

PROXY FORM

To be sent to and to be received by: **Computershare S.p.A.**, Via Monte Giberto 33, 00138 Rome (Italy), as Agent for **CEMENTIR HODING N.V.**, by **6:00 p.m. CEST on April 13, 2020** by or by e-mail (ufficiorm@computershare.it), as an attachment in PDF format.

Disclaimer

This Proxy Form shall be completed and signed by the Shareholder in order **to appoint Computershare S.p.A.** to vote as per attached Voting Instructions Form at the Shareholders' AGM of **CEMENTIR HOLDING N.V.**. Alternatively, the Shareholder can directly **vote online** through the company corporate website (<https://www.cementirholding.com/en/governance/shareholders-meetings>).

Mandatory information *

THE UNDERSIGNED*			
Date of birth *	Place of birth *	Resident in (<i>town/city</i>) *	
At (<i>street address</i>) *		Italian Tax Code*	
Telephone no. *	e-mail		
entitled to vote at the close of business of		March 23, 2020 (record date)	as (1):
<input type="checkbox"/> registered shareholder	<input type="checkbox"/> legal representative or agent with authority to sub-delegate		<input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in
<input type="checkbox"/> Beneficial interest holder	<input type="checkbox"/> official receiver	<input type="checkbox"/> manager	<input type="checkbox"/> other (specify)
for no. *	CEMENTIR HOLDING ordinary shares		
(2) registered in the name of			
Date of birth *	Place of birth *	Resident in (<i>town/city</i>) *	
At (<i>street address</i>) *		Italian tax Code	
Registered in the securities account (3) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (4)		Made by (<i>Bank</i>)	

APPOINTS Computershare S.p.A. (the "**Appointed Representative**") to attend at the above mentioned meeting and **to vote**, with reference to the above shares, **in accordance with the instructions provided in the attached Voting Instructions Form**. If no such instructions are indicated, **ACKNOWLEDGES** that Computershare S.p.A. will have the authority **to vote "For"** with regard to all attached proposals.

DATE	Form of identification (5) (<i>type</i>)*	Issued by *	no. *	SIGNATURE
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1. *Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.*
2. *To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.*
3. *Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.*
4. *Reference to the communication made by the intermediary and its name.*
5. *Provide details of a valid form of identification of the proxy signatory.*

VOTING INSTRUCTIONS FORM

The Undersigned

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follows.

RESOLUTIONS OF THE AGENDA TO BE VOTED	VOTE		
	<i>(Please tick as appropriate)</i>		
2.b) Remuneration Report 2019 (advisory voting item)	For	Against	Abstain
2.c) Adoption of the annual accounts 2019 (voting item)	For	Against	Abstain
2.d) Adoption of the Dividend Policy prepared by the board pursuant to provision 4.1.3 of the Dutch Corporate Governance Code (voting item)	For	Against	Abstain
2.e) Approval of the 2019 dividend (voting item)	For	Against	Abstain
2.f) Discharge of the members of the Board of Directors (voting item)	For	Against	Abstain
3. Adoption of the Remuneration Policy for members of the Board of Directors (voting item)	For	Against	Abstain
4. Appointment of PricewaterhouseCoopers Accountants N.V. as independent external auditor charged with the auditing of the annual accounts for the financial year 2021-2030 (voting item)	For	Against	Abstain
5. Re/Appointment of Francesco Caltagirone (voting item)	For	Against	Abstain
6.a) Re/Appointment of Alessandro Caltagirone (voting item)	For	Against	Abstain
6.b) Re/Appointment of Azzurra Caltagirone (voting item)	For	Against	Abstain
6.c) Re/Appointment of Edoardo Caltagirone (voting item)	For	Against	Abstain
6.d) Re/Appointment of Saverio Caltagirone (voting item)	For	Against	Abstain
6.e) Re/Appointment of Fabio Corsico (voting item)	For	Against	Abstain
6.f) Re/Appointment of Veronica De Romanis (voting item)	For	Against	Abstain
6.g) Re/Appointment of Paolo Di Benedetto (voting item)	For	Against	Abstain
6.h) Re/Appointment of Chiara Mancini (voting item)	For	Against	Abstain
	For	Against	Abstain
	For	Against	Abstain

SIGNATURE