

**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**

## **NOTICE OF CALL OF THE SPECIAL MEETING OF SAVINGS SHAREHOLDERS**

The Shareholders are hereby convened to a Special Meeting of Savings Shareholders to be held at the registered office in Casale Monferrato (Alessandria) – Via Luigi Buzzi no. 6, on November 19, 2020 at 12:00 p.m., and in any case at the end of the Extraordinary and Ordinary Shareholders' Meeting, in single call, to resolve on the following:

### **AGENDA**

#### **Extraordinary Session**

- Approval, pursuant to Article. 146, paragraph 1, letter b) of the Legislative Decree no. 58/1998 of the resolutions of the Extraordinary Shareholders' Meeting concerning the mandatory conversion of savings shares into ordinary shares and the contextual removal in the by-laws of the indication of the unit par value of Buzzi Unicem SpA shares and the consequent amendments to 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 with a par value of 0.60 euro each.

At the date of the present notice, the number of the number of savings shares with voting rights is equal to 40,572,919, net of 139,030 savings 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 November 10, 2020 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 November 10, 2020 have no legitimacy to attend and vote during the Meeting.

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

In order to minimize the risks associated with the spread of the COVID-19 health emergency and in light of the extension of the epidemiological emergency, Buzzi Unicem SpA has decided to make use of the option - as per Article 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 and Article 71 of Decree Law no. 104 of 14 August 2020 - to provide that the attendance and exercise of voting rights in the Shareholders' Meeting shall take place exclusively through Computershare S.p.A., Representative Appointed by the Company in accordance to art. 135 undecies of the Legislative Decree no. 58/1998 (TUF).

Directors and Statutory Auditors, the Representative Appointed by the Company and other persons entitled pursuant to law, other than those who have the right to vote (who must mandatorily grant the proxy to the Representative Appointed by the Company), may participate in the Shareholders' Meeting also by means of telecommunication that allow identification, participation and exercise of voting right. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known by the Company to the interested parties.

Those who are entitled to the voting right who wish to attend the Shareholders' Meeting must grant a proxy, at no charge for the delegating party with voting instructions on all or a number of items on the Agenda, by using the proxy form, prepared by the same Representative in agreement with the Company and following the instructions, both available on the Company's website [www.buzziunicem.com](http://www.buzziunicem.com) no later than November 4, 2020.

The proxy may be notified by sending it to the certified e-mail address, [buzziunicem@pecserviziottitoli.it](mailto:buzziunicem@pecserviziottitoli.it) provided that the delegating party, even if it is a legal person, uses its own certified e-mail or, failing that, uses its own ordinary e-mail and by any other means that may be indicated in the proxy form.

The proxy must reach Computershare S.p.A., by November 17, 2020. The proxy and voting instructions can be revoked within the above mentioned deadline.

The proxy granted to the Representative Appointed by the Company has not effect for proposals on which voting instructions were not conferred.

It should be noted that the shares for which the proxy has been granted, even partially, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which no voting instructions have been granted, the shares are not counted for the purposes of calculating the majority and the amount of capital required for the approval of resolutions.

It is further specified that proxies or sub-delegations pursuant to Article 135 novies of the TUF, in derogation of Article 135 undecies, paragraph 4 of the TUF, may be granted to the Representative Appointed by the Company, for which it's possible to use the form that will be made available on the company's website [www.buzziunicem.com](http://www.buzziunicem.com). This proxy may be received by 12 p.m. on November 18, 2020

The Representative Appointed by the Company will be available for clarification or information at the number +390110923216 or at the e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

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

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

Those who are entitled to the voting right may submit questions about the items on the Agenda before the Shareholders' Meeting by sending them, by November 10, 2020, 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 by November 17, 2020, by publication on the company's website [www.buzziunicem.com](http://www.buzziunicem.com).

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

#### **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 Special Meeting of Savings Shareholders may request, within ten days from the publication of this notice, i.e. by October 20, 2020, 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, 1st paragraph of the TUF.

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 the indication of the requesting shareholders, the percentage held and the reference to the communication sent by the intermediary to the company for the entitlement to exercise the right and 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, by November 4, 2020 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.com](http://www.buzziunicem.com).

#### **Right to submit individual proposals for resolution before the Shareholders' Meeting**

In consideration of the fact that attendance at the Meeting may only take place through the Representative Appointed by the Company, Shareholders who are entitled to vote, even if they represent less than one-fortieth of the share capital with voting rights in the Special Meeting of Savings Shareholders, may submit individual proposals for resolution on the items on the Agenda. Such proposals shall be submitted by October 31, 2020 in writing, 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), in compliance with the same procedures indicated for the transmission of proposals for additional items or submission of additional resolutions proposals.

The proposals, after verifying their relevance with respect to the items on the agenda as well as their correctness and completeness with respect to the applicable legislation, will be published by November 4, 2020 on the company's website, in order to enable those entitled to vote to express themselves consciously, also taking into account such new proposals and, therefore, to allow the Representative Appointed by the Company to collect any voting instructions also on such proposals.

#### **Withdrawal rights**

The mandatory conversion of savings shares into ordinary shares in accordance with the terms and conditions set out in the resolution of the Extraordinary Shareholders' Meeting of the Company will entitle the savings shareholders who have not taken part in the approval of the related resolution to exercise the right of withdrawal. Therefore, said shareholders may exercise withdrawal rights within 15 calendar days from the date of registration of the Shareholders' Meeting resolution in the relevant Companies Register. Notice of this registration will be given on the Company's website and in accordance with the other procedures provided by applicable laws. In this regard, please note the liquidation value of the any savings shares in relation to which withdrawal rights are exercised by those entitled to do so pursuant to Art. 2437, par. 1 (g) of the Italian Civil Code, has been set at euro 10.778 per each savings share. The liquidation value of the shares has been calculated in accordance with Art. 2437-ter, par. 3, of the Italian Civil Code, by making exclusive reference to the arithmetic average of closing prices of the savings shares on the market in the six months preceding the date of publication of this notice of call.

Further details concerning the terms and conditions for withdrawal will be made public, also on the Company's website, and in accordance with the procedures provided by law.

#### **Documents**

Documents concerning the items and the motions on the Agenda shall be made available, according to legal deadlines, at the company's registered office, on the company's website [www.buzziunicem.com](http://www.buzziunicem.com) 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.

**Shareholders are strongly encouraged to make use the form of transmission of the documentation by electronic means indicated in this notice.**

**Please note that the date, place and/or manner of attendance and holding the Shareholders' Meeting indicated in the present notice of call may be subject to variations or clarifications depending on the existing situation and on the measures and rules in relation to the health emergency COVID-19 effective on the date the Meeting is held. Any changes will be promptly notified in the same manner used for the publication of the present notice of call.**

Casale Monferrato, October 10, 2020

On behalf of the Board of Directors  
The Chairman  
Veronica Buzzi