

ANNUAL GENERAL MEETING 21 APRIL 2021
EXPLANATORY NOTES TO THE AGENDA

Item 1: Opening

The chairperson of the meeting will open the Annual General Meeting.

Item 2: Annual Report 2020

2a) Report of the Board of Directors for the financial year 2020 (*)

The Directors' Report of Cementir Holding N.V. (hereinafter also the "Company" or "Cementir") is contained in the Company's Annual Report 2020. For further details please refer to the "Directors' Report" section of the Annual Report.

2b) Remuneration Report 2020 (*)**

The Remuneration Report 2020 is submitted to the General Meeting for advisory vote. For further details please refer to the Directors' Remuneration Report which is set out in the "Remuneration Report" section of the Company's Annual Report 2020.

2c) Adoption of the 2020 Annual Accounts ()**

The Company's 2020 Annual Accounts have been drawn up by the Board of Directors and audited by KPMG Accountants N.V. who have issued an unqualified opinion. It is proposed that the 2020 Annual Accounts be adopted by the General Meeting.

2d) Policy on additions to reserves and on dividends pursuant to provision 4.1.3 of the Dutch Corporate Governance Code (*)

In accordance with the Dutch Corporate Governance Code, the Company's policy on additions to reserves and dividends, as outlined in the paragraph "Dividends" of the Section "Accounting policies" of the Annual Report 2020 and in compliance to the "Policy of dividend distribution" available on the Company's web site, is explained as a separate agenda item.

2e) Approval of the 2020 dividend ()**

Under this agenda item, it is proposed to the General Meeting to make a dividend distribution of € 0.14 on each issued and outstanding common share. The proposed dividends will become payable as of 19 May 2021 and will be paid to the shares of record as of 18 May 2021 (record date) gross of any withholding taxes. It is also proposed to the General Meeting to set out 17 May 2021 as the ex-dividend date.

2f) Discharge of the members of the Board of Directors ()**

The General Meeting is requested to grant discharge to the Executive Director in respect of the performance of his management duties as such management is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2020 Annual Accounts and to grant discharge to the Non-Executive Directors in respect of the performance of their non-executive duties as such performance is apparent from the financial statements or otherwise disclosed to the General Meeting prior to the adoption of the 2020 Annual Accounts.

Item 3: Remuneration

Adoption of the Remuneration Policy for members of the Board of Directors ()**

It is proposed to the General Meeting to adopt the Remuneration Policy for members of the Board of Directors. For further details on the remuneration of the Company's directors please refer to the "Remuneration Report" section of the Company's Annual Report 2020.

Item 4: Close of meeting

The chairperson of the meeting will close the Annual General Meeting.

(*) Discussion items

() Voting items**

(*) Advisory voting items**