

NOTICE OF THE EXTRAORDINARY GENERAL MEETING 2 JULY 2020

The Extraordinary General Meeting (“**EGM**”) of Cementir Holding N.V. (the “**Company**”) will be held on **Thursday 2 July 2020 at 15:00 Leidseplein 29 1017 PS Amsterdam, the Netherlands**. The EGM will be conducted in English.

The EGM is convened to discuss and decide on the following

AGENDA

1. OPENING

2. SHARES

- a) Proposal to authorise the Board to resolve that Cementir may acquire its own shares (*)
- b) Proposal to cancel shares held or acquired by the Cementir (*)

3. CLOSING

(*) Voting

EGM DOCUMENTATION

- The Agenda and the Explanatory Notes of the EGM;
- The Statement of the total number of outstanding shares and voting rights at the date of this notice;
- Proxy Form and voting instructions.

The EGM documentation is available on the Company’s website (<https://www.cementirholding.com/en/governance/shareholders-meetings>) and at the Company’s secondary and operational office in Corso di Francia no. 200, 00191 Rome (Italy). Shareholders can receive a free copy of the EGM documentation upon request.

COVID-19 INFORMATION

Due to the coronavirus (COVID-19) emergency, Cementir Holding N.V. informs that shareholders do not need to be present to cast their vote at the EGM. The Company encourages its shareholders to exercise their voting rights to the upcoming EGM by means of the Proxy Form and related voting instructions to Computershare S.p.A. (ufficiorm@computershare.it) or, alternatively, on line through the Company’s website, according to the formalities and terms detailed below.

In order to further mitigate potential health risks, the Company will adopt restrictive measures to avoid social gatherings surrounding the meeting and to minimize public health risks. For this reason, there will be no reception service. Further measures may be introduced in the event local prescriptions will be amended.

RECORD DATE, ATTENDANCE AND VOTING

Provided that Shareholders in order to be entitled to attend and to vote at the EGM should hold the shares in a bank, brokerage or other intermediary account with a participant in the Monte Titoli system (the Monte Titoli Participant Account) and, pursuant to Dutch law and the Company’s articles of association, Shareholders should be registered as of **4 June 2020** (the “**Record Date**”) in the register established for that purpose by the Board of Directors (the “**Register**”) after reflecting all debit and credit entries as of the Record Date, regardless of whether the shares are still held by such holders at the date of the EGM.

Accordingly, the registration onto Register established by the Board of Directors is the administration of the relevant bank, brokerage or other intermediary (the “**Intermediary**”) as of the Record Date. For that purpose, Shareholders who wish to attend the EGM (either in person or by proxy, please note proxy instructions below) must request their Intermediary to issue a statement confirming their shareholding as of 4 June 2020 (the Record Date), including the shareholder’s name and address and the number of shares notified for attendance and held by the relevant shareholder on the Record Date. Intermediaries must submit attendance requests no later than **18:00 CEST on 25 June 2020** to Computershare S.p.A. (address: ufficiorm@computershare.it) (the “**Agent**”).

If these shareholders request to attend the EGM (either in person or by proxy), they will receive an attendance card issued in their name (the “**Attendance Card**”). This will serve as admission certificate and the shareholder (or his or her proxy) will need to submit the Attendance Card at the EGM to enter the EGM. For this purpose the Attendance Card also contains a proxy form section. Prior to the EGM, the Attendance Card as well as a copy of the written power of attorney (when applicable), shall have to be handed over at the registration desk.

Alternatively, the abovementioned shareholders may give their voting instructions through the proxy form located on the Company’s website. They can also cast their vote in advance of the EGM via the web procedure made available on the Company’s website (<https://www.cementirholding.com/en/governance/shareholders-meetings>).

REPRESENTATION BY PROXY

Subject to compliance with the above provisions, shareholders can attend and vote at the EGM in person or by proxy. In order to give proxy and voting instructions, the shareholder (a) must have registered his or her shares as set out above and (b) must ensure that the duly completed and signed proxy including, as appropriate, voting instructions, will be received by the Agent (contact details below) by **18:00 CEST on 25 June 2020** in writing or electronically pursuant to instructions contained in the proxy forms.

IDENTIFICATION

Persons entitled to attend the EGM will be required to show a valid identity document at the registration desk prior to admission to the EGM.

SHAREHOLDERS QUESTIONS

Shareholders may submit written questions about the items on the agenda by e-mail at invrel@cementirholding.it until **25 June 2020**. Cementir Holding N.V. will answer questions in writing by the date of the meeting making them available on the Company’s website www.cementirholding.com in the section “Governance/ Shareholders’ Meetings”.

Shareholders question are deemed validly received if they include the name, the surname, the number of shares held by the shareholder, the EGM agenda item to which the question refers and Intermediary statement proving shareholder’s share possession at the EGM record date.

Address details of Agent:

Computershare S.p.A.
Via Monte Giberto 33 – 00138 Rome (Italy)
E-mail: ufficiorm@computershare.it

Cementir Holding N.V.
21 May 2020