Data, as well as to the subjects envisaged in compliance with legal and / or regulatory provisions, without prejudice to the disclosure obligations established by current legislation.

4) Data retention.

Personal Data shall be stored in a form that allows the Data Subject to be identified for a period of time not exceeding the purposes for which they are being processed. The audio recordings referred to above shall be destroyed once the minutes of the meeting have been completed.

5) Rights of Data Subjects.

Data Subjects has the right of access, rectification/integration, cancellation, limitation, opposition, portability of personal data. Such rights may be exercised by sending a registered letter with acknowledgment of receipt to the following email address: privacy@cementirholding.it.

Data Subjects has also the right to make complaints to the Authority for the Protection of Personal Data or the Regulatory Authority.

Place and date:

Signature: