Cementir

Cementerie del Tirreno S.p.A.

A TRANSFORMING DEAL:
THE ACQUISITION OF AALBORG PORTLAND & UNICON

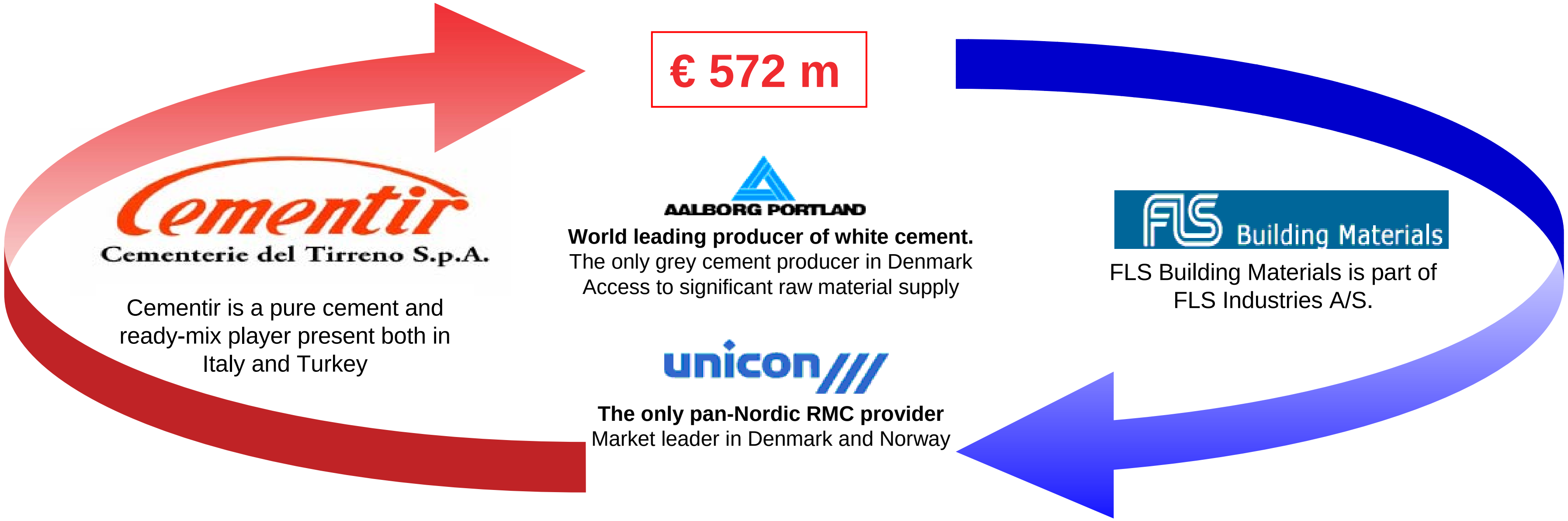
ROADSHOW NOV-DEC 2004

TRANSACTION OVERVIEW

A TRANSFORMING DEAL:
THE ACQUISITION OF AALBORG PORTLAND & UNICON

Cementir
Cementerie del Tirreno S.p.A.

- **August 12th 2004: deal announcement. Cementir agreed to acquire 100% of Aalborg Portland A/S and Unicon A/S share capital from FLS Industries A/S**
- **October 29th 2004: the deal was closed. A further price adjustment will be made before year end**
- **November 17th 2004: entering the Chinese market. Cementir Group continues to pursue its international expansion strategy and worldwide leadership in white cement**



MAIN CONSEQUENCES

- **Global leadership in white cement: business mix improvement and product diversification**
- **Cementir becomes a vertically integrated Pan-European player**
- **Better capital efficiency: lower WACC and higher ROCE**

ACQUISITION RATIONALE

Cementir
Cementerie del Tirreno S.p.A.

Cementir becomes a significant Pan-European vertically integrated player

	Pre-acquisition	Post-acquisition
Critical mass	◆ 7.6 m tons of cement capacity and 1.500.000 cubic meters of ready mix sold per annum	◆ 11.1 m tons* of cement capacity (+46%) and 3 m cubic meters of ready mix sold per annum (+12%)
Geographical presence	◆ 4th largest cement producer in Italy and 7th in Turkey	◆ Diversified geographical presence worldwide. Italy accounts for less than 39% of pro forma Ebitda.
Product diversification	◆ 90% of 2003 Sales from cement and only 10% from ready-mix	◆ Better business mix: cement is 69% and rmc is 31% of 2003 pro forma sales, respectively • worldwide leader in the fast-growing niche market of white cement (12% Group sales and 18% of cement sales) • international patents on high-value added products
Capital structure efficiency	◆ Net Cash position of € 132m as of September 2004	◆ Increased balance sheet efficiency through higher gearing (around 2x by year-end)
Growth opportunities	◆ Limited growth prospects as Italy is a mature market ◆ Strong growth prospects in Turkey but it represents only 30% of Cementir sales	◆ Global platform and new managerial skills for future growth and shareholder value increase

* Excluding China.

FINANCING DETAILS

Cementir
Cementerie del Tirreno S.p.A.

Financing structure

EV
€ 572 m

TOTAL DEBT
€ 382 m

NEW DEBT
€ 169 m

€ 169 m of new debt raised for the acquisition

EXISTING DEBT
€ 213 m

Aalborg Portand and Unicon existing debt. Debt has already been renegotiated (maturity extension and lower average cost)

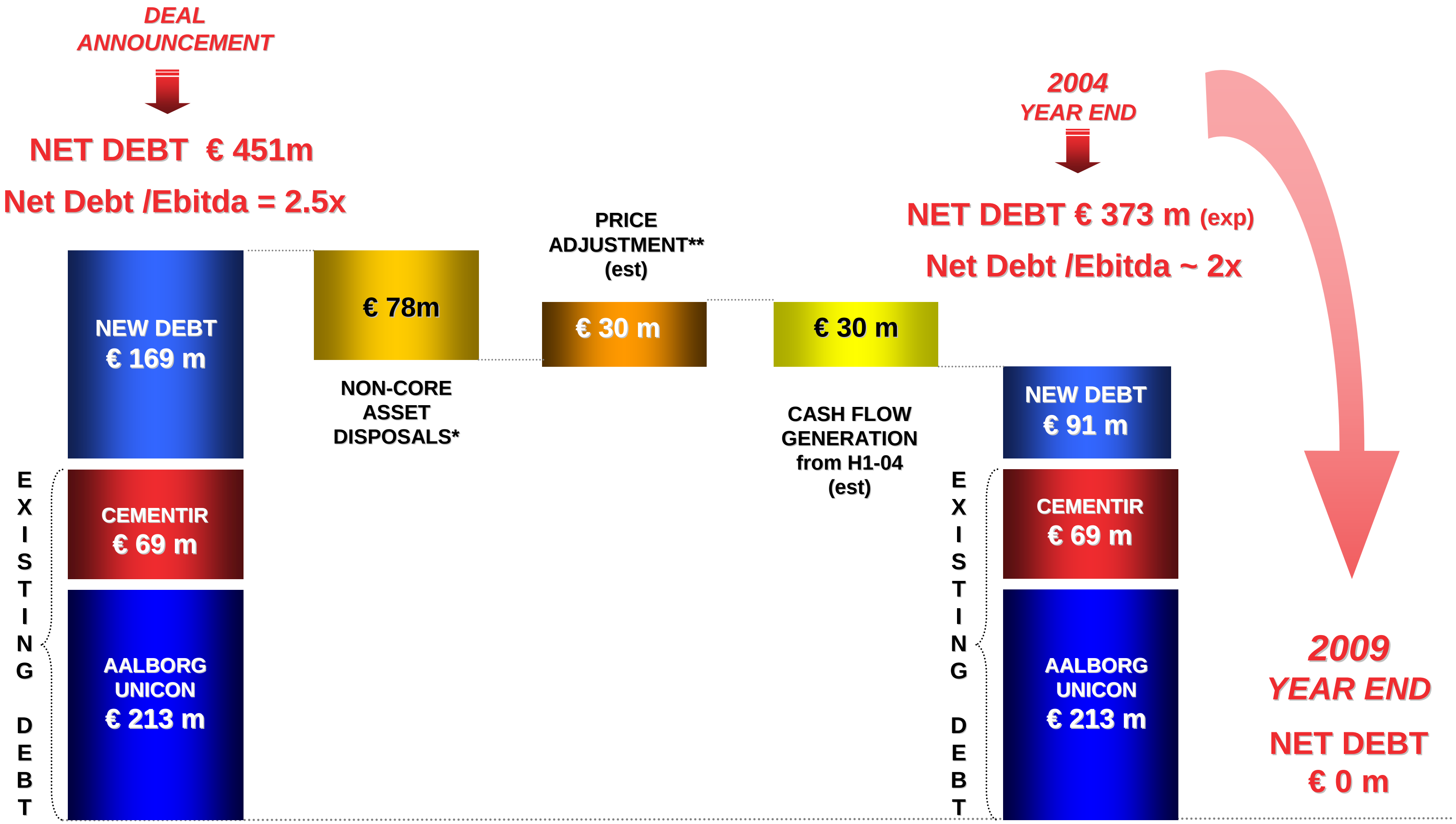
CASH
€ 190 m

Cementir invested all of its cash resources

- Acquisition multiples (LTM): EV/Ebitda 6x, EV/Sales 1.3x, P/Book 1.4x, EV/Ton ~ € 118
- Being the deal debt-financed, Cementir improved its capital structure and lowered its WACC

FINANCING DETAILS

De-leverage is a priority: Net Debt / Ebitda ~ 2x by end of 2004 and to zero by end of 2009



* € 44 m from Treasury shares and Caltagirone Editore stake; € 20 m from real estate; € 14 m from other financial stakes

** This is an estimate of the price adjustment to be paid before year end, reflecting the net equity increase at target companies between Jan-04 and closing date

THE ACQUIRED COMPANIES

AALBORG PORTLAND

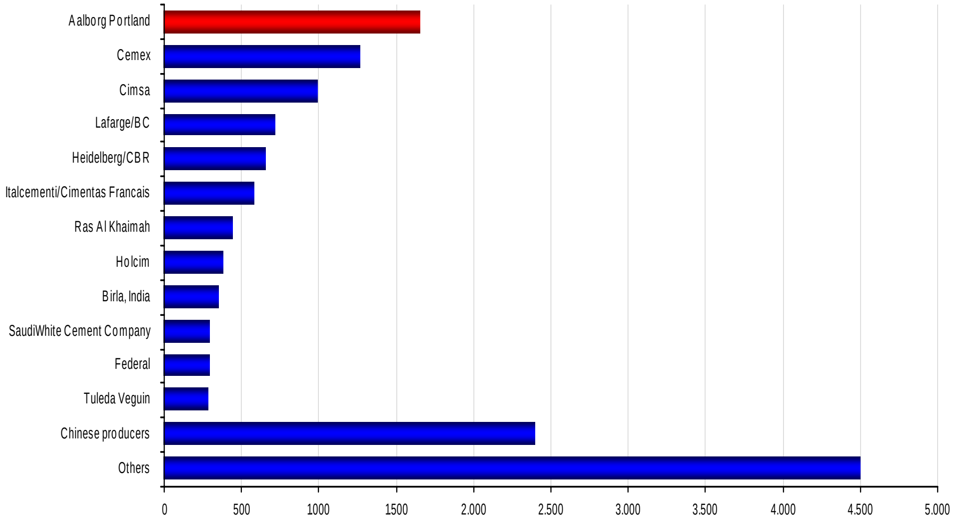
unicon

AALBORG PORTLAND A/S OVERVIEW

Cementir
Cementerie del Tirreno S.p.A.

Worldwide leadership in white cement

GLOBAL CEMENT CAPACITY (000 Tons)



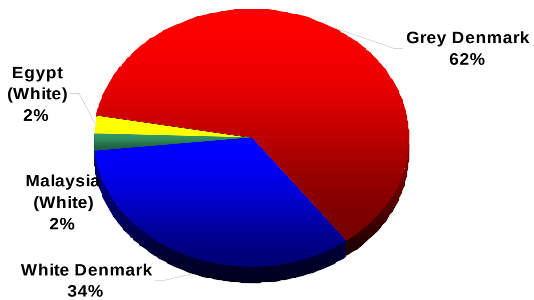
AALBORG WHITE CEMENT CAPACITY**

COUNTRY	TONS	EXPORT COUNTRIES
Denmark	850,000	USA, Germany, France, UK
Sinai	410,000	Algeria, Syria, Morocco
Malaysia	200,000	Korea, Thailand, Indonesia, Australia
China	200,000*	-
TOTAL	1,660,000**	

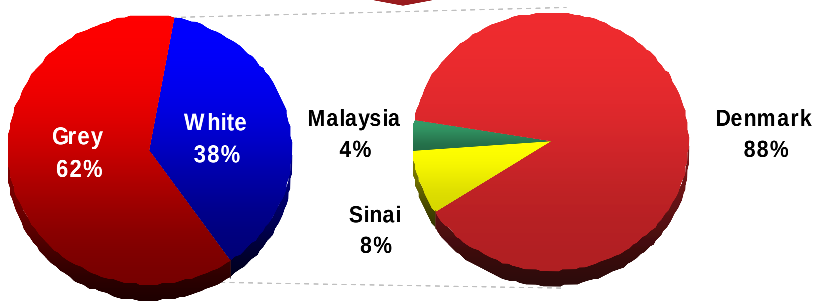
GREY CEMENT CAPACITY

COUNTRY	TONS	EXPORT COUNTRIES
Denmark	2,100,000	UK, Northern Ireland, Puerto Rico

'03 Aalborg Ebitda Breakdown by country



03 White Cement Sales Breakdown by origin

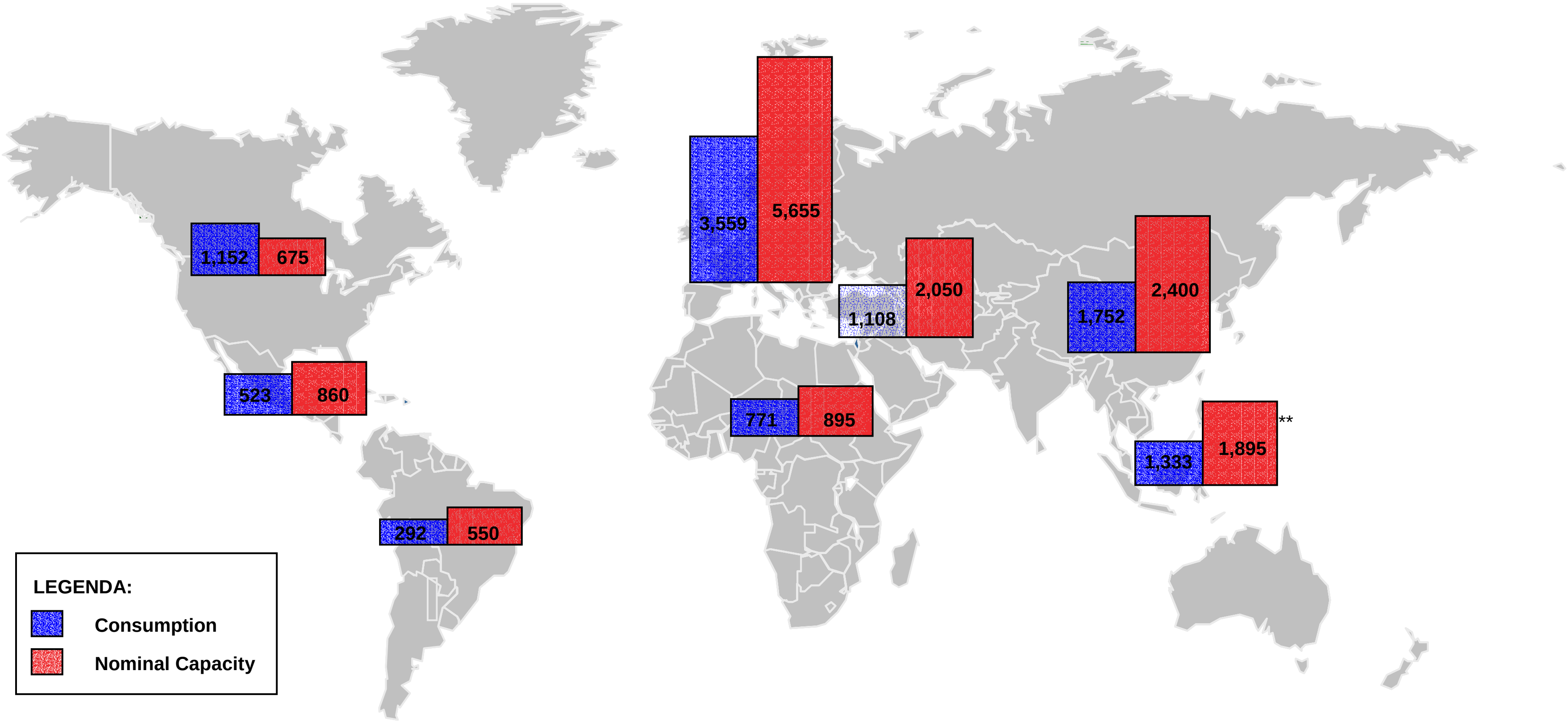


* Production capacity after capacity expansion.
** Not including joint venture in Leigh White USA (24.5% owned).

WHITE CEMENT MARKET OVERVIEW

Cementir
Cementerie del Tirreno S.p.A.

Global White Cement market (000 tons)



- Global demand for white cement has grown around 5-6% annually in the last 10 years*
- White cement capacity tends to be inland and less subject to imports
- Nominal capacity should be reduced by 10-15% to reflect downtime/maintenance

Source: Aalborg Portland 2003 estimates
* International Cement Review, 2003
** South East Asia and Australia

RECENT INVESTMENT IN CHINA

Cementir
Cementerie del Tirreno S.p.A.

New 200,000 tons* cement plant for white and grey cement production

- November 2004: Cementir enters the world largest cement market (~ 20% of global consumption) by acquiring a plant in the Anhui region (700 km west of Shanghai)
- The price paid to the Chinese Authorities was ~ $7,5 millions (including working capital and expansion capex to double production capacity, including grey cement production)
- The new plant is now owned by Aalborg White Anqing, a Chinese newco 70% controlled by Aalborg Portland and 30% by IFU(Danish Industrialisation Fund for Developing Countries)

Plant Highlights

- Actual production capacity of 100,000 to be doubled in the next 2 years by adding grey to white cement production.
- After the reorganization process, the plant will have around 180 employees. Local management to be supported by Aalborg White Asia (Malaysia).

2005 Outlook

SALES	CEMENT PRICE	EBITDA
€ 2,4 m	€ 34-35 ton (avg.)	break-even by end of 2006

- Objectives: both to gain experience on the local market and create a platform for further growth in China
- Cementir pursues its niche strategy of white cement global leadership

* After capacity expansion

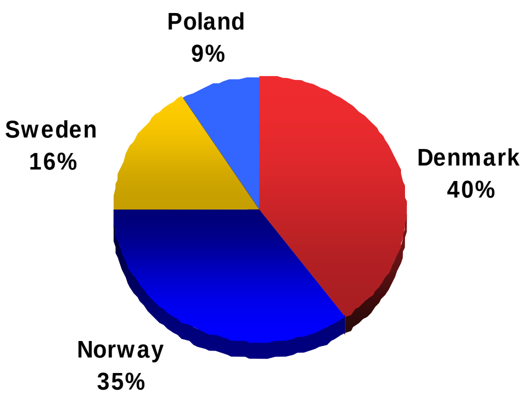
UNICON A/S OVERVIEW

N.1 Pan-Scandinavian RMC player

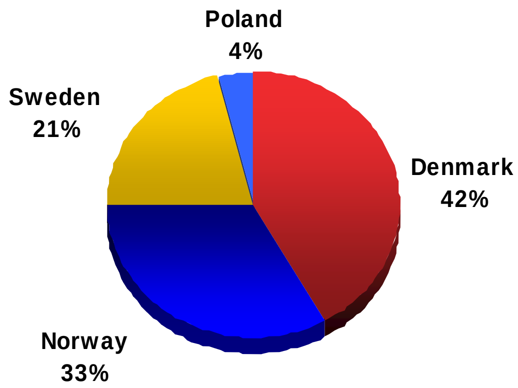
Ready-mix Production Capacity

COUNTRY*	PLANTS	Volumes sold / year
Denmark	28	825,000 m 3
Norway	29	578,000 m.3
Sweden**	8	132,000 m.3
Poland	10	366,000 m.3
TOTAL	75	1,901,000 m3

2003 Sales breakdown by country

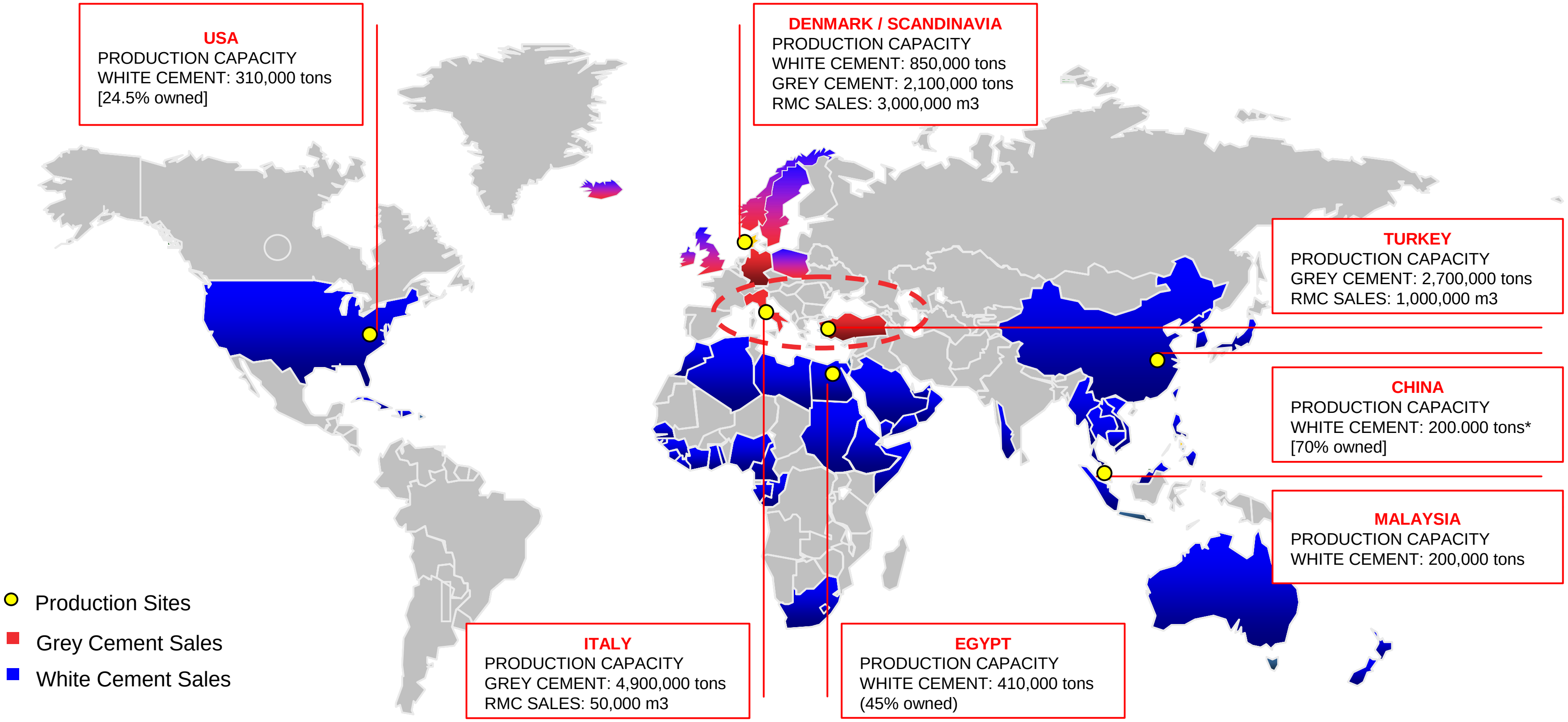


2003 EBITDA breakdown by country



* In addition Unicon has a 50% stake in a Portuguese subsidiary which produces concrete elements
** 50:50 share capital split between Unicon and Skanska.

GEOGRAPHICAL FIT OF THE ENLARGED GROUP



- The transaction combines a Nordic platform with existing Mediterranean base resulting in excellent Pan-European coverage
- Presence in US, Egypt and Asia provides global reach
- Increased geographical coverage provides better reach and improved market positioning to capture future growth opportunities
- Product and geographical diversification reduce business risk

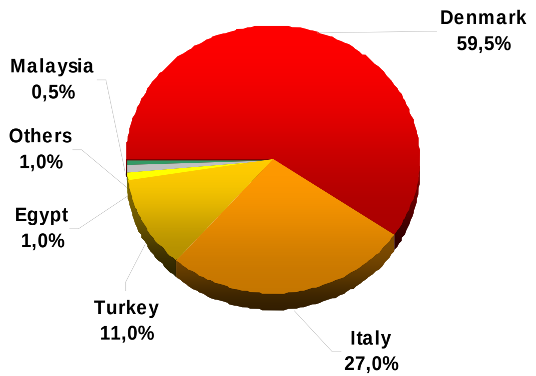
Source: Aalborg Portland
* After expansion capex

CEMENTIR SALES BREAKDOWN

Cementir
Cementerie del Tirreno S.p.A.

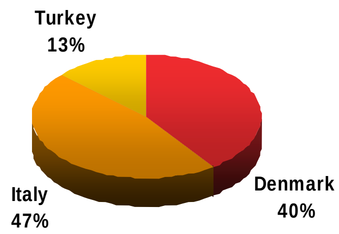
2003 Pro-Forma Figures

By Country (origin)

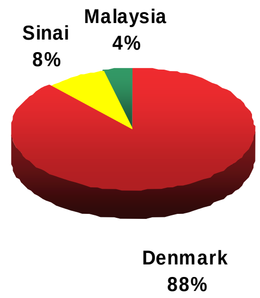


Sales Breakdown by product /country

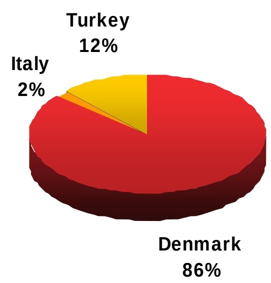
Grey Cement



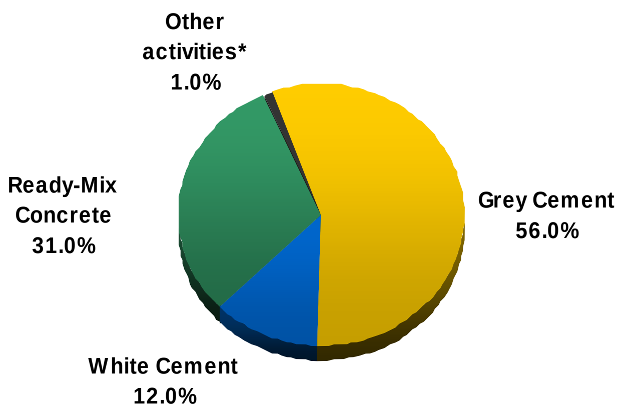
White Cement



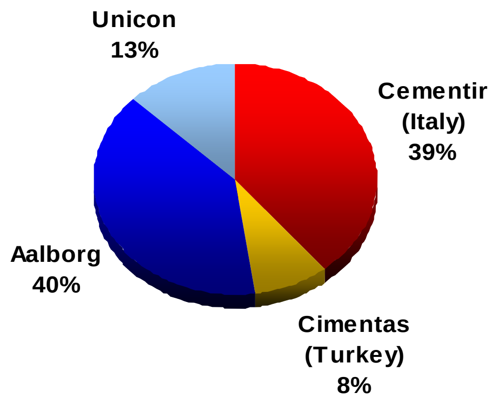
RMC



By Product



EBITDA breakdown by subsidiary



* Destek (Cimentas Group) non core activities.

FINANCIALS

PRO FORMA FINANCIALS

Cementir
Cementerie del Tirreno S.p.A.

Pro forma * Full Year 2003

PROFIT & LOSS (€ m)	CEMENTIR**	UNICON	AALBORG PORTLAND	CONSOLIDATED PRO FORMA	POST ACQUISITION GROWTH (%)
NET SALES	**292.6**	**179.2**	**249.4**	**708.8**	**142%**
GROSS PROFIT	**118.8**	**57.1**	**103.2**	**279.1**	
GROSS MARGIN	*41%*	*32%*	*41%*	*39%*	
EBITDA	**83.7** ***	**22.3**	**69.6**	**175.6**	**115%**
EBITDA MARGIN	*28%*	*12%*	*28%*	*25%*	
EBIT	**52.8**	**6.1**	**41.2**	**100.1**	**90%**
EBIT MARGIN	*18%*	*3%*	*17%*	*14%*	
NET FINANCIAL RESULT	**2.3**	**(5.1)**	**(6.4)**	**(9.3)**	
EXTRAORDINARY ITEMS	(15.2)	6.2	8.8	(0.2)	
PROFIT BEFORE TAXES	**39.9**	**7.2**	**43.6**	**90.6**	**127%**
TAX	20.4	(1.6)	(16.7)	2.1	
TAX RATE	(51)%	22%	38%	(2)%	
MINORITIES	(0.1)	(1.7)	5.3	3.4	
NET PROFIT	**60.3**	**3.9**	**32.2**	**96.3**	**60%**
NET MARGIN	*21%*	*2%*	*13%*	*14%*	

Comments

- Acquired Groups are already very efficient
- Group EBIT and EBITDA Margin lower due to diffferent busineess mix
- Extraordinary charge due to Italian tax amnesty (L.282/02) and EU anti-trust fine
- Positive tax rate is due to Cimentas fiscal devaluation as well as Cementir fixed assets revaluation. Group Normalized tax rate expected to be around 35%

* Non audited accounts.
** Cementir and Cimentas
*** Reclassified.

PRO FORMA FINANCIALS

Pro Forma* 9 Months 2004

PROFIT & LOSS (€ m)	CEMENTIR**	UNICON	AALBORG PORTLAND	CONSOLIDATED PRO FORMA	POST ACQUISITION GROWTH (%)
NET SALES	**233.4**	**147.7**	**199.1**	**571.2**	**145%**
GROSS PROFIT	**90.9**	**47.0**	**83.7**	**221.6**	**144%**
GROSS MARGIN	*39%*	*32%*	*42%*	*39%*	
EBITDA	**67.1**	**19.8**	**57.1**	**144.1**	**115%**
EBITDA MARGIN	*29%*	*13%*	*29%*	*25%*	
EBIT	**44.0**	**8.5**	**35.3**	**87.8**	**100%**
EBIT MARGIN	*19%*	*6%*	*18%*	*15%*	
NET FINANCIAL RESULT	**6.2**	**(1.3)**	**(3.9)**	**1.0**	
EXTRAORDINARY ITEMS	(0.5)	2.0	4.6	6.1	
PROFIT BEFORE TAXES	**49,7**	**9.2**	**36.0**	**94.8**	**91%**
TAX	(23.0)	(2.0)	(10.5)	(35.5)	
TAX RATE	46%	22%	29%	37%	
MINORITIES	(0.4)	(1.5)	(1.4)	(3.2)	
NET PROFIT	**26.3**	**5.7**	**24**	**56.1**	**113%**
NET MARGIN	11%	2%	13%	8%	

Comments/Outlook

Sales acceleration driven by volume growth. Prices are flat on average.
Expected volume growth ~ 4-5% at Aalborg/Unicon;~ +2% in Italy, ~ +4% in Turkey
Expected prices: flat in DK,I; + 4% in Turkey

Lower USD affects emerging markets profit translation

Better Gross Margin from 2003 due to improved trading conditons in DK and Emerging markets. From H2-04 Raw Material prices starting to hit margins

One-off gain from property disposals at Aalborg and Unicon

•Non audited accounts
•** Cementir and Cimentas

EXPECTED SYNERGIES

Cementir
Cementerie del Tirreno S.p.A.

Medium term targets:

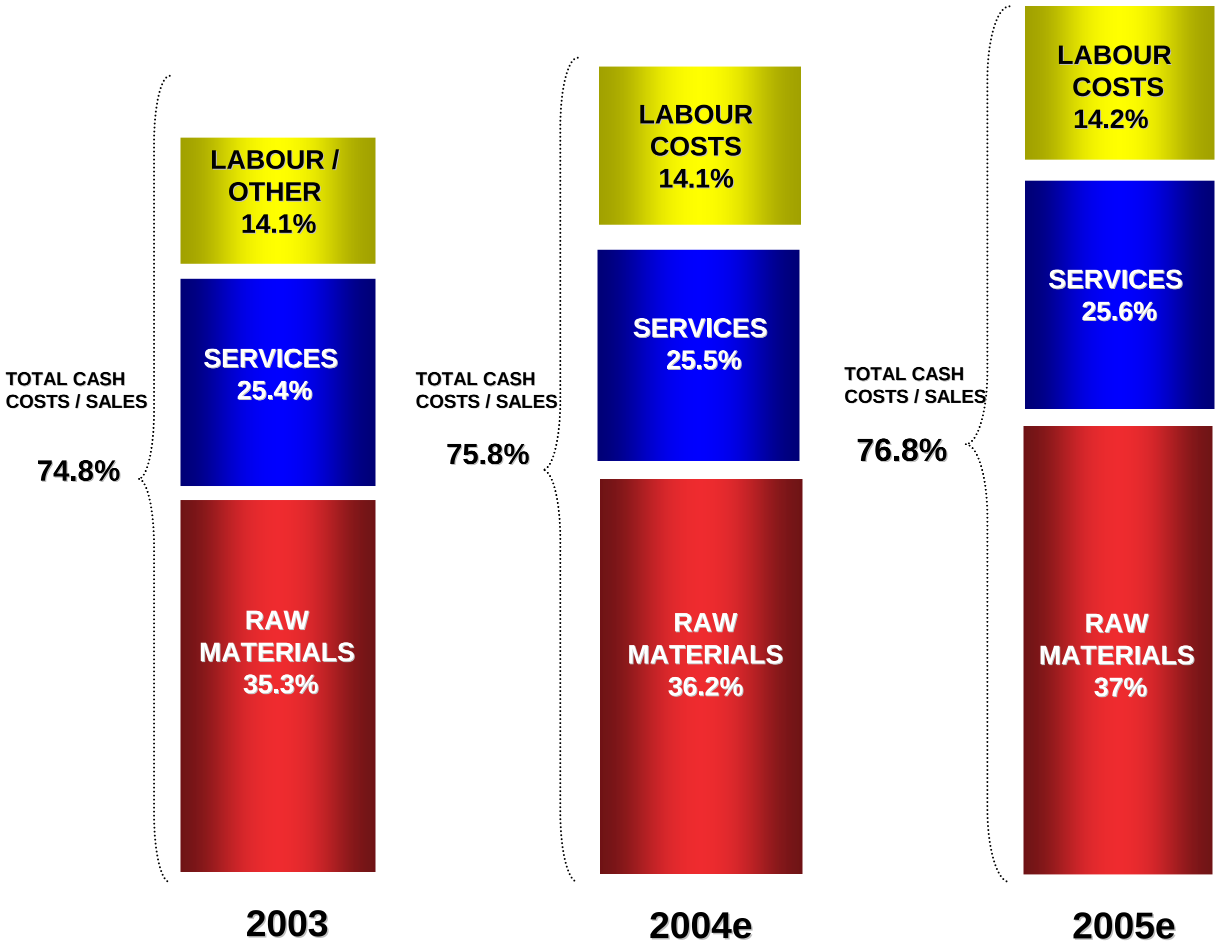
Sales Synergies (€ 10m)	◆ Cross-selling (importing white cement from Denmark into Italy; adding new grey cement products) ◆ Main shareholder is no longer competing with customers: now Aalborg / Unicon can exploit their full potential
IT / Logistics (€ 3m)	◆ Common IT platform (Turkey on SAP from 1/05; Denmark from 1/06): € 3m savings pa ◆ Optimization of existing asset base – especially the 75 Unicon plants- is expected to reduce existing asset base by € 10-15m or around 1-1.5% of capital employed ◆ Centralization of logistics / charters to yield around €1m p.a.
Cost cutting (€ 3m)	◆ Centralisation of purchases (coal, fuel, additives & spare parts p.a.) ◆ Benchmarking across different plants and geographies is expected to drive production costs down
Capex / R&D	◆ Focus on Capex optimisation: Capex/sales target bet 5-7% in the medium term (from 17% at Aalborg today). Maintenance capex to be around € 45-50m ◆ New € 14m investment in Turkey for a 500,000 tons capacity increase by end of 2005; further capacity expansion in Egypt. Possible further investments in Turkey *

We expect to improve free cash flow generation by € 10-12m p.a. and achieve ~ € 9-10m of EBITDA improvement by the end of 2006

* Uzan plants to be auctioned in coming months

MAIN CHALLENGES

Cash Operating Costs/Sales are rising



Comments

We estimate that cost increase will fully offset the impact of synergies, at least for 2005 and 2006

Charter rates have increased significantly in the last 15 months and we expect this trend to continue.

Fuel and other raw materials cost increase is putting upward pressure on cost base.

Cementir
Cementerie del Tirreno S.p.A.

PURSUING GROWTH IN A MATURE INDUSTRY

CEMENTIR RECENT HISTORY

Cementir
Cementerie del Tirreno S.p.A.

EBITDA Growth: strong improvement from 1996

SALES CAGR +15.2%

EBITDA CAGR +48%

1992

Cementir was acquired by the Caltagirone Group from I.R.I.

1996

F.Caltagirone jr. started managing the Company

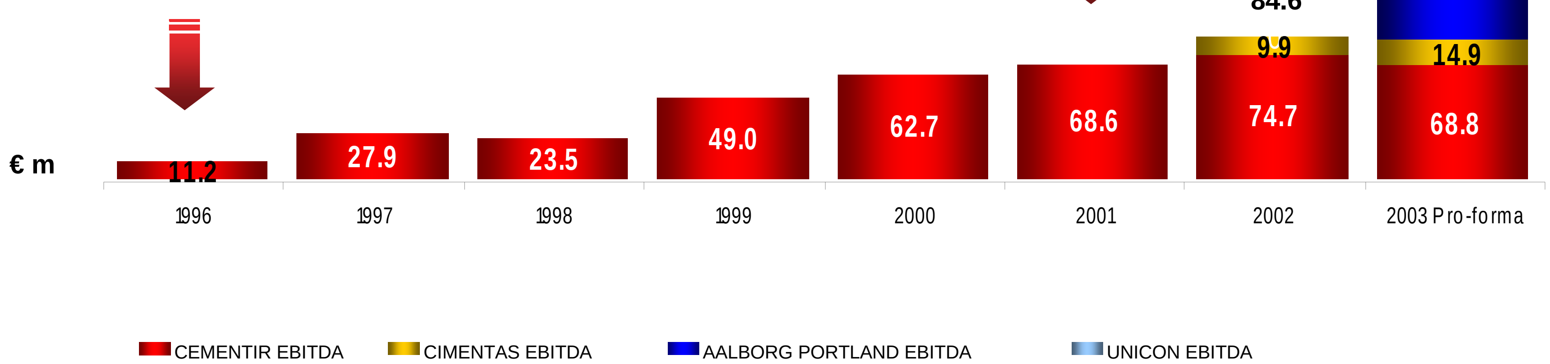
2001

Cementir was listed on the STAR segment of the Italian Stock Exchange*

Cementir acquired Çimentas A.S. listed on the Istanbul Stock Exchange (price: USD 227m)

2004

Cementir acquired Aalborg Portland and Unicon



* Companies listed in the STAR segment must fulfil specific requirements on criteria such as: transparency, corporate governance, free float

FOCUS ON SHAREHOLDERS VALUE

Cementir
Cementerie del Tirreno S.p.A.

Cementir share price (26/11/04)

CEMENTIR

- **Long term commitment to core cement & rmc business**
- **Focus on organic growth and acquisitions to strengthen business portfolio**
- **Main target: shareholders value creation**

FOR FURTHER INFORMATION

INVESTOR RELATIONS

invrel@cementir.it

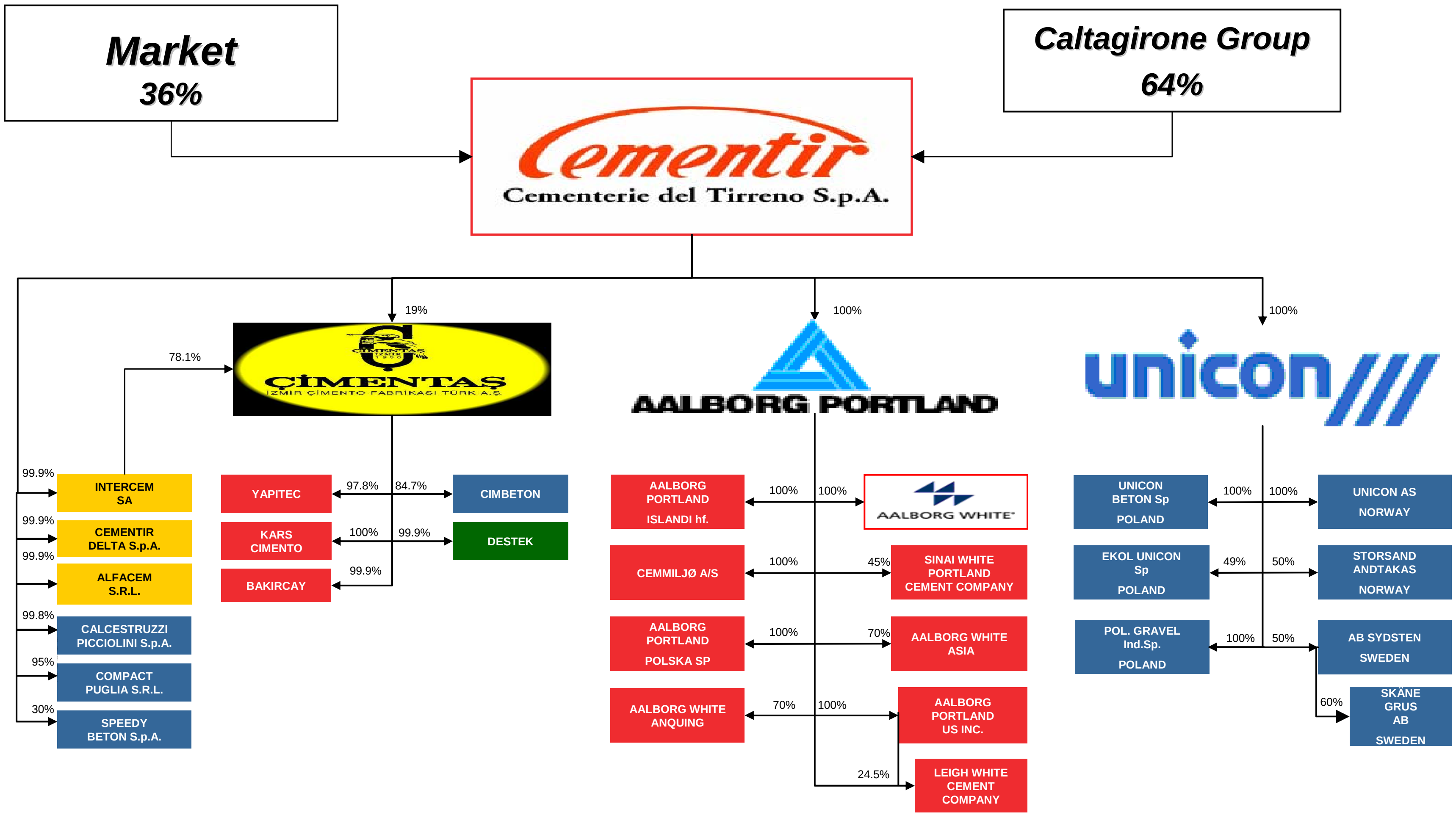
Tel. +39 06 45412213

Fax. +39 06 45412288

APPENDIX

Cementir
Cementerie del Tirreno S.p.A.

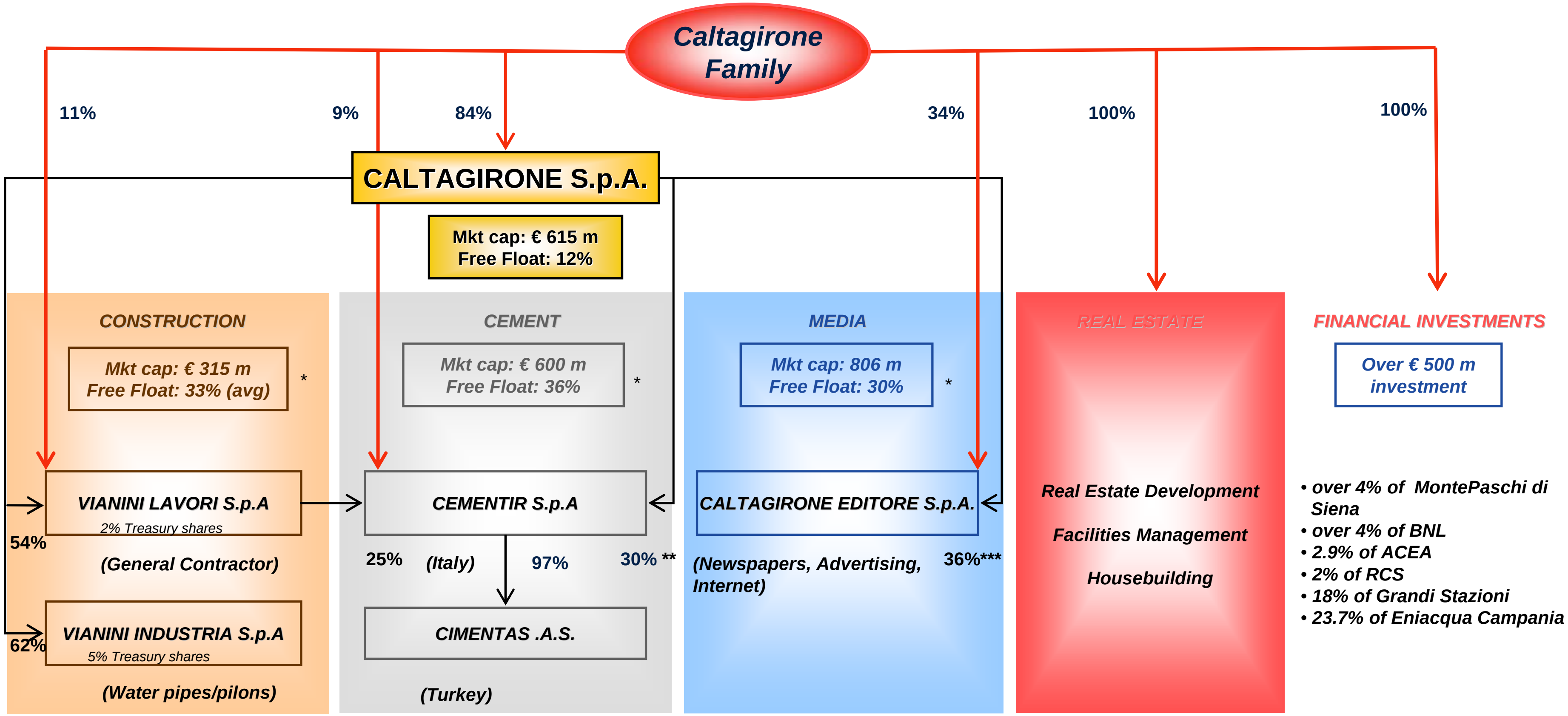
Company Structure



LEGENDA: CEMENT | RMC | FINANCING SUBSIDIARIES | OTHER ACTIVITIES

THE CALTAGIRONE GROUP

- The Caltagirone Group is a family-controlled industrial concern with aggregated '03 sales over €1 bn (§)
- Group structure is based on 5 main activities: Construction, Cement, Media, Real Estate, Financial Investments.
- Besides over € 1bn of liquid assets, of which around € 200m belonging to Cementir, The Group owns stakes in quoted Italian companies worth over € 500m [4% of Banca Monte dei Paschi di Siena, over 4% of BNL (Banks); 2.9% of ACEA SpA (Utilities), 2% of RCS Mediagroup (Media), 18% of Eurostazioni and 23.7% of Eniacqua Campania].



§ Including non-quoted housebuilding and real estate arm; * 2004 Data; ** Includes 30% stake held by Mantegna '87 Srl, 100% controlled by Caltagirone S.p.A.;
*** 11% stake held by Mantegna '87 Srl subsidiary (100% controlled by Caltagirone S.p.A.)