

NOTICE OF THE ANNUAL GENERAL MEETING 20 APRIL 2023

The Annual General Meeting (the “AGM”) of Cementir Holding N.V. (the “Company”) will be held on **Thursday 20 April 2023 at 15:00 Concertgebouwplein 29 1071 LM 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. 2022 ANNUAL REPORT

- a) Report of the Board of Directors for the financial year 2022 (*)
- b) 2022 Remuneration Report (***)
- c) Adoption of the 2022 Annual Accounts (**)
- d) Policy on additions to reserves and on dividends pursuant to Best Practice provision 4.1.3 of the Dutch Corporate Governance Code (*)
- e) Approval of the 2022 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 THE EXECUTIVE DIRECTOR

Re/Appointment of Francesco Caltagirone as executive director to the Board of Directors (**)

5. APPOINTMENT OF THE NON-EXECUTIVE DIRECTORS

- a) Re/Appointment of Alessandro Caltagirone as non-executive director to the Board of Directors (**)
- b) Re/Appointment of Azzurra Caltagirone as non-executive director to the Board of Directors (**)
- c) Re/Appointment of Saverio Caltagirone as non-executive director to the Board of Directors (**)
- d) Re/Appointment of Fabio Corsico as non-executive director to the Board of Directors (**)
- e) Re/Appointment of Adriana Lamberto Floristan as non-executive director to the Board of Directors (**)
- f) Appointment of Annalisa Pescatori as non-executive director to the Board of Directors (**)
- g) Appointment of Benedetta Navarra as non-executive director to the Board of Directors (**)
- h) Decrease of number of Directors in the Board of Directors (**)

6. CLOSE OF MEETING

(*) Discussion

(**) Voting

(***) Advisory voting

AGM DOCUMENTATION

- Company's 2022 Annual Financial Statements –including, *inter alia*, Consolidated and Statutory Financial Statements, Reports of the Board of Directors for the financial year 2022, 2022 Remuneration Report and 2022 Corporate Governance Report– and the Independent Auditor's Report;
- Agenda and Explanatory Notes of the AGM;
- 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

In order to be entitled to cast their votes and to attend the AGM, shareholders shall 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 shall be registered as of **23 March 2023** (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 the 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.

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>).

Alternatively, 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 13 April 2023** 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). 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.

Depending on the number of shareholder who wish to attend the AGM, the Board of Directors may decide to change the location of the AGM to a nearby venue. In such event, the location of the AGM will be published 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 2023** 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 Rome (Italy)



E-mail: ufficiorm@computershare.it

Cementir Holding N.V.
9 March 2023