
 cementirholding	CEMENTIR HOLDING POLICY	Doc N° CH_GPO_25
		Rev. 2
POLICY ON BILATERAL CONTACTS WITH SHAREHOLDERS		


POLICY ON BILATERAL CONTACTS WITH SHAREHOLDERS

REVISION	DESCRIPTION AND REASON FOR REVISION
1	FIRST ISSUE
2	SECOND ISSUE – UPDATE AND REVIEW FOLLOWING THE DUTCH CORPORATE GOVERNANCE CODE 2023
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1 OBJECTIVE AND SCOPE

The objective of this Policy is to provide the principles upon on which Cementir Holding N.V. (“Cementir”) engages with its shareholders, with potential investors and investment professionals such as brokers, buy-side and credit rating analysts (together the “investors”) to provide clear, transparent, accurate and timely information, ensuring that price-sensitive information is equally and simultaneously provided.

2 REFERENCES

2.1 EXTERNAL REFERENCES

- Dutch Corporate Governance Code, dated 20 December 2022

2.2 INTERNAL REFERENCES


- Investor Relations Procedure (CH GPR 14)
- Procedure for management and public disclosure of privileged information (CH GPR 29)
- Code of Conduct for Internal Dealing (CH_GPO_22)
- Stakeholder engagement policy (CH_GPO_31)].

3 INTRODUCTION

Cementir Holding N.V. (“Cementir”) has adopted this policy (the “Policy”) regarding bilateral contacts with shareholders in accordance with best practice provision 4.2.2 of the Dutch Corporate Governance Code. This Policy has been adopted by the board of directors of Cementir (the “Board”) on 6 November 2023.

Cementir is committed to maintaining an open and constructive dialogue with its shareholders, with potential investors and investment professionals such as brokers, buy-side and credit rating analysts, continuously striving to improve relationships with them and to provide equal and simultaneous price-sensitive information. For this purpose, Cementir has established an Investor Relations function, reporting directly to the Chairman of the Board, with the purpose of taking care and nurturing the relationship with all investors.

Communication with investors occurs in multiple occasions throughout the fiscal year, by means of dedicated events (capital markets day), one-to-one or one-to-many meetings and call conferences, Annual General and Extraordinary meetings, participation to events and regular investors conference calls and/or webcasts upon the release of interim and full-year financial results. All documentation relevant to investors, including annual and interim reports, press releases, presentations, regulatory filings, other important announcements, and corporate governance documents, are published on specific and separate sections of Cementir website www.cementirholding.com.

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4 MEETINGS AND PRESENTATIONS

From time to time, Cementir communicates with investors via road shows and broker conferences, generally following the release of annual and interim financial information. It is Cementir policy to announce the participation to roadshows and conferences in advance via a dedicated press release, making the presentation available to investors on its website before each meeting. Meetings and presentations during black-out periods are ruled out under paragraph 6 – Black-out Periods).

5 BILATERAL CONTACTS

Cementir engages in bilateral contacts with investors, generally upon specific requests or in the course of organized events such as an investors conference.

During bilateral contacts, Cementir is represented by its Investor Relations function. However, in certain circumstances, the Chairman & Chief Executive Officer may participate at his discretion. Bilateral contacts with credit rating agencies are conducted by the Group Chief Financial Officer accompanied by a representative of Investor Relations. The subject matter of bilateral communications ranges from specific questions following Cementir disclosures to more elaborate discussions on strategy and sustainability matters. A record of bilateral meetings is regularly updated by the Investor Relations function for regulatory and compliance purposes.


From time to time other functions, such as the CFO and Finance executives, in the course of bilateral contacts with banks and financial institutions may be requested to share financial projections or market sensitive information regarding Cementir Holding. In such instances, it will be the CFO to invite the IR function to participate to such meetings in order to ensure a symmetrical communication with third parties, coherent with the provision of this policy.

The Investor Relations function, upon delegation and in agreement with the Chairman & Chief Executive Officer and in line with his guidelines, will determine at its sole discretion whether to accept invitations to engage in bilateral contacts with investors, based on the interest of Cementir and its affiliates and according to the provisions of paragraph 6 - Black-out Periods. In order to assess whether a contact with investors could be in Cementir interest, the Investor Relations function may request to provide certain (written) information, such as: company details (country of incorporation, assets under management, investment strategy, etc), the matters to be discussed, the investor interest in Cementir and/or further clarification of the investor objectives and investment intentions.

If a shareholder enters into a bilateral contact with Cementir outside the context of a general meeting, the shareholder shall disclose his full share position (long, short and through derivatives) at Cementir request.

6 BLACK-OUT PERIODS

Black-out Periods are the periods immediately prior to the publication of Cementir financial results. During Black-out Periods Cementir will not participate to investor conferences, unless relating to publicly available information or factual clarifications of previously disclosed information. Usually, the length of the Black-out Period is thirty (30) days prior to the release of any interim or full year result.

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7 MISCELLANEOUS

The only point of contact between investors and the Board is via the Group Chairman and in no circumstance, investors should seek direct contact with any of Cementir group directors, managers or employees.

Cementir may pay fees to professionals carrying-out equity or credit research on Cementir, including credit-rating agencies. Cementir shall not do anything that might compromise the independence of analysts in relation to Cementir and vice versa.

Cementir is bound by rules and regulations on the disclosure of price-sensitive, insider and relevant information. Please see the website of the Netherlands Authority for the Financial Markets (AFM: www.afm.nl) and of Italian Companies and Exchange Commission (Consob: www.consob.it) for the relevant and latest information.

Cementir adheres to all legal obligations relating to fair and non-selective disclosure of insider and price sensitive information and equal treatment of shareholders and does not discuss with investors material, insider or price sensitive information that is not publicly known. If share price sensitive information is inadvertently disclosed during any bilateral meeting or event or any contact with investors, this information is made public by Cementir without delay.

A copy of this Policy is published on Cementir's website (www.cementirholding.com). This Policy may be amended by a resolution of the Board which also retains the right to deviate from this Policy.

For any requests for contact with Cementir or any question about this Policy, please contact the Investor Relations function at invrel@cementirholding.it.