

ITALMOBILIARE

SOCIETA' PER AZIONI

PRESS RELEASE

NOTICE TO SAVINGS SHAREHOLDERS OF ITALCEMENTI S.P.A.

Pursuant to Article 136 of the Consob Regulation No. 11971/1999 as subsequently amended

Solicitation of voting proxies promoted by Italmobiliare S.p.A.

Entity retained for collecting the proxies Proxitalia S.r.l.

www.italmobiliare.it

Preamble

This notice contains the main information relating to the solicitation that Italmobiliare S.p.A. (“**Italmobiliare**” or the “**Promoter**”) as promoter, intends to carry-out in accordance with Article 136 of the Italian Legislative Decree No. 58/1998 (“**TUF**”) and Article 135 et seq. of Consob Regulation No. 11971/1999 (the “**Issuers Regulation**”), in relation to the special savings shareholders’ meeting of ITALCEMENTI S.p.A. convened in Bergamo, via Madonna della Neve n. 8, for April 7, 2014 at 5.30 p.m. on a single call, as indicated on the notice of call published on March 7, 2014, *inter alia*, on the website of ITALCEMENTI S.p.A. www.italcementigroup.com, under section *Investor Relations/Meetings of saving shareholders*.

This notice is transmitted at the same time to ITALCEMENTI S.p.A., in order to be published on its website, Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and also published on Italmobiliare’s website (www.italmobiliare.it).

A. Details of the Promoter and of the company issuing the shares for which a voting proxy is requested

Details of the Promoter

The entity that intends to promote the solicitation of voting proxies is Italmobiliare S.p.A., with registered office in Milan, via Borgonuovo no. 20, tax code and registration number with the Companies Register of Milan 00796400158.

The Promoter intends to avail itself, for the collection of voting proxies, of the support of Proxitalia S.p.A., Georgeson Group (“**Proxitalia**”), a company which offers consulting as well as shareholder communications and proxy voting services to listed companies and is specialized in the exercising of activities pertaining to solicitation of voting and representation proxies for shareholder meetings. Proxitalia has a registered office in Rome, via Emilia n. 88, tax code and registration number within the Register of Companies of Rome No.05198231002.

Details of the company issuing the shares for which a voting proxy is requested

The company issuing the savings shares for which a voting proxy is requested is ITALCEMENTI S.p.A., with registered office in Bergamo, via G. Camozzi n. 124, tax code and registration number with the Companies Register of Bergamo 00637110164 (“**Italcementi**”, the “**Company**” or the “**Issuer**”). The savings shares of Italcementi are listed in Italy, on *Mercato Telematico Azionario*, code No. ISIN IT0001465167, listing code of Borsa Italiana: “ITR”.

B. Date of the meeting and items on its agenda

The special savings shareholders’ meeting of Italcementi for which the Promoter is requesting the voting proxy has been convened in Bergamo, via Madonna della Neve n. 8, for April 7, 2014 at 5.30 p.m. on a single call.

The item on agenda of such meeting is the following:

Proposal of mandatory conversion of the saving shares into ordinary shares of the Company; perusal of consequent amendments to the Bylaws to be approved by the extraordinary Meeting of ordinary shareholders.

C. Publication of the prospectus and proxy form

The prospectus and the proxy form will be published by transmitting them to Consob, Borsa Italiana S.p.A., and Monte Titoli S.p.A. as well as made available on the website www.italmobiliare.it.

D. Date from which those entitled to vote can request the prospectus and proxy to the Promoter or view them at the offices of the stock exchange management company

All savings shareholders of the Company can request the documents referred to in paragraph C or view starting from March 19, 2014.

E. Proposed resolution for which the Promoter is carrying-out the proxy solicitation

The Promoter intends to carry-out the proxy solicitation in respect of the sole item on the agenda of the special savings shareholders' meeting.

Item on the agenda	Vote solicited
Proposal of mandatory conversion of the saving shares into ordinary shares of the Company; perusal of consequent amendments to the Bylaws to be approved by the extraordinary Meeting of ordinary shareholders	<u>IN FAVOR</u>

The Promoter will indicate the motivations supporting the solicited vote in the prospectus that will be made available to the public on the website indicated in paragraph C) above starting from the term refer to in paragraph D) above.

F. Other information

Please note that, in order for the proxy to be valid, the specific form, that will be made available as indicated in paragraph C) starting from the term refer to in paragraph D), must be signed and dated by the person entitled to vote.

The proxy form must be delivered to the Promoter, through Proxitalia, within April 6, 2014, using one of the following procedures:

- by fax dialing to numbers: 06/99332795; 06/93334714; 06/62205479
- by e-mail to: assemblearisparmio-italcementi@proxitalia.com;
- by mail or by hand to the following address: **Proxitalia Srl – Gruppo Georgeson.**

Via Emilia n. 88

00187 - Rome

To the attention of Mr. Renato Di Vizia.

In the event the proxy is sent by fax or e-mail, we recommend to send the original to Proxitalia. The following must be sent together with the proxy form: (i) in the case of natural persons, a photocopy of their identity documents, and (ii) in the case of legal entities, a photocopy of their certificates issued by the companies registers or of the special power of attorney, showing the powers of representation of the party signing the proxy in the name and on behalf of the legal entity.

The Promoter shall not assume any responsibility in the event the right to vote is not exercised in connection with proxies received after the aforesaid deadline and/or with proxies that, although they are received within the aforesaid deadline, are not fully in compliance with the law.

Proxies can always be revoked by means of a written declaration delivered to the acknowledge of the Promoter by the day before the Special Savings Shareholders' Meeting, i.e. by **Sunday April 6, 2014**.

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Please note that those entitled to vote and who grant proxies must request their intermediary to communicate to the Issuer, in accordance with terms provided for by the law and regulations in force, their right and title to attend the meeting and to exercise their voting rights.

In relation to attendance and voting, it should be reminded that:

- (a) pursuant to Article 83-*sexies* of the TUF, the right and title to attend the meeting and exercise the voting rights shall be certified by means of a communication to the Issuer, made by the intermediary adhering to the Monte Titoli S.p.A. centralized management system, in favor of the person who is entitled to vote, on the basis of the evidence as at close of business of the seventh trading day prior to the date established for the meeting convened on a single call (March 27, 2014 – *Record Date*);
- (b) only those who will be certified to have the right to vote on that date (March 27, 2014), will be entitled to attend and vote at the meeting

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For the purposes of exercising the proxy that are being solicited, since now the Promoter hereby reserves the right to be represented/replaced by one of the following:

- Monica Cempella nata a Civitavecchia (RM) il 27/09/1977, C.F. CMPMNC77P67C773H;
- Renato Di Vizia nato a Capaccio (SA) il giorno 26/08/1970, C.F. DVZRNT70M26B644G;
- Roberta Armentano nata a Castrovillari (CS) il 12/03/1982, C.F. RMNRRT82C52C349Y.

Milan, March 17, 2014

ITALMOBILIARE S.p.A.

ITALMOBILIARE ON THE INTERNET: <http://www.italmobiliare.it>

Italmobiliare

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