

Ordinary Shareholders' Meeting

17 April 2019

Directors' explanatory report on the agenda

pursuant to Article 125-ter Legislative Decree n. 58 of 24 February 1998 as amended

The Italian text prevails over the translation into English

Dear Shareholders,

According to Article 125-ter of Legislative Decree n. 58 of 24 February 1998 (“**Consolidated Financial Act**”), as amended, and Article 84-ter of Consob Resolution No. 11971 of May 14, 1999 (“**Issuers' Regulation**”), as amended, the Board of Directors of Cementir Holding S.p.A. submits to you a report illustrating the matters on the agenda of the Ordinary Shareholders' Meeting convened at the head office of the company in Corso di Francia n. 200, on single call, for **17 April 2019** at **11.00** a.m.

AGENDA

1. Financial statements as of 31 December 2018. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Allocation of the next result for the year. Related resolutions. Presentation of the Group's consolidated financial statements as of 31 December 2018.
2. Motion for the distribution of a dividend. Related and consequent resolutions.
3. Remuneration Report; resolutions in relation to the first section pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98.

1. FINANCIAL STATEMENTS AS OF 31 DECEMBER 2018. REPORTS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE INDEPENDENT AUDITORS. ALLOCATION OF THE NET RESULT FOR THE YEAR. RELATED RESOLUTIONS. PRESENTATION OF THE GROUP'S CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2018.

Dear Shareholders,

The document "Annual Report at 31 December 2018" of Cementir Holding S.p.A., made available at the Company's registered offices, on the Company's website www.cementirholding.it, and on the authorized storage device managed by Spafid Connect S.p.A. at www.emarketstorage.com, not later than twenty-one days before the scheduled date of the Shareholders' Meeting (within 27 March 2019), includes the draft of the financial statements of Cementir Holding S.p.A. and the consolidated financial statements, jointly with the Directors' report and the statement pursuant to Article 154-bis, paragraph 5 of the Consolidated Financial Act.

Reports of the Independent Auditors and the Board of Statutory Auditors are available to the public together with the Annual Report.

Therefore, you are invited to refer to these documents.

The foregoing being understood, we recommend that the Shareholders' Meeting should adopt the following resolution:

The Shareholders' Meeting:

- having examined the Company's separate financial statements for the year ended 31 December 2018 showing a loss of EUR 5,353,200;
- having examined the Directors' report on operations, the Board of Statutory Auditors' report to the Shareholders' Meeting and the Independent Auditors' report;
- having examined the consolidated financial statements for the year ended 31 December 2018 showing a Group net profit of EUR 127,194,149;

RESOLVES

- a) to approve the Company's separate financial statements – including the balance sheet, the income statement and the explanatory notes for the year ended 31 December 2018 – showing a loss of EUR 5,353,200;
- b) to cover the year's loss of EUR 5,353,200 by using the merger surplus reserve for EUR 5,353,200.

2. MOTION FOR THE DISTRIBUTION OF A DIVIDEND. RELATED AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

In relation to the distribution of a dividend, the Board of Directors proposes to pay for each ordinary share a dividend of EUR 0.14, using, for this purpose, total Euro 4,296,171.18 of retained earnings from years closed before 31 December 2007 and Euro 17,980,628.82 of merger surplus reserve consists of reserves of profits achieved in the years closed after 31 December 2007 and until 31 December 2016.

The foregoing being understood, we recommend that the Shareholders' Meeting should adopt the following resolution:

The Shareholders' Meeting

RESOLVES

- a) to allocate the total amount of EUR 22,276,800 as a payable dividend to the shareholders, equal to EUR 0.14 per each ordinary share, gross of any withholding tax, using for this purpose, Euro 4,296,171.18 of retained earnings from years closed before 31 December 2007 and Euro 17,980,728.82 of merger surplus reserve consists of reserves of profits achieved in the years closed after 31 December 2007 and until 31 December 2016;
- b) establish the Record Date as of 21 May 2019 according to Article 83-terdecies of the Legislative Decree 58/98;
- c) to set out 20 May 2019 as the ex-dividend date;
- d) to pay the dividend, gross of any withholding tax, on 22 May 2019.

3. REMUNERATION REPORT: RESOLUTION IN RELATION TO THE FIRST SECTION PURSUANT TO ARTICLE 123-TER, PARAGRAPH 6 OF LEGISLATIVE DECREE NO. 58/98.

Dear Shareholders,

The Remuneration Report, approved during the meeting of Board Directors held on 7 March 2019 sets out the principles and guidelines which Cementir Holding S.p.A. complies with while determining the remuneration of all Board Members and of the Managers with strategic responsibilities in their ordinary activities.

The Remuneration Report is prepared on the basis of the guidelines contained in Article 6 of the Corporate Governance Code, as amended, taking into account Article 123-ter of the Consolidated Financial Act, as amended, as well as Article 84-quater of the Issuers' Regulation, as amended, and is made available to the public at the Company's registered office, at the Company's website at www.cementirholding.it and on the authorized storage device Spafid Connect S.p.A. at www.emarketstorage.com, no later than twenty-one days before the scheduled date of the Shareholders' Meeting (27 March 2019).

Therefore, you are invited to refer to this document.

Pursuant to Article 123-ter paragraph 6 Consolidated Financial Act, the Shareholders' Meeting will be asked to resolve in favour or against the first section of the Remuneration Report envisaged in Article 123-ter paragraph 3 Consolidated Financial Act; this resolution shall not be binding.

The first section of the Remuneration Report shows (i) the policy of Cementir Holding S.p.A. in regard to remuneration of the members of the Board of Directors and of the executives with strategic responsibilities in regard to the 2019 financial year; (ii) the procedures used for the adoption and implementation of this policy.

The foregoing being understood, we recommend that the Shareholders' Meeting should adopt the following resolution:

The Shareholders' Meeting:

- having seen Articles 123-ter of Legislative Decree n. 58 of February 24, 1998 and 84-quater of Consob Regulation no. 11971/99;
- having taken note of the Remuneration Report prepared by the Board of Directors;
- having considered that, pursuant to Article 123-ter, paragraph 6, of Legislative Decree n. 58 of February 24, 1998, this resolution shall not be binding for the Board of Directors;

RESOLVES

- a) to give its favourable opinion on the first section of the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree n. 58 of February 24, 1998, with special reference to the remuneration policy of Cementir Holding S.p.A.

Rome, 7 March 2019

Cementir Holding S.p.A.
On behalf of the Board of Directors
The Chairman and Chief Executive Officer
Francesco Caltagirone