

Report on Corporate Governance and ownership structure

pursuant to article 123 bis of Legislative Decree 24 February 1998 no 58 as amended

Buzzi Unicem SpA

Registered Office: Casale Monferrato (AL) - via Luigi Buzzi n. 6
Capital stock: euro 123,636,658.80 fully paid up
Chamber of Commerce of Alessandria: 00930290044

REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

Introduction

This report contains the information on the corporate governance and ownership structure of Buzzi Unicem SpA (hereinafter referred to as Buzzi Unicem) pursuant to article 123 bis of Legislative Decree 24 February 1988 no. 58 as amended (hereinafter referred to as T.U.F.), also in compliance with the Code of Conduct adopted by Borsa Italiana S.p.A. in March 2006 (hereinafter referred to as “Code of Conduct” or simply “Code”) to which Buzzi Unicem adheres under the terms reported in this report.

The above Code of Conduct to which Buzzi Unicem adheres is available to the public on Borsa Italiana S.p.A.’s website (www.borsaitaliana.it).

Part I – General description of Buzzi Unicem SpA organizational structure

Buzzi Unicem SpA’s organizational structure consists of the following main corporate bodies:

- Shareholders’ meeting;
- Board of directors;
- Chairman of the board of directors;
- Two Vice Chairmen of the board of directors;
- Two Managing Directors;
- Statutory auditors’ committee.

This structure corresponds to the “traditional management and control model” issuing from the rules provided by the corporate law reform implemented by Legislative Decree no. 6 of January 17, 2003 as amended.

For the time being, the alternative management and control systems provided by the corporate law reform shall not be adopted.

Part II – Information on ownership structure

a) Shareholding structure and rights of the categories of shares (article 123 bis, paragraph 1, letter a), T.U.F.)

As of the date of this report, Buzzi Unicem’s subscribed and paid up share capital amounts to 123,636,658.80 euro consisting of #165,349,149 ordinary shares (80.243% of share capital) and #40,711,949 savings shares (19.757% of share capital), all with a par value of 0.60 euro each.

No financial instruments exist that confer the right to subscribe newly issued shares.

Ordinary and savings shares bear the rights and privileges as per articles 6, 7, 25, 27 and 28 of the bylaws. The key provisions are provided here below.

Ordinary shares are registered shares; savings shares are either bearer or registered shares at the option of their holder or as required by the law. All shares are issued in dematerialized form and are listed for trading on the Electronic Share Market managed by Borsa Italiana S.p.A.

Each ordinary share is entitled to vote in all ordinary and extraordinary shareholders' meetings without any restrictions whatsoever. Savings shares are not entitled to vote.

The share capital may be increased also through the issue of shares bearing rights which differ from those attached to the outstanding shares, as well as through contribution in kind or by way of receivables.

In the event of increases in the share capital, holders of shares in each category shall be entitled to a proportional right of pre-emption on the newly issued shares in the same category or on newly issued shares in other categories, if shares of the same category are not available or their number is insufficient.

The capital can be increased within the limit of 10% of the existing share capital also in case of cash payment and with the exclusion of the pre-emption right, on condition that the issuing price corresponds to the market value of the shares and this is confirmed by the auditing firm in a special report.

Resolutions authorising the issuance of new shares bearing the same characteristics as those already outstanding, either through capital increases or through the conversion of shares of another category, do not require further approval by special shareholders' meetings.

In case of reduction in share capital to cover losses, savings shares par value shall not be reduced, save to the extent to which the losses in question exceed the overall par value of the other shares.

In case savings shares should be delisted, they shall be converted into preferred shares, without any change in their dividend rights and assets distribution, with the features and procedures to be established by resolution of the extraordinary shareholders' meeting to be held within three months from delisting.

In case ordinary shares should be delisted, the additional dividend payable on savings shares in excess of the dividend payable to ordinary shares shall be automatically increased so as to represent 4.5% of the par value.

In order to ensure that the common representative is adequately informed about the transactions which may affect the listed prices of savings shares, the company's legal representative shall promptly inform the common representative of any such issues.

Net profit as indicated in the financial statements shall be allocated as follows:

- a) five percent to legal reserve until the amount of the latter reaches one fifth of the company's share capital;
- b) by way of a preferential dividend on savings shares up to the amount of five percent of the par value thereof;
- c) save where otherwise resolved by the shareholders' general meeting, the remainder by way of dividend on shares, in such manner that savings shares receive an overall dividend that exceeds the dividend payable to ordinary shares by four percent of the par value of the said savings shares.

In case, in a given fiscal year, savings shares should be assigned a dividend of less than five percent of their par value, the difference shall be compensated by an increase in the preferential dividend borne by such savings shares, during the two following fiscal years.

Dividends unclaimed for 5 years from the day they became payable shall be forfeited to the benefit of the company.

In case of distribution of reserves, savings shares shall have the same rights as ordinary shares.

In case of dissolution, the company's assets shall be distributed as follows, in order of priority:

- a) to the savings shares up to their par value;
- b) to the ordinary shares up to their par value;
- c) the remainder, if any, shall be equally shared between the two categories of shares.

b) Restrictions on share transfer (article 123 bis, paragraph 1, letter b), T.U.F.)

There are no restrictions on share transfer or acceptance clauses.

c) Significant shareholdings (article 123 bis, paragraph 1, letter c, T.U.F.)

As resulting from Buzzi Unicem shareholders' register, integrated with Consob communications and available information, Buzzi Unicem's shareholders that, as of the date of this report, directly or indirectly hold shares with voting rights in the ordinary general meeting representing more than 2% of the ordinary stock, are the following:

	no of ordinary shares	% of ordinary stock
Fimedi Group		
PRESA SpA	77,650,000	46.961
FIMEDI SpA	17,350,000	10.493
	95,000,000	57.454
BUZZI UNICEM SpA *	500,000	0.302

**with voting rights suspended, being treasury shares*

As of the date of this report, based on the above mentioned ownership, Fimedi S.p.A. directly or through Presa S.p.A. (subsidiary with a stake of 99.74% of ordinary stock) is Buzzi Unicem majority shareholder.

d) Shares granting special rights of control (article 123 bis, paragraph 1, letter d., T.U.F.)

No shares granting special rights of control have been issued.

e) Employees' shareholding: system of voting rights exercise (article 123 bis, paragraph 1, letter f), T.U.F.)

There are no employees' shareholding plans in which the voting right is not directly exercised by the same.

f) Restrictions on voting right (article 123 bis, paragraph 1, letter f), T.U.F.)

There are no restrictions on voting rights nor terms imposed for the exercise of the voting rights nor systems in which, with the company's cooperation, the financial rights attached to shares are separate from their ownership.

g) Shareholders' agreements (article 123 bis, paragraph 1, letter g,) T.U.F.)

As far as Buzzi Unicem is aware, no shareholders agreements, as per art. 122 of T.U.F., exist related to Buzzi Unicem shares.

h) Clauses of change of control (article 123 bis, paragraph 1, letter h,) T.U.F.)

Buzzi Unicem and the group's subsidiaries are not part of significant agreements which become effective, are modified or terminate in the event of direct and/or indirect change in the control of the company, apart from what follows.

The Senior Unsecured Notes (USPP) issued on the US private placement market by the subsidiaries Buzzi USA Inc. and Alamo Cement Company, presently outstanding for an overall amount of 475.2 million euro and guaranteed by Buzzi Unicem, contain clauses that, as it is customary in financial transactions of this kind, mandate call option within 90 days from the acquisition disclosure, if more than 50% of the voting rights of Buzzi Unicem are acquired by parties other than the current controlling shareholder.

The revolving credit facility for a maximum amount of 280 million euro and syndicated among some primary and foreign banks, as it is customary, contains a clause that in case of decrease of the controlling shareholder's stake under 50.1% of Buzzi Unicem's voting rights or in case of purchase by a third party of more than 50% of the controlling shareholder, if no agreement is reached among the financing banks on the amendment, if

necessary, of the loan terms, each bank can require the advance repayment of the part of the loan granted.

The bond “Buzzi Unicem S.p.A. € 350,000,000 - 5.125% Notes due 2016” issued on 9 December 2009 for an amount of €350 million, contains a clauses that, as it is customary, mandates call option if more than 50% of the voting rights of Buzzi Unicem are acquired by parties other than Buzzi Unicem’s current controlling shareholder, on condition that, in the period of time elapsing from the disclosure of the prospective change of control and the expiry of the 120th day subsequent to the announcement that the change of control has occurred, the notes would no longer be rated or the rating would be downgraded (from investment grade to non investment grade or, if they were already rated as non investment grade, any downgrade).

Moreover, regarding the Mexican Company Corporación Moctezuma S.A.B. de C.V., of which Buzzi Unicem owns 50% of the controlling stake, a shareholders’ agreement has been entered into and is in force with the other partner holding the remaining 50% of the controlling stake, which provides that in the event of changes in the control of either of the parties involved, the other party is entitled alternatively to (i) buy Corporación Moctezuma S.A.B. de C.V.’s shares at the same price as they were valued in the transaction which involved the change of control, or (ii) ask to sell to the third party also its own shareholding interest in Corporación Moctezuma S.A.B. de C.V, always at the same price as the shares were valued in the transaction which involved the change of control or (iii) accept the change of control.

Moreover regarding Kosmos Cement Company, a company operating in the Unites States with a cement plant located in Kentucky, and of which the subsidiary RC Lonestar Inc. owns a stake of 25% of the capital stock, an agreement exists with the other partner, which provides that in the event of changes in the control of either of the parties involved, the other party is entitled to sell its whole shareholding interest in Kosmos Cement Company to the other party for which the change of control has occurred at a price fixed on the basis of the company’s book value reported in the latest financial statements.

i) Agreements between the company and the directors (article 123 bis, paragraph 1, letter i), T.U.F.)

No agreements have been entered into between Buzzi Unicem and the directors which provide for an indemnity in the case of resignation or dismissal without just cause or termination following a takeover bid.

l) Appointment and replacement of the directors and by-laws amendments (article 123 bis, paragraph 1, letter l), T.U.F.)

By the amendments to the bylaws adopted in 2007 to comply with the provisions of Law no 262 of December 28, 2005 (Savings Law) slate voting for the appointment of directors was introduced in art. 13 of the bylaws.

Specifically art. 13 of the bylaws in short provides the following rules for the appointment of the board of directors:

- the possibility to submit lists by shareholders with voting rights representing at least 2.5% of the voting stock in the ordinary general meeting or a different percentage fixed by Consob's regulation; Consob set this threshold at 1.5% for the year 2008 , at 2% for the year 2009 and at 2% for the year 2010 of the voting stock.
- the obligation to deposit the lists at the latest 15 days before the date fixed for the shareholders' meeting in first call and to include in the lists at least two directors that qualifies as independent directors according to the article 147 ter of T.U.F. and to complete the lists with the candidates' curricula;
- a voting system which provides that all directors be elected from the list which got the majority of the votes except one who will be reserved to the list that obtained the second greatest number of votes, being understood that the lists which did not achieve a percentage of votes equivalent at least to half the percentage required to submit the list shall be disregarded;
- a voting system that provides that in the event not even one independent director ex art. 147 ter of T.U.F. is elected from the list which got the majority of votes, instead of the last one elected in the list, the first independent director ex art. 147 ter of T.U.F. included in the list shall be considered as elected. In case the shareholders' meeting has fixed the board members to be elected in a number higher than seven and both the independent directors ex art. 147 ter of T.U.F. are not elected from the majority list, then the first independent director ex art. 147 ter of T.U.F included in the minority list shall be elected;
- in case only one list should be submitted, the shareholders' meeting shall resolve by the simple majority of votes and should this list obtain the majority of the votes, the candidates shall be elected as directors in progressive order up to the number fixed by the shareholders' meeting;
- should it not be possible in whole or in part to appoint the directors according to the above rules, or in case of directors appointed as a consequence of the earlier termination from office of directors or as a consequence of the resolution to increase their number, the shareholders' meeting resolves by the simple majority of votes.

No provisions exist for the amendments of the by-laws other than those provided by the law and the applicable regulations, being understood that pursuant to art. 2365, paragraph 2 of the Civil Code, the Board of Directors is vested with the non-exclusive competence on (i) the resolutions on mergers by incorporation of companies in which the company holds the whole share capital or at least ninety percent of the share capital; (ii) the resolution on reduction of share capital in case of withdrawal of shareholders; (iii) the amendments of the bylaws to make them consistent with law provisions; (iv) the transfer of the registered office within the national territory, (v) the setting-up, change or closing-down of secondary offices.

m) Powers to increase the capital (article 123 bis, paragraph 1, letter m), T.U.F.)

The extraordinary shareholders' meeting of May 11, 2007 granted the board of directors, for a length of 5 years from the shareholders' meeting resolution, the power to increase, in one or successive tranches, the capital up to a maximum amount of 25,000,000 euro, also excluding the pre-emption right in the following circumstances:

- pursuant to article 2441, 4th paragraph, first sentence, of the civil code against contribution of companies and/or equity interests in companies whose activities fall within the corporate purpose or are similar to or complementary to;
- pursuant to article 2441, 5th paragraph of the civil code in favour of Italian or foreign institutional investors or of companies whose activities fall within the corporate purpose or are similar to or complementary to, when the company's interest requires it.

The same shareholders' meeting granted the board of directors, for a length of 5 years from the shareholders' meeting resolution, the additional power to increase, in one or more tranches, the capital up to an additional maximum amount of 12,000,000 euro, excluding the pre-emption right, pursuant to article 2441, 4th paragraph, second sentence of the civil code, in favor of Italian or foreign institutional investors or of companies whose activities fall within the corporate purpose or are similar to or complementary to.

Finally, the board of directors has the power, till April 30, 2012, to increase, in one or more tranches, the capital up to 600,000 euro, through issuance of savings shares to be assigned to the managers of the company and its subsidiaries, pursuant to article 2349 of the civil code.

The board of directors, without prejudice to its competence to issue bonds under the law, has also the power, for a length of 5 years from the resolution of the extraordinary shareholders' meeting of May 11, 2007, to issue, in one or more tranches, convertible bonds and/or warrants up to a maximum amount of 300,000,000 euro, ensuring, however,

that the amount issued through each tranche does not exceed the limits imposed by the law.

n) Authorization to the purchase of treasury shares (article 123 bis, paragraph 1, letter n), T.U.F.)

The shareholders' meeting of April 28, 2009 authorised the board of directors to buy back, in one or more tranches, treasury shares up to a maximum of #4,000,000 ordinary shares and/or savings shares (in addition to those held at the date of the shareholders' meeting) for a purchasing price ranging from a minimum of 0.60 euro to a maximum of 23 euro for savings shares and 32 euro for ordinary shares.

The same shareholders' meeting, pursuant to article 2441 of the civil code, also authorised the total and/or partial exercise of the pre-emption rights pertaining to treasury shares in portfolio, to the extent of the purchase of additional maximum #2,000,000 ordinary and/or savings shares, beside those for the buy-back of which the authorization is given, or the purchase of convertible bonds and/or warrants. In the latter case the limit shall be calculated with reference to the number of shares which can be acquired through the bond. The limit of minimum and maximum purchasing price shall be complied with also in case of total and/or partial exercise of the pre-emption right pertaining to treasury shares in portfolio, taking into account, for this purpose, in case of subscription of convertible bonds and/or warrants, the price of the shares that can be acquired through the bond.

The maximum overall amount of purchase and total and/or partial exercise of the pre-emption right is 192,000,000 euro, to be withdrawn from the reserve Merger Surplus.

This authorization entitles the board of directors also to dispose of treasury shares in portfolio and to use them as consideration for the purchase of equity interests within the company's investment policy, with the power to establish, each time, terms and conditions for the disposal of treasury shares, although their price or value shall not be lower than the value corresponding to the official average of the trading prices recorded in the calendar month prior to the transaction minus 10%.

The board of directors is also authorised to use treasury shares in portfolio within incentive plans for assignment, also without consideration, to employees of the company and its subsidiaries, also in replacement of other types of compensation.

The authorization to the purchase and/or the exercise of the pre-emption right lasts 18 months from the date of the shareholders' meeting resolution.

As of the date of this report, the company owns #500,000 ordinary treasury shares and #257,180 savings treasury shares.

The board of directors, in the meeting held on the date of this report, resolved to ask the shareholders' general meeting to renew the aforesaid resolution for an additional length of

18 months, authorising the board of directors to purchase up to a maximum #4,000,000 ordinary shares and/or savings shares (in addition to those held at the date of the shareholders' meeting) as well as to totally and/or partially exercise the pre-emption right, to the extent of the purchase of additional maximum #2,000,000 ordinary and/or savings shares, beside those for the buy-back of which the authorization is given, or to purchase convertible bonds and/or warrants for a purchasing price ranging from a minimum of 0.60 euro to a maximum of 16 euro for savings shares and 24 euro for ordinary shares, or at the highest price allowed by the market general rules approved by Consob by resolution no 16839 of 19 March 2009, in case these rules should be adopted by the company, and however for an overall maximum amount of 144,000,000 euro. The authorization is asked also for the disposal of treasury shares at a minimum price not lower than the value corresponding to the official average of the trading prices recorded in the calendar month prior to the transaction minus 10%, or at the lowest price allowed by the market general rules approved by resolution no 16839 of 19 March 2009, in case these rules should be adopted by the company, except for allocation of treasury shares to directors and employees of the company and its subsidiaries pursuant to art. 2359 of the civil code as well as for allocation to shareholders, in which cases they can be granted also without consideration.

Moreover the company can avail itself of the procedure for the purchase of treasury shares provided by the market rules approved by Consob by resolution 16839 of 19 March 2009, without prejudice to the other contents of the authorization.

o) Direction and coordination activities (article 37 of Consob Regulation no. 16191/2007)

Buzzi Unicem is not subject to direction or coordination activities by companies or entities, since the company's management decisions and strategic and operational guidelines are defined in full autonomy with no directions from the holding company.

Part III – Information on Buzzi Unicem corporate governance system and on the adoption of the Code of Conduct

1. Board of directors

1.1 Role and competence of the board of directors

The board of directors is the collective body for the government of the company vested with all powers relating to the ordinary and special management of the company.

The board of directors primarily performs a guideline and control function with respect to the general activities of the company and of its group, without prejudice to the tasks assigned by law to the various entities of the group.

Specifically, the board of directors inter alia shall:

- a) adopt the company's rules of corporate governance and lay down the guidelines for the group's corporate governance;
- b) establish the strategic, operational and financial plans of the company and the group, with special reference to the subsidiaries of strategic relevance, identified on the basis of book value of the equity investment compared to Buzzi Unicem SpA's assets;
- c) delegate and revoke powers to the Chairman, the Vice Chairmen, the Managing Directors and, where appointed, the executive committee, establishing limits and manner of exercising them;
- d) approve the transactions that, by virtue of the limits of the powers delegated as stated in paragraph 1.5. below, are the exclusive responsibility of the board of directors;
- e) examine and give prior approval for the transactions having a significant impact on the company's profitability, assets and liabilities or financial position, with special reference to transactions with related parties, for which please refer to article 4.1 below.
- f) examine the transactions having a significant impact on the group's profitability, assets and liabilities or financial position, which are considered to be those which Buzzi Unicem S.p.A. is required to disclose to the market according to the rules in force. However it is pointed out that the management activity on the subsidiaries is assigned to Buzzi Unicem SpA's executive directors, who sit on the major subsidiaries' board of directors and act within the directions established by Buzzi Unicem SpA's board of directors, to which they periodically refer.
- g) determine, after consulting the statutory auditors' committee, the remuneration of the directors appointed to special positions within the company and, should not the shareholders' meeting have already provided, allocate the total amount to which the single members of the board are entitled;
- h) supervise the general performance of the company with special reference to transactions involving related parties, paying special attention to the information received from the executive directors;
- i) report to shareholders at general meetings on the activity performed and scheduled, in observance of the rules on inside information.

l) appoint and revoke the manager responsible for preparing the company's financial reports.

Moreover, the bylaws, pursuant to art. 2365, 2nd paragraph of the civil code, attribute to the competence of the board of directors (i) the resolutions on mergers by incorporation of companies in which the company holds the whole share capital or at least ninety percent of the share capital; (ii) the resolution on reduction of share capital in case of withdrawal of shareholders; (iii) the amendments of the bylaws to make them consistent with law provisions; (iv) the transfer of the registered office within the national territory, (v) the setting-up, change or closing-down of secondary offices.

The board of directors meets at regular intervals, at least quarterly, as provided by article 15 of the bylaws in force.

Moreover the bylaws require the directors to provide, at least quarterly, the board of directors and the statutory auditors' committee, with adequate information on the activities performed on the exercise of their delegated powers, on the most significant transactions carried out by the company or its subsidiaries, especially on those in which they have a personal interest or an interest on behalf of third parties and those influenced by the subject that may exercise the activity of management and co-ordination.

To this purpose the board of directors has prepared and approved a quarterly report scheme which the executive directors have to render to the board itself and to the statutory auditors' committee about management activities and transactions having a significant impact on the company's profitability, assets and liabilities or financial position (especially transactions with related parties as well as transactions concerning purchase or sale of equity holdings, companies, real estate and joint ventures for an amount exceeding 5 million euro, company's re-organization or restructuring and major corporate transactions) of the company and its subsidiaries.

1.2 Structure of the board of directors

The company's board of directors is made up of a variable number of members from a minimum of 7 up to a maximum of 15. The number of members is resolved by the shareholders' meeting.

The board of directors presently in office, appointed by the ordinary shareholders' meeting of May 13, 2008, is made up of 13 members whose names and respective positions assigned are here below reported, together with the positions of director or member of the statutory auditors' committee held in Companies listed on regulated

markets, including foreign markets, or in financial companies, banks, insurance companies and large companies.

Alessandro BUZZI Chairman - executive

Positions held in other companies:

- CEO of Fimedi S.p.A.
- CEO of Presa S.p.A.
- Vice Chairman of Dyckerhoff AG Supervisory Board
- Director of RC Lonestar Inc.

Enrico BUZZI Vice Chairman – executive

Positions held in other companies:

- CEO of Fimedi S.p.A.
- CEO of Presa S.p.A.
- Member of Dyckerhoff AG Supervisory Board
- Chairman of Unicalcestruzzi S.p.A
- Chairman of Corporación Moctezuma S.A.B. de CV

Franco BUZZI Vice Chairman – executive

Positions held in other companies:

- Chairman of Fimedi S.p.A.
- Chairman of Presa S.p.A.
- Chairman of Buzzzi Unicem Investimenti S.r.l.
- Chairman of RC Lonestar Inc.
- Director of Corporación Moctezuma S.A.B. de CV
- Director of Banca del Piemonte S.p.A.
- Director of Banca Passadore & C. S.p.A.

Michele BUZZI Managing Director – executive

Positions held in other companies:

- CEO of Unicalcestruzzi SpA
- Member of the Management Board of Dyckerhoff AG
- Director of RC Lonestar Inc.
- Director of Dyckerhoff Luxembourg S.A.
- Director of Cimalux S.A.

Pietro BUZZI Managing Director – executive

Positions held in other companies:

- Director of Presa S.p.A.
- Director of Buzzi Unicem Investimenti S.r.l.
- Director of Unicalcestruzzi S.p.A.
- Member of Dyckerhoff AG Supervisory Board
- Director of Buzzi Unicem International S.à.r.l.
- Director of EFIBANCA SpA

Wolfgang BAUER Director - executive as such in his capacity of executive director of Dyckerhoff AG, subsidiary having a strategic importance

Positions held in other companies:

- Chairman of the Management Board of Dyckerhoff AG
- Vice Chairman of Sievert Holding AG
- Vice Chairman of Sievert AG & Co.
- Chairman of Dyckerhoff Luxembourg S.A.
- Chairman of Cimalux S.A.
- Director of RC Lonestar Inc.
- Chairman of NCD
- Chairman of NCH i.L.
- Chairman of Dyckerhoff Basal Nederland B.V.

Paolo BURLANDO Director – non executive

Positions held in other companies:

- Regular Auditor of Mutui on Line S.p.A.
- Regular Auditor of Prysmian S.p.A.
- Regular Auditor of Yarpa Investimenti SGR S.p.A.

Alvaro DI STEFANO Director - non-executive

Positions held in other companies:

- Chairman of T.I.M.E. S.p.A.
- Chairman of Athena Palace S.p.A.

York DYCKERHOFF Director – non-executive - independent

Elsa FORNERO Director - non-executive – independent also pursuant to art. 147 ter, paragraph 4, T.U.F.

Gianfelice ROCCA

Director – non-executive – independent
also pursuant to art. 147 ter, paragraph 4,
T.U.F.

Positions held in other companies:

- Honorary Chairman of Techint S.p.A.
- Chairman of Techint Finanziaria S.p.A.
- Chairman of Tenova S.p.A.
- Director of San Faustin NV
- Chairman of Humanitas S.p.A.
- Chairman of Humanitas Mirasole S.p.A.
- Director of Allianz S.p.A.
- Director of RCS Quotidiani S.p.A.
- - Director of TAMSA
- Director of Cliniche Gavazzeni S.p.A.
- Director of Tenaris S.A.
- Director of Ternium S.A.

Maurizio SELLA

Director– non-executive - independent

Positions held in other companies:

- Chairman of Banca Sella Holding S.p.A.
- Chairman of Banca Sella S.p.A.
- Chairman of Banca Patrimoni Sella & C. S.p.A.
- - Chairman of Maurizio Sella S.A.p.A.
- Chairman of Finanziaria 1900 S.p.A.
- Chairman of Finanziaria 2006 S.p.A.
- Chairman of Selban S.p.A.
- Director of Banca Sella Nord Est Bovio Calderari S.p.A.
- Director of Finind S.p.A.
- Director of Sofise S.p.A.
- Director of Alleanza Toro S.p.A.

Marco WEIGMANN

Director – non-executive

Positions held in other companies:

- Director of Il Sole 24 Ore S.p.A.
- Director of Società Reale Mutua di Assicurazioni
- Director of Italiana Assicurazioni S.p.A.
- Director of Sara Assicurazioni S.p.A.

- Director of Sara Vita S.p.A.
- Director of Pernigotti S.p.A.
- Director of Reale Immobili S.p.A.
- Director of Auchan Italia S.p.A.
- Director of Banca Reale S.p.A.
- Vice Chairman of Eurizon Vita S.p.A.
- Director of Banca Sella Holding S.p.A.

Attached to this report are the curricula of the members of the board of directors, which report an exhaustive information on their personal and professional features.

The appointment of the board of directors took place by slate voting, introduced in art. 13 of the bylaws in the year 2007 in compliance with the provisions of Law no 262 of December 28, 2005 (Savings Law) as amended.

Specifically, for the appointment purposes, only one list was deposited by the submittal deadline and under the terms provided by the bylaws which was the one submitted by the controlling shareholders Fimedi S.p.A. and Presa S.p.A, jointly holders, at the list's submittal date, of 55.337% of the voting stock.

The only list deposited, complete with the documents required by Consob Regulation no 11971/99 was made available at the company's registered office, at Borsa Italiana SpA and on the company's website www.buzziunicem.com in the 10 days before the date fixed for the shareholders' meeting called to appoint the board of directors.

Since no minority lists were submitted, all the directors appointed and presently in office were elected from the list submitted and voted by the majority shareholders.

The shareholders' meeting which appointed the board of directors in office authorised in general and preventively derogations to the ban on competition provided by art. 2390 of the civil code; however, no situations exist of directors exercising activities in competition with the company as per the aforesaid art. 2390 of the civil code.

Moreover the directors have been advised to inform the board of directors in the event they should take up such activities.

The term of office of the members of the present board of directors will expire after the prescribed three years, at the date of the general meeting convened for the approval of the financial statements as of December 31, 2010.

The board of directors is usually made up of executive directors and non-executive directors.

At present in the board of directors there are 7 non-executive members (Paolo Burlando, Alvaro Di Stefano, York Dyckerhoff, Elsa Fornero, Gianfelice Rocca, Maurizio Sella, Marco Weigmann), whose high standing, independence and experience carry significant weight in taking board decisions.

The board of directors has not deemed to issue guidelines with regard to the maximum number of positions as director or member of the statutory auditors' committee which could be held in other Companies listed on regulated markets, including foreign markets, or in financial companies, banks, insurance companies and large companies, thinking that the single members of the board of directors would be the most fit to assess the engagements deriving from their other assignments in the above companies and their respective time availability.

The board of directors, in today's meeting, has also provided to assess the size, the composition and the functioning of the board of directors and, based on the board's role, the issues of sole competence and the expertise of the members, it has deemed proper the size and the proportion of executive, non-executive and independent directors.

As for the previous mandate of the Board of Directors, no need has arisen to designate a lead independent director since the Chairman, although granted major management powers, as indicated further below, is not the main responsible officer for the management, such responsibility being subdivided among the different legal representatives with management powers. Moreover the Chairman is not the person controlling the company.

1.3 Independent directors

The board of directors, in today's meeting, has provided to assess, on the basis of the information supplied by the single directors and of the available information, the degree of independence of the directors themselves.

The assessment was carried out also on the basis of the meaning and criteria contained in the Code of Conduct of March 2006.

Following this assessment, 4 non-executive members (York Dyckerhoff, Elsa Fornero, Gianfelice Rocca, Maurizio Sella), have resulted to be classified as independent in the meaning that they do not maintain, nor have recently maintained, directly or indirectly, any business relations with Buzzi Unicem or persons linked to Buzzi Unicem, of such a significance as to influence their autonomous judgement, and precisely but not limited to:

- a) they do not control, directly or indirectly the company also through subsidiaries, trustees or a third party, nor are able to exercise a considerable influence over it

- nor participate in shareholders' agreements through which one or more persons may exercise the control or considerable influence over the company;
- b) they are not, nor were in the preceding three fiscal years, significant representatives of the company, of a subsidiary having strategic importance or of a company under common control with the company, or of a company or entity controlling it or able to exercise over the same a considerable influence, also jointly with others through a shareholders' agreement;
 - c) they have not, nor had in the preceding fiscal year, directly or indirectly, (e.g. through subsidiaries or companies of which they are significant representatives, or in the capacity as partner of a professional firm or of a consulting company) a significant commercial, financial or professional relationship:
 - with the company, one of its subsidiaries, or any of its significant representatives;
 - with a subject who, jointly with others through a shareholders' agreement, controls the company or with the relevant significant representatives;nor are, nor were in the preceding three fiscal years, employees of the above mentioned subjects;
 - d) they do not receive, nor received in the preceding three fiscal years, from the company or a subsidiary or holding company of it, a significant additional remuneration compared to the "fixed" remuneration of non-executive director of the company, including the participation in incentive plans linked to the company's performance, including stock options plans;
 - e) they are not vested with the executive director office in another company in which an executive director of the company holds the office of director;
 - f) they are not shareholders or quota holders or directors of a company or a legal entity belonging to the same network as the company appointed for the accounting audit;
 - g) they are not close relatives of a person who is in any of the positions listed in the above paragraphs.

The Board of Directors declares that, among the criteria of independence, the one referring to the sitting on the board for nine years in the last twelve years does not apply. In fact the Board of Directors deems that the continuous holding the position of Director not only is not detrimental to the independence, but, on the contrary, favors a deeper acquaintance and experience with the company, which allows the director to perform his/her duties of independent director with more expertise and effectiveness.

For the purpose of the above, the president of the entity, the legal representative, the chairman of the board of directors, the executive directors and executives with strategic responsibilities of the relevant company or entity, shall be considered as “significant representatives”.

Should the members of the board of directors change, the board of directors shall provide to assess the independence of each new member, on the basis of the information supplied by the same and of the available information, and shall communicate the results of the assessments to the market by means of the press release issued on the occasion of the meeting.

Moreover, directors Elsa Fornero and Gianfelice Rocca were appointed as directors meeting the necessary criteria of independence as per joint provision of articles 147 ter, paragraph 4 and 148, paragraph 3 sub-paragraph, of Legislative Decree no 58/98.

Pursuant to the principles stated in the Code of Conduct of March 2006, the independent directors met at least once in the year 2009 without the other directors.

The statutory auditors’ committee, in the framework of the duties attributed to it by the law, has ascertained the correct application of the assessment criteria and procedure adopted by the board of director for evaluating the independence of its members. The result of such control is hereunder reported:

“The statutory auditors’ committee has ascertained the correct application of the criteria adopted by the board of directors to evaluate the independence of its members as well as the correct application of the related assessment procedure.

The committee deems that such assessment criteria and procedure are essentially and as a whole, consistent with the spirit and the letter of the Code of Conduct. Consequently, no objections are raised by the statutory auditors’ committee”.

1.4. Meetings of the board of directors

In the year 2009, the board of directors met 6 times. In the year 2010 the board of directors is expected to meet 6 times, considering the meetings held on February 9, 2010 and on the date of this report.

In preparation of the meetings of the board of directors, the Chairman communicates the agenda and provides the directors with the documentation and information needed to enable them to make a knowledgeable and informed contribution to the board discussion.

Pursuant to art. 15 of the bylaws, the board of directors is called by the Chairman or by one of the Vice Chairman, whensoever the same deems it proper or on request of a managing director or the majority of the board members.

The call is effected through a written notification sent at least five days prior to the scheduled date of the meeting, save urgencies.

1.5 Role of the Chairman of the board of directors, of the Vice Chairmen and of the Managing Directors

The board of directors, in the meeting of May 13, 2008, following the appointments resolved by the ordinary shareholders' meeting of same date, provided to confirm Alessandro Buzzi as chairman, Enrico Buzzi and Franco Buzzi as Vice Chairmen, Pietro Buzzi and Michele Buzzi as Managing Directors, assigning to them the same powers as granted by the previous mandate, as below listed:

- powers to perform operations on securities and equity holdings, real estate, companies or lines of business, transactions and in general management activities up to an amount limit of euro 50 million with single signature and euro 100 million with joint signature with at least one among the Chairman, the Vice Chairmen, the Managing Directors. Moreover they are delegated the powers to perform financial and banking transactions (excluding transactions on futures and granting of sureties on behalf of third parties that are not subsidiaries or associated companies) up to an amount limit of euro 100 million euro with single signature and of euro 200 million euro with joint signature with least one among the Chairman, the Vice Chairmen, the Managing Directors.

The delegated bodies are also vested with the function of establishing the organisational, administrative and accounting structure of the Company and the Group.

The Chairman, the two Vice Chairmen and the Managing Directors, pursuant to art. 21 of the bylaws, have the legal representation of the company.

Moreover, the board of directors in its meeting of May 13, 2008, assigned to the Chairman and to the two Vice Chairmen, within the powers delegated to them, the following duties:

- to the Chairman, Alessandro Buzzi:
 - Cement Technology & Engineering;
 - group's foreign operations representation;
- to the Vice Chairman, Enrico Buzzi:
 - representation of ready-mix concrete operations;
 - co-ordination of initiatives in the electric power sector;
 - group's foreign operations representation;
- to the Vice Chairman, Franco Buzzi:
 - group's foreign operations representation;

- co-ordination of the corporate and financial extraordinary transactions.

The same board of directors of May 13, 2008 assigned to Director Paolo Burlando the following duties:

- Assistance to the managing directors for international development projects and initiatives concerning group's operations;
- Representation in group's associated companies, also abroad;
- Co-ordination of the corporate and financial extraordinary transactions

As provided by art. 15 of the bylaws in force the Chairman and the Vice Chairmen are assigned the power to call the board of directors' meeting.

The Chairman moreover shall preside the meetings of the board of directors and act as moderator.

The decision to grant management powers to the Chairman stems from the special competence, standing and expertise of the same in relation to the group's activities. Specifically, as stated, the Chairman activity is performed mainly in the field of Technology & Engineering Cement and in the group's foreign operations representation.

2. Internal Committees of the board of Directors

2.1 Nomination Committee

The board of directors, after proper evaluation, has deemed not to establish a nomination committee on the ground of the company highly concentrated shareholding and, as stated elsewhere in the present report, of the introduction in the bylaws of slating vote which allows for the nomination of a minority director and guarantees the nomination of two directors who qualify as independent according to the law.

The board of directors hopes that the proposed candidates will be identified for their professional experience and qualifications as well as for their independence of judgement and assessment.

2.2 Remuneration of Directors and remuneration Committee

The board of directors' remuneration is established by the shareholders' general meeting and within the board of directors it is equally subdivided among all the directors, allotting a double share to the Chairman by virtue of the general function of representation assigned to him.

The remuneration of the non-executive directors is not linked to the economic performance of Buzzi Unicem. Moreover the non-executive directors are not recipients of share incentive plans.

The remuneration of the Chairman and the Vice-Chairmen of Buzzi Unicem SpA, as well as that of the Directors with special duties, has already been resolved today by the board of director upon independent directors' proposal.

The overall remuneration granted to Buzzi Unicem SpA's executive directors and /or to those with special assignments are examined by the board of directors and separately reported in the financial statements, according to the law.

The two Buzzi Unicem SpA's Managing Directors are paid in their capacity of executives employed with the company and they also receive fees related to positions held in subsidiaries. Overall, the Managing Directors' remuneration does not exceed the average market level for companies of similar size and structure. The Managing Directors' remuneration, for the part related to their employment with the company, comprises a prevailing fixed portion and a variable portion linked to the achievement of single targets and company's financial results. The variable portion is paid out in Buzzi Unicem savings shares, according to "employee share plans" approved by the shareholders' meeting.

As for the major subsidiaries, included the foreign ones, the executive directors receive as well a fixed and variable compensation, in line with the average market level and proportionate to the company's size and performance. For foreign subsidiaries, the variable portion is paid out in cash. Apart from the allocation of savings shares – "stock grant"- provided by the "employee share plans" of Buzzi Unicem SpA and its Italian subsidiaries, no "stock option" plans exist in the group.

The remuneration variable portion of the executive directors and managers of Buzzi Unicem SpA and its subsidiaries is structured as follows:

- the variable component is objective, not discretionary, and it depends on the achievement of single and corporate targets annually pre-fixed, each with a different weight, the measurable economic ones prevailing;
- the ratio between the fixed and the variable portion of the remuneration varies depending on the country and the respective rules;
- the plan provides for a minimum threshold under which no variable remuneration is due and, similarly, a maximum threshold is set.

On the ground of the above, the board of directors has not established a remuneration committee.

2.3 *Committee for the internal control*

The board of directors, in the meeting of May 13, 2008, following the renewal of the corporate bodies, renewed the appointments of the internal control committee, established in 2007, setting the number of members at 3, in the persons of the

independent directors Maurizio Sella, chairman, and Elsa Fornero and of the non-executive director Paolo Burlando. With such a composition the committee is guaranteed an adequate experience in accounting and finance.

The internal committee control is entrusted with the advisory and propositional duties provided by the Code of Conduct. As provided by the Regulation approved by the board of directors, the internal control committee is charged with the task of analysing and addressing the issues of importance concerning the effectiveness of the internal control system and of urging the adoption of the most suitable corrective measures to solve the lacks and failures found during the monitoring of internal processes, as well as those reported by the auditing firm.

Specifically, the internal control committee shall, inter alia:

- assist the board of directors in laying down the guidelines of the internal control system and in periodically evaluating their adequacy and actual functioning, as well as in ensuring that the main risks concerning the company are correctly identified and properly handled, making remarks and suggestions;
- examine the periodic reports prepared by the officer appointed to run the internal control system on the reliability of the control systems, on the related data, processes and organization, making remarks and comments;
- assess the operating plans prepared by the officer appointed to run the internal control so as to ensure quicker, better-timed, more exhaustive and more effective controls;
- express opinions on the steps suggested by the officer appointed to run the internal control in order to solve possible lacks of information or operational deficiencies and to take the corrective measures to remove anomalies, as they are identified and proposed;
- examine the procedures prepared by the internal services on the receiving, filing and handling of reports regarding accounting, internal control system and accounting audit process.
- be informed, together with the accounting auditing firm and the company's statutory auditors' committee, about the accounting procedures for the preparation of the consolidated and statutory financial statements of the group's companies, on the frequency required by the law, and evaluated the issues submitted in the application of the accounting principles, making remarks and comments aimed at solving the problems in the most effective way.
- report to the Board of Directors, on its activity and the adequacy of the internal control system once every six months, on the occasion of the approval of the full year and half-year financial statements.

The meetings of the Committee for the internal control, duly recorded, are usually attended also by the Chairman of the Statutory Auditors' Committee or another Statutory Auditor appointed by him, in addition to other persons, as the Committee deems it useful based on the issues on the agenda.

3. *Internal Control System*

3.1 *Description of the key features of the internal control system*

The board of directors is ultimately responsible for the internal control system. Specifically, the board of directors:

- a) lays down and updates the guidelines for the system;
- b) examines the corporate risks submitted to the board of directors by the executive-directors and assess whether they have been properly identified and can be suitably handled by the internal control system;
- c) ascertains the suitability and effective functioning of the internal control system, in order to make sure that the main corporate risks are properly identified and managed.

The internal control system aims at verifying the compliance with the operating and administrative internal procedure established in order to ensure a sound and effective management, as well as to identify, prevent and manage, as much as possible, financial and operational risks and prevent frauds against the company.

Within the internal control system a decisive role is played by the function of Internal Auditing, with the task of checking:

- the regularity and functionality of information flows among the company's sectors;
- the suitability of the information systems to ensure the quality of the information on which the top management decisions are based;
- the soundness of administrative-accounting processes;
- the effectiveness of management processes to safeguard the company's assets.

Moreover the board of directors has appointed an officer to run the internal control system, in the person of the head of the Internal Auditing function, Marco Fabruzzo, who is equipped with all necessary means.

The person appointed to run the internal control system is free from hierarchical ties with the operational sectors responsible officers and he reports to the board of directors and the statutory auditors' committee.

With a view to optimizing the Internal Auditing structure, a Risk Management system has been implemented in the parent Buzzi Unicem SpA and the major subsidiaries.

In order to further improve the internal control system, the board of directors, at the beginning of 2007, formalized the adjustments to the company's internal control system to make it consistent with the principles and criteria of the Code of Conduct of March 2006, subdividing the functions and the duties among the board of directors, the internal control committee and the officer in charge in line with the above Code provisions.

Specifically, inter alia, the board of directors has:

- established the internal control committee, as reported in the paragraph 2.3 here above;
- identified in the group's Chief Executive Finance, Pietro Buzzi, the Managing Director in charge of supervising the functionality of the internal control system entrusting him, in addition to the duties provided for by art. 8.C.5. of the Code of Conduct, also with the competence of fixing the remuneration for the officer in charge of the internal control with the obligation to annually inform the board of directors in order to allow it to take possible resolutions.
- confirmed the head of the Internal Auditing function, Marco Fabruzzo, as the officer appointed to run the internal control assigning him the functions and duties provided for by art. 8.C.6. of the Code of Conduct. He shall report about his activity not only to the internal control committee and the statutory auditors' committee but also to the executive director responsible for the supervision of the functionality of the internal control.

As in the past, the person appointed to run the internal control system is free from hierarchical ties with the operational sectors responsible officers and he has direct access to all information useful for the performance of his task.

The board of directors, in the meeting held on the date of this report, expressed its positive annual evaluation of the adequacy, effectiveness and efficiency of the internal control system.

Within the scope of the control system, the board of directors adopted the Organization, Management and Control model pursuant to legislative decree 231/01, of which the Code of Conduct is an integral part.

The Supervisory body has been identified in the internal control function, whose responsible officer is the person appointed to run the internal control.

The Model and the Code of Conduct are constantly updated so as to include the new criminal offences and identify the relevant sensitive processes.

3.2 Main features of the risk management and internal control systems in place in relation to financial reporting

3.2.1 Introduction

As described, Buzzi Unicem's internal control consists of a set of rules, procedures and organizational structures which, through an adequate process of identification, assessment, management and monitoring of the main risks, aims at allowing a sound and effective management of the company, consistent with the objectives set, ensuring the safeguard of the corporate assets, the efficiency and effectiveness of the corporate transactions, the reliability of the finance reporting and the compliance with laws and regulations.

The internal control system, as outlined, has thus a broad meaning: it is not limited to the simple accounting controls and financial reporting, but includes other key aspects of the business, such as the safeguard of resources, the operating efficiency and effectiveness, as well as the compliance with the corporate law, rules and policies.

In Buzzi Unicem, the Board of Directors is ultimately responsible for the internal control system and to this purpose it has established the Committee for the Internal Control, identified the Managing Director in charge of supervising the functionality of the internal control system and appointed the officer to run the internal control system in the person of the head of Buzzi Unicem's Internal Auditing function.

As for financial reporting, the company has appointed the manager responsible for preparing the company's financial reports and has charged the Internal Auditing Function with the task of checking the compliance with the operating and administrative internal procedures, established in order to ensure a reliable, sound and timely financial reporting.

In laying down its risk management and internal control systems, Buzzi Unicem has referred to the guidelines of COSO, Committee of Sponsoring Organizations of the Treadway Commission, adapting the same to its organizational situation.

As a section of the previously defined internal control system, it is thus possible to identify and extract a set of rules, procedures and structures aiming only at the management, preparation and control of financial reporting.

This section of the internal control system, made up of rules and procedures, has been designed and implemented in two steps.

Initially Buzzi Unicem has adopted control tools called "entity level controls" which describe and assess the risks and controls at company or group's level. They are periodically updated to account for the changes in risks and internal control environment. This environment encompasses the "Code of Conduct", the "Code of

Ethics”, the “Organizational Model ex Legislative Decree 231/01” and the high level procedures such as “Financial Closing”, “Non-routine transaction accounting” “Preparation of the management Report” “Procedure for transactions with related parties”, “Operating Instructions to subsidiaries ex Law 262/05”. Similarly, general controls on the Information System Governance have been provided for as well as an e-mail box for the employees to report possible infringements of the Code of Ethics and a “system of risk assessment and management” which complete the internal control environment.

At operating level, Buzzi Unicem has thus formalized a set of procedures aimed at governing the activities of the company’s main managements and production units. The procedures which refer to processes affecting different managements, such as Purchasing or Sales, also for the administrative aspects, are monitored and updated by the Internal Control upon indication by the concerned Managements. Lower level procedures and operating instructions, issued by Managements, functions or production units, govern in detail the single activities.

Subsequently, and specifically for financial reporting, this section of the internal control system has been completed by introducing a set of risk and control matrices, reporting the risks, controls and tests for the main corporate processes. The matrix structure stems from the international best practices and the control identification is structured based on the potential risk level on the respective process. Risk and control matrices are monitored and updated by the Internal Auditing jointly with the Legal Affairs and Administration Management.

The entity level controls, the procedures and the control matrices are thus geared to achieve reliable, sound and timely financial reporting.

3.2.2 Description of the main features of the risk management and internal control systems in place in relation to financial reporting

Stages of the risk management and internal control systems in place in relation to financial reporting

Identification of risks on financial reporting

Buzzi Unicem is a group operating through a lot of subsidiaries, not only in Italy but also in different foreign countries. Given the group’s complexity and the existence also of small-size companies, in the first stage, which is carried out at the beginning of each year, the group’s relevant companies must be identified.

The process to determine the scope of the companies and of the “relevant” processes for their potential impact on the financial reporting aims at identifying, with regards to group’s consolidated financial statements, the balance sheet accounts, subsidiaries

and accounting and administrative procedures that are to be considered as relevant, based on assessments made using qualitative and quantitative parameters.

Specifically, such parameters are set by:

- determining the quantitative threshold values by which to compare both the accounts concerning the consolidated financial statements and the related contribution of the subsidiaries within the group.
- making qualitative assessments based on the knowledge of the company's situation and of the existing specific risk factors that the accounting and administrative procedures entail.

To the balance-sheet accounts classified as relevant are linked the underlying corporate processes in order to identify the controls suited to achieving the objectives of the internal control system for financial reporting.

In the second stage the significant processes are identified, which might have a material impact on financial reporting, and consequently are to be periodically tested. For the companies which are relevant under the quantitative aspect, the significant processes identified are as follows: Assets, Financing and other financial assets, Equity investments, Inventories, Goods and Services Purchasing, Sales, Treasury, Tax, Personnel, Financial Reporting. The same companies are subject, on a three-year basis, to specific tests on the functioning of the internal controls. The Legal Affairs and Administration Management and the Internal Auditing identify the processes to submit to test on an annual basis, thus all processes are tested at least once every three years. For some companies not included in the scope, but significant for typically qualitative aspects, some specific control checklists are completed which highlight, for the main processes, the internal controls implemented and the potential weaknesses, if any, to set right. To perform the tests, operating instructions are sent every year to the CFO of the main subsidiaries indicating the procedures to submit to updating analysis and functioning test. Procedures and control matrices are filed in a single database with the parent Buzzi Unicem.

Risk assessment on financial reporting

The matrices report, for each process, the control principles which highlight the main risks that would jeopardize the achievement of the objectives of accuracy, reliability and timeliness of financing reporting.

A “control principle”, if applicable to the processes analyzed, implicitly highlights the risk of error or fraud on financial reporting.

Identification and assessment of controls against identified risks

Within the matrices, the further step is represented by the identification of the control objective and by the description of the specific control implemented. As for the controls identified to respond to the most significant risks, specific testing methods have been adopted with broader sampling.

In Dyckerhoff's group, being a company listed on the German stock exchange, the risk management and internal control system have additional specific features. In compliance with the introduction in the German laws of the adjustments to the 8th EU Directive, in 2009 Dyckerhoff integrated its internal controls, the risk management system and its internal auditing in a single IICS System, called integrated internal control system. As already reported for Buzzi Unicem, the IICS covers also the risk management and internal control in place in relation to financial reporting. A "scope definition" has been carried out through the identification of four groups of companies in relation to their relative importance. Subsequently, the significant processes are identified, which might have a material impact on financial reporting, such as Purchasing and Inventories, Production, Sales, Human Resources, Treasury, Tax Management, Fixed Assets, preparation of Statutory Financial Statements, preparation of Consolidated Financial Statements, Information Systems, Governance, Insurances. The internal control system, assisted by a specific software, provides that the same operating personnel of the specific process perform a set of partly automatic and partly manual tests. During this self-assessment, the operating personnel must test the completeness and effectiveness of internal controls, documenting the work done. When this work is over, Dyckerhoff's Corporate Internal Auditing checks the tests performed on the basis of its own sampling. The companies identified in the scope and the significant processes are every year checked, together with the parent Buzzi Unicem's Internal Auditing, to assess their consistency and compliance with the guidelines of law 262/05.

On the basis of the schedule defined with the Officer in charge and the operating instructions sent every year, the local Internal Auditing structures, as here below specified, as well as the parent Buzzi Unicem's Internal Auditing, provide to update the procedures and the control matrices, in relation to the level of risk corresponding to each single process or part of it. The local Internal Auditing functions and the parent company's Internal Auditing for Buzzi Unicem and the other subsidiaries perform, during the year, the tests on the selected processes. Quarterly, each local auditing structure sends to the parent company a report which outlines all the activities performed in the period, included the one related to the typical tests of financing report. In the quarterly report the potential weaknesses found, if any, are highlighted as well as the corrective actions to take, if already identified. The

completeness and reliability of the tests performed by the local auditing functions, as well as the corrective actions to the potential weaknesses are periodically checked directly by the parent company's Internal Auditing at the foreign subsidiaries' offices.

Consequently, through both the tests on the above significant processes (Assets, Inventories etc.) underlying the accounting entries and the checks on the continuous and proper application of the procedures "Financial Closing" Non-routing transactions Accounting", Preparation of the management Report" and "Procedure for transactions with related parties", the risks of both non-intentional error and fraud which may affect financial reporting are brought under control.

Roles and functions involved

The parent company's Internal Auditing quarterly prepares a Report which includes for Buzzi Unicem and all the subsidiaries, the summary of the required adjustments to the procedures and the results of the test activities with the potential weaknesses found and the corrective actions suggested. The report is sent to the Managing Director in charge of supervising the functionality of the internal control system, to the Statutory Auditors' Committee and to the Manager responsible for preparing the company's financial reports and is being evaluated during specific meeting which are quarterly held by the same bodies.

Moreover, on an annual basis, once the testing activity on the procedure "Financial Closing" has been completed, the parent company's Internal Auditing prepares an additional report on the specific potential weaknesses related to financial reporting and send it to the Managing Director in charge of supervising the functionality of the internal control system and to the Manager responsible for preparing the company's financial reports. The report outlines all the control activities performed throughout the year on the application of administrative and accounting procedures and the related test implemented. For the Italian and foreign companies, the same report certifies the reliability of the internal control system or the existence of anomalies, if any, such as to require a broader sampling, or of significant weaknesses in the administrative and accounting procedures or in the financial statements. On an annual basis as well, once the updating and testing activities locally performed have been completed, the foreign sub-holdings (Dyckerhoff, RC Lonestar, Alamo Cement Company and Corporación Moctezuma) send to the Manager responsible for preparing the company's financial reports a statement, signed by the CEO and the CFO. In this statement they confirm that the procedures for the preparation of their financial statements are adequate and have been effectively applied. They also certify that the financial statements comply with the international financial reporting

standards, they correspond to the results, documented in the books and the accounting records and they provide a true and correct representation of the financial conditions, results of operations and cash flows, highlighting the weaknesses identified, if any.

Similar statements are issued with reference to the half-year interim financial report. The general structure of the bodies in charge of the Internal Control System is organic, well-balanced and present in the different countries of group's operations. In the parent company, the Managing Director in charge of supervising the functionality of the internal control system and the Manager responsible for preparing the company's financial reports monitor, through the Officer in charge of the Internal Control and the Supervisory Body ex Legislative Decree no 231/01, and certify that the administrative and accounting procedures for the preparation of the financial statements are adequate and have been effectively applied. The Officer in charge of the Internal Control, together with the parent Buzzi Unicem's structure, updates the procedures, the control matrices and perform the tests for the Italian operations, monitors and coordinates the activity of the different foreign functions in relation to the procedures adjustments, the control matrices and the testing activity. A symmetrical structure exists in the four foreign sub-holdings Dyckerhoff AG, RC Lonestar, Alamo Cement Company and Corporación Moctezuma. As already reminded, the local CEO and CFO monitor and certify to the Italian parent company that the administrative and accounting procedures for the preparation of the financial statements are adequate and have been effectively applied. In the subsidiary Dyckerhoff, the Auditing Officer perform the tests also for the companies in Germany, Luxembourg, the Netherlands, Poland, the Czech Republic and Slovakia. To complete the local presence, structures have been set up in the following countries: Russia, Ukraine, USA, Mexico. These structures functionally refer to Buzzi Unicem's and Dyckerhoff's Internal Auditing Responsible Officers. Thus, through tests directly performed at local level, an adequate geographical coverage in the countries where the group operates through sub-holdings is realized.

4. *Company's procedures*

4.1 *Directors' interests and transactions with related parties*

The board of directors, in the meeting of March 30, 2006, approved the amendments to the procedure for carrying out transactions with related parties, already approved by the board of directors in the meeting of March 28, 2003, in order to update the notion of related parties to make it consistent with the meaning included in the International Accounting Standards referred to by Consob Regulation no 11971/99

and to introduce regulations for the situations in which a director is bearer of an interest on his behalf or on behalf of third parties.

This procedure, after having reported the meaning of related parties, identifies the transactions that shall be previously approved or subsequently ratified by the board of directors as well as those that are subject to quarterly informative note to the board of directors, distinguishing to this effect the “significance” thresholds for the inter-group transactions and transactions with related parties.

In particular, as regards inter-group transactions, all atypical, unusual, non-standard transactions whose amount exceeds 10 million euro shall be approved by the board of directors, while for those whose value is less than or equal to 10 million euro the board of directors and the statutory auditors’ committee shall be provided with adequate information on a quarterly basis.

As regards transactions with related parties other than inter-group transactions, all atypical, unusual, non-standard transactions whose value exceeds 500,000 euro shall be approved by the board of directors as well as all and any transactions whose value exceeds 1 million euro. For typical, usual, standard transactions whose value ranges from 250,000 euro and 1 million euro, and for atypical, unusual and non-standard transactions whose value is less than or equal to 500,000 euro the board of directors and the statutory auditors’ committee shall be provided with adequate information on a quarterly basis.

As regards the situations in which a director is bearer of an interest on his behalf or on behalf of third parties, the procedure sets forth the manner to inform the board of directors and the statutory auditors’ committee about the nature, terms, source and scope of the interest, specifying, in any case, that if executive directors are involved, they shall refrain from carrying out the transaction, vesting the board of directors with the same.

The procedure, finally, leaves to the discretionality of the concerned directors to abstain from the discussion and the voting on resolutions in relation to which they bear a specific interest.

4.2 *Reporting to the board of directors and disclosure of confidential information*

As stated, in compliance with the bylaws in force, the executive directors at least quarterly provide the board of directors and the statutory auditors’ committee with adequate information on the activities performed in the exercise of their powers, and on transactions having a significant impact on the company’s profitability, assets and liabilities or financial position carried out by the company or by the subsidiaries, especially on those in which they have a personal interest or an interest on behalf of

third parties and those influenced by the subject that may exercise the activity of management and co-ordination activities.

The board of directors, in the meeting of March 30, 2006, approved the Manual on market abuse and inside information which sets out the procedures and systems the group adopted in relation to the disclosure of inside documents and information concerning the company (namely the procedure for the disclosure of inside information adopted on March 27, 2002), updated in compliance with Consob regulations on Market Abuse.

This procedure, specifically, identifies in the Managing Directors the entities responsible for managing and handling inside information concerning the company and the group. They shall be assisted by the Legal Affairs and Administration (Affari Legali e Amministrazione) and Investor Relations' functions in all activities of corporate communication.

Moreover, after reporting the notion of inside information and the consequences deriving from the breach of the rules on market abuse, the Manual sets forth the method to identify inside information within the group and the procedures to follow in order to ensure the proper flow and the external communication.

The Manual regulates the preparation, maintaining and updating of Insider Lists which the group adopted effective as from April 1, 2006, pursuant to Consob Regulation no 11971/99.

4.3 Procedure on Internal Dealing

The board of directors, in the meeting of March 30, 2006, in compliance with the new provisions introduced by the amendments to Consob Regulation no 11971/99 following the Market Abuse Directive, adopted a new Procedure on Internal Dealing and consequently cancelled the Code of Conduct on Internal Dealing, adopted on November 12, 2002, pursuant to art. 2.6.3, title 2.6 of the Rules of the Markets organised and managed by Borsa Italiana SpA.

This procedure (effective as from April 1, 2006), after identifying the "Significant Persons" and the financial instruments concerned, reflects the rules and regulations provided on Internal Dealing.

Moreover Buzzi Unicem shall fulfil the communication obligations on behalf of directors, statutory auditors and other "significant" managers as well as of the holding companies, upon previous agreement with the same.

5. *Relations with institutional investors and shareholders*

A person has been designated for the relations with institutional investors and shareholders (Investor Relator) who, following the guidelines laid down by the executive directors, has the task of establishing a continuous dialogue with the institutional investors and the shareholders.

It is reminded that in compliance with the shareholders' meetings rules the Chairman can invite to attend the meetings experts, financial analysts and qualified journalists.

The company, in order to ensure a continuous and timely information to the shareholders so as to allow them an informed exercise of their rights, has established a specific section on its website www.buzziunicem.com, in which it makes available the notices of shareholders' meetings with the procedure for the participation and the exercise of the voting rights, the documentation relating to items on the agenda of the shareholders' meetings, the lists of candidates for the positions of director and auditor with the candidates curricula, and the minutes of the shareholders' meetings. Moreover, on the above-mentioned website, the bylaws and the shareholders' meeting rules are made available as well as the annual reports and the interim reports released according to the law and all press releases issued by the company. Contact details of the Investor Relations' function are reported in the attached tables.

6. *Shareholders' meetings*

The board of directors has laid down a set of rules to govern the conduct of the ordinary, extraordinary and special shareholders' meetings, guaranteeing the right of each shareholder to speak on the matters under discussion. These rules have been drawn up on the basis of the facsimile-model prepared by Assonime.

The Rules have been approved by the shareholders' meeting of May 11, 2001 and subsequently amended by the shareholders' meeting of April 30, 2004 to make them consistent with the new provisions introduced by the corporate law reform and by the shareholders' meeting of May 11, 2007 to make them consistent with the amendments introduced in the bylaws following the new Savings Law.

The rules are available on the company's website www.buzziunicem.com.

Neither the by-laws nor the shareholders' meeting rules provide rules different from those set by the applicable legislative and prescribed provisions in relation to the conduct of the shareholders' meetings, their main powers, the shareholders' rights and the way to exercise them.

7. *Manager responsible for preparing the company's financial reports*

The board of directors of August 12, 2008 appointed the manager responsible for preparing the company's financial reports, in the person of Silvio Picca, provided with the statutory requirements, throughout the board of directors' term of office, i.e. till the date of the shareholders' meeting called to approve the financial statements as of December 31, 2010.

8. *Members of the Statutory Auditors' Committee*

The statutory auditors' Committee presently in office, following the resolutions of the ordinary general meeting of May 13, 2008 is made up of three regular auditors and two alternates in the persons of:

Mario PIA	-	Chairman
Gianfranco Barzaghini	-	regular auditor
Giorgio GIORGI	-	regular auditor
Roberto D'AMICO	-	alternate
Paola Lucia GIORDANO	-	alternate

The auditors presently in office do not hold positions in other listed companies.

Attached to this report are the curricula of the regular auditors, which report an exhaustive information on their personal and professional features, as well as the statements they issued on their having the qualifications provided by the law.

The appointment of the statutory auditor's committee took place by slate voting, as already provided by art. 23 of the bylaws and updated in 2007 to make it consistent with the provisions of Law no 262 of December 28, 2005 (Savings Law) as amended.

Specifically, for the appointment purposes, only one list was deposited by the submittal deadline and under the terms provided by the bylaws, which was submitted by the controlling shareholders Fimedi S.p.A. and Presa S.p.A, jointly holders, at the list's submittal date, of 55.337% of the voting stock.

The only list deposited, submitted by the controlling shareholders and complete with the documents required by Consob Regulation no 11971/99 was made available at the company's registered office, at Borsa Italiana SpA and on the company's website www.buzziunicem.com in the 10 days before the date fixed for the shareholders' meeting called to appoint the statutory auditors committee.

Since no minority lists were submitted, all the statutory auditors appointed and presently in office were elected from the list submitted and voted by the majority shareholders.

The statutory auditors' committee term of office will expire at the date of the shareholders' meeting convened for the approval of the financial statements as of December 31, 2010.

Article 23 of the bylaws provides the following rules for the appointment of the statutory auditors' committee:

- a statutory auditors committee consisting of three regular auditors and two or three alternate auditors; minority shareholders can appoint one regular auditor and one or two alternate auditors.
- the possibility to submit lists by the holders of shares with voting rights representing at least the percentage required for the submission of lists of candidates for the appointment of the board of directors. Consob set this threshold at 1.5% for 2008, at 2.0% for 2009 and at 2.0% for 2010 of the voting stock. If, by the submittal deadline as hereinafter indicated, only one list has been deposited or only lists submitted by shareholders linked among them pursuant to Consob Regulation no 11971/99, the above threshold shall be reduced by 50% ;
- the obligation to deposit the lists at the latest 15 days before the date fixed for the shareholders' meeting in first call, except when only one list is submitted or only lists from by shareholders linked among them pursuant to Consob Regulation no 11971/99, in which case lists can be submitted up to five days after that date. The lists shall be complete with (i) information about the identity of the shareholder and the percentage of shareholding, (ii) a statement by the shareholders other than the majority ones declaring the absence of links with the latter ones and (iii) an exhaustive information about the personal and professional features of the candidates;
- a voting system such as to ensure the appointment of one regular auditor and one or two alternate auditors from the second list that has got the most votes after the majority list; in the case of a tied vote among more minority lists, the candidates are appointed from the list submitted by the shareholders having the greater equity interest or, subordinately, by the greatest number of shareholders.
- the chair of the statutory auditors committee to the regular auditor appointed by the minority;
- a replacement system for the minority auditor such as to ensure in any case the presence of a regular auditor from the minority;
- in case only one list should be submitted, the shareholders' meeting shall resolve by the simple majority of votes and should this list obtain the majority

of the votes, the candidates shall all be elected and the chair shall be due to the first candidate on the list;

- should it not be possible in whole or in part to appoint the directors according to the above rules, the shareholders' meeting shall resolve by the simple majority of votes.

The result of the assessment made by the statutory auditors' committee on 16 March, 2010 on the compliance with the independence requirements of its members is hereunder reported:

“The statutory auditors' committee, with respect also to the Code of Conduct, has ascertained the correct application of the criteria which allow to qualify its members as independent. The result of such assessment, referred to the period from the appointment for the present term of office to date, is positive. Especially as regards the regular Auditor Gianfranco Barzaghini, which in the financial years prior to his appointment, held the position of Director and General Manager of the company, the statutory auditors' committee, in the persons of his other regular members, Mario Pia (Chairman) and Giorgio Giorgi (Regular Auditor) deems that, considering the member's acknowledged independence of behaviour and judgment, deep acquaintance with the company and a high standing, he will be in a position to perform his duties with the required independence of judgement in the interest of the company and the shareholders.”

Moreover, the statutory auditors' committee has monitored the independence of the auditing firm.

Finally, the statutory auditors' committee has complied with the principle by which an auditor who has an interest, either directly or on behalf of third parties, in a certain transaction of the company, he timely informs the other auditors and the chairman of the board of directors about the nature, the terms, origin and extent of his interests. To be pointed out that during the year 2009 no such situations occurred which would require the above reporting.

9. Auditing firm

The auditing firm appointed to audit Buzzi Unicem financial statements is Deloitte & Touche S.p.A. The auditing appointment was conferred by resolution of the shareholders' meeting of April 29, 2005 for the three years 2005-2006-2007 and extended by resolution of the shareholders' meeting of May 11, 2007, pursuant to Savings Law, for the years from 2008 through 2013 and consequently it will expire with the shareholders' meeting convened for the approval of the financial statements as of December 31, 2013.

The structure of the board of directors, the statutory auditors' committee and the other provisions of the Code of Conduct referred to the year 2009 are summarized in the three attached tables.

Casale Monferrato, 23 March 2010

For the Board of Directors
The Chairman
Alessandro Buzzi

TABLE 1: BOARD AND COMMITTEES (year 2009)

Board of Directors											Internal Control Committee		
Position	Incumbents	In office since	In office till	Slate (M/m) *	Executive	Non-executive	Independent ex Code	Independent ex T.U.F.	(%) **	Number of other positions held ***	****	**	
Chairman	Alessandro BUZZI	13/05/2008	appr. Fin. Stat. at 31/12/2010	M	x				100,00%	4			
Vice-Chairman	Enrico BUZZI	13/05/2008	appr. Fin. Stat. at 31/12/2010	M	x				100,00%	5			
Vice-Chairman	Franco BUZZI	13/05/2008	appr. Fin. Stat. at 31/12/2010	M	x				100,00%	7			
Managing Director	Michele BUZZI	13/05/2008	appr. Fin. Stat. at 31/12/2010	M	x				100,00%	5			
Managing Director	Pietro BUZZI	13/05/2008	appr. Fin. Stat. at 31/12/2010	M	x				100,00%	6			
Director	Wolfgang BAUER	13/05/2008	appr. Fin. Stat. at 31/12/2010	M	x				100,00%	9			
Director	Paolo BURLANDO	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x			100,00%	3	x	100,00%	
Director	Alvaro DI STEFANO	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x			66,67%	2			
Director	York DYCKERHOFF	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x	x		83,33%	-			
Director	Elsa FORNERO	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x	x	x	83,33%	-	x	100,00%	
Director	Gianfelice ROCCA	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x	x	x	50,00%	12			
Director	Maurizio SELLA	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x	x		66,67%	11	x	100,00%	
Director	Marco WEIGMANN	13/05/2008	appr. Fin. Stat. at 31/12/2010	M		x			83,33%	11			
Quorum required to submit lists on the occasion of last appointment: 1.5% of the entire voting stock in the ordinary shareholders' meeting													
Number of meetings held during the year under review							Board of Directors	6	Internal Control Committee				Interno: 8

NOTE

* M/m indicates whether the director has been elected through the majority slate (M) or through a minority slate (m)

** Director's attendance at meetings of the Board of Directors and the Internal Control Committee, in percentage of meeting held

*** Number of other memberships in boards of directors or of statutory auditors' committee in other companies listed on regulated markets in Italy and abroad, in financial, banking and insurance companies or in large companies. The report provides details as to the positions held

**** Directors is member of this Committee

TABLE 2: STATUTORY AUDITORS' COMMITTEE (year 2009)

Position*	Incumbents	In office since	In office till	Slate (M/m) *	Independent ex Code	(%) **	Number of other positions held ***
Chairman	Mario PIA	13/05/2008	Appr. Fin. Stat. at 31/12/2010	M	x	100,00%	
Regular Auditor	Gianfranco BARZAGHINI	13/05/2008	Appr. Fin. Stat. at 31/12/2010	M		100,00%	
Regular Auditor	Giorgio GIORGI	13/05/2008	Appr. Fin. Stat. at 31/12/2010	M	x	90,91%	
Alternate Auditor	Paola Lucia GIORDANO	13/05/2008	Appr. Fin. Stat. at 31/12/2010	M	x		
Alternate Auditor	Roberto D'AMICO	13/05/2008	Appr. Fin. Stat. at 31/12/2010	M	x		
Quorum required to submit lists on the occasion of last appointment: 1,5% of the entire voting stock in the ordinary shareholders' meeting							
Number of meetings held during the year under review:				11			

NOTE

* M/m indicates whether the auditor has been elected through the majority slate (M) or through a minority slate (m)

** Auditor's attendance at meetings of Statutory Auditors' Committee , in percentage of meeting held

*** Number of other memberships in boards of directors or of statutory auditors' committee in other companies listed on regulated markets in Italy

TABLE 3: OTHER CORPORATE GOVERNANCE CODE PROVISIONS (year 2009)

	YES	NO	Summary explanation to be provided in case of non-compliance with Code provisions
Delegations of authority and transactions involving related parties			
Has the board of directors delegated authority and defined:			
a) limits applicable thereto?	x		
b) manner of exercise applicable thereto?	x		
c) Reporting frequency applicable thereto?	x		
Has the board of directors retained the power to review and approve transactions of particular significance for the company's profitability, assets and liabilities or financial position (with special reference to transactions with related parties)?	x		
Has the board of directors laid down guidelines and criteria for the identification of "transactions of particular significance"?	x		
Are these guidelines and criteria described in the Report?	x		
Has the board of directors defined procedures for the review and approval of transactions involving related parties?	x		
Are the procedures for approval of transactions involving related parties described in the Report?	x		
Procedures followed for the most recent appointments to the board of directors and the board of auditors			
Were proposals for the appointment to the position of director deposited at the company's offices at least 15 days ahead of time?	x		
Were these proposals accompanied by detailed information?	x		
Did these proposals provide information on candidates' eligibility to qualify as independent directors?	x		
Were proposals for the appointment to the position of member of the board deposited at the company's offices at least 15 days ahead of time?	x		
Were these proposals accompanied by detailed information?	x		
Shareholders' meetings			
Has the company adopted rules of procedure for its shareholders' meetings?	x		
Are these rules of procedure attached to the report (or does the report indicate where such rules can be obtained/downloaded)?	x		
Internal control			
Has the company appointed persons to run its internal control system	x		
Are these persons not placed hierarchically under managers in charge of business units or operations?	x		
Unit in charge of internal controls	Head of the Internal Auditing function		
Investor relations			
Has the company appointed an investor relations' officer?	x		
Unit and contact information (address/phone/fax/email) for the company's investor relations persons	Investor relations officer: Stefano De Marco (tel. +39 0142 416455) Investor relations Assistant: Mariangiola Fiore (tel +39 0142 416404) fax: +39 0142 416464 e-mail: mfiore@buzziunicem.it Via Luigi Buzzi, 6 15033 Casale Monferrato (AL)		

Curricula of the members of the board of directors

Alessandro BUZZI

Born in Casale Monferrato, Italy, on July 4, 1933, graduated in Chemical Engineering from Polytechnic University of Turin in 1956.

In 1957 he entered Fratelli Buzzi Cementi, the family cement business, becoming its Technical Director in 1965, Chief Executive in 1971, then appointed in 1977 Chairman of the Group which in the '80s and '90s developed its operations in Italy, USA and Mexico.

Following the acquisitions of UNICEM Spa - Italy (1997). and Dyckerhoff - Germany (2002), in 1999 he became Chief Executive Officer and in 2003 Chairman and CEO of Buzzi Unicem Group, which presently operates 40 cement plants and 557 ready mix plants in 11 countries, with a turnover of approx. 3,500 million euro.

Since 2001 he has been Vice-Chairman of the Supervisory Board of Dyckerhoff AG.

In January 2006 he left the position of CEO of Buzzi Unicem Group, maintaining the position of Chairman.

Other positions held

1988 - 1998 Chairman of the Italian Cement Association (AITEC)

2004 - 2006 Chairman of Cembureau, the European Cement Association

In 1998 he was given by the President of the Italian Republic, On. Scalfaro, the honor of Cavaliere del Lavoro.

Enrico BUZZI

Place and date of birth: Casale Monferrato (AL) - 27/03/1938

Address: Strada San Michele, 16- 10024 Moncalieri (TO)

Qualification: Degree in Civil Engineering – Transport section from - Polytechnic University of Turin in 1962

On the Engineer Register of Cuneo Province under no 236

Positions held:

Managing Director of Fratelli Buzzi S.p.A., Via Luigi Buzzi n. 6 - Casale Monferrato (AL)

Vice Chairman of Buzzi Unicem S.p.A., Via Luigi Buzzi n. 6 - Casale Monferrato (AL)

Managing Director of Presa S.p.A., Galleria San Federico n. 54 – Torino

Chairman of Corporation Moctezuma SAB de C.V., Mexico

Chairman of Unicalcestruzzi S.p.A., Via Luigi Buzzi n. 6 - Casale Monferrato (AL)

Managing Director of Fimedi S.p.A., Galleria San Federico n. 54 - Torino

Member of Supervisory Board of Dyckerhoff AG, Wiesbaden

Other positions:

Member of the “Commission for the Development of Industrial Activities” of AITEC (Italian Cement Association).

Franco BUZZI

Born in 1935, married to Nicoletta Palli, 4 daughters. Graduated in Business and Administration in 1958 from Turin University with 110/110 “magna cum laude”, military service in the Air Force. One year attendance of Madison Graduate School, Wisconsin (USA), in Business and Administration. Other Business and Administration classes in Great Britain and France. Languages: English, French, Spanish

From the 1970s: CEO of Buzzi Cementi SpA with power of attorney and representation of the Group for all foreign matters and initiatives: Alamo Cement Co. San Antonio, Texas and Corporación Moctezuma S.A.B. de C.V., Mexico being the most important;

Since September 1999: Vice Chairman of Buzzi Unicem SpA and Chairman of RC Cement Inc.;

Oct. 2001 - May 2007: Member of the Supervisory Board of Dyckerhoff AG;

Chairman of Presa SpA and Fimedi SpA, holdings of Buzzi Unicem Group;

Board member of Banca Passadore & C. SpA, Genoa and Banca del Piemonte SpA, Turin;

He is part of various managements in Sector and Territorial Associations;

1991-1993: Chairman of Industrial Union of Alessandria;

1991-1992: Chairman of Rotary Club of Casale Monferrato.

Michele BUZZI

Place and date of birth: Casale Monferrato (AL) - 25.03.1963

Address: Casale Monferrato (AL) - corso Giovane Italia 39

Qualification: Bachelor of Science in European Business with Technology, Brighton Polytechnic, UK

Diploma Engineer in Industrial Production from Polytechnic University of Turin

Positions presently held:

since 2006 Managing Director of Buzzi Unicem SpA, Casale Monferrato (AL), Italy

since 2006 Managing Director of Unical SpA, Casale Monferrato (AL), Italy

since 2004 Member of Management Board of Dyckerhoff AG, Wiesbaden, Germany

since 1999 Deputy President of AITEC (ITALIAN CEMENT ASSOCIATION)

since 2007 Member of Liaison Committee and, from 2009, permanent substitute member of Board of Cembureau

Other positions:

from 2002 to 2005 COO Cement Italy of Buzzi Unicem SpA

from 1998 to 2003 Member of Standing Committee 2 (Products and Marketing) of Cembureau

from 1998 to 2001 Marketing Manager of Buzzi Unicem SpA

from 1995 to 1997 Managing Director Concrete of Buzzi Group

Professional experiences:

April/June 1990 Cement international seminar (at Holderbank - Switzerland)

1989 Stages (6 +6 months) with Soges (Turin – Consultant) and Rugby Cement (UK, in the Distribution Department)

Pietro BUZZI

Born in Casale Monferrato on 22 January 1961, married to Marina Pogliano, 5 children.

Education:

- 1979: Classical Studies GCE from Liceo Cesare Balbo - Casale Monferrato
- 1985: Degree in Economics - Business Administration from University of Turin
- 1988: Master in Business Administration from University of Texas at Austin

Work experiences:

- 1985 - 1986: Arthur Andersen, Turin Office (Auditing Firm), as junior auditor
- 1988: he joins full time Buzzi Cementi SpA, first as a Controller and then with growing operating responsibilities within the administration, financial and information system functions
- 1999: Chief Financial Officer (CFO) of Buzzi Unicem SpA, company listed on the Italian Stock Exchange
- since January 2006: CEO Finance of Buzzi Unicem SpA

Positions held:

- Director of Presa SpA family holding of Buzzi Unicem's group)
- Member of Dyckerhoff's Supervisory Board since 2007
- Director of Banco Popolare di Verona e Novara Scrl from 2002 to 2007
- Director of Efibanca SpA since 2007

Wolfgang BAUER

Born in Simmern/Hunsrück on 19 June 1959, married, one child.

- from 1979 to 1985 he studies Mechanical Engineering/Management at Darmstadt Technical University
- in 1985 he joins KPMG auditing firm
- in 1990 he qualifies as fiscal advisor and auditor
- in 2000 he joins Dyckerhoff AG and in 2004 he becomes Chairman of the Board of management.

- in 2008 he is appointed as a Director of Buzzi Unicem SpA.

Paolo BURLANDO

Born in Turin on 3 November 1962,

Address: Corso Vinzaglio 29, Torino

Public Accounting Profession

Since 1997 he has been practicing public accounting as a partner in “Studio Associato Burlando Zoppi D’Amico, Luzzati” specializing in corporate extraordinary finance transactions.

He holds positions in the Boards of Directors and Statutory Auditors’ Committee of listed and not listed companies, specifically:

- Buzzi Unicem SpA- Director
- Prysmian S.p.A. - Regular Auditor
- Gruppo Mutui On Line SpA – Regular Auditor
- Yarpa Investimenti SGR SpA – Regular Auditor
- Laterlite SpA – Regular Auditor
- Selesta Ingegneria SpA – Regular Auditor
- Stefanina Group SpA – Regular Auditor
- Marina Porto Antico SpA – Director
- The Blog TV Srl – Regular Auditor
- Silicon Biosystem S.p.A. – Chairman of Auditors

Previous work experiences:

1987 – 1991 Gruppo Soges SpA (Turin) – business consultancy, senior (junior) consultant

1991-1992 UBS Italia Investimenti e Finanza SpA (Milan) – private equity, analyst

1992-1997 Fratelli Buzzi SpA (Casale Monferrato AL), industry, assistant to the CEO

Education:

1981 GCE in classical studies from Liceo Classico “Massimo D’Azeglio”, Turin

1987 Degree in Economics - Business Administration from University of Turin, 110/110

1992 Qualification as Public Accountant and CPA

Foreign Languages:

English, Portuguese, French and Spanish

Alvaro DI STEFANO

Born in Melilli (SR) on 7 January 1930, married, residing in Siracusa, Via Luigi De Caprio 6.

Education

Qualification as “Geometra” (Building Surveyor) from Technical Institute “Rizza” – Siracusa in 1950

Professional profile

1950: Sole Director of Aretusa Srl, a car rental company

1951-1953: Technical Manager of IACP (Istituto Autonomo Case Popolari) for the buildings under construction in Siracusa province.

1953: Promoting partner together with the Golino family of C.N. GOLINO & C, a logistics and transportation enterprise of which he became first Operations Manager, appointed by the Ministry of Transportation, and then Managing Director.

1970: He establishes and becomes Sole Director of T.I.ME. – Trasporti Industria Meccanica S.p.A..

1972: he takes on also the management of the car dealer LANCIA AERRE Srl, for Siracusa province.

1986: through T.I.ME he enters the shareholding of Cementeria di Augusta SpA, of which he becomes also Director.

Late '80s-the early '90s, on behalf of T.I.ME and Cementeria di Augusta, he holds the position of Chairman of SICICAL SpA, later merged into UNICAL.

Since the '90s he holds key positions in Associations and Development Institutions in the province of Siracusa, i.e.:

- Assindustria – Chairman
- Chamber of Commerce – member of Committee and Board
- A.S.I. Siracusa – Director
- CO.SV.I.S SpA – Chairman
- Marconi Leasing SpA – Chairman
- Banca di Credito Popolare di Siracusa (now Antonveneta Group) – director till 2001

He is now Chairman of a group of companies (T.I.Me group) operating in the fields of logistics, facilities, machinery, equipment and services, also in global service for the industry

He is also chairman of Athena Palace SpA, a company operating in the touristic sector.

York DYCKERHOFF

Born 29.07.1963 in BOGOTA, Columbia, Son of Dr. Klaus and Edith Dyckerhoff

1970-1978 ground school and starting college in ESSEN, Germany;

1978-1984 boarding school “Lyceum Alpinum Zuoz” in Zuoz, Switzerland;

1984-1990 Studies: mechanical engineering and business administration at ETH and University Zurich, Switzerland;

Practise experience during 18 months in ABB, Rieter, Deutsche Bank and Cementos Uniland;

1990-1994 MAN Ferrostaal AG – Essen, Germany, as project manager in international trading of industry investment goods;

1994-2000 General Manager of Ferrostaal Bolivia Ltda in La Paz, Bolivia;
2000-2004 President of Ferrostaal Argentina S.A. in Buenos Aires, Argentina
2004-2006 MAN Ferrostaal AG, Essen, Germany, as area manager for South America
2006-2009 Managing Partner of Komrowski Maritime GmbH, Hamburg, Germany international operating Shipping and Trading-company.
Since 2010 managing Dyckerhoff International with its main office in Hamburg and branch offices in South America and North Africa. The core business is international trading of capital investment goods and Government to Government business. In many projects close relations to the German shipbuilding industry.
Since February 2010 member of board of directors of the engineering company “United Food Technologies” in Weinheim, Germany.

Elsa FORNERO

Professor of Economics at the University of Turin, Department of Economics, and Scientific Coordinator of CeRP (*Center for Research on Pensions and Welfare Policies*, Turin). Is Vice President of the Foundation Compagnia di San Paolo.

Member of the steering committee of the doctoral programme in Economic Sciences at the University of Turin and member of the steering committee of the PhD Programme in Social Protection Policy at the Maastricht Graduate School of Governance (University of Maastricht).

Member of the Government Commission at The Ministry of Labour for the evaluation of pension expenditure and member of the editorial board of the *Rivista Italiana degli Economisti*.

Op-ed writer for the Italian economic daily “Il Sole-24 ore”.

She was expert for the World Bank, in charge of evaluating the bank’s support to the pension reform (2002-2003), and member of the Italian Government Commission of independent experts for the assessment of the *Italian Social Security* reform (Brambilla Commission, 2001).

She was board member of INA (1999-2000), Fideuram Vita (2001-2003), AIP (2004-2005), Eurizon Financial Group (2006-2007), Eurizon Vita (2007-2008), and Fondazione Teatro Regio di Torino (2006-2008).

She is the author of numerous writings in the field of family savings, debt, social security, insurance markets and pension funds.

In 2001 she was awarded (ex-aequo with Ignazio Musu) the Saint Vincent Economy.

In 2003, jointly with Olivia Mitchell, she was awarded the INA International Prize for the Economics, Finance and Statistics of private insurance by the Accademia Nazionale dei Lincei

Gianfelice ROCCA

Born in 1948. Director since 2003.

Chairman of Techint Finanziaria SpA which controls Techint and Tenova operating in the fields of steel, energy, industrial processes, infrastructures and health services. Chairman of Humanitas Clinical Institute in Milan.

He holds the position of director in Tenaris SA, Ternium, Allianz SpA, RCS newspapers and Istituto Italiano di Tecnologia (IIT).

He is Vice President of Confindustria for Education, member of the Trilateral Commission, of the European Advisory Board of the Harvard Business School, of the Advisory Board of Allianz Group and of the Executive Committee of Aspen Institute.

Maurizio SELLA

He is Chairman of Banca Sella Holding, Parent of Banca Sella Group, Chairman of Banca Sella, Chairman of Banca Patrimoni Sella & C., Chairman of Sella Servizi Bancari S.C.p.A. and Chairman of Maurizio Sella S.A.A. (family holding).

He began working in Banca Sella in 1966 where he climbed the career ladder to the position of Chief Executive Officer, held from 1974 to 2004.

He has been actively involved in banking trade associations, especially within A.B.I., of which he became member of the Board of Directors in 1976 and of the Executive Committee in 1981. Within the association he has held the following positions: reference person to the Executive Committee and the Board of Directors on all issues related to the Payment System from 1987 to 1998; Vice-Chairman from 1996; Chairman from June 1998 to July 2006. He also chaired the "A.B.I. delegation for transactions on work and employment".

He is presently member of A.B.I.'s Executive Committee and Director of the ABI-ANIA Federation.

He also holds the following positions: since 2007 Director of Banca Nord Est Bovio Calderari S.p.A., Director of "Compagnie Financière Martin-Mauriel", Marseilles since 1993, Director of Buzzi Unicem since 2000, Director of Toro Assicurazioni SpA since 2003, Member of the Council for United States and Italy since 1990 and of its Board since 1999, Member of the Italian group of the Trilateral Commission since 1999, Member of Institut International d'Etudes Bancaires since 2000, Director of Associazione fra le Società Italiane per Azioni since 2003, Chairman of AIDAF (Associazione Italiana delle Aziende Familiari) since 2007, Director of Luigi Einaudi Foundation since May 2008.

Positions previously held:

- Chairman of Ente Einaudi from 2005 to 2007
- Director of Fédération Bancaire de l'Union Européenne from 1998 to September 2006
- Director of Fondo Interbancario di Tutela dei Depositi from 1998 to July 2006
- Chairman of Fédération Bancaire de l'Union Européenne from 1998 to 2004

- Chairman of APAF (Associazione per le Aziende Familiari) from 1994 to 1999
- Italian reference person in PSSG (Payment System Steering Group) with the Fédération Bancaire de l'Union Européenne from 1992 to 1997
- Reference person in PSTDG (Payment System Technical Development Group) with the Fédération Bancaire de l'Union Européenne from 1992 to 1997
- Chairman of S.I.A.(Società Interbancaria per l'Automazione) from 1988 to 1999

In 1991 he was given the honour of “Cavaliere del Lavoro”.

Maurizio Sella was born in Biella in 1942. He graduated in Economics - Business Administration from University of Turin in 1965.

Marco WEIGMANN

Born in Turin on 20 May 1940, he graduated “cum laude” in Company Law from the Law Faculty of Turin University. He started his working career first as a pupil, then an associate, and ultimately as a leading partner of Tosetto, Weigmann and Associates, a law firm based in Turin with branches in Milan and Rome. The firm was established in 1847 and it is presently made up of more than forty professionals. It is a member of an EEIG which groups a law firm for each of the main Western European countries.

He is specialized in civil and commercial law, especially in the company sector.

He was a member of the National and International Arbitration Chamber of Milan and is now a member of the Arbitration Chamber of Piedmont.

He was a member of the board of the Turin Law Society, of the Ethics Commission with the National Forensic Council, then the Italian member with the CCBE (Comité Consultif des Barreaux Européens) where he held the position of spokesman of the Company Law delegation.

He is a member of bodies of various nonprofit organizations (Fondazione Faustino Dalmazzo, Fondazione Filippo Burzio, Fondazione Sandretto Re Rebaudengo).

He holds a directorship in a number of companies, i.e.

- Il Sole 24 Ore – Milan since 21.4.2008
- Società Reale Mutua di Assicurazioni – Turin since 14.11.1990
- Buzzi Unicem SpA – Casale Monferrato since 05.06.1998
- Eurizon Vita S.p.A. – Turin since 20.04.2006
- Italiana Assicurazioni S.p.A. – Milan since 23.04.2002
- Sara Assicurazioni S.p.A. – Rome since 27.04.2002
- Sara Vita S.p.A. – Rome since 27.04.2007
- Reale Immobili S.p.A. – Turin since 11.12.2002
- Banca Reale S.p.A. – Turin since 16.11.2006
- Auchan S.p.A. – Rozzano (MI) since 20.12.2004

- Sella Holding Banca S.p.A. – Biella since 24.02.2005
- Pernigotti S.p.A. – Novi Ligure since 01.02.1995

Curricula of the regular auditors

Mario PIA

Born in Turin on 28 February 1936, married to Flavia DEL BELLO, no children.

Residing in Turin with office in Corso Matteotti 49.

Primary and secondary school up to GCE in classical studies (1954) at Collegio San Giuseppe in Turin.

Degree in Economics - Business Administration from University of Turin (year 1960).

Military Service (1957-59) in the Alpine troops "Brigata Alpina Taurinense".

Appointed as a Certified Public Accountant (CPA) by Ministerial Decree 14 January 1967, published in the Official Gazette no 26 of 30 January 1967, on the Auditors Register as per Ministerial Decree 12/04/1995 (published in the Official Gazette no 31 bis – 4th special series of 21.04.1995).

He has been practising the profession of Public Accountant for more than 40 years (on the Register since 1961). Languages: French.

Profession

Chairman (Statutory Auditor and/or auditor), fiscal and corporate Adviser of several Organizations and Commercial companies, among which also listed and /or public companies.

Business consultant for contract and/or extraordinary transactions (assessments, contributions, mergers, demergers, conversions, disposals and leases of businesses or line of business, shareholders' agreements)

Director of Banca d'Italia, Turin office, from 30/06/1993 to 16/10/2001

Register of Public Accountants

On Turin Register since 1961

Director of the Register since 23 March 1973

Former positions held in the Register

Deputy President and Secretary of the Register

Presently, director with tasks of:

- Headmaster and teacher of the preparatory course to State Examination for the profession of Public Accountant organized by Turin Register
- President of the Discipline Commission
- Member of the Study Commission of the National Council of Public Accountants
- Lecturer in meeting and study sessions on tax and corporate reform

Service Clubs

Founding member of Rotary Club Torino Nord-Ovest (1976)

Past Chairman of Rotary Club Torino Nord-Ovest (1982-83)

Former Treasurer of Governor of Rotary 203rd District
Member of Circolo Subalpino in Turin

Gianfranco BARZAGHINI

Place and date of birth: Saronno (VA) - 23.12.1941.

Address: Casalborgone (TO) corso Beltramo n° 9/1.

Qualification: GCE in Accounting from Istituto Gonzaga in Milano, 2 year attendance of Università Cattolica.

Languages: English, French

Buzzi Unicem Director since 1999.

He spent most of his career in SKF where, among others, he held the senior management position of Operating Division Manager and Chief Financial Officer of Italian operations.

He joined Unicem's top management in 1994 and following the merger into Buzzi Cementi he became General Manager of the new entity, position he held till February 8, 2007. He held also a Directorship in various Italian and foreign companies in the group.

Giorgio GIORGI

Born in Turin on 22 September 1933, residing in Turin, Via Cristoforo Colombo n.7, with office in Turin, Corso Giacomo Matteotti 29.

He has been on the Turin Law list since 1959

He has been qualified to teach Law and Economics in technical and commercial schools since 1959

Appointed as a Certified Public Accountant (CPA) by Ministerial Decree 10.3.1972, published in the Official Gazette no 76 of 21.3.1973, put on the Auditors's register as published in the Official Gazette no 31 bis – IV special series of 21.04.1995.

He works in the company affairs sector.

STATEMENT

The undersigned, MARIO PIA, born in Turin on 28 February 1936, residing in Turin, Corso Matteotti 49, tax code PIA MRA 36B28 L219A, Italian citizen, Chairman of the Statutory Auditors' Committee of Buzzi Unicem SpA (with registered office in Casale Monferrato, Via Luigi Buzzi 6, capital stock euro 123,636,658.80, Chamber of Commerce of Alessandria no 00930290044)

hereby declares

under his responsibility, that he satisfies all the criteria of independence required by the regulations in force and by articles 23 of the bylaws, and specifically:

- that against himself no causes of ineligibility, incompatibility and disqualification exist, as provided by art.148, paragraph 3 of Legislative Decree no 58/1998 and, in any case, by the regulations in force;
- that he is on the Auditors' Register as per Ministerial Decree of 12 April 1995, published in the Official Gazette of the Italian Republic no 31 bis of 21 April 1995, and that he has performed statutory auditing for a period not shorter than three years;
- that he fulfils all conditions of professionalism and honorability as provided by the regulations in force and specifically by art. 1, paragraphs 4,5 and 6, and by art. 2 of the Ministry of Justice Decree no 162 of 30 March 2000, published in the Official Gazette of the Italian Republic no 141 of 19 June 2000;
- that he holds management and control positions in other companies in compliance with the limits on cumulation of positions set by Consob, pursuant to Legislative Decree no 58/1998.

The undersigned undertakes to promptly communicate the arising of conditions interfering with the position.

5 March 2010

STATEMENT

The undersigned, GIANFRANCO BARZAGHINI, born in Saronno on 23 December 1941, residing in Casalborgone (TO), Corso Beltramo 9/1, tax code BRZ GFR 41T23 I441A, Italian citizen, Regular Auditor of Buzzi Unicem SpA (with registered office in Casale Monferrato, Via Luigi Buzzi 6, capital stock euro 123,636,658.80, Chamber of Commerce of Alessandria no 00930290044)

hereby declares

under his responsibility, that he satisfies all the criteria of independence required by the regulations in force and by articles 23 of the bylaws, and specifically:

- that against himself no causes of ineligibility, incompatibility and disqualification exist, as provided by art.148, paragraph 3 of Legislative Decree no 58/1998 and, in any case, by the regulations in force;
- that he had held for more than three years an administrative activity with a directive position in a company with a capital stock not lower than two millions euro;
- that he fulfils all conditions of professionalism and honorability as provided by the regulations in force and specifically by art. 1, paragraphs 4,5 and 6, and by art. 2 of the Ministry of Justice Decree no 162 of 30 March 2000, published in the Official Gazette of the Italian Republic no 141 of 19 June 2000;
- that he doesn't hold management and control positions in other companies.

The undersigned undertakes to promptly communicate the arising of conditions interfering with the position.

5 March 2010

STATEMENT

The undersigned, GIORGIO GIORGI, born in Turin on 22 September 1933, residing in Turin, Via Colombo 7, tax code GRG GRG 33P22 L219V, Italian citizen, Regular Auditor of Buzzi Unicem SpA (with registered office in Casale Monferrato, Via Luigi Buzzi 6, capital stock euro 123,636,658.80, Chamber of Commerce of Alessandria no 00930290044)

hereby declares

under his responsibility, that he satisfies all the criteria of independence required by the regulations in force and by articles 23 of the bylaws, and specifically:

- that against himself no causes of ineligibility, incompatibility and disqualification exist, as provided by art.148, paragraph 3 of Legislative Decree no 58/1998 and, in any case, by the regulations in force;
- that he is on the Auditors' Register as per Ministerial Decree of 12 April 1995, published in the Official Gazette of the Italian Republic no 31 bis of 21 April 1995, and that he has performed statutory auditing for a period not shorter than three years;
- that he fulfils all conditions of professionalism and honorability as provided by the regulations in force and specifically by art. 1, paragraphs 4,5 and 6, and by art. 2 of the Ministry of Justice Decree no 162 of 30 March 2000, published in the Official Gazette of the Italian Republic no 141 of 19 June 2000;
- that he holds management and control positions in other companies in compliance with the limits on cumulation of positions set by Consob, pursuant to Legislative Decree no 58/1998.

The undersigned undertakes to promptly communicate the arising of conditions interfering with the position.

5 March 2010