

THE EXTRAORDINARY SHAREHOLDERS' MEETING AND THE SPECIAL SHAREHOLDERS' MEETING APPROVE THE PROPOSAL OF EXTRAORDINARY PRIVILEGED DIVIDEND TO SAVINGS SHAREHOLDERS AND SIMULTANEOUS MANDATORY CONVERSION OF THE SAVINGS SHARES INTO ORDINARY SHARES

If none of the shareholders exercise the withdrawal right, the transaction can be completed by the end of September

The Extraordinary General Shareholders' Meeting and the Special Saving Shareholders' Meeting approved today, in the respective meetings, the announced proposal of distribution to savings shares only of an extraordinary privileged dividend (Euro 80.00 per each group of no. 10 savings shares and no. 3 ordinary shares of HeidelbergCement AG per each group of no. 10 savings shares) and simultaneous mandatory conversion of savings shares into ordinary shares (no. 1 ordinary share for each group of no. 10 savings shares).

If none of the shareholders exercise the withdrawal right, the transaction is expected to be completed by the end of September.

Milan, 4 August 2016 – Italmobiliare S.p.A. (“**Italmobiliare**” or the “**Company**”) hereby communicates that the Extraordinary General Shareholders' Meeting and the Special Saving Shareholders' Meeting approved today the proposal of:

- (a) distribution to savings shareholders of an extraordinary privileged dividend to be paid once and for all (the “**Extraordinary Privileged Dividend**”), as follows:
 - (i) in part in cash, for an amount of Euro 80.00 per each group of no. 10 savings shares; and
 - (ii) in part in kind, with the assignment of no. 3 ordinary shares of HeidelbergCement AG per each group of no. 10 savings shares;
- (b) simultaneous mandatory conversion of savings shares into ordinary shares according to a conversion ratio of no. 1 ordinary share for each group of no. 10 savings shares (the “**Mandatory Conversion**”),

and the consequent amendments to the Bylaws.

The holders of ordinary and savings shares who do not take part in the approval of the Extraordinary Privileged Dividend and Mandatory Conversion resolution, respectively, in the Ordinary General Shareholders' Meeting and in the Special Savings Shareholders' Meeting, will be entitled to exercise the right of withdrawal within 15 calendar days after the date of registration, pursuant to Article 2437-bis of the Italian Civil Code. Such registration shall be communicated to the public by means of a press release and a notice on a national daily newspaper and on the website of the Company at www.italmobiliare.it, under the “*Investor/Extraordinary Transactions/Mandatory Conversion of Saving Shares – 2016*” section.

It should be noted that the savings shareholders who exercise the withdrawal right will not be entitled to any Extraordinary Dividend.

As already announced, the liquidation value of the shares for which the right of withdrawal will be exercised is equal to:

- Euro 26.64 for each savings share; and
- Euro 36.51 for each ordinary share.

Such liquidation value has been determined in accordance with Article 2437-ter, Paragraph 3, of the Italian Civil Code by making reference to the arithmetic average of the closing prices of each class of shares on the *Mercato Telematico Azionario*, organised and managed by Borsa Italiana S.p.A., during the six months preceding the publication of the notice convening the meeting whose resolutions give rise to the right of withdrawal.

It should be noted that the implementation of the resolution of Extraordinary Privileged Dividend and of Mandatory Conversion will be subject to the aggregate amount to be paid by the Company, pursuant to Article 2437-quater of the Italian Civil Code, in relation to the possible exercise of withdrawal right, does not exceed euro 30 million for each class of shares (the “**Maximum Amount Condition**”). The Maximum Amount Condition has been established in the exclusive interest of the Company, which shall have the right to waive it. As a consequence, if in connection with the possible exercise of the right of withdrawal (i) the Maximum Amount Condition for both classes of shares is not fulfilled and the Company does not waive it for both classes of shares, or (ii) the Maximum Amount Condition is not fulfilled in respect of one class of shares only and the Company does not waive it, the Extraordinary Privileged Dividend and Mandatory Conversion resolution will be definitely ineffective

The Company will notify the fulfillment or non-fulfillment of the Maximum Amount Condition and, in such case, the possible waiver of the condition itself, by means of a press release, as well as a notice published on a national daily newspaper and on the website of the Company at www.italmobiliare.it, under the “*Investor/Extraordinary Transactions/Mandatory Conversion of Saving Shares – 2016*” section within 5 business days from the end of the option offer pursuant to Article 2437-quater, paragraph 2, of the Italian Civil Code or the end of the possible placement pursuant to Article 2437-quater, paragraph 5, of the Italian Civil Code.

With reference to the distribution of the Extraordinary Privileged Dividend and Mandatory Conversion timetable, the latter shall take into account the time necessary for the exercise of the right of withdrawal due to the ordinary and savings shareholders. In particular, it is provided that, if no withdrawal statements were received, the transaction could be carried out by the month of September or, in case of the opposite case, by the month of October. The final timetable will be communicated to the public by the Company.

Finally, please be informed that (i) before the approval of the proposal of Extraordinary Privileged Dividend and Mandatory Conversion, the Extraordinary General Shareholders’ Meeting also approved the proposal of elimination of the express face value of outstanding ordinary and savings shares and the consequent amendments to the Bylaws, and (ii) the Special Saving Shareholders’ Meeting also approved the incurred expenses and compensation in respect of the Mandatory Conversion transaction.

This announcement is not an offer to sell, nor a solicitation of an offer to buy and any discussions, negotiations or other communications that may be entered into whether in connection with terms set out herein or otherwise shall be subject to contract.

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This document does not constitute an offer to the public in Italy of financial products as defined under article 1 paragraph 1 letter f of legislative decree n. 58 of 24 February 1998.

Disclaimer

This press release, and in particular the section entitled “Outlook”, contains forward-looking statements. These statements are based on the Group's current expectations and projections about future events and, by their nature, are subject to inherent risks and uncertainties. They relate to events and depend on circumstances that may or may not occur or exist in the future, and, as such, undue reliance should not be placed on them. Actual results may differ materially from those expressed in such statements as a result of a variety of factors, including: continued volatility and further deterioration of capital and financial markets, changes in commodity prices, changes in general economic conditions, economic growth and other changes in business conditions, changes in government regulation (in each case, in Italy or abroad), and many other factors, most of which are beyond the Group's control.

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