

PROXY FORM

To be sent to and to be received by: **Computershare S.p.A.**, Via Monte Giberto 33, 00138 Rome (Italy), as Agent for **CEMENTIR HODING N.V.**, by **6:00 p.m. CEST on June 25, 2020** by mail or by Fax (+39 06 45417450) or by e-mail (ufficiorm@computershare.it), as an attachment in PDF format.

Disclaimer

This Proxy Form shall be completed and signed by the Shareholder in order **to appoint Computershare S.p.A.** to vote as per attached Voting Instructions Form at the Shareholders' EGM of **CEMENTIR HOLDING N.V.**. Alternatively, the Shareholder can directly **vote online** through the company corporate website (<https://www.cementirholding.com/en/governance/shareholders-meetings>).

Mandatory information *

THE UNDERSIGNED*			
Date of birth *	Place of birth *	Resident in (<i>town/city</i>) *	
At (<i>street address</i>) *		Italian Tax Code*	
Telephone no. *	e-mail		
entitled to vote at the close of business of June 04, 2020 (record date) as (1):			
<input type="checkbox"/> registered shareholder	<input type="checkbox"/> legal representative or agent with authority to sub-delegate		<input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in
<input type="checkbox"/> Beneficial interest holder	<input type="checkbox"/> official receiver	<input type="checkbox"/> manager	<input type="checkbox"/> other (specify)
for no. *	CEMENTIR HOLDING ordinary shares		
(2) registered in the name of			
Date of birth *	Place of birth *	Resident in (<i>town/city</i>) *	
At (<i>street address</i>) *		Italian tax Code	
Registered in the securities account (3) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (4)		Made by (<i>Bank</i>)	

APPOINTS Computershare S.p.A. (the "**Appointed Representative**") to attend at the above mentioned meeting and **to vote**, with reference to the above shares, **in accordance with the instructions provided in the attached Voting Instructions Form**. If no such instructions are indicated, **ACKNOWLEDGES** that Computershare S.p.A. will have the authority **to vote "For"** with regard to all attached proposals.

DATE	Form of identification (5) (<i>type</i>)*	Issued by *	no. *	SIGNATURE
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1. *Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.*
2. *To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.*
3. *Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.*
4. *Reference to the communication made by the intermediary and its name.*
5. *Provide details of a valid form of identification of the proxy signatory.*

VOTING INSTRUCTIONS FORM

The Undersigned

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follows.

RESOLUTIONS OF THE AGENDA TO BE VOTED	VOTE <i>(Please tick as appropriate)</i>		
	For	Against	Abstain
2.a) Proposal to authorise the Board to resolve that Cementir may acquire its own shares			
2.b) Proposal to cancel shares held or acquired by Cementir			

SIGNATURE