

CEMENTIR HOLDING S.p.A. – WITHDRAWAL NOTICE STANDARD FORM

Registered letter or certified e-mail
(to be sent no later than 20 July 2019)

Cementir Holding S.p.A.
Corso di Francia No. 200
Rome – 00191
legale@pec.cementirholding.it

RE: Notification, pursuant to Article 2437 of the Civil Code

I _____ born on _____
in _____ Tax Code _____
resident at _____ in _____ phone No. _____
_____ e-mail _____ address _____

given that on 28 June 2019 in an extraordinary general meeting (the “**EGM**”), the shareholders of Cementir Holding S.p.A. through the resolution registered with the Rome Companies’ Register on 5 July 2019, approved the transfer of the registered office of the Company to Amsterdam, the Netherlands, and the adoption of a new articles of association in compliance with the laws of the Netherlands (the “**Transfer**”)

hereby declare

- my intention to exercise the withdrawal right in relation to (no.) _____ shares (the “**Shares**”), which are held on deposit with _____ (the “**Intermediary**”);
- to be aware that the price is equal to **Euro 5,88** per share;
- that (*tick the applicable box*):
 - I did not attend the EGM;
 - I attended the EGM but I did not vote to approve the Transfer (I voted against the Transfer proposal or I abstained from voting);
- that I requested the above Intermediary, with which the Shares are deposited, to issue a communication (the “**Communication**”) certifying that:
 - the Shares have been continuously held from prior to the EGM (28 June 2019) until the issuance of the Communication itself;
 - the Shares are not subject to any pledge or other encumbrance ⁽¹⁾;

and ask

⁽¹⁾ If the Shares are subject to pledges or other encumbrances, the withdrawing shareholder must provide evidence of the consent of the pledgee or other beneficiary to payment of the withdrawal amount in accordance with the instructions of the withdrawing shareholder.

that, after the Notification of Withdrawal has been determined valid and the Communication received from the Intermediary, the Company credit the amount for the Shares, as provided under Article 2437-*ter* of the Civil Code, to the following account:

BANK: _____

SWIFT: _____

IBAN: _____

I also acknowledge that:

1. in conformity Article 2437-*bis* of the Civil Code and other applicable regulations, once the Communication has been issued the Intermediary is required to make the Shares unavailable until the amount has been paid;
2. I am responsible for ensuring that the information provided in the Notification is correct, in addition to being responsible for the issuance of the Communication to the Company by the Intermediary;
3. Notifications lacking the necessary information or not accompanied in a timely manner by the Communication will not be accepted;
4. the exercise of the withdrawal right, together with the settlement of the withdrawn shares, is conditional upon the completion of the Transfer, which is, in turn, subject to the satisfaction, or the waiver thereof, of the conditions precedents set out in the report prepared by the board of directors, published on the website of the Company on 7 June 2019.

Best regards,

Date _____ Signature _____