



***SPECIAL MEETING OF THE HOLDERS
OF SAVINGS SHARES***

March 30 – 31 and April 1, 2015

***Explanatory Report of the Board of Directors
and Accounting of the Use of the Fund***

REPORT OF THE BOARD OF DIRECTORS TO THE SPECIAL MEETING OF THE HOLDERS OF SAVINGS SHARES

Dear Shareholders:

You are being called to special meeting, convened pursuant to Article 146, , Letter c) and Letter a), of Legislative Decree No. 58/1998, respectively, to vote on the report on the use of the fund established for the expenses needed to protect the common interest, elect the Common Representative of the Savings Shareholders, whose term of office has expired, and determine the length of his term of office and his compensation.

Please note that the Special Meeting of Savings Shareholders of April 3, 2009 approved a contribution of 300,000 euros to the fund established for the expenses needed to protect the common interest, which was advanced by the Company, with the understanding that the Company would be required to cover expenses of 25,000 euros per year, but entitled to reimbursement for the amount in excess of the abovementioned sum, taken from earning owed to the savings shareholders in excess of the guaranteed minimum.

The fund is managed by the Company, on behalf of the Common Representative Mr. Alessandro Baroni.

An accounting of the use of the fund is annexed to this Report (Annex 1).

Please also note that the Shareholders' Meeting of April 2, 2014 elected the abovementioned Alessandro Baroni to the post of Common Representative of the Savings Shareholders for a term of one year, which ended with the approval of the financial statements at December 31, 2014, awarding him a compensation of 25,000 euros.

Therefore, the Special Meeting of Savings Shareholders is now required to vote on the report on the use of the fund and its replenishment. The savings shareholders must also vote on the election of the Common Representative and on the length of his term of office and his compensation.

With regard to the issue of the Common Representative, we recommend that you elect to this post Graziano Molinari, whose *curriculum vitae* is annexed to this Report (Annex 2).

Moreover, in order to avoid unnecessary duplications of expenses caused by convening a Shareholders' Meeting each year and achieve cost savings, we recommend:

- 1) that the term of office of the Common Representative not be limited to one year, as was done in recent years. The motion is thus to elect a Common Representative for three years;

- 2) that the gross compensation of the Common Representative be lowered to 15,000 euros for each year.

Please keep in mind that, with regard to these issues, the Special Meeting of Savings Shareholders, convened on the first or second calling, adopts resolution with the favorable vote of a number of shares equal at least to 20% and 10% of the shares outstanding, respectively, and, when convened on the third calling, with the favorable vote of a majority of the shareholders attending the Meeting, irrespective of the share capital percentage they represent.

The foregoing premises having been stated, we recommend that the Shareholders' Meeting adopt the following resolutions:

“The Meeting of the Holders of Savings Shares,

being cognizant of and having reviewed the distributed documents,

resolves

FIRST RESOLUTION

to approve the report on the use of the fund established for the expenses needed to protect the common interest.

SECOND RESOLUTION

to replenish each year the fund established for the expenses needed to protect the common interest, adding the amount that may be necessary to cover the cost for the compensation of the Common Representative.

THIRD RESOLUTION

to elect Graziano Molinari as the Common Representative of the Savings Shareholders.

FOURTH RESOLUTION

to elect the Common Representative of the Savings Shareholders for a term of three years, which would end with the approval of the financial statements at December 31, 2017.

FIFTH RESOLUTION

to set at 15,000 euros the gross compensation of the Common Representative of the Savings Shareholders, it being understood that the fund's total balance shall be replenished, each year, by the amount that may be necessary to defray the expense entailed by the abovementioned compensation.

Milano, February 26, 2015

The Board of Directors
by: Bruno Lescoeur
Chief Executive Officer

ANNEX 1

**REPORT ON THE HANDLING OF THE FUND ESTABLISHED TO COVER
EXPENSES NEEDED TO PROTECT COMMON INTERESTS**

DATE	TRANSACTION DESCRIPTION	EUROS
02/26/2014	Opening balance	50,686.61
12/27/2014	Baroni Alessandro – fee for serving as Common Representative of Savings Shareholders for the 04/11/2013 - 04/02/2014 period	(17,014.00)
01/16/2015	Baroni Alessandro – Payment Form F24, taxes and social security contributions on fee for serving as Common Representative of Savings Shareholders	(11,651.62)
02/26/2015	Net accrued fee	239.70
02/26/2015	Balance after the above transactions	22,260.69

Milan, February 26, 2015

The Board of Directors
by: Bruno Lescoeur
Chief Executive Officer

GRAZIANO MOLINARI

BRIEF CURRICULUM VITAE

Born in Nerviano (MI) on November 17, 1943.

Classical studies and law degree with honors (1969) - University of Milan

Self-employed from 1974 to 1980, member of the Milan Bar of Attorneys and Prosecutors.

From 1980 to 1998 Legal and Corporate Affairs Director at "Bonomi Group" (with various offices in Saffa, Miralanza, Beni Immobili Italia, Postalmarket, Invest, Immobiliare Agricola Vittoria, Bi-Invest, Milano Assicurazioni, Invest International Holding, etc.)

From 1998 to 2014 Corporate Affairs Director of Italcementi Group, with offices in various subsidiaries (Ciments Français, Italcementi Intl. Finance, Essroc Intl., etc.)

Secretary to RCS Shareholders' Agreement from 2004 to 2013 (until its termination).

At Present:

- Consultant and Secretary to the Board of Directors of Italmobiliare
- Director of Emittenti Titoli S.p.A.
- Chairman of the Board of Statutory Auditors of EGEA S.p.A.

February 2015