

(Translated from the original version in Portuguese)

AGREEMENTS AMONG SHAREHOLDERS

Cimpor discloses, as received today, the summary of the agreements between its shareholders InterCement Austria Holding GmbH, Camargo Corrêa Cimentos Luxembourg S.a.r.L. and Votorantim Cimentos S.A.:

“InterCement Austria Holding GmbH (“**InterCement**”), Camargo Corrêa Cimentos Luxembourg S.a.r.L. (“**CCCLux**”) and Votorantim Cimentos S.A. (“**Votorantim**”) inform on the signature, on June 25, 2012, between the parties and as shareholders of Cimpor – Cimentos de Portugal, SGPS, S.A. (“**Cimpor**” or “**the Company**”) of an Agreement comprehending a reorganization project for Cimpor (“**Reorganization Agreement**”).

Within the terms of this Agreement, the parties undertake to promote the following acts:

- (i) InterCement will propose to Cimpor swaps aiming the transfer by InterCement to Cimpor of the cement and concrete assets and operations of Camargo Corrêa Group in South America and Angola (presently gathered in InterCement subsidiaries), in exchange for the assets held by Cimpor in China, Spain (except for Cimpor Inversiones S.A. and Cimpor Sagesta S.A.), India, Morocco, Tunisia, Turkey and Peru together with a portion equivalent to 21.21% of the consolidated net debt of Cimpor. These assets will then be swapped by InterCement with Votorantim, in exchange for the shares held by Votorantim in Cimpor (“**Reorganization Acts**”).
- (ii) The InterCement and Cimpor assets to be swapped will be evaluated, in accordance with best practices and the applicable legal and statutory rules, by two investment banks with recognized domestic and international reputation.
- (iii) The value of the assets to be considered shall be the average of the two valuations performed pursuant to (ii).
- (iv) If the independent valuations of the investment banks differ by more than 10% (ten per cent), the value of the assets shall be definitely established by a third entity that fulfills the requirements set forth in (ii) above and within the values reached in (iii) above.
- (v) In the Second Asset Swap, between InterCement and Votorantim, Cimpor shares will be valued at the same price of the Public Tender Offer consideration. In case there is a difference between the value of assets to be transferred to Votorantim and the value of Cimpor shares which Votorantim would transfer to InterCement in the context of the Second Asset Swap, that difference will be paid, in cash, by the swap party receiving the assets with the highest value within 90 (ninety) days as from the date of the Second Asset Swap.

- (vi) The parties undertake to inform, and to ensure that Cimpor will inform, the Portuguese Securities Commission (CMVM) of the execution of the envisaged corporate reorganization under this Agreement, namely with respect to the identity of the investment banks appointed to value the assets, the valuations of the assets and any payments made within the scope of the referred swaps.
- (vii) Until the conclusion of the Reorganization Acts, the relations between the parties [InterCement, CCCLux and Votorantim] will be ruled by a shareholders agreement (“**Shareholders Agreement**”) also signed on June 25, 2012. The mentioned shareholders agreement foresees the following:
- a. Assumption of the commitment to jointly exercise the voting rights in General Shareholders Meeting in relation to corporate resolutions regarding matters susceptible to significantly alter the financial or legal situation of Cimpor.
 - b. Change of Cimpor’s Corporate Governance with the objective of implementing a management and supervision structure comprising a Board of Directors including an audit committee and a statutory auditor pursuant to article 278(1)(b) of the Portuguese Companies Code, according to the proposals underwritten by InterCement and CCCLux for the Extraordinary General Meeting, convened for July 16, 2012;
 - c. Election of the Cimpor Board of Directors, which will be composed by the members indicated by InterCement, by the members indicated by Votorantim and by independent members; and
 - d. Creation of two commissions within the Board of Directors of Cimpor to separately manage the set of assets presently held by Cimpor which will be subject to the Reorganization Acts and the remaining Cimpor assets.
 - e. Assumption of the commitment not to sell or encumber, in any manner whatsoever, any shares or other securities related to Cimpor share capital by the parties in the Shareholders Agreement, until completion of the exchange between InterCement and Votorantim.
 - f. The parties agree that Votorantim and the directors designated by the latter for the Board of Directors of Cimpor will not participate in any discussions, valuations, or deliberations involving the Brazilian assets and operations that are currently held by Cimpor and the InterCement assets that are to be integrated in the Company, committing themselves not to participate in the moment of the discussion of any corporate resolutions that relate to the referred assets and operations.

The Reorganization Agreement and Shareholders Agreement are subject to the Portuguese law and its effectiveness will be subject to eventual approvals by the merger control

authorities with powers in the involved jurisdictions, namely in what concerns the exchange operations.”

Lisbon, June 26, 2012