



CEMENTIR HOLDING S.p.A.

Registered office: Corso di Francia, 200, Rome, Italy
Share capital: Eur 159,120,000, fully paid-up
Tax I.D. and Company Register in Rome no. 00725950638
VAT code no. 02158501003 - R.E.A. no. 160498

NOTICE OF EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby called to the Extraordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on single call, on **28 June 2019 at 11:00 a.m.**, to resolve upon the following:

AGENDA

1. Proposal to transfer the registered office to Amsterdam (Netherlands). Related and consequent resolutions, including the adoption of new By-Laws in accordance with Dutch law.

SHARE CAPITAL

The share capital of Cementir Holding S.p.A. ("**Company**") 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. As of today the Company does not hold any shares belonging to its own share capital.

TITLE TO PARTICIPATE AT THE SHAREHOLDERS' MEETING AND VOTING RIGHT

Pursuant to Article 83-*sexies* Legislative Decree No. 58/98 ("Consolidated Financial Act") and the Bylaws, the right to intervene in the Shareholders' Meeting and exercise the right to vote is attested by a communication made to the Company by the authorized intermediary ("Intermediary"), based on the accounting records by the end of the accounting day of the seventh trading day before the date of the Shareholders' Meeting (19 June 2019 - Record Date). The Intermediary's notification must reach the Company by the end of the third trading day prior to the day set for the Shareholders' Meeting (25 June 2019). Nevertheless, Shareholders will be entitled to attend and vote even if said notification has reached the Company after said time limit, provided it is received prior to the beginning of the Meeting. Anyone becoming a shareholder after the Record Date will not be entitled to attend or vote at the Shareholders' Meeting. Please note that the statement is sent to Company by the Intermediary upon request of the person entitled to the right. Those entitled to vote are required to give instructions to the Intermediary that keeps the related accounts to send the aforementioned statement to the Company.

REPRESENTATION AT THE SHAREHOLDERS' MEETING

Ordinary proxy

All those having the right to vote may be represented in the Shareholders' Meeting by means of a written proxy or by an electronic document duly signed electronically pursuant to art 21, paragraph 2, of the Legislative Decree no. 82/2005 according to the applicable law. For this purpose, it may be granted using the proxy form available on the Company's website www.cementirholding.it. The proxies, together with the certificate certifying the ownership of the share and copy of an identification document, can be transmitted to the Company with a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia no. 200 – 00191 Rome) or with an electronic communication sent to the certified email address: legale@pec.cementirholding.it.

Proxy to the representative appointed by the Company

Proxies may also be granted, with voting instructions, to the delegate Mr. Domenico Sorrentino, who was designated by the Company for this purpose pursuant to Article 135-*undecies* of the Consolidated Financial Act. Any proxy granted to the abovementioned designated representative must be given in the manner specified in the proxy statement provided for this purpose which will be available on the Company website

www.cementirholding.it, setting out how to communicate the proxies to the Company by the end of two trading days before the date of the Shareholders' Meeting (26 June 2019). The proxy will be effective only for those motions for which voting instructions are provided. The proxy and the voting instructions are revocable within the same period as above mentioned.

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

ADDITIONS TO THE ITEMS ON THE AGENDA AND SUBMISSION OF MOTIONS

Pursuant to Article 126-*bis* of the Consolidated Financial Act, the Shareholders who represent, also jointly, at least one-fortieth of the share capital may send a request, within 10 days of publication of this notice (6 June 2019), to add items on the agenda, indicating with a written request the additional items proposed or submit additional motions to those already on the agenda.

These requests must be submitted in writing, together with the certificate certifying the ownership of the share and copy of an identification document, with a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia no. 200 – 00191 Rome) or with an electronic communication sent to the certified email address legale@pec.cementirholding.it.

Additions cannot be made for items that the Shareholder's Meeting is called upon to decide, pursuant to the law or that are proposed by the Directors based on a project or a report they have prepared.

By the same deadline and in the same manner, the requesting shareholders must provide a report explaining the reason for motions concerning new subjects that they suggest to be considered or the reason for the additional motions regarding items already on the agenda. Items added to the agenda or additional motions to those already on the agenda will be announced in the same manner required for the publication of the notice of Shareholders' Meeting at least 15 days prior to the date set for the Shareholders' Meeting. Please note that a person entitled to vote may, individually, submit motions to be considered in the Shareholders' Meeting regarding only items on the agenda.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to Article 127-*ter* of the Consolidated Financial Act the Shareholders entitled to vote may submit questions about the items on the Agenda, also before the Shareholders' Meeting, within the third day prior to the date of the Shareholders' Meeting (25 June 2019), with a registered letter sent to the Company's registered office (addressed to Cementir Holding S.p.A. – Department of Legal Affairs – Corso di Francia no. 200 – 00191 Rome) or with an electronic communication sent to the certified email address: legale@pec.cementirholding.it, together with the certificate issued by the Intermediary certifying the entitlement to attend and vote in the Shareholders' Meeting and copy of an identification document. Questions received before the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting, and the Company may reserve the right to provide a single answer for questions with the same content.

RIGHT OF WITHDRAWAL

Pursuant to Article 2437, paragraph 1, lett. c) and g) of the Civil Code, the proposed resolution on the agenda, if approved, will legitimize the exercise of the right of withdrawal by the shareholders of the Company who abstained from voting the proposed resolution.

Therefore, these shareholders may exercise the right of withdrawal within fifteen days from the date of registration of the resolution of the Meeting in the Companies Register; this date will be announced in a notice published on the Company's website www.cementirholding.it and on the authorized storage device managed by Spafid Connect S.p.A. at www.emarketstorage.com and the "Il Messaggero" newspaper.

It should be noted that the unit liquidation value of the ordinary shares of Cementir Holding S.p.A. in relation to which the right of withdrawal should be exercised is equal to **Euro 5.8756** for each share.

This value has been calculated in accordance with the provisions of Article 2437-*ter*, paragraph 3, of the Civil Code, with reference to the arithmetic average of the closing prices in the six months prior to the date of publication of this notice of call.

The effectiveness of the withdrawal right is subject to the completion of the aforementioned transfer of the registered office of the Company to the Netherlands, which is in turn conditioned, inter alia, by the fact that the amount of money to be paid to the shareholders who have exercised the right of withdrawal do not exceed the total amount of Euro 31,824,000.

DOCUMENTATION

The documentation related to the item on the agenda will be made available to public, as specified by the provisions of applicable law and regulations, at the Company's registered office, on the Company's website

www.cementirholding.it and on the authorized storage device managed by Spafid Connect S.p.A. at www.emarketstorage.com.

The Shareholders are entitled to request a copy.

This notice is published, pursuant to art. 125-bis Consolidated Financial Act on the Company's website www.cementirholding.it, on the authorized storage device managed by Spafid Connect S.p.A. at www.emarketstorage.com and in abstract on the "Il Messaggero" newspaper on 28 June 2019.

Rome, 27 June 2019

Cementir Holding S.p.A.

On behalf of the Board of Directors
The Chairman and Chief Executive Officer
Francesco Caltagirone