



REMUNERATION REPORT

**PREPARED PURSUANT TO ARTICLES 123-TER OF THE CONSOLIDATED LAW ON FINANCE AND 84-
QUARTER
OF THE ISSUER REGULATION**

Internet site: www.astm.it

**Approved by the Board of Directors of ASTM S.p.A.
on 5 March 2015**

GLOSSARY

Shareholders' Meeting: the Shareholders' Meeting of ASTM.

ASTM or Company: ASTM S.p.A., with registered office in Turin, Corso Regina Margherita, no. 165.

Code of Conduct: the Code of Conduct of listed companies, as approved in 2014 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., to which ASTM stated to adhere, pursuant to Art. 123-bis, par. 2, letter a) of the Consolidated Law on Finance.

Board of Statutory Auditors: the Board of Statutory Auditors of ASTM.

Remuneration Committee or Committee: the Remuneration Committee created by ASTM pursuant to the Code of Conduct.

Board of Directors: the Board of Directors of ASTM.

Consob: the National Commission for Companies and the Stock Exchange, with offices in Rome, via G.B. Martini no. 3.

Group: jointly, ASTM and its subsidiaries, pursuant to Art. 93 of the Consolidated Law on Finance.

Remuneration Policy: the Remuneration Policy approved by the Company and described in Section I herein.

Issuer Regulation: the Regulation issued by Consob by resolution no. 11971 of 14 May 1999 concerning Issuers, and subsequently amended and supplemented.

Related Parties Regulation: the Regulation issued by Consob by Resolution no. 17221 of 12 March 2010 (and subsequent amendments and supplements) concerning transactions with related parties.

Report: this remuneration report published in compliance with articles 123-ter of the Consolidated Law on Finance and 84-quarter of the Issuer Regulation;

Consolidated Law on Finance (TUF): the Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance).

FOREWORD

This Report, prepared pursuant to Art. 123-ter of the Consolidated Law on Finance and Art. 84-quarter of the Issuer Regulation to disclose the Remuneration Policy of the Company, was drawn up in compliance with Annex 3A, Table 7-bis and Table 7-ter of the Issuer Regulation and approved by the Board of Directors of ASTM on 5 March 2015, with the favourable opinion of the Remuneration Committee, after hearing the opinion of the Board of Statutory Auditors.

The Remuneration Report includes the following sections:

- i. Section I describes both the Policy set out by the Company on the remuneration of the members of the Board of Directors, as well as of the General Manager and Key Managers, and the procedures adopted to implement this policy. In compliance with Article 123-ter of the Consolidated Law on Finance, this section will be subject to the consultative vote of the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2014;
- ii. Section II includes a list of names and compensation paid to Directors, Statutory Auditors and the General Manager of the Company and jointly the fees paid to Key management personnel of ASTM:
 - a) it provides a comprehensive disclosure of each single item forming the remuneration;
 - b) it analytically describes the compensation paid over the year to members of the Board of Directors, the Board of Statutory Auditors and the General Manager by ASTM as well as by subsidiaries and associated companies.

Pursuant to provisions set out by Art. 84-quarter, par. 4, of the Issuer Regulation, this Report also includes the indication of equity investments held in ASTM and its subsidiaries by Directors, the General Manager, Key Managers and Standing Auditors, as well as by spouses not legally separated and under age children, either directly or through subsidiaries, trust companies or third parties.

This Report is made available to the general public at the offices in Turin - Corso Regina Margherita 165, as well as on the Internet site of the Company (www.astm.it) and on the authorised storage mechanism.

SECTION I - REMUNERATION POLICY

1. PROCEDURES FOR THE ADOPTION AND IMPLEMENTATION OF THE POLICY

1.1 *Bodies or subjects involved in the preparation, approval and implementation of the remuneration policy*

Regardless of the fact that the Shareholders' Meeting has the power to approve the annual compensation payable to the members of the Board of Directors, the latter is entitled to definition of the Remuneration Policy for directors vested with special offices, general managers and key management personnel. The Board, upon proposal of the Remuneration Committee, sees upon this policy, also availing itself, in the framework of its powers, of contributions from the functions of human resources, risk management and compliance, as well as the advice of the Board of Statutory Auditors and the Audit and Risk Committee, if requirements are met, pursuant to the Company's procedure on transactions with related parties adopted by the Company in compliance with the Related Parties Regulation.

The Company's Remuneration Policy is annually subject to an advisory and non-binding vote of the Shareholders' Meeting called pursuant to Art. 2364 of the Italian Civil Code.

The Remuneration Committee is responsible for the correct implementation of the Remuneration Policy.

1.2 **Role and composition of the Remuneration Committee**

The Remuneration Committee is composed of the non-executive, independent Directors (with reference to principles envisaged by both the Code of Conduct and Art. 148, par. 3, of the Consolidated Law on Finance, as recalled by Art. 147-ter, par. 4 of the Consolidated Law on Finance) Marco Weigmann (Chairman), Caterina Bima and Luigi Roth, the latter having adequate knowledge and experience in financial matters.

The Remuneration Committee has the power to: i) submit proposals to the Board concerning remuneration policies for directors and key management personnel; ii) periodically assess adequacy, general coherence and practical implementation of remuneration policies adopted for directors and key management personnel, by making use (with regard to this latter point) of the information provided by managing directors, as well as to make proposals to the Board on this subject; iii) make proposals or express opinions to the Board on the remuneration of executive directors and other directors holding specific offices, as well as on the performance objectives related to the variable portion of this remuneration; iv) monitor the implementation of the decisions adopted by the Board by assessing, in particular, the achievement of performance objectives.

1.3 Possible involvement of independent experts

The drawing up of the Remuneration Policy involved no independent experts.

2. REMUNERATION POLICY REGARDING THE MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND KEY MANAGERS

2.1 Objectives of the Remuneration Policy and possible changes with respect to the previous year

The Remuneration Policy set out by ASTM aims at:

- defining remunerations that (i) acknowledge the managerial value of the subjects involved and their contribution to the company's growth with regard to the related competence and functions and (ii) attract, retain and stimulate people with adequate knowledge and capabilities to corporate needs;
- aligning the interests of executive managers with the primary target of creating added value for shareholders over the medium-long term.

The Remuneration Policy, as described hereunder, remained unchanged compared to the year 2014.

2.2 Description of policies on fixed and variable components of remuneration

The Remuneration Policy of ASTM established only fixed wages for its directors. Therefore, it envisages neither variable remuneration forms, linked with the achievement of specific performance targets, nor the granting of any shares, options, other financial instruments or other variable remuneration components.

In fact, variable remuneration is deemed as not consistent with the Company's principles and need for moderation, championship of Group principles, mainly the production of economic and social value in the longer term and enhancement of all corporate components, even those not featuring a direct and immediate economic profitability.

Within the definition and management process of the above-mentioned policy, remuneration means any payment form or benefit granted, either directly or indirectly, in cash, financial instruments or benefits in kind (fringe benefits) against work or services rendered.

2.3 Policy for the fixed component of remuneration and consistency with the achievement of the Company's long-term interests as well as with the risk management policy

The fixed component is commensurate with responsibility and competence linked with the office held by the involved person.

To this purpose the Remuneration Policy of ASTM envisages the use of an evaluation process of offices, aimed at defining, for each single duty, a value for the complexity of the office itself, thus allowing for (i) a comparison between the remuneration of the office under evaluation and the market for offices featuring a similar complexity (external consistency) as well as (ii) the evaluation between the complexity of the office and the related remuneration within the Company (internal consistency).

Any remuneration for Directors, General Manager or key Managers, as members of the Board of Directors and the Board of Statutory Auditors of another company, is not reversible with respect to ASTM.

2.4 *Benefits in kind*

The Remuneration Policy does not envisage any benefits in kind, except for the possible payment of fringe benefits, currently included in the wage, and in any case connected with the office/function held (use of company cars and supplementary health insurance policies, also extended to family members).

2.5 *Treatments envisaged in the event the subjects had ceased their office or ended their employment*

As at this Report date, there are no agreements in place with Directors, General Managers and Key managers and envisaging any indemnities in the event of resignation, dismissal, removal without just cause or termination of the employment following a take-over bid.

2.6 *Disclosures on the presence of any insurance coverage, as well as welfare or pension schemes, different from the compulsory ones*

The Company did not enter any insurance, welfare or pension schemes different from the compulsory ones.

For completeness purposes, it is worth noting that, within the Group, a third-party insurance policy is in place in favour of corporate bodies and management (D&O - Directors' & Officers' Liability), for actions pertaining to their offices, excluding gross negligence.

2.7 *Remuneration Policy adopted with reference to: (i) independent Directors, (ii) membership to committees and (iii) special offices*

According to the current Remuneration Policy, the Shareholders' Meeting approved the annual compensation payable to the members of the Board of

Directors; this fee is valid also for the financial years following the one for which it was approved, until a new decision is taken by the meeting.

The members of the Board of Directors are entitled to reimbursement of the costs incurred to carry out their duties.

With regard to independent Directors, no different remuneration is envisaged with respect to the other members of the Board of Directors.

Fees regarding the members of the Supervisory Body and the Audit and Risk Committee were defined by the Board of Directors, upon proposal of the Remuneration Committee and after hearing the opinion of the Board of Statutory Auditors.

The compensation for the Remuneration Committee was decided by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, given that the Remuneration Committee elected not to directly express any proposal on this matter.

The current Remuneration Policy envisages that the members of the Supervisory Body and the Committees that have been created in compliance with the Code of Conduct receive a fixed remuneration in addition to an attendance token.

Reference should be made to the above-mentioned description of remuneration applied to the Board of Directors, pursuant to Art. 2389, par. 3, of the Italian Civil Code, regarding Directors vested with special offices.

2.8 Reference to remuneration policies adopted by other companies

To define its own Remuneration Policy, ASTM took no remuneration policies of other companies as reference.

SECTION II - REMUNERATION FOR 2014 OF MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE GENERAL MANAGER

In this section a list reports the names and remuneration for 2014 pertaining to the members of the Board of Directors and the Board of Statutory Auditors and the General Manager.

FIRST PART - ITEMS THAT FORM THE REMUNERATION

This Section II shows a comprehensive description of each single item forming the remuneration of the members of the Board of Directors and the Board of Statutory Auditors and of the General Manager, with reference to year 2014.

These items are broken down in the tables included in the second part of this Section.

Compensation paid in 2014 to the members of the Board of Directors and the Board of Statutory Auditors, as well as to the General Manager is consistent with the remuneration policy of the Company approved by the Shareholders' Meeting of ASTM on 22 April 2014.

a) REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

a₁ Remuneration decided by the Ordinary Shareholders' Meeting held on 10 June 2013

- EUR 30,000.00, per year, gross, for each Director;
- EUR 300,000.00, per year, gross, for the Chairman of the Board of Directors, in addition to the gross, fixed remuneration decided for each Director;
- EUR 1,000.00 as attendance token for any attendance to meetings of the Board of Directors, and EUR 500.00 for any attendance at distance to any meeting of the Board of Directors, using conference call or videoconference systems, in addition to a refund of expenses.

a₂ remuneration decided by the Board of Directors on 1 August 2013, upon proposal of the Remuneration Committee and after hearing the favourable opinion of the Audit and Risk Committee (on the remuneration of the Managing Director) and the Board of Statutory Auditors

- EUR 100,000.00, per year, gross, for each of the two Vice-Chairmen;
- EUR 500,000.00, per year, gross, for the Managing Director;
- EUR 9,000.00, per year, gross, for the Chairman of the Audit and Risk Committee and the Supervisory Body and EUR 6,000.00 for each of the remaining members, in

addition to EUR 1,000.00 as attendance token for any attendance or EUR 500.00 for any attendance at distance to any meeting using conference call or videoconference systems, in addition to a refund of expenses;

a₃ remuneration decided by the Board of Directors on 1 August 2013, after hearing the favourable opinion of the Board of Statutory Auditors

- EUR 9,000.00, per year, gross, for the Chairman of the Remuneration Committee and EUR 6,000.00 for each of the remaining members, in addition EUR 1,000.00 as attendance token for any attendance to meetings, or EUR 500.00 for any attendance at distance, using conference call or videoconference systems, in addition to a refund of expenses;

a₄ remuneration decided by the Board of Directors on 28 October 2013, upon proposal of the Remuneration Committee and after hearing the favourable opinion of the Board of Statutory Auditors

- EUR 9,000.00, per year, gross, to the "director responsible for the internal audit and risk management system".

ASTM did not sign any agreement for indemnities in case of early termination of the employment.

b) REMUNERATION FOR THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS IN OFFICE UNTIL 22 April 2014

b₁ Remuneration decided by the Ordinary Shareholders' Meeting held on 29 April 2011

- EUR 39,000.00 for the Chairman,
- EUR 26,000.00 for each Standing Auditor
- EUR 700.00 for the attendance to each Shareholders' Meeting, and meeting of the Board of Directors and Board of Statutory Auditors.

c) REMUNERATION FOR THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS IN OFFICE SINCE 22 April 2014

c₁ Remuneration decided by the Ordinary Shareholders' Meeting held on 22 April 2014

- EUR 39,000.00 for the Chairman,
- EUR 26,000.00 for each Standing Auditor
- EUR 1,000.00 for the attendance in person to each Shareholders' Meeting, and meeting of the Board of Directors and Board of Statutory Auditors
- EUR 500.00 for the attendance at distance (using conference call or videoconference systems) to each Shareholders' Meeting, and meeting of the Board of Directors and Board of Statutory Auditors

d) REMUNERATION OF THE GENERAL MANAGER

d₁ remuneration decided by the Board of Directors on 1 August 2013, upon proposal of the Remuneration Committee and after hearing the favourable opinion of the Board of Statutory Auditors

- EUR 25,000.00, per year, gross starting on 1 July 2013 (the prior compensation was EUR 15,000, per year, gross).

e) REMUNERATION OF ANY OTHER KEY MANAGERS

ASTM did not identify any key management personnel, in addition to the General Manager, as all key decisions are made by the Managing Director, consistently with powers that fall under the responsibility of the Board of Directors.

SECOND PART - TABLES

As required by Art. 123-ter of the Consolidated Law on Finance, the detail of remuneration paid to Directors and Statutory Auditors, including subsidiaries and associates is provided by name.

SUBJECT	DESCRIPTION OF POSITION		FIXED COMPENSATION				COMPENSATION FOR PARTICIPATION TO COMMITTEES	NON-EQUITY VARIABLE COMPENSATION	BENEFITS IN KIND	TOTAL COMPENSATION BY ASTM S.p.A.	COMPENSATION FROM SUBSIDIARIES AND ASSOCIATES	TOTAL
			FEE FOR THE OFFICE HELD	ATTENDANCE TOKEN	EMPLOYMENT	SPECIAL OFFICES						
SURNAME AND NAME	POSITION HELD	TERM OF POSITION										
<u>DIRECTORS</u>												
Gros-Pietro Gian Maria	Chairman of BoD	2013-2015.	30,000	6,500	-	300,000	-	-	336,500	-	336,500	
Gavio Daniela	Vice-Chairman	2013-2015.	30,000	7,000	-	100,000	-	-	137,000	272,236 (1)	409,236	
Gavio Marcello	Vice-Chairman	2013-2015.	30,000	7,000	-	100,000	-	-	137,000	5,000 (2)	142,000	
Sacchi Alberto	Managing Director	2013-2015.	30,000	7,000	-	500,000	-	-	537,000	198,952 (3)	735,952	
Bariatti Stefania	Director	2013-2015.	30,000	5,500	-	-	-	-	35,500	285,130 (4)	320,630	
Bima Caterina	Director	2013-2015.	30,000	4,000	-	-	7,000	-	41,000	-	41,000	
Bomarsi Luigi	Director	2013-2015.	30,000	7,000	-	-	9,000	-	46,000	35,750 (5)	81,750	
Dezzani Flavio	Director	2013-2015.	30,000	5,500	-	-	13,000	-	48,500	-	48,500	
Ferrero Cesare	Director	2013-2015.	30,000	5,000	-	-	13,000	-	48,000	-	48,000	
Garofano Giuseppe	Director	2013-2015.	30,000	5,000	-	-	11,000	-	46,000	-	46,000	
Poggiali Barbara	Director	2013-2015.	30,000	5,000	-	-	9,000	-	44,000	-	44,000	
Roth Luigi Piergiuseppe	Director	2013-2015.	30,000	5,000	-	-	6,500	-	41,500	-	41,500	
Rubegni Alberto	Director	2013-2015.	30,000	6,000	-	-	-	-	36,000	142,786 (6)	198,786	
Viviano Stefano	Director	2013-2015.	30,000	6,500	-	-	-	-	36,500	31,375 (7)	67,875	
Weigmann Marco	Director	2013-2015.	30,000	5,500	-	-	10,000	-	45,500	-	45,500	
<u>AUDITORS</u>												
Fazzini Marco	Chairman - Board of Stat. Auditors	2014-2016.	39,000	12,000	-	-	3,000	-	54,000	-	54,000	
Braja Piera	Standing Auditor	22/04/2014-2016	18,022	6,000	-	-	8,379	-	32,401	-	32,401	
Ramojino Ernesto	Standing Auditor	2014-2016.	26,000	13,000	-	-	5,500	-	44,500	-	44,500	
Donesana Annalisa	Substitute Auditor	22/04/2014-2016	-	-	-	-	-	-	-	-	-	
Coda Roberto	Substitute Auditor	2014-2016.	-	-	-	-	-	-	-	-	-	
Jona Celesia Lionello	Standing Auditor	until 22/04/2014	7,978	7,000	-	-	6,841	-	21,819	-	21,819	
Berni Massimo	Substitute Auditor	until 22/04/2014	-	-	-	-	-	-	-	-	-	
Settime Graziano	General Manager		25,000		318,000 (8)				3,595 (9)	346,595	81,508 (10)	428,103
TOTAL			566,000	125,500	318,000	1,000,000	102,220	-	3,595	2,115,315	1,052,736	3,168,051

- (1) Compensation as Vice-Chairman of SIAS S.p.A. (EUR 136 thousand), Vice-Chairman and member of the Executive Committee of SALT S.p.A. (EUR 52 thousand), Director of Autostrada dei Fiori S.p.A. (EUR 10 thousand), Vice-Chairman of SATAP S.p.A. (EUR 34 thousand), Chairman of Sinelec S.p.A. (EUR 33 thousand), Director of SAV S.p.A. (EUR 7 thousand).
- (2) Compensation as Chairman of OMT S.p.A. (EUR 5 thousand).
- (3) Compensation as Director charged to coordinate and supervise the administrative sector, as well as the corporate, fiscal and finance affairs areas of SIAS S.p.A. (EUR 147 thousand), Director and member of the Executive Committee of SALT S.p.A. (EUR 16 thousand), Director of Autostrada dei Fiori S.p.A. (EUR 18 thousand), Director of Autocamionale della CISA S.p.A. (EUR 13 thousand), Director of Tangenziale Esterna di Milano S.p.A. (EUR 5 thousand).
- (4) Compensation as Chairman of SIAS S.p.A..
- (5) Compensation as Director of SALT S.p.A. (EUR 11 thousand), Director of Autocamionale della CISA S.p.A. (EUR 11 thousand), Director of Sinelec S.p.A. (EUR 3 thousand), Secretary of Autostrada Asti-Cuneo S.p.A. (EUR 3 thousand), Auditor of Interporto di Vado (EUR 7 thousand) and member of the Supervisory Board of Itinera S.p.A. (EUR 1 thousand).
- (6) Compensation as Chairman of Itinera (EUR 5 thousand), Director of SINA S.p.A. (EUR 5 thousand), Director of Tangenziale Esterna S.p.A. (EUR 5 thousand), Managing Director and Director of Tangenziale Esterna di Milano S.p.A. (EUR 105 thousand), Managing Director and Director of Autostrade Lombarde S.p.A. (EUR 4 thousand) and Director of Bre.Be.Mi. S.p.A. (EUR 19 thousand).
- (7) Compensation as Director of Autostrada Asti-Cuneo S.p.A. (EUR 10 thousand), Director of Autostrada Torino-Savona S.p.A. (EUR 16 thousand) and Director of Tangenziale Esterna S.p.A. (EUR 5 thousand).
- (8) Gross remuneration as Manager of ASTM S.p.A..
- (9) Use of company car and supplementary health policy.
- (10) Compensation as Director of SIAS S.p.A. (EUR 46 thousand), Director of ATIVA S.p.A. (EUR 14 thousand), Director of SATAP S.p.A. (EUR 8 thousand), Director of SAV S.p.A. until 13 June 2014 (EUR 9 thousand), Director of Itinera S.p.A. (EUR 5 thousand).

SECTION III - DISCLOSURES ON EQUITY INVESTMENTS HELD BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS AND GENERAL MANAGERS

Pursuant to Art. 84-*quater* of the Issuer Regulation, disclosures on equity investments held by the Board of Directors and the Board of Statutory Auditors, as well as General Managers (*) are provided below:

SURNAME AND NAME	POSITION	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NUMBER OF PURCHASED SHARES	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT YEAR END
SACCHI ALBERTO	MANAGING DIRECTOR	ASTM S.p.A.	20,210	2,790	-	23,000
		SIAS S.p.A. shares	23,000	-	-	23,000
		SIAS S.p.A. bonds	500	-	-	500
GAVIO MARCELLO	VICE-CHAIRMAN OF BOARD OF DIRECTORS	SATAP S.p.A. (1)	39,157	-	-	39,157
GAVIO DANIELA	VICE-CHAIRMAN OF BOARD OF DIRECTORS	SIAS S.p.A. bonds	5,000	-	-	5,000
		SATAP S.p.A. (2)	3,255	-	-	3,255

(1) also owns, under ownership in common (one half), 51,441 shares of Satap S.p.A.

(2) also owns, under ownership in common (one third), 889 shares of Satap S.p.A.

(*) All subjects are included who, during the reporting period, held offices in the Board of Directors and the Board of Statutory Auditors and as general manager, even for less than one year.

for the Board of Directors

The Chairman

Gian Maria Gros-Pietro