

Ordinary and Extraordinary Shareholders meeting of 19 April 2018

Summary of the Meeting resolutions and voting results

No. 163 shareholders participated to the Shareholder's Meeting in person or by proxy for a total of no. 130.270.543 ordinary shares representing 81,869371% of the ordinary share capital.

	no. of shareholders in person or by proxy	no. of shares	% on ordinary shares represented	% on permitted shares to vote	% of the ordinary share capital
ORDINARY SESSION					
First matter on the agenda					
Financial statements as of 31 December 2017. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of net result for the year. Related resolutions. Presentation of the Group's consolidated financial statements as of 31 December 2017.					
To approve the Company's separate financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2017 – showing a loss of EUR 123,242,525.					
In favour	142	127.837.620	98,132407	98,132407	80,340385
Against	0	0	0,000000	0,000000	0,000000
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	20	2.432.116	1,866973	1,866973	1,528479
Total	163	130.270.543	100,000000	100,000000	81,869371
To cover the year's loss of EUR 123,242,525 by using the merger surplus reserve for EUR 21,332,162 and by carrying forward the residual loss of EUR 101,910,363, without prejudice to the following resolutions in extraordinary session.					
In favour	142	127.837.620	98,132407	98,132407	80,340385
Against	0	0	0,000000	0,000000	0,000000
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	20	2.432.116	1,866973	1,866973	1,528479
Total	163	130.270.543	100,000000	100,000000	81,869371
EXTRAORDINARY SESSION					
First matter on the agenda					
Proposal not to reconstitute, pursuant to Article 13, paragraph 2 of law 342/2000, the revaluation reserve as per law no. 266/2005 and the revaluation reserve as per law no. 342/2000, entirely used to cover the residual loss recorded in the year 2017. Related and consequent resolutions.					
To cover the residual loss of EUR 101,910,363 through the entirety utilisation of the "Revaluation Reserve as per Law 266/2005" for EUR 4,178,091 and through the entirety utilization of the "Revaluation Reserve as per Law 342/2000 (years 2000 and 2003)" for EUR 97,732,272.					

In favour	142	127.837.620	98,132407	98,132407	80,340385
Against	0	0	0,000000	0,000000	0,000000
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	20	2.432.116	1,866973	1,866973	1,528479
Total	163	130.270.543	100,000000	100,000000	81,869371

To not reconstitute the Revaluation Reserve as per Law 266/2005 and permanently reduce it by the amount of EUR 4,178,091 used to cover the loss.

In favour	142	127.837.620	98,132407	98,132407	80,340385
Against	0	0	0,000000	0,000000	0,000000
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	20	2.432.116	1,866973	1,866973	1,528479
Total	163	130.270.543	100,000000	100,000000	81,869371

To not reconstitute the Revaluation Reserve as per Law 342/2000 (years 2000 and 2003) and permanently reduce it by the amount of EUR 97,732,272 used to cover the loss.

In favour	142	127.837.620	98,132407	98,132407	80,340385
Against	0	0	0,000000	0,000000	0,000000
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	20	2.432.116	1,866973	1,866973	1,528479
Total	163	130.270.543	100,000000	100,000000	81,869371

ORDINARY SESSION

Second matter on the agenda

Motion for the distribution of a dividend. Related and consequent resolutions.

In favour	142	127.837.620	98,132407	98,132407	80,340385
Against	0	0	0,000000	0,000000	0,000000
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	20	2.432.116	1,866973	1,866973	1,528479
Total	163	130.270.543	100,000000	100,000000	81,869371

Third matter on the agenda

Election of the Board of Directors for the 2018-2020 term: a) Determination of the number of members of the Board of Directors; b) Appointment of the members of the Board of Directors; c) Determination of the remuneration of the members of the Board of Directors.

Determination of the number of Board Members, on the basis of the proposals presented in the Shareholders' Meeting.

In favour	154	129.532.539	99,433484	99,433484	81,405567
Against	1	5.197	0,003989	0,003989	0,003266
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	7	732.000	0,561908	0,561908	0,460030
Total	163	130.270.543	100,000000	100,000000	81,869371

Nominee of the Board Members - that shall be in charge meaning up to the financial statements' approval at 31.12.2020 - the candidates shall be listed in the slate/s that must be forwarded according to the Law and the Articles of Association and to its principles.

LIST 1	16	118.911.691	91,280568	91,280568	74,730826
LIST 2	145	11.309.571	8,681603	8,681603	7,107574
Against	1	39.392	0,030239	0,030239	0,024756
Abstaining	0	0	0,000000	0,000000	0,000000
Non voting	1	9.889	0,007591	0,007591	0,006215
Total	163	130.270.543	100,000000	100,000000	81,869371
Determination of the Board Members' remuneration, on the basis of the proposals presented in the Shareholders' Meeting.					
In favour	19	122.887.168	94,332276	94,332276	77,229241
Against	109	4.571.481	3,509221	3,509221	2,872977
Abstaining	13	271.143	0,208138	0,208138	0,170402
Non voting	22	2.540.751	1,950365	1,950365	1,596752
Total	163	130.270.543	100,000000	100,000000	81,869371
Fourth matter on the agenda					
Remuneration Report: resolutions in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.					
In favour	34	120.168.134	92,245055	92,245055	75,520446
Against	106	7.560.851	5,803961	5,803961	4,751666
Abstaining	1	807	0,000619	0,000619	0,000507
Non voting	22	2.540.751	1,950365	1,950365	1,596752
Total	163	130.270.543	100,000000	100,000000	81,869371

The share capital of Cementir Holding S.p.A. is equal to euro 159,120,000 and is divided into No. 159,120,000 ordinary shares with a nominal value of 1.00 euro each. Each share grants the shareholder one vote.

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