

Registered office: Corso di Francia, 200, Rome, Italy
Share capital: Eur 159,120,000, fully paid-up
R.E.A. no. 160498 Company Register no 2311-2313/51
Tax no. 00725950638 – VAT reg. no. 02158501003

NOTICE OF SHAREHOLDERS' MEETING

The shareholders are hereby called to the Ordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on 18 April 2011 at 12:00 p.m. at first calling, and, if necessary, on 5 May 2011 at the same place at 16:00 p.m. at second calling, to vote upon the following:

AGENDA

1. Presentation of the statutory financial statements at 31 December 2010, accompanied by the reports of the Board of Directors, the Board of Auditors and the independent auditors, with approval of the related and consequent resolutions; presentation of the Group's consolidated financial statements at 31 December 2010 and accompanying reports, with approval of the related and consequent resolutions;
2. Appointment of the Board of Auditors for the period 2011/2012/2013 and determination of the related remuneration, with approval of the related and consequent resolutions;

Share capital and voting right

The share capital of the Company is represented by 159,120,000 ordinary shares with a par 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.

Attendance at Shareholders' Meeting

Pursuant to Article 12 of the Bylaws, the eligibility to attend the Shareholders' Meeting and exercise the right to vote shall be certified by means of a communication sent to the issuer by the intermediary, in accordance with the data in its accounting records related to the end of the accounting day of the seventh business day (Record Date) before the date set for the first calling of the Shareholders' Meeting. Debit or credit entries posted to the accounting records after the Record Date are irrelevant for purpose of determining the eligibility to exercise the right to vote at the Shareholders' Meeting.

Shareholders with voting rights may be represented by means of a written proxy, except as limited by the bylaws or applicable law. A written proxy may be granted using the proxy available on the website www.cementirholding.it. The proxy may be notified to the Company either in a registered letter sent to the Company's registered office or with an electronic communication sent to the certified mail address: legale@pec.cementirholding.it.

Proxies may be granted, with voting instructions, to the delegate Mr. Giovanni Battista Bisogni, who was designated by the Company for this

purpose pursuant to Article 135-undecies of the Legislative Decree No. 58/1998. Proxy granted to the abovementioned representative designated by the Company must be given in the manner specified in the proxy statement provided for this purpose which will be available on the Company website, where interested parties may also find information about the proper method to communicate the proxies to the Company by the close of two business days before the date set for the first calling of the Shareholders' Meeting. 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 of the below. Shareholders are hereby reminded that votes may not be cast by mail or electronically.

Filing of Slates of Candidates

As regards the second item on the agenda, pursuant to Article 15 of the Bylaws, Statutory Auditors are elected through voting on slates of candidates presented by the shareholders, which shall be filed and published in accordance with the applicable regulations, the slates must be deposited at the Company's registered office by 6:00 PM twenty-five days before the date of the Shareholders' Meeting (March 24, 2011). The slates of candidates shall be made available to the public at Company's registered office and on its website and at the offices of Borsa Italiana S.p.A. at least twenty-one days before the date of the Shareholders' Meeting (March 28, 2011), The filing of the slates may also be accomplished by faxing them to +39 06 32493324, as allowed under Article 144-sexies, Section 4-ter, of the Issuers' Regulations.

Only shareholders who, alone or together with other shareholders, hold a number of shares equal in the aggregate to at least 2% of the Company's shares that convey the right to vote at the Ordinary Shareholders' Meeting are entitled to file slates of candidates. Shareholders must file at the Company's registered office, together with the slates of candidates, or subsequent to this filing but within the deadline for publishing the slates of candidates (March 28, 2011), the appropriate certification proving their ownership of the shares, detailed information about the personal and professional skills of the candidates together with a statement by the candidates certifying the requirements of laws and their acceptance is approved. In case slates are presented to the Company by fax, shareholders shall send also a copy of a valid identity document of the subjects who present the abovementioned slates.

If only one slate of candidates or only slates submitted by shareholders who are linked with each other are deposited by the filing deadline the shareholders who, alone or together with other shareholders, hold a number of shares equal in the aggregate to at least 1% of the Company's shares that convey the right to vote at the Ordinary Shareholders' Meeting may file slates of candidates until 12:00 AM on the fourth day after the original deadline (March 28, 2011).

Questions about the items on the Agenda

Shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting in a registered letter sent to the Company's registered office or with an electronic communication sent to the certified mail address: legale@pec.cementirholding.it. before 5:00 PM on two business day before the date set for the first calling of the Shareholders' Meeting. Question received before the Shareholders' Meeting will be answered during the Shareholders' Meeting, with the Company reserving the right to provide a single answer for questions with the same content.

To be added to the agenda at the request of the shareholders

Pursuant to Art. 126-bis of Legislative Decree 58/98, shareholders who represent at least 2.5% of the share capital with voting rights may send a request, within 10 days of publication of this notice, indicating items they would like added to the Meeting agenda. This request must be submitted in writing, in a registered letter sent to the Company's registered office. By the same deadline and in the same manner, the requesting shareholders shall provide a report on the items they are submitting for discussion. 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. Items added to the agenda will be announced in the same manner required for publication of the notice of shareholders' meeting at least 15 days prior to the date set for the Meeting.

Documentation

The documentation related to the items on the agenda will be available at the Company's registered office and at the offices of Borsa Italiana S.p.A. as specified by the provisions of applicable law and regulations. The shareholders are entitled to request a copy. The documentation will also be available on the website www.cementirholding.it

In view of the composition of the Company's shareholders, the Shareholders' Meeting may meet and resolve the agenda on 18 April 2011 at first calling.

Rome, 8 March 2011

Chairman of the Board of Directors
Francesco Caltagirone