

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 2012 at 12:00 p.m. at first calling, and, if necessary, on 7 May 2012 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 2011, 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 2011 and accompanying reports, with approval of the related and consequent resolutions;
2. Compensation policy for the members of the management and controlling bodies of the company, as well as of the managers with strategic responsibilities of the Company ex article 123-ter c. 6 of the Legislative Decree No. 58/1998; with approval of the related and consequent resolutions;
3. Appointment of the Board of Directors for the period 2012, 2013 and 2014, subject to determination of the number of Directors to be appointed and determination of the related remuneration, with approval of the related and consequent resolutions;
4. Appointment of the External Auditor for the period 2012-2020 and determination of the relevant remuneration, with approval of the related and consequent resolutions.

Share capital and voting right

As of the date of this notice, 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. As of today the Company does not hold any shares belonging to its own share capital.

Title to participate at the Shareholders' Meeting

Pursuant to Article 83-sexies Legislative Decree No. 58/98 and the Bylaws, the eligibility to attend the Shareholders' Meeting and exercise the right to vote - also with a proxy - 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 (i.e. by the end of April 5, 2012). 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.

Representation at the Shareholders' Meeting

Ordinary proxy

Shareholders with voting rights may be represented in the Shareholders' Meeting 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 at the Company's website www.cementirholding.it. The proxy may be notified to the Company either in a

registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome) or with an electronic communication sent to the certified mail address: legale@pec.cementirholding.it.

Proxy to the representative appointed by the Company

Proxies may also be granted, with voting instructions, to the delegate Mr. Domenico Sorrentino, who was designated by the Company for this purpose pursuant to Article 135-undecies of the Legislative Decree No. 58/98. 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 www.cementirholding.it, 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 (i.e. by the end of April 16, 2012). 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

Pursuant to the Article 147-ter Legislative Decree No. 58/98 and the Bylaws, the members of the Board of Directors will be elected by slate voting. Slates of candidates for the office of Director may be presented by shareholders who, alone or together with other shareholders, represent at least 2% of the share capital.

The slates, together with the necessary documentation, shall be filed by shareholders at the Company, no later than twenty-five days before the Shareholders' Meeting (i.e. on March 24, 2012). The filing of the slates and of the relevant documentation shall be made by hand delivery at the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome – from Monday to Friday from 9:00 am to 5:00 pm – Saturday from 9:00 am to 12.00 pm) or by fax to No. +39 0632493324 or with an electronic communication sent to the certified mail address: legale@pec.cementirholding.it.

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 (i.e. on March 28, 2012).

Each shareholder may file or help file only one slate containing a maximum number of fifteen candidates listed in consecutive order. Each candidate may appear only on one slate, under penalty of having his/her candidacy rejected.

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 (i.e. on March 28, 2012), the appropriate certification proving their ownership of the shares.

In each slate, at least four-fifteenth (4/15) of the candidates must be independent candidates. The independent candidates in each slate must be identified with the first numbers listed in sequence or alternating (e.g., listed under the numbers 1, 3, 5 etc. or 2, 4, 6 etc. in the slate) with the candidates who are not independent.

We remind you that, together with each slate, the shareholders must file, within the deadline stated above, affidavits by which each candidate accepts to stand for election and attests, on his/her responsibility, that there is nothing that would bar the candidate's election or make the candidate unsuitable to hold office and that he/she has met the requirements for election to the respective office. Each candidate must file together with his/her affidavit a curriculum vitae listing his/her personal professional data and, if applicable, showing his/her suitability for being classified as an independent Director.

We remind you that those who submit a minority slate are also subject to the recommendations made by Consob in Recommendation No. DEM/9017893 of February 26, 2009. It should also be noted, in the end, that according to the Bylaws, for the purpose of identifying the Directors to be elected, candidates of lists

that receive a number of votes amounting to less than a half of the percentage required for submitting the lists are not taken into account.

Questions about the items on the Agenda

Pursuant to Article 127-ter of Legislative Decree No. 58/98 the 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 (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome) or by fax to No. +39 0632493324 or with an electronic communication sent to the certified mail address: legale@pec.cementirholding.it. In order to facilitate the good order of the Shareholders' Meeting and its preparation, shareholders are invited to submit the questions to the Company no later than the 5:00 pm on business day before the date set for the first calling of the Shareholders' Meeting. Those entitled to submit questions shall provide information that allows for their identification. Question received before the Shareholders' Meeting will be answered during the 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 Article 126-bis of Legislative Decree No. 58/98 the shareholders who represent, also on a jointly basis, at least 2.5% of the share capital may send a request, within 10 days of publication of this notice (i.e. on March 19, 2012), to put items on the agenda, indicating in the request the additional items proposed. This request must be submitted in writing, in a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia n. 200 – 00191 Rome). 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 Shareholders' Meeting.

Documentation

The documentation related to the items on the agenda, as specified by the provisions of applicable law and regulations, will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A. and at the Company's website at www.cementirholding.it within the terms set out in applicable laws. The shareholders and, if different, those entitled to participate to the Shareholders' Meeting are entitled to request a copy.

In view of the composition of the Company's shareholders, the Shareholders' Meeting may meet and resolve the agenda on 18 April 2012 at first calling.

Rome, 8 March 2012

Chairman of the Board of Directors
Francesco Caltagirone