

PRESS RELEASE

The Board of Directors of Cementir Holding approves to submit a proposal to the Shareholders' Meeting for the transfer of the registered office in The Netherlands

The Extraordinary Shareholders' Meeting has been called for June 28, 2019

Rome, 27 May 2019 – The Board of Directors of Cementir Holding S.p.A. (CH), who has met today under the chairmanship of Francesco Caltagirone Jr., has resolved to submit the shareholders the proposal to transfer the Company's registered office to Amsterdam, in the Netherlands, adopting the legal form of a *naamloze vennootschap* regulated by Dutch law (equivalent to the Italian joint stock company), with the adoption of new By-Laws and the name "Cementir Holding NV".

The Company will continue to be listed on the Italian Stock Exchange and the tax residence will remain in Italy. The transfer will take place without prejudice to any and all existing legal rights and obligations.

"Cementir Group recent history is characterized by a path of increasing internationalization, geographical and product diversification and ever greater projection abroad. Cementir Group corporate structure evolution is aimed at providing a solid basis for further development on a global scale and for the release of further shareholders value, while preserving its own and its controlling shareholder's important Italian roots " commented the Chairman Francesco Caltagirone Jr.

The Board has convened the Extraordinary Shareholders' Meeting for the approval of the transfer and the new by-laws for June 28, 2019: the notice is being published.

CH shareholders not voting in favor of the transfer will be entitled to exercise their right of withdrawal, if the related resolution is approved.

The price to be paid to the shareholders exercising the right of withdrawal is equal to Euro 5.8756 per share, and will be payable subject to the fact that the transfer becomes effective.

The transfer is subject, among other things, to the condition that the amount to be paid to the shareholders who have exercised the right of withdrawal does not exceed Euro 31,824,000.

It is expected that the transfer will become effective by the end of 2019, subject to the occurrence or waiver of the conditions.

All the documents relating to the transfer, as well as all the necessary details on the exercise of the right of withdrawal, will be made available to CH shareholders in accordance with the applicable laws and regulations, on the Company's website, on the authorized storage device managed by Spafid Connect SpA at www.emarketstorage.com and on the "Il Messaggero" newspaper.

CEMENTIR HOLDING is an international manufacturer of grey and white cement, ready-mixed concrete, aggregates and concrete products, exporting to over 70 countries worldwide. The global leader in white cement, the Group employs approximately 3,100 people in 18 countries on 5 continents.

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Fine Comunicato n.0091-22

Numero di Pagine: 4