

NOTICE OF THE ANNUAL GENERAL MEETING 2020

The Annual General Meeting (“**AGM**”) of Cementir Holding N.V. (the “**Company**”) will be held on **Monday 20 April 2020 at 3 p.m. Leidseplein 29 1017 PS Amsterdam, the Netherlands**. The AGM will be conducted in English. The AGM is convened to discuss and decide on the following

AGENDA

1. OPENING

2. ANNUAL REPORT 2019

- a) Report of the Board of Directors for the financial year 2019 (*)
- b) Remuneration Report 2019 (***)
- c) Adoption of the annual accounts 2019 (**)
- d) Adoption of the Dividend Policy prepared by the board pursuant to provision 4.1.3 of the Dutch Corporate Governance Code (**)
- e) Approval of the 2019 dividend (**)
- f) Discharge of the members of the Board of Directors (**)

3. REMUNERATION

Adoption of the Remuneration Policy for members of the Board of Directors (**)

4. APPOINTMENT OF EXTERNAL AUDITORS

Appointment of PricewaterhouseCoopers Accountants N.V. as independent external auditor charged with the auditing of the annual accounts for the financial year 2021-2030 (**)

5. APPOINTMENT OF THE EXECUTIVE DIRECTOR

Re/Appointment of Francesco Caltagirone (**)

6. APPOINTMENT OF THE NON-EXECUTIVE DIRECTORS

- a) Re/Appointment of Alessandro Caltagirone (**)
- b) Re/Appointment of Azzurra Caltagirone (**)
- c) Re/Appointment of Edoardo Caltagirone (**)
- d) Re/Appointment of Saverio Caltagirone (**)
- e) Re/Appointment of Fabio Corsico (**)
- f) Re/Appointment of Veronica De Romanis (**)
- g) Re/Appointment of Paolo Di Benedetto (**)
- h) Re/Appointment of Chiara Mancini (**)

(*) Discussion

(**) Voting

(***) Advisory voting

AGM DOCUMENTATION

- The Company's Annual Report 2019 – including, *inter alia*, the Reports of the Board of Directors for the financial year 2019, the Remuneration Report 2019 and the Corporate Governance Report 2019 – and the Independent Auditor's Report;
- The Agenda and the Explanatory Notes of the AGM;
- The Statement of the total number of outstanding shares and voting rights at the date of this notice;
- Proxy Form and voting instructions.

The AGM documentation is available on the Company's website (<https://www.cementirholding.com/en/governance/shareholders-meetings>) and at the Company's secondary and operational office in Corso di Francia no. 200, 00191 Rome (Italy). Shareholders can receive a free copy of the AGM documentation upon request.

RECORD DATE, ATTENDANCE AND VOTING

Provided that Shareholders in order to be entitled to attend and to vote at the AGM should hold the shares in a bank, brokerage or other intermediary account with a participant in the Monte Titoli system (the Monte Titoli Participant Account) and, pursuant to Dutch law and the Company's articles of association, Shareholders should be registered as of Monday **23 March 2020** (the **Record Date**) in the register established for that purpose by the Board of Directors (the **"AGM Register"**) after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the AGM.

Accordingly, the registration onto AGM Register established by the Board of Directors is the administration of the relevant bank, brokerage or other intermediary (the **"Intermediary"**) as of the Record Date. For that purpose, Shareholders who wish to attend the AGM (either in person or by proxy, please note proxy instructions below) must request their intermediary to issue a statement confirming their shareholding as of Monday 23 March 2020 (the Record Date), including the shareholder's name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date. Intermediaries must submit attendance requests no later than **18:00 CEST on 13 April 2020** to Computershare S.p.A. (address: ufficiorm@computershare.it) (the **"Agent"**).

If these shareholders request to attend the AGM (either in person or by proxy), they will receive an attendance card issued in their name (the **"Attendance Card"**). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the AGM to enter the AGM. For this purpose the Attendance Card also contains a proxy form section. Prior to the AGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

Alternatively, the abovementioned shareholders may give their voting instructions through the proxy form located on the Company's website. They can also cast their vote in advance of the AGM via the web procedure made available on the Company's website (<https://www.cementirholding.com/en/governance/shareholders-meetings>).

REPRESENTATION BY PROXY

Subject to compliance with the above provisions, shareholders can attend and vote at the AGM in person or by proxy. In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Agent (contact details below) by **18:00 CEST on 13 April 2020** in writing or electronically pursuant to instructions contained in the proxy forms.

IDENTIFICATION

Persons entitled to attend the AGM will be required to show a valid identity document at the registration desk prior to admission to the AGM.

Address details of Agent:

Computershare S.p.A.
Via Monte Giberto 33 – 00138 Roma
E-mail: ufficiorm@computershare.it

Cementir Holding N.V.
9 March 2020