



## **2011 REPORT ON THE REMUNERATION POLICY**

Approval date: 8 March 2012

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## Glossary

For the purposes of this document, the meaning of the terms listed below shall be as follows:

- **Code:**  
The Corporate Governance Code of listed companies approved in March 2006 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A. (as subsequently amended).
- **Code of Ethics:**  
The Code of Ethics approved by the Company on 8 May 2008.
- **Key executives:**  
those who, directly or indirectly, have the power and responsibility for planning, managing and controlling the activities of the Company, including the Directors (Executive or non-executive) of the Company, in accordance with the definition set out in the Consob Issuers' Regulations (in relation to Related Parties).
- **Issuer:**  
Cementir Holding S.p.A. issuer of listed shares, to which the Report is referred.
- **Year:**  
the financial year to which the Report refers.
- **Group:**  
the parent company Holding S.p.A. and the subsidiaries.
- **Policy:**  
the Policy for the remuneration of directors and key executives recommended by Article 6 of the Code.
- **Consob Issuers' Regulations:**  
the Regulations for issuers promulgated by Consob with its resolution no. 11971 of 14 May 1999 (as subsequently amended).
- **Report:**  
the Report on remuneration, which companies must prepare in accordance with Article 23 of the Consolidated Finance Act.
- **Company:**  
Cementir Holding S.p.A.
- **TUF:**  
Legislative Decree no. 58 of 24 February 1998 (Consolidated Finance Act) and subsequent amendments.

## Introduction

This Report, approved by the Board of Directors on 8 March 2012, sets out the principles and guidelines to which Cementir Holding S.p.A. adheres to determine the remuneration of the members of the Board of Directors, of the General Manager and of the other Key executives in the ordinary performance of their duties.

The Report was prepared in light of the recommendations provided in Article 6 of the Code, concerning the remuneration of the Directors and of the Key executives of listed issuers, and taking into account Article 123-ter of the Consolidated Finance Act on disclosure of the remuneration of directors of listed companies, Article 84-*quater* of the Consob Regulations pertaining to reports on remuneration and the procedure on Related Parties approved by Board of Directors on 5 November 2010 and the standards set out in the Group Code of Ethics.

The text of this Report is available at the registered office and on the Company website [www.cementirholding.it](http://www.cementirholding.it) and it has been delivered to Borsa Italiana, according to the procedures and within the terms prescribed by current regulations.

## SECTION I

### 1. General outline of the policy for the remuneration of Board of Directors members, General Managers and Key Executives

Cementir Holding intends to pursue a Remuneration Policy aimed at attracting, motivating, developing, rewarding and retaining persons who, thanks to their professional skills and personal ability to apply them in behaviours in line with company goals and who, with the Code of Ethics adopted by the Group, are able to assure the achievement of the expected results, building sustainable value both for shareholders and for the Company's other Stakeholders. The Policy is defined in such a way as to align the interests of Management with those of shareholders, pursuing the priority goal of creating sustainable value in the medium-long term, by establishing a strong tie between compensation, on one hand, and individual and Group performance on the other.

#### 1.1. Process for the definition and approval of the Remuneration Policy

The Remuneration Policy is approved by the Board of Directors at the proposal of the Remuneration Committee and it is submitted to the annual Shareholders' Meeting.

##### Shareholders' Meeting.

With regard to remuneration, the Shareholders' Meeting:

- shall determine compensation for members of the Board of Directors and the Board of Statutory Auditors, in accordance with Article 2364, Paragraph 1, no. 3) of the Italian Civil Code;
- shall express its consultative opinion on the Report on the Remuneration Policy defined by the Board of Directors, at the proposal of the Committee for the Remuneration of Board of Directors members and of the other Key executives;
- shall receive adequate disclosure about the implementation of remuneration policies;
- shall make decisions on any Remuneration Plans based on shares or other financial instruments and intended for Directors, employees and other workers, including Key executives, in accordance with Article 114-*bis* of the Consolidated Finance Act.

##### Board of Directors

The Board of Directors:

- shall determine the remuneration of directors tasked with specific duties in accordance with Article 2389, Paragraph 3 of the Italian Civil Code, with due regard to the opinion of the Board of Statutory Auditors, and at the proposal of the Remuneration Committee;
- shall determine the remuneration of directors who are members of the Committees within the Board of Directors (Remuneration Committee and Internal Control Committee);
- shall institute, within the Board of Directors, a Remuneration Committee comprising a majority of independent directors; one member of the Committee must have adequate knowledge and experience in financial matters; the Board of Directors shall assess the person's competencies at the time of his/her appointment;
- shall approve, at the proposal of the Remuneration Committee, the Policy for the Remuneration of Directors and of Key Executives in accordance with Article 6 of the Code;
- shall approve the Report on the Remuneration Policy, in accordance with 123-*ter* of the Consolidated Finance Act, to be submitted to the annual Shareholders' Meeting;
- shall prepare, with the assistance of the Remuneration Committee, any Remuneration Plans based on stocks or other financial instruments and submits them to the Shareholders' Meeting for approval in accordance with Article 114-*bis* of the Consolidated Finance Act;
- shall implement the Remuneration Plans based on stocks or other financial instruments, together with – or with the assistance of – the Remuneration Committee, at the behest of the Shareholders' Meeting.

##### Remuneration Committee.

The Remuneration Committee:

- shall present to the Board of Directors proposals for the remuneration of Directors tasked with specific duties;
- shall present to the Board of Directors proposals on the remuneration of Executive Directors, as well as on the proper identification and setting of adequate performance targets, which enable to compute the variable component of their compensation;
- shall present to the Board of Directors proposals for the remuneration of non-executive Directors;
- shall formulate to the Board of Director any proposal concerning remunerations;
- shall formulate proposals to the Board of Directors on the adoption of the general policy for the remuneration of Executive Directors, of Directors tasked with specific duties and of Key executives;
- shall evaluate and formulate any proposals to the Board of Directors with regard to stock incentive, stock option, corporate shareholding and similar plans motivating and retaining the managers and employees of the Group companies controlled by the Company;

- shall periodically assess the adequacy and actual enforcement of the general remuneration Policy, and shall make use of the information provided by the Executive Directors if the assessment concerns the remuneration of Key Executives;
- shall monitor the enforcement of the decisions made by the Board of Directors on remuneration matters, assessing, among other factors, the actual attainment of performance targets;
- shall report to shareholders on the ways it performs its duties; for this purpose, it is recommended that the Chairman of Remuneration Committee or another member of the Committee attend the annual Shareholders' meeting;
- if it deems it necessary or appropriate for the performance of its assigned duties, it shall employ outside consultants who are knowledgeable in the field of compensation policies. The independence of the outside consultants shall be verified by the Remuneration Committee before their appointment.

The members of the Remuneration Committee were appointed by the Board of Directors in its meeting of 7 May 2009.

At the date of approval of this Report, the Remuneration Committee comprised:

- Massimo Confortini, Independent Director, Committee Chairman;
- Enrico Vitali, Independent Director, Committee Member;
- Mario Delfini, non executive Director, Committee Member, experienced in financial matters.

### Executive Directors

The Executive Directors so appointed:

- shall provide the Remuneration Committee with all information useful to enable the Committee to assess the adequacy and actual enforcement of the general remuneration Policy, with particular regard to the remuneration of Key Executives;
- shall submit to the Remuneration Committee the stock incentive, stock option, corporate shareholding and similar plans motivating and retaining the managers of the Group companies controlled by the Company or, if the case warrants it, they shall assist the Committee in their drafting, with the support of the Group's Human Resources Office as well;
- shall enforce the Company's remuneration Policy in accordance with this document.

### Board of Statutory Auditors

With regard to remuneration, the Board of Statutory Auditors shall serve a consultative role, wherein it formulates the opinions required by current regulations and in particular it shall express its opinion with reference to proposals for the remuneration of Executive Directors and, more in general, of Directors tasked with specific duties; in expressing its opinions, it shall verify the consistency of the proposals formulated by the Remuneration Committee to the Board of Directors with the remuneration Policy.

## 1.2. Content of the Remuneration Policy

The Policy defines principles and guidelines to which the Board of Directors shall adhere to define the remuneration of Board of Directors members and in particular of Directors tasked with specific duties and of Key Executives.

### 1.2.1. Board of Directors Remuneration Policy

The compensation of non-executive Directors is not tied to the Group's economic-financial results or based on short- or medium-term incentive plans or based on the use of financial instruments.

The Directors' Remuneration Policy comprises the following elements:

- A) compensation set by the Shareholders' Meeting, for the office and for attendance at Board meetings (Article 2364, Paragraph 1, no. 3 of the Italian Civil Code and Article 2389, Paragraph 1 and 2 of the Italian Civil Code);
- B) compensation set by the Board of Directors for specific duties assigned to the Directors (Article 2389, Paragraph 3 of the Italian Civil Code).

With regard to the compensation to be paid to Directors for letter A) above, it shall be in the form of an allowance for attendance at individual Board of Directors meeting set, in accordance with the provisions of the law, by the Shareholders' Meeting.

### Remuneration of Directors tasked with specific duties

The following Directors have specific duties within the Board of Directors of the Company:

- (i) The Chairman of the Board of Directors;
- (ii) the Chief Executive Officer;
- (iii) the other Directors who are vested with specific powers other than those vested in the Chief Executive Officer;
- (iv) the Directors who participate in Board Committees (Internal Control Committee, Remuneration Committee).

The compensation to be paid to Directors tasked with specific duties per letter B) is quantified, at the proposal of the Remuneration Committee, with the opinion of the Board of Statutory Auditors, by the Board of Directors, taking into account the work actually required by each of them and any powers vested.

The Directors (i) called upon to be members of the Remuneration Committee and of the Internal Control Committee and (ii) who were vested with specific powers other than those vested in the Chairman and/or Chief Executive Officer, shall receive an additional fixed compensation, commensurate with the work required from each of them in the performance of their aforesaid duties.

The remuneration of the Chairman of the Board of Directors and of the Chief Executive Officer generally comprises the following elements:

- a fixed gross yearly component;
- a variable component determined according to the Group's performance and tied to predetermined, measurable parameters connected to the creation of shareholder value in a medium – long term time span.

In determining the remuneration of the Chairman and of the Chief Executive Officer, the Board of Directors shall take into account (i) the specific content of the vested powers and/or (ii) the functions and the role actually served within the Company, thereby assuring that the provision of a possible variable component is consistent with the nature of their assigned duties.

In particular, remuneration is determined on the basis of the following criteria:

- the correct balance between the fixed component and the variable component shall be in accordance with the Company's strategic goals and its risk management policy, also taking into account the industry in which it operates and the characteristics of the business it actually conducts;
- the provision of maximum limits for the variable components, provided that the fixed component shall be sufficient to remunerate the performance of the Chairman and of the Chief Executive Officer if the variable component is not paid;
- The parameters, economic results and any other specific objectives to which the payment of the variable components is tied are predetermined, measurable and connected to the creation of shareholder value in a medium – long term time span.

### **Executive Directors' compensation**

No additional compensation is provided for Executive Directors.

In general, for all Directors, there shall be no (i) indemnities in case of resignation or revocation without just cause or non-renewal, (ii) agreements prescribing the allocation or continuation of non-monetary benefits in favour of persons who have relinquished their office and, (iii) consulting agreements with the Directors for a period following termination of their employment.

### **1.2.2. Remuneration Policy for the Supervisory Bodies**

The annual amount of compensation to the Statutory Auditors is determined on a flat rate basis by the Shareholders' Meeting, by virtue of their independence.

### **1.2.3. Remuneration Policy for General Managers and Key Executives**

Key executives' remuneration package comprises a fixed and a variable component as well as "non monetary benefits". The Company deems that the balance adopted between fixed and variable component is in line with its own strategic goals for the maximization of its business results and, hence, of those of the Group as a whole. This balance assures a fixed component sufficient to remunerate Key Executives in those cases in which the variable component is not paid because of the failure to reach objectives.

At the same time, the compensation scheme adopted maintains the proper ratio between its components and adequate incentives to achieve ever improving performance levels within the sustainable value creation structure that is the Company's true objective.

#### **Fixed component**

Key executives' fixed compensation is revised annually on the basis of compensation market surveys provided by specialised companies. The comparison is carried out taking into consideration the reference market, the size and complexity of the company, the level of responsibility, experience and competence associated with the individual positions and the enforcement of the internal fairness principle, applied to maintain a high level of system transparency and consequent motivation of the internal human capital.

#### **Variable Component**

The variable component of Key executives' remuneration is based on a short-term incentive system (VPA), described below as the short-term Incentive – Variable Annual Pay System (VPA).

The VPA system is aimed at motivating participants to achieve the annual targets. The bases of the system are the business and financial targets of the Group and of the Subsidiaries, which are the key, to a variable extent depending on the strategic position held, for the assessments of individual performance.

If the Group's business and financial targets are reached, discounting extraordinary factors such as, by way of non comprehensive example, M&A activities or anomalous exchange rate fluctuations, each participant is evaluated according to 3 individual objectives tied to his/her role.

To each objective is associated a weight and a related portion of the total monetary incentive, whose amount is determined by comparison with the reference compensation market.

In order objectively to assess participants' performance, at the start of the year, an expected target value is identified for each objective along with a minimum and a maximum threshold within which the objective is deemed achieved. Therefore, it is necessary for the objectives to be measurable in a certain, objective way, and for the achievement value to be certified on the basis of the official reports of the company management system.

In addition to the aforesaid objectives, the participant in this system is assessed on the basis of a general evaluation of performance which shall illustrate, with specific and documented evidence, the ways in which the aforesaid results were achieved in order to weigh also their impact in view of the objective of the creation of Sustainable Value and not just of short-term results.

The combined effect of the two above factors generates the possible payment of the short-term incentive. The total value of the incentive may not exceed 36% of the Executive's basic compensation.

#### **Medium/Long term incentives – The LTI System**

The previous Long-Term Incentives System was based on stocks; the exercise rights on the first assignment tranche mature with the approval of the financial statements for the year 2011. The beneficiary Executives, with the introduction of the new Comprehensive Remuneration System, signed individual waivers forfeiting the benefits of said stock-based instrument.

Therefore, it is necessary to provide the examination of a new instrument to motivate and stimulate the achievement of long-term results that will involve the Key Executives and a small number of other Group Executives, also in order to maintain the overall remuneration system in line with best market practices, thus avoiding problems attracting, motivating and retaining the Company's best professionals.

During 2012, therefore, studies will be developed in this regard and the Remuneration Committee, also with the assistance of outside consultants and/or of the cognisant Group Human Resources Office, reserves the right to submit a specific proposal to the evaluation of the Board of Directors, before the next Shareholders' Meeting for the approval of the 2012 Financial Statements.

#### **Non-monetary benefits**

Key executives also receive certain non-monetary benefits including, by way of example, insurance policies (D&O, health and life), pension benefits, car and telephone.

#### **General Managers**

There is no remuneration policy for General Managers.

## SECTION II

### 2. Items comprising the remuneration of the Board of Directors members and of the other Key Executives

#### 2.1. Part I

##### 2.1.1. Remuneration of the Board of Directors

As of the date of approval of this report, the Directors are:

▪ Francesco Caltagirone	Chairman and Chief Executive Officer
▪ Carlo Carlevaris	Deputy Chairman
▪ Alessandro Caltagirone	Director
▪ Saverio Caltagirone	Director
▪ Azzurra Caltagirone	Director
▪ Edoardo Caltagirone	Director
▪ Walter Montevecchi	Director
▪ Mario Ciliberto	Director
▪ Fabio Corsico	Director
▪ Mario Delfini	Director
▪ Riccardo Nicolini	Director
▪ Massimo Confortini	Independent Director
▪ Flavio Cattaneo	Independent Director
▪ Alfio Marchini	Independent Director
▪ Enrico Vitali	Independent Director

##### Fixed component

The Shareholders' Meeting of 21 April 2009 assigned to all Directors, for the duration of their term of office, an attendance allowance of EUR 1,000.00 for each Board of Directors meeting they attend.

##### Variable Component

Directors' compensation is not tied to the Group's economic-financial results or based on short- or medium-term incentive plans or based on the use of financial instruments.

##### Non-monetary benefits

In line with best practices, a D&O (Directors & Officers) Liability insurance policy is provided to cover the third party civil liability of the corporate bodies.

##### Expense refunds

Directors are entitled to reimbursement for the expenses incurred because of their office.

##### Treatment/indemnities provided in case of termination from office

At the date of approval of this report, no agreements have been stipulated with any of the directors involving indemnities in case of resignation or revocation without just cause or termination of employment as a result of a take-over bid, nor are there any extant agreements involving the assignment or continuation of non-monetary benefits in favour of persons who have left office; additionally, no consultation agreements have been stipulated with the Directors for a period subsequent to termination, or agreements involving compensation for no-competition commitments.

##### 2.1.2. Remuneration of Directors tasked with specific duties

As of the date of approval of this report, the Directors tasked with specific duties are:

▪ Francesco Caltagirone	Chairman and Chief Executive Officer
▪ Massimo Confortini	Chairman of the Remuneration and Internal Control Committee
▪ Flavio Cattaneo	Member of the Internal Control Committee
▪ Enrico Vitali	Member of the Remuneration and Internal Control Committee
▪ Mario Delfini	Member of the Remuneration Committee

On 30 July 2009, the Board of Directors, at the proposal of the Remuneration Committee, with the opinion of the Board of Statutory Auditors resolved that, because of the work required to perform their respective duties and for the specific powers vested in them, Directors tasked with specific duties shall be paid additional annual compensation:

- Chairman of the Remuneration and Internal Control Committee: fixed compensation of EUR 45 thousand, before taxes and any law-mandated surcharges.

- other members of the Remuneration and Internal Control Committee: fixed compensation of EUR 10 thousand for each office held, before taxes and any law-mandated surcharges.

With regard to the remuneration of the Chairman and Chief Executive Officer, on 30 July 2009 the Board of Director also established variable compensation amounting to 2% of the operating cash flow generated by the Group, defined according to a formula that enables rapid verification with the data of the consolidated financial statements. Said compensation shall be before taxes and payable at the time of publication of the Group's quarterly reports, although monthly advances shall be possible. The Company's Manager in Charge shall certify, at the time of payment of the aforesaid compensation, that the indicated parameters are correctly and adequately applied on each occasion. With the renewal of the Board of Directors, due to take place in the course of the next Shareholders' Meeting for the approval of the 2011 financial statements, the remuneration of the Chairman and Chief Executive Officer will be re-determined according to the criteria set out in the Company's Remuneration Policy.

### **2.1.3. Remuneration of the Statutory Auditors.**

As of the date of approval of this report, the Statutory Auditors are:

- |                    |   |
|--------------------|---|
| ▪ Claudio Bianchi  | Chairman of the Board of Statutory Auditors |
| ▪ Giampiero Tasco  | Standing Auditor                            |
| ▪ Federico Malorni | Standing Auditor                            |

The Shareholders' Meeting of 18 April 2011 resolved to set annual compensation at EUR 60 thousand for the Chairman of the Board of Statutory Auditors and EUR 40 thousand for each Standing Auditor.

### **2.1.4. Remuneration for General Managers and Key Executives.**

At the date of approval of this report, the Key Executives are:

- Oprandino Arrivabene;
- Riccardo Nicolini.

Key Executives' remuneration generally comprises the following elements:

- a fixed gross yearly component;
- a variable component based on a short-term incentive system, achievable upon attainment of pre-defined annual company objectives tied to the economic and financial results of the Group and of its Subsidiaries. The total value of the incentive may not exceed 36% of the executive's bases compensation.

During the year, the comprehensive compensation (obtained by adding monetary compensation and compensation based on financial instruments) paid to Key Executives was no higher than the highest comprehensive compensation allocated to the governing and supervisory bodies.

#### Non-monetary benefits

In line with best practices, a D&O (Directors & Officers) Liability insurance policy is provided to cover the third party civil liability of Key Executives; company car and telephone benefits are also provided.

#### Treatment/indemnities provided in case of employment termination

At the date of approval of this report, no indemnity schemes are provided for the early termination of employment of Key Executives. If employment with the Company is terminated for reasons other than just cause, the intent is to seek arrangement for a consensual termination. Subject in any case to the obligations set out by law and/or by the employment agreement, the arrangements for the termination of employment with the Company are modelled after the relevant reference benchmarks and within the limitations defined by jurisprudence and practice.

At the date of approval of this report, the Company did not have a General Manager.

## 2.2. Part II

This part shows the compensation paid in Financial Year 2011, for any reason and in any form, by the Issuer and by subsidiaries and affiliates, to the members of the governing and supervisory boards, to the general managers and to the other key executives.

### 2.2.1. Compensation paid to the members of the governing and supervisory boards, to the general managers and to the other key executives.

EUR '000)

First name Surname	Office Held	Period during which the office was held	Expiry of the office	Fixed compensation			Compens ation for participati on in committees	Non equity variable compensation		Non monetary benefits	Other Compens ation	Total	Fair Value of equity compens ation	End of office or employment termination indemnity
				Attendanc e allowanc es	Compensation resolved by the General Shareholders'	Employme nt compensat ion		Bonuse s and other incentiv es	Profit sharing					
<b>BOARD OF DIRECTORS</b>														
Francesco <i>CALTAGIRONE</i>	Chairman	Entire year	2011			61		1,878		2		1,941		
Carlo <i>CARLEVARIS</i>	Deputy Chairman	Entire year	2011	3								3		
Alessandro <i>CALTAGIRONE</i>	Director	Entire year	2011	4								4		
Azzurra <i>CALTAGIRONE</i>	Director	Entire year	2011	4								4		
Edoardo <i>CALTAGIRONE</i>	Director	Entire year	2011	/								/		
Saverio <i>CALTAGIRONE</i>	Director	Entire year	2011	5		60						65		
Flavio <i>CATTANEO</i>	Director	Entire year	2011	1			10					11		
Mario <i>CILIBERTO</i>	Director	Entire year	2011	4		821						825		
Massimo <i>CONFORTINI</i>	Director	Entire year	2011	5			45					50		
Fabio <i>CORSICO</i>	Director	Entire year	2011	1								1		
Mario <i>DELFINI</i>	Director	Entire year	2011	5			10					15		
Alfio <i>MARCHINI</i>	Director	Entire year	2011	1								1		
Walter <i>MONTEVECCHI</i>	Director	Entire year	2011	/		151				2		153		
Riccardo <i>NICOLINI</i>	Director	Entire year	2011	5		771				16		792		
Enrico <i>VITALI</i>	Director	Entire year	2011	4			20					24		
<b>BOARD OF STATUTORY AUDITORS</b>														
Claudio <i>BIANCHI</i>	Chairman of the Board of Statutory Auditors		2013			77						77		
Gianpiero <i>TASCO</i>	Standing auditor		2013			51						51		
Federico <i>MALORNI</i>	Standing auditor		2013			64						64		
<b>TOTAL</b>				<b>42</b>	<b>192</b>	<b>1,864</b>	<b>85</b>	<b>1,878</b>	<b>/</b>	<b>20</b>	<b>/</b>	<b>4,081</b>	<b>/</b>	<b>/</b>

<b>Key executives</b>	<b>2</b>					<b>*1,146</b>				<b>**21</b>		<b>1,167</b>		
Compensation in the company that drafts the financial statements			42	144	2.028	85	1,878	/	25	/	4,202	/	/	
Compensation from subsidiaries and affiliates			/	48	211	/	/	/	/	/	259	/	/	

\* It also includes the remuneration of Riccardo Nicolini, already showed in the column "Employment Compensation" which is referred to the members of the Board of Directors.

\*\* It also includes non monetary benefits of Riccardo Nicolini already exposed as member of the Board of Directors.

## 2.2.2. Stock-options assigned to the members of the board of directors, to general managers and to the other key executives.

With regard to stock-based incentive plans, during financial year 2008 the Shareholders' Meeting of the Company approved a stock-based incentive plan ("Plan") intended for Directors tasked with specific duties and for Key Executives within the Company and/or its subsidiaries, delegating the Board of Directors, in accordance with Article 2443 of the Italian Civil Code, to increase the share capital to service the Plan up to a maximum amount of EUR 162,302,400, by issuing no more than 3,182,400 ordinary shares, with regular dividend rights, excluding the option right, in accordance with Article 2441, Eighth Paragraph, of the Italian Civil Code.

On 11 February 2008, therefore, the Board of Directors of the Company, by virtue of the aforesaid powers, resolved, *inter alia*, to:

- increase the share capital of the Company against payment, also in divisible form, up to an amount of EUR 1,225,000, through the issue of up to 1,225,000 shares, with a par value of EUR 1, in accordance with Article 2441, Eighth Paragraph, of the Italian Civil Code and, hence, with the exclusion of the option right (in this regard, it is specified that the share capital shall be deemed to be increased by an amount equal to the value of the ordinary share actually subscribed from time to time);
- approve the regulations of the Plan ("Regulations"); and
- assign the options of the Plan ("Options") to some of the beneficiaries as identified above.

It should be specified that at 31 December 2011, the incentive plan involving 3 key managers (beneficiaries) of Group companies and the first instalment, originally equal to 1,225,000 options, currently 820,000 options.

With regard to the terms and methods for subscribing and exercising options, it should be noted that:

- options were subscribed through delivery of the letter granting the options, along with the approved Rules, both duly signed to indicate acceptance, by each Beneficiary by 31 March 2008;
- the options may be exercised by the Beneficiaries in one or more instalments, but in any case in an amount for each instalment of not less than 2,500 options granted to each. The options must be exercised within the time period indicated in the letter granting the options, but not before 11 February 2011 nor after 11 February 2013. The options must be exercised in the manner provided for in paragraph 6 of the Rules.

Finally, under the Rules, in order to exercise the options, the Beneficiaries: (i) must, at the time of exercise, continue to be managers or directors, provided they are employees, of the Company and/or its subsidiaries; and (ii) must meet certain targets within their respective sub-groups.

The exercise price of the options was set at EUR 7.00, higher than EUR 5.50, the arithmetic mean of the official prices for the Company's stock reported on the Electronic Share Market organized and run by Borsa Italiana SpA in the month preceding the grant date (the "reference price"). The exercise price is set in this manner to increase of the value of the company, a primary goal of the incentive plan.

Considering that the exercise price is higher than the reference price indicating the market value of the shares on the grant date, and given the conditions to be met to exercise the options, we believe that the options, measured by applying appropriate financial methodologies, express non-significant values.

Name Surname	Office	Plan	Options held at the start of the year			Options assigned during the year						Options exercised during the year			Options expired during the year	Options held at the end of the year	Options accrued during the year
			Number of Shares	Exercis e price	Possible exercise period	Number of Shares	Exerc ise price	Possi ble exerci se perio d	Fair value at the assignm ent date	Date of assignm ent	Market price of the shares underlying the assignment of the options	Number of options	Exercis e price	Market price of the underlying shares at the exercise date	Number of options	Number of options	Fair Value
Francesco CALTAGIRONE	Chairman	Stock option	550,000	EUR 7	From 1 to December 31, 2012 From February 15 to March 15, 2013 From 1 to December 31, 2013	/	/	/	/	/	/	/	/	/	/	550,000	/
Mario CILIBERTO	Director	Stock option	150,000	EUR 7	From 1 to December 31, 2012 From February 15 to March 15, 2013 From 1 to December 31, 2013	/	/	/	/	/	/	/	/	/	/	150,000	/
Walter MONTEVECCHI	Director	Stock option	120,000	EUR 7	From 1 to December 31, 2012 From February 15 to March 15, 2013 From 1 to December 31, 2013	/	/	/	/	/	/	/	/	/	/	120,000	/
Compensations in the company that drafts the financial statements	Plan A	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
Compensation from subsidiaries and affiliates	Plan A	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
<b>Total</b>		/	<b>820.000</b>	<b>EUR 7</b>	/	/	/	/	/	/	/	/	/	/	/	<b>820.000</b>	/

### 2.2.3. Monetary incentive plans in favour of members of the Board of Directors, of the General Managers and of the other Key Executives.

At the date of approval of this report, there are no incentive plans based on financial instruments other than stock options (restricted stock, performance share, etc.); for the members of the Board of Directors, for General Managers and the other Key Executives, the issuer uses Table 3A.

## SECTION III

### 3. Information on the equity interests of the members of the governing and supervisory boards, of the general managers and of the other key executives.

At the date of approval of the report, the members of the governing and supervisory boards, the general managers and the other key executives owning shares as reported in the shareholders' register, in the notices received in accordance with Article 120 of the Consolidated Finance Act and according to the other information available as at 31 December 2011 are:

#### 3.1. Equity interests of the members of the governing and supervisory boards and of the general managers

surname and first name	office	Investee Company	number of shares owned at the end of the previous year	number of shares purchased	number of shares sold	number of shares owned at the end of the current year
Francesco <i>CALTAGIRONE</i>	Chairman	Cementir Holding S.p.A.	6,587,945	411,854	/	6,999,799
Carlo <i>CARLEVARIS</i>	Deputy Chairman	Cementir Holding S.p.A.	/	/	/	/
Alessandro <i>CALTAGIRONE</i>	Director	Cementir Holding S.p.A.	3,151,404	/	/	3,151,404
Azzurra <i>CALTAGIRONE</i>	Director	Cementir Holding S.p.A.	2,291,796	/	/	2,291,796
Edoardo <i>CALTAGIRONE</i>	Director	Cementir Holding S.p.A.	286,000	/	/	286,000
Saverio <i>CALTAGIRONE</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Flavio <i>CATTANEO</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Mario <i>CILIBERTO</i>	Director	Cementir Holding S.p.A.	95,000	63,000	/	158,000
Massimo <i>CONFORTINI</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Fabio <i>CORSICO</i>	Director	Cementir Holding S.p.A.	6900	/	/	6900
Mario <i>DELFINI</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Alfio <i>MARCHINI</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Walter <i>MONTEVECCHI</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Riccardo <i>NICOLINI</i>	Director	Cementir Holding S.p.A.	46,390	13,610	/	60,000
Enrico <i>VITALI</i>	Director	Cementir Holding S.p.A.	/	/	/	/
Claudio <i>BIANCHI</i>	Chairman of the Board of Statutory Auditors	Cementir Holding S.p.A.	/	/	/	/
Gianpiero <i>TASCO</i>	Standing auditor	Cementir Holding S.p.A.	/	/	/	/
Federico <i>MALORNI</i>	Standing auditor	Cementir Holding S.p.A.	/	/	/	/

#### 3.2. Equity interests of the other Key Executives

number of key executives:	investee company	number of shares held at the end of the previous year	number of shares purchased	number of shares sold	number of shares owned at the end of the current year
2	Cementir Holding S.p.A.	46,390	13,610	/	60,000