

**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 SHAREHOLDERS' MEETING NOTICE OF CALL**

The shareholders are hereby convened to an Ordinary Shareholders' Meeting to be held at the offices in Casale Monferrato (Alessandria) – Via Fratelli Parodi no. 34, on May 10, 2018 at 10:30 a.m., on first call and on May 11, 2018, same place and time, on second call, to resolve on the following:

#### **AGENDA**

1. Financial statements as at December 31, 2017; 2017 management report and report of the Board of Statutory Auditors; related resolutions.
2. Allocation of the year's result; related resolutions.
3. Resolutions on purchase and disposal of treasury shares pursuant to articles 2357 and 2357 ter of the Italian Civil Code.
4. Composition of the Board of Directors; appointment of a Director; related resolutions.
5. Report on remuneration pursuant to Article 123 ter of Legislative Decree No. 58/98.

#### **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 165,299,149, net of 50,000 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 April 30, 2018 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 April 30, 2018 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.

#### **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 7, 2018, 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 9, 2018, 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).

**Composition of the Board of Directors; appointment of a Director**

Pursuant to Article 13 of the bylaws, the voting list system shall not apply and the general meeting shall decide by relative majority vote on the basis of proposals submitted by shareholders.

The entitled shareholders wishing to submit a proposal of candidature for the appointment of a director may advance it by depositing the proposal at the company's registered office in Casale Monferrato (AL), Via Luigi Buzzi no. 6 or by sending it to the certified e-mail address [buzziunicem@pec.buzziunicem.it](mailto:buzziunicem@pec.buzziunicem.it) together with the appropriate documentation reporting the identity of the shareholder or of the shareholders who presented the proposal, the percentage of shares comprehensively held and a certification, issued by an authorized intermediary, stating the ownership of the shares as of the date of submission of the proposal.

Together with each proposal, the following documentation must be submitted:

a) curriculum vitae containing an exhaustive informative about the personal and professional qualifications of the candidates; b) declaration by which the candidates: accept the candidacy; attest, under their own responsibility that no grounds exist for their ineligibility and incompatibility, that they 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 24 February 1998 No. 58/98; indicate the possible suitability to qualify themselves as independent according to the Corporate Governance Code promoted by Borsa Italiana S.p.A.

**Documents**

Documents concerning the items and the motions on the Agenda, the annual report on corporate governance and ownership structure and the consolidated non-financial statement pursuant to Legislative Decree No. 254/2016 (included in the Sustainability Report 2017) 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 30, 2018

On behalf of the Board of Directors  
The Chairman  
Enrico Buzzi