

PROXY FORM TO THE REPRESENTATIVE APPOINTED BY THE COMPANY

I, the undersigned, (last name or company name),
 (first name), born in, (prov.),
 on tax I.D. number.....address (residence)
, tel.identification
 document (type) No.(attach copy)

(if required) representing the company with office in
 tax I.D. numbe with duly
 empowered under.....(attach copy)

eligible to vote Cementir Holding S.p.A. common shares registered in
 securities account No. at the following intermediary
 ABI CAB

APPOINT

Mr. Domenico Sorrentino being the “Designated Representative” as per art. 135-undecies of Law n. 58/1998 appointed by the company Cementir Holding S.p.A. to participate and vote, on its behalf and in name, as indicated in “PROXY FORM TO THE REPRESENTATIVE APPOINTED BY THE COMPANY”, at 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.

DECLARES that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions in respect of some resolution proposals only and that in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;

The undersigned (surname and name of the person who signs the proxy if different from the shareholder) is subscribing this proxy as:

- legal representative agent with power to sub-delegate secured creditor assignee beneficial owner
 custodian manager other (specify)

Date:

Signature:

INSTRUCTIONS FORM TO THE REPRESENTATIVE APPOINTED BY THE COMPANY

The undersigned place of birth date of birth Tax Coderesiding in (town/city)addressprovide to Appointed Representative, in relation to the proxy or proxies for the Ordinary Shareholders' Meeting of Cementir Holding S.p.A. 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, the following voting instructions:

A) Resolutions to be voted*

RESOLUTION PROPOSALS	In favor (to put a cross)	Against ¹ (to put a cross)	Abstain ¹ (to put a cross)	In favor provided that (indicate the elements which requires indications of vote) (**)
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, and the proposal for the distribution of dividends, 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.				
a) to approve the Directors' report on operations for 2011.				
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2010, as a whole and at the level of the individual items – showing a loss of EUR 20,175,215.00.				
c) to cover the net loss of EUR 20,175,215.00 with retained earnings from previous years.				
d) to allocate the amount of EUR 6,364,800 as a dividend payable to the shareholders, equal to EUR 0,04 per ordinary share, gross of withholding tax, using retained earnings from previous years.				
e) to approve 21 May 2012 as the ex-dividend date.				
f) to pay the dividend, gross of withholding tax, on 24 May 2012.				
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.				
a) to approve the first part of the Company's Remuneration policy report.				
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.				
a) to fix in [●] the number of the Board Directors members;				
b) to appoint the Directors of the Company for three financial years until the approval of Financial Statements at 31 December 2014 the candidates provided in the slates that shall be made available according to the law;	At slate n...			
c) to define the compensation for the Board Directors in a attendance fee equal to [●].				
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.				
a) to approve the award of the assignment to perform statutory independent audits for the years from 2012 to 2020 to [●];				
b) to approve the remuneration to perform statutory independent audits for the years from 2012 to 2020 to [●] in Euro [●].				

(*) Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".

(**) For the proposal for the content of which is not fully defined (missing such as the number of members of the Board of Directors) the delegating party provide, in necessary, the matter to subordinate the favorable vote.

¹ To the point 3b indicate whether opposite or abstained on all lists.

B) If significant circumstances arise, unknown at the time of issue of the proxy², the undersigned, with reference to:

RESOLUTION PROPOSALS	Confirm the instructions (to put a cross)	Revoke the instructions (*) (to put a cross)	Modify the instructions (to mark if in favor, against or abstain)	Authorize to vote in a manner other than that indicated in Table A
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, and the proposal for the distribution of dividends, 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.				
a) to approve the Directors' report on operations for 2011.				
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2010, as a whole and at the level of the individual items – showing a loss of EUR 20,175,215.00.				
c) to cover the net loss of EUR 20,175,215.00 with retained earnings from previous years.				
d) to allocate the amount of EUR 6,364,800 as a dividend payable to the shareholders, equal to EUR 0,04 per ordinary share, gross of withholding tax, using retained earnings from previous years.				
e) to approve 21 May 2012 as the ex-dividend date.				
f) to pay the dividend, gross of withholding tax, on 24 May 2012.				
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.				
a) to approve the first part of the Company's Remuneration policy report.				
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.				
a) to fix in [●] the number of the Board Directors members;				
b) to appoint the Directors of the Company for three financial years until the approval of Financial Statements at 31 December 2014 the candidates provided in the slates that shall be made available according to the law;	At slate n...			
c) to define the compensation for the Board Directors in a attendance fee equal to [●].				
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.				
a) to approve the award of the assignment to perform statutory independent audits for the years from 2012 to 2020 to [●];				
b) to approve the remuneration to perform statutory independent audits for the years from 2012 to 2020 to [●] in Euro [●].				

(*) Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".

² If significant circumstances arise, unknown at the time of issue of the proxy, which can not be communicated to the delegating shareholder, it is possible to choose between: a) confirmation of the voting instruction already expressed, b) modification of the voting instruction already expressed, c) revocation of the voting instruction already expressed, d) the authorisation of the Designated Representative to express a vote other than that indicated in section A of these instructions, if from the circumstances which arose it can be reasonably deduced that the delegating shareholder, if he had known about them, would have changed his voting instructions to that effect. Where no choice has been made, the voting instructions in section A are understood to be confirmed.

C) In the event of amendments or additions to the proposed resolutions submitted during the shareholders' meeting³, the undersigned, with reference to:

RESOLUTION PROPOSALS	Confirm the instructions (to put a cross)	Revoke the instructions (*) (to put a cross)	Modify the instructions ⁴ (to mark if in favor, against or abstain)	Authorize to vote in a manner other than that indicated in Table A
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, and the proposal for the distribution of dividends, 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.				
a) to approve the Directors' report on operations for 2011.				
b) to approve the Company's financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2010, as a whole and at the level of the individual items – showing a loss of EUR 20,175,215.00.				
c) to cover the net loss of EUR 20,175,215.00 with retained earnings from previous years.				
d) to allocate the amount of EUR 6,364,800 as a dividend payable to the shareholders, equal to EUR 0,04 per ordinary share, gross of withholding tax, using retained earnings from previous years.				
e) to approve 21 May 2012 as the ex-dividend date.				
f) to pay the dividend, gross of withholding tax, on 24 May 2012.				
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.				
a) to approve the first part of the Company's Remuneration policy report.				
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.				
a) to fix in [●] the number of the Board Directors members;				
b) to appoint the Directors of the Company for three financial years until the approval of Financial Statements at 31 December 2014 the candidates provided in the slates that shall be made available according to the law;	At slate n...			
c) to define the compensation for the Board Directors in a attendance fee equal to [●].				
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.				
a) to approve the award of the assignment to perform statutory independent audits for the years from 2012 to 2020 to [●];				
b) to approve the remuneration to perform statutory independent audits for the years from 2012 to 2020 to [●] in Euro [●].				

(*) Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions".

³In the event of amendments or additions to the proposed resolutions submitted to the shareholders' meeting, it is possible to choose between: a) confirmation of the voting instruction already expressed, b) modification of the voting instruction already expressed or conferment of the voting instructions; c) revocation of the voting instruction already expressed, d) the authorisation of the Designated Representative to express a vote other than that indicated in section A of these instructions, if from the circumstances which arose it can be reasonably deduced that the delegating shareholder, if he had known about them, would have changed his voting instructions to that effect. Where no choice has been made, the voting instructions in section A are understood to be confirmed

4 The shareholder may choose to differentiate on the basis of the subject suggests that the changes or additions (eg. Directors, majority shareholder, minority shareholder or otherwise).

The undersigned DECLARES to be aware of the “INSTRUCTIONS REALISING PROXY TO ATTEND THE SHAREHOLDERS’ MEETING”

Date:

Signature: