

ANNUAL GENERAL MEETING 21 APRIL 2022
EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

The chairperson of the meeting will open the Annual General Meeting.

Item 2: 2021 Annual Report

2a) Report of the Board of Directors for the financial year 2021 (*)

The Report of the Board of Directors of Cementir Holding N.V. (hereinafter also the “Company” or “Cementir”) is contained in the Company’s 2021 Annual Report. For further details please refer to the “Directors’ Report” section of the Annual Report.

2b) 2021 Remuneration Report (*)**

The 2021 Remuneration Report is submitted to the General Meeting for an advisory vote. For further details please refer to the Directors’ Remuneration Report which is set out in the “Remuneration Report” section of the Company’s 2021 Annual Report.

2c) Adoption of the 2021 Annual Accounts ()**

The Company’s 2021 Annual Accounts have been drawn up by the Board of Directors and audited by PricewaterhouseCoopers Accountants N.V. who have issued an unqualified opinion. It is proposed that the 2021 Annual Accounts be adopted by the General Meeting.

2d) Policy on additions to reserves and on dividends pursuant to provision 4.1.3 of the Dutch Corporate Governance Code (*)

In accordance with the Dutch Corporate Governance Code, the Company’s policy on additions to reserves and dividends, as outlined in the paragraph “Dividends” of the Section “Accounting policies” of the 2021 Annual Report and in compliance to the “Policy of dividend distribution” available on the Company’s web site, is explained as a separate agenda item.

2e) Approval of the 2021 dividend ()**

Under this agenda item, it is proposed to the General Meeting to make a dividend distribution of € 0.18 on each issued and outstanding common share. The proposed dividends will become payable as of 25 May 2022 and will be paid to the shares of record as of 24 May 2022 (record date) gross of any withholding taxes. It is also proposed to the General Meeting to set out 23 May 2022 as the ex-dividend date.

2f) Discharge of the members of the Board of Directors ()**

The General Meeting is requested to grant discharge to the Executive Director in respect of the performance of his management duties as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2021 Annual Accounts and to grant discharge to the Non-Executive Directors in respect of the performance of their non-executive duties as such performance is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2021 Annual Accounts.

Item 3: Remuneration

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

It is proposed to the General Meeting to adopt the Remuneration Policy for members of the Board of Directors. For further details on the remuneration of the Company’s directors please refer to the “Remuneration Report” section of the Company’s 2021 Annual Report.

Item 4: Appointment of a Non-Executive Director

Appointment of Adriana Lamberto Floristan as member of the Board of Directors ()**

The composition of the Board should be correctly balanced between executive directors and non-executive directors and between men and women. Independent directors are also essential in the interest of all shareholders and stakeholders.

It is proposed to the General Meeting to integrate the Board of Directors with a Non-Executive Director in addition to the current eight (8) Non-Executive Directors in charge.

Such proposal aims to strengthen the achievement of diversity targets in the composition of the Board, as detailed in Board Profile, under several aspects relevant to the Company and, specifically, nationality,

gender and expertise. The candidate shows a significant experience in ESG matters evidencing the continuous strong commitment of the Company to a sustainable growth path to 2030. The gender diversity ratio provided for under Section 2:142b of the Dutch Civil Code is already complied with the current composition and this appointment contributes to an even more balanced gender ratio among the directors in the achievement of ambitious targets.

The Board deems that this candidate is fully aligned with the high professional profile of the Board and its combination of different international and professional expertise and background. The Board of Directors believes that the contribution and performance of Adriana Lamberto Floristan as Non-Executive Director will be valuable and effective and she has shown commitment to play this role within the Company. She is eligible and she has stated her willingness to accept the appointment as Non-Executive Director. On the basis of the information provided, the Board of Directors assessed her as independent pursuant to the Dutch Corporate Governance Code.

As required under Section 2:142(3) of the Dutch Civil Code, the biographical details of the candidate are available for inspection at the offices of the Company as well as on the Company's website (www.cementirholding.com).

Accordingly, on the basis of the proposal made by the Remuneration and Nomination Committee, the Board of Directors recommends the shareholders the appointment of Adriana Lamberto Floristan as Non-Executive Director of Cementir Holding N.V. proposing to the General Meeting to appoint her until the close of the first annual general meeting following her appointment.

Item 5: Close of meeting

The chairperson of the meeting will close the Annual General Meeting.

(*) Discussion items

() Voting items**

(*) Advisory voting items**