

## NOTICE OF THE ANNUAL GENERAL MEETING 21 APRIL 2021

The Annual General Meeting (“**AGM**”) of Cementir Holding N.V. (the “**Company**”) will be held on **Wednesday 21 April 2021 at 15:00 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. 2020 ANNUAL REPORT

- a) Report of the Board of Directors for the financial year 2020 (\*)
- b) Remuneration Report 2020 (\*\*\*)
- c) Adoption of the 2020 Annual Accounts (\*\*)
- d) Policy on additions to reserves and on dividends pursuant to provision 4.1.3 of the Dutch Corporate Governance Code (\*)
- e) Approval of the 2020 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. CLOSE OF MEETING

(\*) Discussion

(\*\*) Voting

(\*\*\*) Advisory voting

### AGM DOCUMENTATION

- The Company's Annual Report 2020 – including, *inter alia*, the Reports of the Board of Directors for the financial year 2020, the Remuneration Report 2020 and the Corporate Governance Report 2020 – 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.

### COVID-19 INFORMATION

Cementir Holding N.V. informs that, due to the health risks related to coronavirus (COVID-19) pandemic, pursuant to the Emergency Bill enacted by the Dutch Government, the Board has decided that the Company's shareholders will have to exercise their voting rights to the upcoming AGM exclusively on line through the Company's website, according to the formalities and terms detailed below. Consequently, shareholders who attend the meeting in person will not be able to vote at meeting and will only be entitled to address the meeting and ask questions.

In order to further mitigate potential health risks, the Company discourages shareholders to attend the AGM in person and will adopt restrictive measures to avoid social gatherings surrounding the meeting and to minimize public health risks. For this reason, there will be no reception service. Further measures may be introduced in the event local prescriptions will be amended.

#### **RECORD DATE, ATTENDANCE AND VOTING**

In order to be entitled to attend the AGM and to cast their votes, shareholders should hold the shares in a bank, brokerage or other intermediary account with a participant in the Monte Titoli system) and, pursuant to Dutch law and the Company's articles of association, Shareholders should be registered as of **24 March 2021** (the "**Record Date**") in the register established for that purpose by the Board of Directors (the "**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 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 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 14 April 2021** to Computershare S.p.A. (the "**Agent**") via usual channels available on the Monte Titoli central securities depository system (for any further information refer to the address: [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it)).

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.

The Company's shareholders can cast their vote only in advance of the AGM (by 14 April 2021) via the web procedure made available on the Company's website (<https://www.cementirholding.com/en/governance/shareholders-meetings>). Alternatively the abovementioned shareholders may give their voting instructions through the proxy form located on the Company's website to express the vote on line before the AGM.

#### **REPRESENTATION BY PROXY**

Subject to compliance with the above provisions, shareholders can attend the AGM in person or by proxy. In order to give proxy, 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 will be received by the Agent (contact details below) by **18:00 CEST on 14 April 2021** 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.

#### **SHAREHOLDERS QUESTIONS**

Shareholders may submit written questions about the items on the agenda by e-mail at [invrel@cementirholding.it](mailto:invrel@cementirholding.it) until **14 April 2021**. Cementir Holding N.V. will answer questions in writing by the date of the meeting making them available on the Company's website [www.cementirholding.com](http://www.cementirholding.com) in the section "Governance/ Shareholders' Meetings".

Shareholders questions are deemed validly received if they include the name, the surname, the number of shares held by the shareholder, the AGM agenda item to which the question refers and the Intermediary statement proving shareholder's share possession at the AGM record date.

**Address details of Agent:**

Computershare S.p.A.

Via Monte Giberto 33 – 00138 Rome (Italy)

E-mail: [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it)

Cementir Holding N.V.

10 March 2021