

PRESS RELEASE

The Cementir Holding Extraordinary Shareholder's Meeting approves the transfer of the registered office to the Netherlands

Rome, 28 June 2019 – The Extraordinary Shareholder's Meeting of Cementir Holding S.p.A. ("CH"), held today under the chairmanship of Francesco Caltagirone, Jr., approved the transfer of the Company's registered office to Amsterdam, the Netherlands, to be carried out by adopting the legal form of a *naamloze vennootschap* regulated by Dutch law, named "Cementir Holding NV", and with the adoption of new articles of association (the "Transfer").

The Transfer will not affect the Company's listing on the Italian Stock Exchange or its tax residence, which will remain in Italy.

"Today's Shareholder's Meeting decision marks the culmination of our Group's internationalisation process and, at the same time, it is the beginning of a new development phase on an increasingly global scale. This represents a purely technical choice that in no way disregards our Group's deep Italian roots," comments Chairman Francesco Caltagirone, Jr.

Shareholders who did not vote in favour of the Transfer are entitled to exercise their withdrawal right within and no later than fifteen days from the registration of the Shareholder's Meeting resolution in the Companies Register. The purchase price payable to shareholders who have validly exercised their withdrawal right, determined in accordance with current legislation, is equal to EUR 5.8756 per share.

Effectiveness of the exercise of the withdrawal right is conditional on the completion of the Transfer, which is in turn conditional upon certain condition precedents, including that relating to the amount to be paid to shareholders exercising the right of withdrawal, which must not exceed EUR 31,824,000.

It is expected that the Transfer will be completed, subject to the provided condition precedents, by October 2019.

The Company will communicate the relevant information concerning the fulfilment or renunciation of the conditions to the market, in compliance with the applicable laws and regulations. Furthermore, the formal methods for exercising the right of withdrawal will be published on the Company's website, on the

storage mechanism certified by Spafid Connect S.p.A. at www.emarketstorage.com, as well as on the newspaper *Il Messaggero*.

For further information reference should be made to the Board of Directors Explanatory Report prepared in accordance with Art. 125-*ter* of Legislative Decree 58/1998 and Art. 72 of Consob Regulation No. 11971/1999.

CEMENTIR HOLDING is an international manufacturer of grey and white cement, ready-mixed concrete, aggregates and concrete products, exporting to over 70 countries worldwide. As global leader in white cement, the Group employs approximately 3,100 people in 18 countries.

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