

**Mandatory tender offer launched by HeidelbergCement France S.A.S. for No. 192,098,873
ordinary shares of Italcementi S.p.A.**

**HEIDELBERGCEMENT FRANCE S.A.S. CARRIED OUT THE JOINT PROCEDURE TO
COMPLY WITH THE OBLIGATION TO PURCHASE PURSUANT TO ART. 108,
PARAGRAPH 1, OF LEGISLATIVE DECREE OF FEBRUARY 24TH, 1998, NO. 58, AS
SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE "TUF") AND TO
EXERCISE THE RIGHT TO PURCHASE PURSUANT TO ART. 111 OF THE TUF
DELISTING OF THE ORDINARY SHARES OF ITALCEMENTI S.P.A.**

**PRESS RELEASE PURSUANT TO ARTICLE 114 OF THE TUF AND ARTICLE 66 OF
THE REGULATION APPROVED BY CONSOB WITH RESOLUTION NO. 11971 OF 14
MAY 1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED**

October 12, 2016. Further to the press release dated October 5, 2016, relating to the final results of the mandatory tender offer pursuant to art. 102 and 106, paragraph 1-bis, of the TUF by HeidelbergCement France S.A.S. ("**HeidelbergCement France**" or the "**Offeror**") regarding no. 192,098,873 ordinary shares of Italcementi S.p.A. ("**Italcementi**" or the "**Issuer**") equal to 55% of the share capital of the Issuer and the completion of the joint procedure to exercise the right to purchase pursuant to Art. 111 of the TUF and to simultaneously comply with the obligation to purchase pursuant to Art. 108, paragraph 1, of the TUF (the "**Joint Procedure**"), the Offeror announces that, on the date hereof, pursuant to article 111, paragraph 3, of the TUF, it notified the Issuer that the sums to complete the Joint Procedure, equal to EUR 134,912,242.00, have been deposited in the Offeror's dedicated account at Intesa Sanpaolo S.p.A. (IBAN No. IT47 K030 6911 1001 0000 0016 598) for the payment of the consideration to the shareholders of 12,727,570 Italcementi ordinary shares, equal to all the outstanding shares of the Issuer, not owned by the Offeror on the payment date of the mandatory tender offer, i.e. October 7, 2016 (the "**Remaining Shares**").

Consequently, on the date hereof, the ownership of the Remaining Shares will be transferred to the Offeror and thus recorded in the shareholders' register by the Issuer.

Borsa Italiana S.p.A., by means of resolution no. 8264 dated October 6, 2016, ordered the suspension from trading on the Electronic Stock Market (Mercato Telematico Azionario) of the Issuer's ordinary shares on 10 and 11 October, 2016, and the delisting from the date hereof.

NOTICE TO U.S. HOLDERS OF ITALCEMENTI SHARES

The Offer is being made for the Shares of Italcementi, an Italian company with shares listed on the MTA, and is subject to Italian disclosure and procedural requirements, which may be different from those of the United States of America. The Offer is being made in the United States of America pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended, subject to the exemptions provided by Rule 14d-1(d) under the U.S.

Securities Exchange Act of 1934, as amended, and otherwise in accordance with the requirements of Italian law. To the extent permissible under applicable law and regulation, the Offeror and its affiliates since July 28, 2015 have purchased, and the Offeror, the Issuer, their respective affiliates, affiliates of the financial advisors and brokers (acting as agents for the Offeror, the Issuer or any of their respective affiliates, as applicable) may from time to time after the Offering Document Date, directly or indirectly, purchase, or arrange to purchase, shares of Italcementi or any securities that are convertible into, exchangeable for or exercisable for shares of Italcementi outside the Offer. No such purchases have been made by the Offeror or its affiliates prior to the Offering Document Date other than the purchase of the Contributed Shares by HeidelbergCement and the purchase of the Total Stake by the Offeror. Any such purchases outside the Offer will not be made in the United States of America or at prices higher than the Consideration unless the Consideration is increased accordingly, to match the price paid outside the Offer. To the extent information about such purchases or arrangements to purchase is made public in Italy, such information will be disclosed in the United States of America by means of a press release, pursuant to Art. 41, paragraph 2, letter c), of the Issuers' Regulation, or other means reasonably calculated to inform U.S. shareholders of Italcementi. Neither the U.S. Securities and Exchange Commission nor any securities commission of any State of the United States of America has (a) approved or disapproved the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Offering Document. Any representation to the contrary is a criminal offense in the United States of America.

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NOTICE TO CANADIAN RESIDENT ITALCEMENTI SHAREHOLDERS

The Offer is also made in Canada pursuant to the de minimis exemption rule provided by Section 4.5 of Canadian National Instrument 62-104. To this purpose, the Offeror will deposit the Offering Document and the materials relating to the Offer with the Ontario Securities Commission. The Ontario Securities Commission does not and will not issue any judgement or approval relating to the Offer as it is not required by the applicable law. The Ontario Securities Commission or any securities commission of Canada has not (a) approved or disapproved the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Offering Document.

Announcement issued by HeidelbergCement France S.A.S. and disclosed by Italcementi S.p.A. on request of HeidelbergCement France S.A.S.