

**BUZZI UNICEM SpA**  
**Registered Office: Via Luigi Buzzi 6 – Casale Monferrato (AL)**  
**Share capital: Euro 123,636,658.80 fully paid up**  
**Company Register of Alessandria: 00930290044**

## **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL**

The Shareholders are hereby convened to an Ordinary and Extraordinary Shareholders' Meeting to be held at the offices in Casale Monferrato (Alessandria) – Via Fratelli Parodi no. 34, on May 12, 2017 at 10:30 a.m., on first call - ordinary and extraordinary session; on May 15, 2017, same place and time on second call - extraordinary session; on May 16, 2017, same place and time on second call - ordinary session and on third call - extraordinary session, to resolve on the following

### **AGENDA**

#### **Ordinary Session**

1. Financial statements as at December 31, 2016; related resolutions 2016 management report and report of the Board of Statutory Auditors; allocation of the operating result; related resolutions.
2. Distribution of reserves.
3. Resolutions on purchase and disposal of treasury shares pursuant to articles 2357 and 2357 ter of the Italian Civil Code.
4. Appointment of the Board of Directors, previous determination of members' number, length of Board's term of office and Directors' compensation; pertinent and related resolutions.
5. Appointment of the Board of Statutory Auditors and determination of compensation amounts.
6. Report on remuneration pursuant to Article 123 ter of Legislative Decree No. 58/1998.

#### **Extraordinary Session**

- Proposal to delegate powers to the Board of Directors to increase the share capital and to issue convertible bonds and/or warrants and consequent amendment of article 7 of the by-laws; pertinent and related resolutions.

#### **Information about the Company's share capital and the shares with voting rights**

The company's share capital amounts to euro 123,636,658.80 subdivided into 165,349,149 ordinary shares and 40,711,949 savings shares of a par value of 0.60 euro each.

At the date of the present notice, the number of ordinary shares with voting rights is equal to 164,849,149, net of 500,000 ordinary shares held in treasury, whose voting rights are suspended in accordance with the law.

#### **Right of attendance and representation by proxy**

The subjects legitimized to participate to the Shareholders' Meeting are those who are entitled to the voting right at the end of the accounting day of May 3, 2017 and for whom the company has received the relevant notice made by the authorized intermediary according to its accounting entries. Therefore, those proved to be holders of the shares only after May 3, 2017 have no legitimacy to participate and vote during the Meeting.

Shareholders who own ordinary shares that have not been dematerialized must previously deliver share certificates to an Intermediary, in time to be centralized in a dematerialization system.

Those who are entitled to attend the Shareholders' Meeting may be represented at the Meeting by means of a written proxy, pursuant to the law, with right to use the proxy statement available on the Company website [www.buzziunicem.it](http://www.buzziunicem.it).

The proxy may be notified to the Company either by sending it by registered letter with return receipt addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL), to the attention of the Corporate Affairs Department or by sending it to the certified e-mail address [buzziunicem@pec.buzziunicem.it](mailto:buzziunicem@pec.buzziunicem.it).

Pursuant to Article 135 novies of Legislative Decree No. 58/98 (Consolidated Law on Finance), in case of delivery or transmission of a copy of the proxy, the proxy holder shall state under his/her own

responsibility that the proxy is a true copy of the original and shall disclose the identity of the delegating party.

Shareholders are hereby reminded that votes may not be cast by mail or electronically.

#### **Appointment of the Board of Directors**

The Board of Directors is appointed, pursuant to article 13 of the by-laws, by using lists presented by the shareholders, in which the candidates, for a number not greater than fifteen, are listed by a progressive number.

Lists may be submitted only by those shareholders who, alone or together with others, hold a number of shares bearing voting rights representing at least 1% of the capital with voting rights in the ordinary general meeting.

In order to prove legal ownership of the number of shares necessary to present lists, the shareholders must deposit at the company's registered office, together with the list, the appropriate documentation reporting the identity of the shareholder or of the shareholders who presented the list and the percentage of shares comprehensively held at the moment of presenting the list.

No single shareholder, nor shareholders belonging to a group, as defined by art. 2359 of the Italian Civil Code or linked by shareholders' agreement whose object are the shares of the company, can present or vote, even through third party intermediaries or through trust companies, more than one list.

Each candidate can be present in one list only, otherwise he will be considered ineligible.

The presented lists, signed by the shareholders that presented them, must be integrated by an exhaustive informative about the personal and professional qualifications of the candidates and must be deposited at the company's registered office in Casale Monferrato (AL), via Luigi Buzzi no.6 not later than April 17, 2017, automatically extended to April 18, 2017, the first subsequent business day.

The certificate issued by the depository intermediary attesting the ownership of the shares as of the date on which the list was deposited must arrive by April 21, 2017.

Together with each list, declarations should be deposited in which every candidate accepts the candidature and attests, under his own responsibility, that no grounds exist for his ineligibility and incompatibility, that he possess the requirements, if any, requested by the applicable law for the members of the Board of Directors, and in particular the integrity requirements pursuant to Article 147 quinquies of the Legislative Decree No. 58/98, as well as the indication of the possible suitability to qualify himself as independent, in accordance with the codes of conduct provided by Borsa Italiana S.p.A..

Each list consisting of at least three candidates should contain and expressly indicate the candidature of at least two subjects having the features of independence required for the Statutory Auditors.

The lists consisting of at least three candidates must be formed in such a way as to ensure that the gender less represented in the list would reach at least the minimum number provided by the temporary regulations in force, i.e. at least one-third of the candidates, rounded up, in case of fractional number, to the next higher whole number.

Lists that do not comply with the foregoing provisions shall be deemed as not having ever been submitted.

The lists for the election of the Board of Directors and the related documentation may be deposited also by sending them to the certified e-mail address [buzziunicem@pec.buzziunicem.it](mailto:buzziunicem@pec.buzziunicem.it). In this case a valid copy of an Identity Document of the subjects who submit the lists shall be attached.

#### **Appointment of the Board of Statutory Auditors**

The Board of Auditors is appointed, pursuant to article 23 of the by-laws, on the basis of lists submitted by shareholders, in which candidates, for a number not greater than the members to elect, are listed by a progressive number.

Each list is made up of two sections: one for candidates proposed as auditors in office and the other for candidates proposed as substitute auditors.

Each list must contain at least one candidate proposed as auditor in office and one proposed as substitute auditor.

Lists may be submitted only by shareholders who, on their own or together with others, hold a global number of shares bearing voting rights, that represent at least 1% of the capital with voting rights in the ordinary general meeting.

Any shareholder or any group of shareholders, as defined by of section 2359 of the Italian Civil Code, or any shareholder who is linked to other shareholders by a shareholders' agreement whose object are the

shares of the company, may not present or vote, not even through third party intermediaries or through trust companies, more than one list.

Each candidate can be presented in one list only, otherwise he will be considered ineligible.

No list may include a candidate who fails to meet requirements of professional integrity and competency imposed by applicable regulations. Auditors may be re-appointed.

For the intents and purposes of article 1 (paragraphs 2,3) of Decree of the Italian Justice Ministry, no. 162 of 30 March 2000 the by-laws have identified the following sectors and disciplines:

a) the commercial sectors closely linked to the company's core business include:

- sectors pertaining to the manufacture and marketing of cement, lime, any and all other water-based binders and construction materials in general;
- sectors pertaining to plant and installations for cement works;

b) the disciplines closely linked to the company's core business include:

- construction techniques, applied chemistry, applied mechanics and technical physics;
- commercial law, tax law and labour law, as well as general and corporate economics, accounting and related disciplines, and corporate finance.

The lists submitted must be lodged with the company's registered offices in Casale Monferrato (AL), via Luigi Buzzi no.6 no later than April 17, 2017, automatically extended to April 18, 2017, the first subsequent business day, accompanied by:

a) the information about the identity of the shareholder or of the shareholders that have presented the lists, with the indication of the percentage of shareholding comprehensively held and a certificate stating the ownership of the shares as of the date on which the lists are available at the company's headquarters. The certificate can be received also afterwards but however not later than April 21, 2017;

b) a declaration of the shareholders other than those that hold, also jointly, a shareholding of control or of relative majority, attesting the absence of links with the latter ones, pursuant to art. 144-quinquies of the Consob Regulation n. 11971 of May 14, 1999;

c) an exhaustive informative about the personal and professional qualifications of the candidates as well as a declaration of the candidates stating the fulfilment of the requirements imposed by law and the acceptance of their candidature.

The lists consisting of at least three candidates, computing both sections, shall include in each section, if consisting of at least two candidates, candidates belonging to different genders.

Lists that do not comply with the foregoing provisions shall be deemed as not lodged.

Each candidate shall also enclose a list of the offices as director or auditor hold in other companies.

If by April 18, 2017 only one list or only lists made by shareholders linked among themselves, as defined by art. 144-quinquies of Consob Regulation n. 11971 have been lodged, then further lists may be lodged by April 21, 2017 no later than 6:00 p.m. and the minimum percentage required for the presentation of lists is reduced to 0.5% of the share capital with voting rights in the ordinary general meeting.

The lists for the election of the Board of Statutory Auditors and the related documentation may be deposited also by sending them to the certified e-mail address [buzziunicem@pec.buzziunicem.it](mailto:buzziunicem@pec.buzziunicem.it). In this case a valid copy of an Identity Document of the subjects who submit the lists shall be attached.

#### **Questions about the items on the Agenda**

Shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by May 9, 2017, by registered letter with return receipt addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 – 15033 Casale Monferrato (AL), to the attention of the Corporate Affairs Department or by sending them to the certified e-mail address [buzziunicem@pec.buzziunicem.it](mailto:buzziunicem@pec.buzziunicem.it).

Question received before the Shareholders' Meeting will be answered at the latest during the Shareholders' Meeting, with the right for the company to answer all the questions having the same content together.

Further instructions are available on the company's website [www.buzziunicem.it](http://www.buzziunicem.it).

#### **Additions to the Meeting's Agenda/presentation of resolutions on items already on the agenda**

Shareholders who, individually or jointly, represent at least one-fortieth of the share capital with voting rights in the Ordinary Meeting may request, within ten days from the publication of this notice, i.e. by April 10, 2017, that the Meeting's Agenda be amended to include additional items that they are suggesting or submit additional resolution proposals on items already on the Agenda.

No additions are allowed to items on which the Shareholders' Meeting resolves, in compliance with Law provisions, upon proposal of the Board of Directors or on the basis of a project or report prepared by the

Board of Directors other than those referred to in Article 125 ter, 1<sup>st</sup> paragraph of the Consolidated Law on Finance,

Requests must be submitted in writing to the Company, by the above mentioned deadline, by registered letter (with return receipt) addressed to Buzzi Unicem SpA, Via Luigi Buzzi no. 6 - 15033 Casale Monferrato (AL) to the attention of the Corporate Affairs Department, or by sending them to the certified e-mail address [buzziunicem@pec.buzziunicem.it](mailto:buzziunicem@pec.buzziunicem.it) together with a report stating the reasons for the resolution proposals on the new items that are being submitted for discussion or the reasons for the additional resolution proposals on the items already on the agenda.

Additions to the agenda or presentation of additional resolution proposals on items already on the agenda, if any, shall be disclosed, at least 15 days prior to the date fixed for the shareholders' meeting in the same manner used for the publication of the present notice of call.

At the same time, the above report or the additional resolution proposals on items already on the agenda and any comments of the Board of Directors, shall be disclosed in the same manner as provided for the Shareholders' Meeting documents.

Further instructions are available on the company's website [www.buzziunicem.it](http://www.buzziunicem.it).

#### **Documents**

Documents concerning the items and the motions on the Agenda and the annual report on corporate governance and ownership structure shall be made available, according to legal deadlines, at the company's registered office, on the company's website [www.buzziunicem.it](http://www.buzziunicem.it) as well as on the authorized storage system managed by Spafid Connect S.p.A., available on [www.emarketstorage.com](http://www.emarketstorage.com); Shareholders may obtain copies of them.

Casale Monferrato, March 31, 2017

On behalf of the Board of Directors  
The Chairman  
Enrico Buzzi