

**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 April 14, 2021** 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' AGM 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 \***

<b>THE UNDERSIGNED*</b>			
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		<b>March 24, 2021 (record date)</b>	as <b>(1):</b>
<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. *	<b>ordinary shares CEMENTIR HOLDING</b>		
<b>(2)</b> 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 <b>(3)</b> no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. <b>(4)</b>		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 <b>(5)</b> ( <i>type</i> )*	Issued by *	no. *	<b>SIGNATURE</b>
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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.

<b>RESOLUTIONS OF THE AGENDA TO BE VOTED</b>	<b>VOTE</b>		
	<i>(Please tick as appropriate)</i>		
<b>2.b)</b> Remuneration Report 2020 (advisory voting item)	For	Against	Abstain
<b>2.c)</b> Adoption of the 2020 Annual Accounts (voting item)	For	Against	Abstain
<b>2.e)</b> Approval of the 2020 dividend (voting item)	For	Against	Abstain
<b>2.f)</b> Discharge of the members of the Board of Directors (voting item)	For	Against	Abstain
<b>3.</b> Adoption of the Remuneration Policy for members of the Board of Directors (voting item)	For	Against	Abstain

**SIGNATURE** .....