



REMUNERATION REPORT

**PREPARED PURSUANT TO ARTICLES 123-TER OF THE TUF AND 84- QUATER OF THE ISSUER
REGULATION**

Approved by the Board of Directors of ASTM S.p.A. on 27 March 2018

www.astm.it

Letter of the Committee's Chairperson

Dear Shareholders

It is my pleasure to present ASTM S.p.A.'s Remuneration Report, which not only complies with applicable requirements, but also provides an opportunity to share the criteria and remuneration criteria used for the Company's key resources with the financial community at large.

Considering that senior management's compensation, corporate performance and medium to long-term value creation for shareholders are strictly linked, a transparent remuneration policy enables ASTM to meet the expectations of all its stakeholders, who seek value creation in the long term.

ASTM.'s remuneration system, based on the know-how that has informed all its human resources management policies, is a key tool to:

- attract, retain and motivate a community with outstanding professional qualities
- acknowledge the capabilities and enterprising spirit of the Company's managers
- align management actions with shareholders' interests
- promote the creation of value in the medium to long term
- comply with principles on empowering human resources.

These goals formed the basis of the Committee's work during 2017 and the first few months of 2018, with the Committee and subsequently the Board of Directors developing and approving an annual incentive scheme in 2017 and a long-term incentive scheme in 2018, aligned with the strategic choices of the industrial plan and with the business development time line. The industrial plan has been devised to adequately reflect the company's growth model and, for this purpose, a three-year rolling mechanism was planned, to reflect any growth for external lines in the objectives, and align to a greater extent with best market practices.

We believe that choosing practices and tools that can enable us to ensure consistency between management's compensation and overall results is a key pre-requisite to meeting investors' expectations.

This Report, prepared pursuant to article 123-ter of Legislative Decree no. 58/1998, has been adopted by the Board of Directors, who approved its contents in the meeting of 27 March 2018.

Marco Weigmann

Chairperson of the Remuneration Committee

GLOSSARY

Managing Director: the member of the Board of Directors to whom the aforementioned Board has attributed powers of Managing Director. ASTM S.p.a.'s Managing Director is Mr. Alberto Rubegni.

Shareholders' Meeting: ASTM's Shareholders' Meeting.

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

Corporate Governance Code: the Corporate Governance Code for listed companies approved in 2015 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., which ASTM declared to have adopted pursuant to article 123-bis, paragraph 2(a) of the TUF.

Board of Statutory Auditors: ASTM's Board of Statutory Auditors.

Audit, Risk and Sustainability Committee: part of the Board of Directors, consisting of independent directors. Pursuant to the Procedure for Transactions with Related Parties¹ adopted by the Company, this committee also performs the function of Related Parties Committee.

Remuneration Committee or Committee: The Remuneration Committee established by ASTM pursuant to the Corporate Governance Code.

Board of Directors: ASTM's Board of Directors.

Consob: the Italian Securities and Exchange Commission, with registered office in via G.B. Martini no. 3, Rome.

Key management personnel: the persons that have the power and responsibility - directly or indirectly - to plan, manage and control the Company's activities, according to the definition given by the Related Parties Regulation.

EBITDA (Earnings before interest, tax, depreciation and amortization): also defined as the "gross operating margin" or "GOM", this is a profitability index that shows the company's income from normal operations, i.e. gross of any interest (financial management), tax (financial management), depreciation and amortisation.

Group: collectively, ASTM and its subsidiaries pursuant to article 93 of the TUF.

Board of Statutory Auditors: the Board of Statutory Auditors appointed to monitor the operation, effectiveness and compliance of the "Organisation, management and control model pursuant to Legislative Decree 231/2001", as well as proposing its revision. The Board of Statutory Auditors currently consists of the Director Caterina Bima (acting as Chairperson), the Statutory Auditor Piera Braja and the Group Senior Director Roberto Sanino.

¹ Available at <http://www.astm.it/procedure-e-documenti/> under the "Governance\Procedures and documents" section.

Remuneration Policy: the Remuneration policy approved by the Company described in Section I of this Report.

Issuer Regulation: the Regulation issued by Consob with resolution no. 11971 of 14 May 1999, on Issuers, as amended.

Related Parties Regulation: the Regulation issued by Consob with resolution no. 17221 of 12 May 2010, on transactions with related parties, as amended.

Report: this remuneration report drafted pursuant to articles 123-ter of the TUF and article 84-quater of the Issuer Regulation.

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

Net profit: the profit generated after paying relevant taxes.

INTRODUCTION

The remuneration of directors and, in particular, of those who hold executive offices, is a key incentive and control tool to ensuring the integrity and effectiveness of corporate governance mechanisms. By drafting the annual Remuneration Report (hereinafter, for brevity's sake, also the "Report"), ASTM intends increasing the Shareholders' involvement in the definition of remuneration policies and increasing its transparency on the contents of such policies and their actual implementation, also enabling investors to access information on the current incentive system, allowing for a more accurate valuation of the Company and facilitating the exercise of the rights of the aforementioned Shareholders on an informed basis.

This Report, prepared pursuant to article 123-ter of the TUF and article 84-quater of the Issuers Regulation to detail the Company's Remuneration Policy, was drafted pursuant to Annex 3A, Schedule 7-bis and Schedule 7-ter of the Issuer Regulation and was approved by ASTM 's Board of Directors on 27 March 2018, with the favourable opinion of the Remuneration Committee and after consulting the Board of Statutory Auditors.

Through the definition of the Remuneration Policy, ASTM identifies the principles and guidelines that enable it to establish the policy and monitor its implementation within the Group, with respect to the members of the Board of Directors, the Board of Statutory Auditors, the General Manager and Key Management Personnel (where identified by the Board of Directors) and other Key Management Personnel², also providing visibility on the choices made as part of any new compensation schemes that may be adopted.

The Report comprises the following sections:

- i. Section I, outlining the policy developed by the Company for remuneration of members of the Board of Directors and Key Management Personnel (where identified by the Board of Directors) and the procedures used for the adoption and implementation of the policy;
- ii. Section II, outlining individual compensation for Directors, Auditors and, on an aggregate basis, the compensation for ASTM's Key Management Personnel (where identified by the Board of Directors):
 - a) it provides information for each of the items of which remuneration consists;
 - b) it details compensation paid by ASTM and its subsidiaries and associated companies during the year to the members of the Board of Directors and of the Board of Statutory Auditors.

Consequently, considering that, in compliance with the provisions of article 123-ter of the TUF, the Shareholders' Meeting convened to approve the 2017 Financial Statements shall be asked to vote on

² Managers with organisational positions that have a greater impact on the results of the Company and Group may be identified, at the discretion of the Managing Director, as receiving variable remuneration.

“Section I” of this Report, we propose that you vote in favour of the aforementioned “Section I”, adopting the resolution detailed at the end of this Report.

The duties of the Shareholders' Meeting pursuant to the Articles of Association with respect to the issues treated by this Report are reported below for the sake of completeness:

- appointing and revoking Directors,
- appointing Statutory Auditors and the Chairperson of the Board of Statutory Auditors;
- determining the remuneration of Directors and Auditors, save for provisions in article 2389, paragraph 3 of the Civil Code, for directors that hold specific offices;
- expressing an opinion on the aforementioned Report.

With respect to this last task, we would like to refer to the result of the Shareholders' Meetings' vote on Section I of the 2017 Remuneration Report (28 April 2017).

The proposal was approved by the majority with:

- votes in favour: 69,834,246, equal to 96.69% of voters;
- votes against: 2,366,196, equal to 3.28% of voters;
- votes abstained: 23,178, equal to 0.03% of voters



In compliance with the provisions of Article 84-quater, paragraph 4, of the Issuer Regulation, the Report also details the Directors' and Statutory Auditors' equity interests in ASTM and its subsidiaries, as well as those of spouses not legally separated and of children who are minors, whether they are held directly or through subsidiaries, trusts or agents.

This Report is available to the public at the Company's corporate offices in Corso Regina Margherita no. 165, Turin, as well as on the Company's website (www.astm.it) and the authorised storage platform.

As indicated further on, in light of major recent changes in the Company's and Group's strategy, and of business development initiatives including those on international markets and requests from investors,

during the year the Company started a project for the introduction of a management incentive system aimed at promoting the achievement of increasingly significant results and creating a virtuous link between compensation and business performance.

In particular, during 2017 (i) an annual incentive system was adopted which gives the beneficiaries a monetary bonus if established economic/financial and project/strategic objectives are achieved and (ii) as from 2018, a long-term incentive scheme has been adopted, related to long-term objectives, in order to consolidate the alignment of managerial conduct with objectives in the strategic plans of the Company, rewarding sustainable, long-lasting growth.

REFERENCE STANDARDS

This document has been prepared pursuant to article 123-ter of the TUF, according to which “at least twenty-one days before the date of the shareholders' meeting [...] companies with listed shares will make a remuneration report available to the public, at the company's head offices, on its website or by other procedures established by Consob.”

Moreover, the Report was drafted in compliance with the provisions of Resolution no. 18049 of 23 December 2011 (CONSOB), amending article 84-quater of the Issuer Regulation.

Article 123-ter, paragraph 6 of the TUF states that “the Shareholders' Meeting [...] resolves in favour or against the Remuneration Report provided for by paragraph 3” (i.e. on Section I of this document).

This resolution is “non-binding”, but the “result of the vote is published”. This regulation is aimed at providing full and timely disclosure to the market on the remuneration policy and compensation adopted by the Company.

In defining the Remuneration Policy explained in this document, the principles and application criteria in article 6 of the Corporate Governance Code were also taken into account.

SECTION I - REMUNERATION POLICY

1. PROCEDURES FOR POLICY ADOPTION AND IMPLEMENTATION

1.1 *Bodies or individuals involved in the preparation, approval and implementation of the Remuneration Policy*

Without prejudice to the power of the Shareholders' Meeting to set the annual compensation of directors, the Board of Directors defines the Remuneration Policy for directors with specific offices, general managers and key managers, upon the proposal of the Remuneration Committee and with the contribution of the human resources, risk management and compliance departments, each for their area of expertise, also after consulting with the Board of Statutory Auditors and, where applicable - pursuant to the procedure for transactions with related parties adopted by the Company, and in compliance with the Related Parties Regulation - with the Audit, Risk and Sustainability Committee.

Specifically, the remit includes:

| Individual to be remunerated | Decision-making body | Proposal-making body |
|---|-----------------------|------------------------|
| Directors | Shareholders' Meeting | |
| Directors that do not hold specific offices | Board of Directors | Remuneration Committee |

The Company's Remuneration Policy is subject to an advisory vote by the Shareholders' Meeting convened pursuant to article 2364 of the Civil Code on an annual basis.

1.2 *Role and composition of the Remuneration Committee*

The Remuneration Committee consists exclusively of non-executive and independent directors (with reference to the principles of both the Corporate Governance Code and article 148, paragraph 3 of the TUF, as referred to in article 147-ter, paragraph 4 of the TUF), and namely Marco Weigmann (acting as Chairperson), Anna Chiara Svelto and Barbara Poggiali.

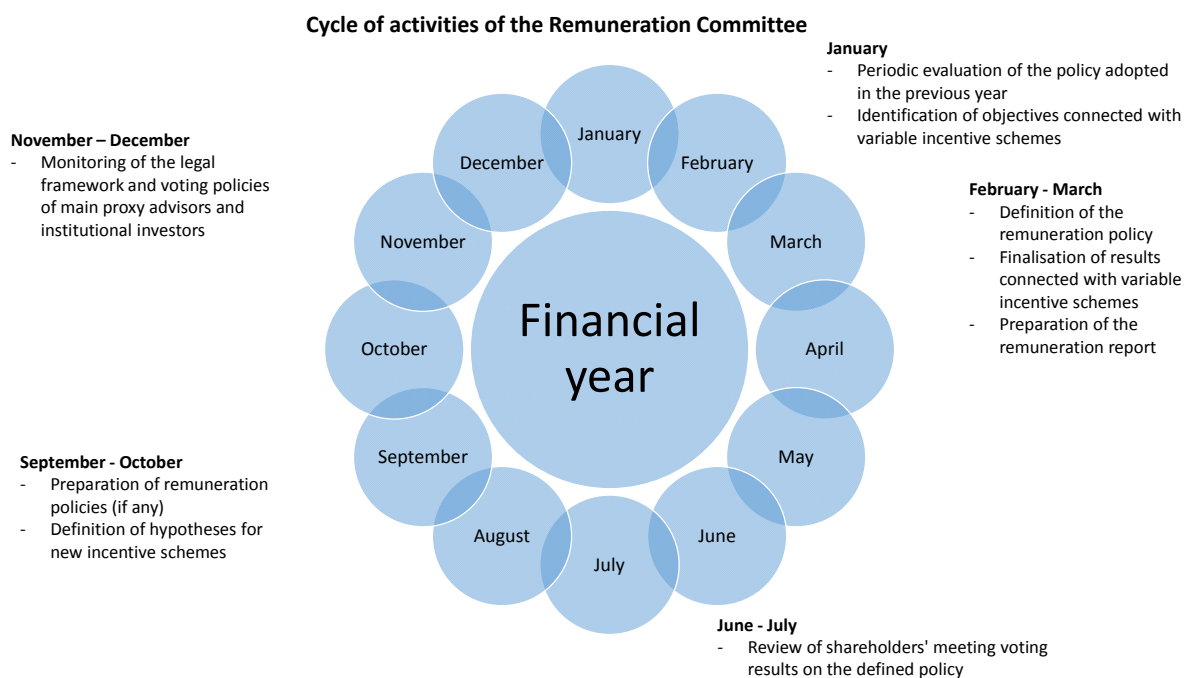
The Remuneration Committee has the power to i) submit proposals to the Board of Directors concerning remuneration policies for directors and key management personnel; ii) periodically assess the adequacy, general consistency and practical implementation of remuneration policies adopted for directors and key management personnel, using (with regard to this latter point) the information provided by managing directors, as well as make proposals to the Board of Directors on this subject; iii) submit proposals or express opinions to the Board of Directors 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 decisions adopted by the Board by assessing, in particular, the achievement of performance objectives.

The Remuneration Committee meets with the frequency required to fulfil its functions and is duly convened in the presence of at least the majority of its acting members. In particular, the activities of the Remuneration Committee are expected to take place in implementation of a yearly plan that entails the following stages:

- assessment of the suitability, consistency and actual implementation of the Remuneration Policy implemented in the previous financial year;
- definition of proposals for the Remuneration Policy for the following financial year and performance targets linked to incentive schemes;
- preparation of the Remuneration Report to be submitted to the Shareholders' Meeting, subject to prior approval by the Board of Directors;
- analysis of the outcome of the vote expressed by the Shareholders' Meeting on the Remuneration Policy approved by the Board.

By way of example, the activities of the committee as part of the to the annual meetings' schedule were as follows:



During 2017 and the first months of 2018, the Remuneration Committee, *inter alia*:

- submitted to the Board of Directors remuneration proposals for directors with specific offices, as well as proposals for the definition of a short- and medium-/long-term variable incentive system linked to performance objectives;
- submitted to the Board of Directors the Remuneration Report (describing, *inter alia*, the methods for exercising the Committee's functions), to be presented to the Shareholders' Meeting;
- monitored and verified the correct implementation of the Remuneration Policy adopted for 2017.

No Director took part in the meetings of the Committee during which proposals for his/her remuneration were submitted to the Board of Directors. Members of the Board of Statutory Auditor were requested to take part in Committee meetings, and receive notices convening the meetings.

The Committee was able to access any information and corporate functions required to adequately perform its duties. Therefore, given that the Committee used the Company's resources, it was not allocated specific financial resources.

For more detailed information on the composition of the Remuneration Committee in 2017 and on its meetings during this period, please see the content of the 2017 Corporate Governance Report published at the same time as this Report.

In 2018 and up to the date of approval of this Report, the Committee held various meetings, dedicated, *inter alia*, to periodically assessing the remuneration policies implemented in 2017 in order to finalise Remuneration Policy proposals for 2018, the proposal for a long-term incentive scheme, as well as review this Report for its subsequent approval by the Board of Directors.

1.3 Input from independent experts

To define the Remuneration Policy, market practice and remuneration levels were analysed, without specific reference to other companies. In this regard, the Company was assisted by the independent expert Willis Towers Watson, that in particular provided in-depth analysis of market trends with reference to remuneration best practices.

2. REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND KEY MANAGEMENT PERSONNEL

2.1 *Aims of the remuneration policy and any changes compared to the previous financial year*

The Remuneration Policy formulated by ASTM aims at:

- establishing remuneration levels that can: *(i)* recognise the managerial abilities of the individuals involved and their contribution to corporate growth with respect to their competencies and functions; *(ii)* attract, retain and motivate individuals with suitable professional profiles and capabilities for the Company;
- align the interests of executive directors with the main objective of medium to long-term value creation for investors;
- ensure the link between managers' remuneration and actual Company performance;
- promote medium-/long-term sustainability, with a specific focus on the interest of all corporate stakeholders.

As already stated, the Company started a project to introduce an annual incentive scheme as from 2017, and a long-term management incentive scheme as from 2018.

2.2 *Description of policies on fixed and variable remuneration components*

In light of (i) major recent changes in the Company's and Group's strategy, and of business development initiatives including those on international markets and markets with promising opportunities for growth, and (ii) requests from investors, during 2017/2018, a management incentive system was introduced, to fully revise the Company's remuneration strategy.

Consequently, the current approach to overall retribution, with a balanced package of fixed and variable monetary and non-monetary elements, that considers the Company's strategic objectives and risk profile with respect to the sector in which the Company operates and the characteristics of the activity performed, covers the following main salary items:

- fixed remuneration;
- an annual management incentive system (introduced as from 2017);
- a long-term management incentive system (introduced as from 2018);
- *benefits*.

Specifically, the management incentive system provides for the following:

- both short- and long-term variable remuneration linked to the achievement of specific corporate performance parameters;
- objectives previously established and determined and directly related to the process to define

company objectives and sustainability in medium-/long-term business growth, also through the synchronisation of these objectives with the development of strategic plans approved by the Company.

As explained in more detail in paragraph 2.4 of this Report, the Board of Directors, on the proposal of the Remuneration Committee, decided to adopt a long-term cash based incentive system, as from 2018, related to long-term objectives which, also through a rolling plan format, can (i) reward the achievement of long-term quantitative and qualitative results functional to the generation of value and sustainable growth, in line with the interests of shareholders and stakeholders, and (ii) retain key personnel of the Company.

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

The fixed component is commensurate with the responsibilities and competencies linked to the office held by the person in question.

To this end, the Remuneration Policy entails the use of a position assessment process whereby each role is allocated a monetary value that is representative of the complexity of the position and that enables comparison between the remuneration level of the position in question and market compensation for positions with the same level of complexity (external consistency), as well as the assessment of the balance between role complexity and relevant remuneration level within the Company (internal consistency).

Any compensation payable to the Managing Director and Key Management Personnel (where identified by the Board of Directors) as members of an administrative body of other companies are reversible to ASTM.

The amount of fixed remuneration allocated to each Director and Key Manager is reviewed on an annual basis, using the criteria and the methods detailed.

2.4 Variable Remuneration

The variable remuneration of ASTM comprises an annual incentive scheme and a long-term incentive scheme.

The ASTM annual incentive scheme provides for beneficiaries a monetary bonus for the achievement of set economic/financial and project objectives linked to the Company's strategic priority.

The scheme's main aims are:

- guiding management activities towards the achievement of priority and strategic objectives

- with a significant impact on corporate business;
- introducing a variable remuneration component, linking it to the performance achieved, in line with corporate performance;
- developing a management culture based on target-oriented performance: planning, management, monitoring and assessment.

The performance period, meant as the period of time for which the achievement of scheme-linked objectives is assessed, is the calendar year (1 January to 31 December).

For each beneficiary, the review of individual targets, required to determine the incentive due and its payment, shall take place, unless otherwise provided by the Company, after the approval of the Consolidated Financial Statements by the Board of Directors.

As part of the scheme, each target is conceived as a set of results that need to be achieved.

In order to act as an effective performance incentive, each target must be: (i) defined in a clear, univocal manner; (ii) measured through objective indicators; (iii) ambitious and challenging, but still deemed as achievable; (iv) directly linked to the Company's medium to long-term strategy; (v) defined as part of a set time horizon.

Specifically, the incentive is subject to the following being reached:

- ASTM's economic/financial objectives comprise: (i) a gate condition³ related to a parameter of Net income minus non-recurring items; (ii) consolidated EBIT net of non-recurring items;
- Project and strategic objectives.

In compliance with recommendations of article 6 of the Corporate Governance Code, payment of annual variable remuneration is subject and linked to a so-called claw-back (repayment) mechanism.

If, at a later time, but within three years from payment of the bonus, the Company's Board of Directors should ascertain that the level of achievement of performance objectives that resulted in the accrual of the aforementioned bonus was calculated on the basis of incorrect or falsified data and the difference between the data used and those rectified was such so as to result, if known at the time, in the non-accrual of the bonus or part thereof, the Board of Directors shall be entitled to ask the beneficiaries, who assume such obligation, to repay an amount up to the entire bonus paid.

The long-term incentive scheme was introduced for the Managing Director as from 2018, in order to:

- focus management action towards medium-/long-term priority and strategic objectives with a

³ The gate condition indicates the condition in the absence of which the bonus is not paid.

view to sustainable performance;

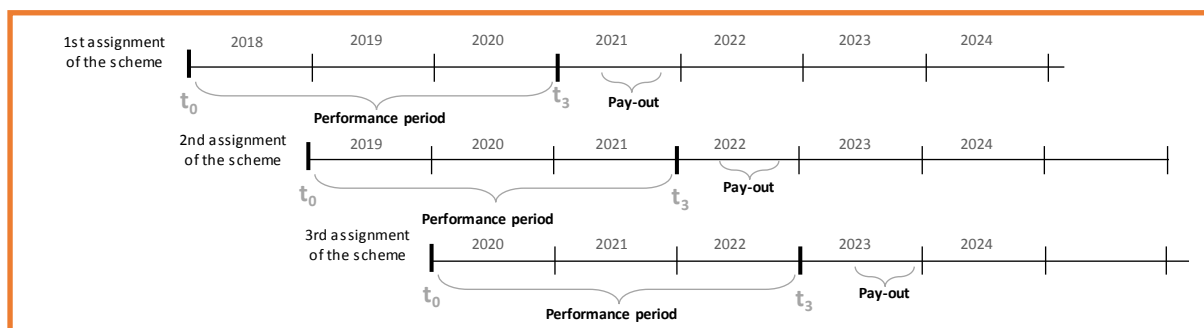
- align the interests of senior management with those of shareholders;
- consolidate retention policies for managers, introducing further alignment of the remuneration package with market practices.

The performance period, meaning the time frame during which objectives related to the scheme are reached, corresponds to the time between 2018 and 2022, in order to reflect long-term objectives and their relative development.

For this purpose, a rolling scheme was devised, i.e. a scheme with an architecture based on three, three-year cycles, with the start delayed by one year, in order to:

- consider the industrial plan which is updated from year to year;
- adjust to changes in the company scope (acquisitions/sales of company units/mergers) more easily;
- allow for new participants to be included/exclude others, each year;
- be more responsive to the market culture.

The mechanisms of the scheme over its time frame are summarised below, for an easier understanding.



As regards each cycle, the Board of Directors will identify the performance objectives, the target defined for each one, as well as the relative weight if several objectives are identified for each cycle.

With reference to the first cycle of the plan, payment of the bonus is subject to:

- the existence of a "gate condition"⁴ related to consolidated EBITDA accrued net of non-recurring items;

⁴ The gate condition indicates the condition, at the end of each performance period, in the absence of which the bonus is not paid.

- the achievement of performance objectives related to the following parameters: “consolidated EBITDA net of non-recurring items ” and “consolidated shareholders' equity and EBITDA net of non-recurring items”.

The Board of Directors may convert wholly or in part the bonus accrued as shares in the Company, and in this case, may establish that 40% of the assigned shares are subject to a lock-up period of the duration of one year, from the date of delivery of the shares.

In compliance with the recommendations in article 6 of the Corporate Governance Code, and subject to the right to claim compensation for further damages, after payment of the bonus (or after delivery of the shares), regardless of whether the contract of employment is ongoing or has ended, the Company may request return of the bonus (claw-back) in the case of:

- fraudulent conduct or gross negligence of the beneficiary to the detriment of the Company;
- conduct of the beneficiary amounting to wilful or gross misconduct that has caused significant harm to the financial position or performance or reputation of the Company;
- payment of the bonus (or the assignment of shares) based on data that are wrong and/or false.

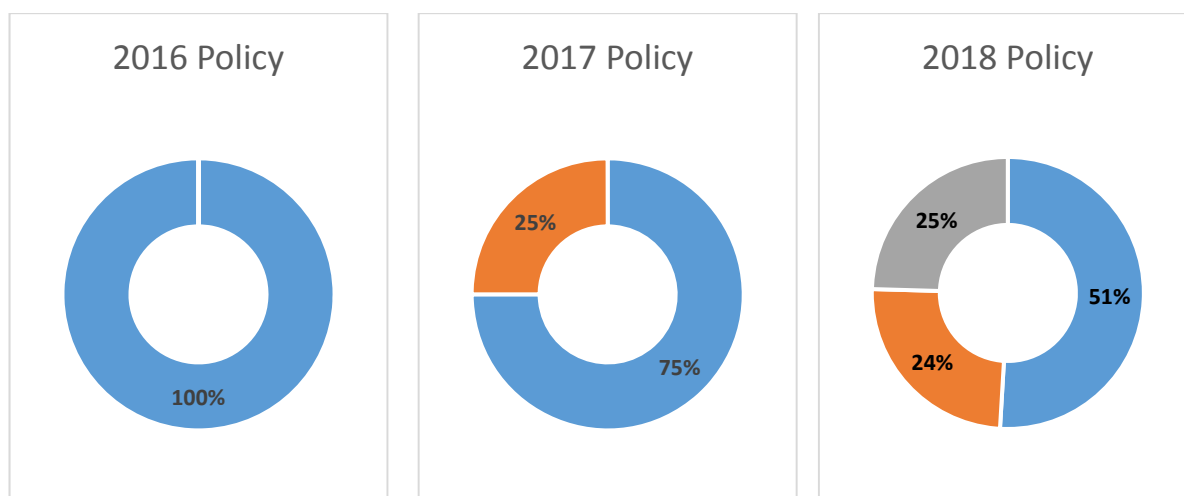
Payment of the bonus will be based on the ongoing relationship between the beneficiary and Company; if this ends, before the end of the performance period, save for the evaluation of the gate condition and the extent to which the performance objectives are achieved, the right to receive the bonus will be accrued on a pro rata temporis basis, based on employment or the mandate, according to the following cases:




- termination of the work position assigned to the Beneficiary;
- permanent incapacity;
- death;
- retirement;
- dismissal for just cause (established, in the event of claims, with a final judgement);
- withdrawal of the appointment or particular position, not for just cause;
- failure to renew the position of the director in the absence of just cause or justified reason;
- transfer of the contract of employment or appointment to the position of executive director in a different group company.

Moreover, in the event of termination of employment agreed by both parties, the Board may decide whether to allow accrual of the Bonus on a pro-rata temporis basis, save for the evaluation of the gate conditions and the extent to which the performance objectives are achieved.

Compensation Mix

With the introduction of a variable element, the compensation mix of the potential remuneration of the Managing Director is better balanced in its components, as detailed below:



-  Fixed compensation from ASTM S.p.A.
-  Variable, potential compensation to be received from ASTM S.p.A. - annual incentive scheme
-  Variable, potential compensation to be received from ASTM S.p.A. - long-term incentive scheme

2.5 Non-monetary benefits

The Remuneration Policy does not contemplate the payment of non-monetary benefits, with the exception of any fringe benefits currently envisaged in the remuneration practice and, in any case, consistent with the office/position held (use of corporate cars and employee and family health insurance cover).

2.6 Payment in the event of termination of office or termination of the employment relationship

To date, no agreements with Directors, General Managers and Key Management Personnel are in place that provide for indemnities in the event of resignation, termination, dismissal without just cause or termination of the employment relationship following a takeover bid, save for paragraph 2.4 as regards rights to variable components.

As a rule, the Company does not enter into agreements that regulate ex ante the early termination

of the employment relationship by either the Company or the individual, without prejudice, in any case, to legal and National Collective Bargaining Agreements' obligations.

Moreover, it should be noted that, on the date of this Report, ASTM has not entered into any non-competition agreements with its Directors that entail the payment of a sum in relation to the obligation arising from the aforementioned agreement.

2.7 Information on the presence of any insurance or social security and pension cover other than statutory ones

The Company has not arranged any insurance, or social security or pension cover other than statutory cover.

For the sake of completeness, it should be noted that, within the Group, a D&O - Directors' & Officers' Liability cover is in place for events linked to the performance of Directors' and Officers' duties, except in cases of wrongful misconduct.

2.8 Remuneration policy followed for: (i) independent directors, (ii) participation in committees and (iii) performance of specific duties

Pursuant to the current Remuneration Policy, the Shareholders' Meeting resolved on the annual compensation for the members of the Board of Directors, which shall apply until otherwise decided by the Meeting.

The members of the Board of Directors are entitled to the reimbursement of the expenses incurred as a result of their office.

Remuneration means any form of payment or benefits given, directly or indirectly in cash, as financial instruments or in kind (fringe benefits) in exchange for the provision of work or professional services, and therefore in accordance with the application criteria of article 6.C.4. of the Corporate Governance Code:

- for independent directors and directors without special duties, the Remuneration Policy adopted by the Company provides only for fixed remuneration and does not currently envisage variable types of remuneration related to the achievement of specific performance objectives, nor the assignment of shares, options, other financial instruments or other variable components of remuneration;
- No other compensation that differs from that of other members of the Board of Directors is envisaged for independent directors.

The remuneration, however, is deemed sufficient to attract, retain and motivate Board Members equipped with the professional characteristics required to successfully manage the Company.

Compensation for the members of the Board of Statutory Auditors and the Audit, Risk and

Sustainability Committee was established, upon proposal of the Remuneration Committee, by the Board of Directors, after consulting with the Board of Statutory Auditors.

Compensation for the Remuneration Committee was approved by the Board of Directors, after consulting the Board of Statutory Auditors, given that the Remuneration Committee had deemed not to submit any direct proposal on the matter.

The current remuneration policy provides for a fixed annual compensation, apart from the payment of an attendance fee, for the Supervisory Body and the aforementioned Committees.

Details of compensation for members of company bodies are indicated below, as decided by the Shareholders' Meeting of 28 April 2016 and by the Board of Directors on 9 August 2017 and 27 March 2018:

Independent directors and directors that do not hold specific offices

- EUR 30,000.00 gross per year for each Member;
- EUR 1,000.00 as an attendance fee for each Board meeting or EUR 500.00 for remote attendance via telephone or video conference;

Members of the Audit, Risk and Sustainability Committee, the Remuneration Committee and Supervisory Body

- EUR 15,000.00 for the Chairperson
- EUR 10,000.00 for the other members;
- EUR 1,000.00 as an attendance fee for each meeting or EUR 500.00 for remote attendance via telephone or video conference;

Directors that do not hold specific offices

- For the **Chairperson**:

- EUR 30,000.00 gross per year for each Board member;
- EUR 300,000.00 for the Chairperson;
- EUR 1,000.00 as an attendance fee for each Board meeting or EUR 500.00 for remote attendance via telephone or video conference;

- For the **Deputy Chairpersons**:

- EUR 30,000.00 gross per year for each Board member;
- EUR 100,000.00 for the Deputy Chairperson;
- EUR 1,000.00 as an attendance fee for each Board meeting or EUR 500.00 for remote attendance via telephone or video conference;

- For the **Managing Director**:
 - EUR 30,000.00 gross per year for each Board member;
 - EUR 800,000.00 gross per year for the Managing Director;
 - EUR 1,000.00 as an attendance fee for each Board meeting or EUR 500.00 for remote attendance via telephone or video conference;
 - an annual variable component (MBO);
 - a long-term variable component;
- For the **Director responsible for the internal audit and risk management system**:
 - EUR 15,000.00 gross per year;

Members of the Statutory Board of Auditors

- EUR 39,000.00 for the Chairperson
- EUR 26,000.00 for the other members;
- EUR 1,000.00 as an attendance fee for each meeting of the Shareholders, Board of Directors, Board of Statutory Auditors and Committees or EUR 500.00 for remote attendance via telephone or video conference.

2.9 Reference to other companies' remuneration policies

In order to define its Remuneration Policy, ASTM has not referred to the remuneration policies of other companies.

SECTION II

COMPENSATION PAID IN 2017 TO THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS AND TO THE GENERAL MANAGER

This section of the Report details the compensation pertaining to the financial year 2017 for the members of the Board of Directors and the Board of Statutory Auditors.

PART I - ITEMS THAT MAKE UP THE REMUNERATION

This part of Section II provides suitable information about each item that makes up the remuneration of the members of the Board of Directors and the Board of Statutory Auditors for the financial year 2017.

Such items are detailed in the tables in Part II of this Section.

The compensation paid for the financial year 2017 to the members of the Board of Directors and the Board of Statutory Auditors are in line with the Company's remuneration policy approved by ASTM's Shareholders' Meeting on 28 April 2017.

a) COMPENSATION FOR THE MEMBERS OF THE BOARD OF DIRECTORS IN OFFICE SINCE 28 APRIL 2016, AFTER THE RENEWAL OF THE MANAGEMENT BODY ()

a₁ compensation approved by the Ordinary Shareholders' Meeting on 28 April 2016

- EUR 30,000.00 gross per year for each Member;
- EUR 300,000.00 gross per year for the Chairperson of the Board of Directors, over and above the gross compensation provided for each Director;
- EUR 1,000.00 as an attendance fee for each meeting of the Board of Directors and EUR 500.00 for remote attendance via telephone or video conference, in addition to the reimbursement of expenses.

a₂ compensation approved by the Board of Directors on 11 May 2016 as amended on 9 August 2017, upon proposal of the Remuneration Committee, with the favourable opinion of the Risk, Audit and Sustainability Committee (with respect to the compensation for the Managing Director) and of the Board of Statutory Auditors

- EUR 100,000.00 gross per year to each of the two Deputy Chairpersons;
- EUR 800,000.00 gross per year for the Managing Director, Alberto Rubegni;
- EUR 9,000.00 gross per year up to 31 July 2017 and EUR 15,000.00 as from 1 August 2017 for the "Director responsible for the internal audit and risk management system";
- EUR 9,000.00 gross per year up to 31 July 2017 and EUR 15,000.00 gross per year from 1 August 2017 for the Chairpersons of the Risk, Audit and Sustainability Committee and the Supervisory Board;

- EUR 6,000 up to 31 July 2017 and EUR 10,000.00 from 1 August 2017 for the members of the Risk, Audit and Sustainability Committee and the Supervisory Board;
- EUR 1,000.00 as an attendance fee for each meeting or EUR 500.00 for remote attendance via telephone or video conference, in addition to the reimbursement of expenses.

a₃ compensation approved by the Board of Directors on 11 May 2016, as amended on 9 August 2017, with the favourable opinion of the Board of Statutory Auditors

- EUR 9,000.00 gross per year up to 31 July 2017 and EUR 15,000.00 gross per year from 1 August 2017 for the Chairperson of the Remuneration Committee and EUR 6,000.00 up to 31 July 2017 and EUR 10,000.00 gross per year from 1 August 2017 for each of the remaining members, as well as EUR 1,000.00 as an attendance fee for each meeting or EUR 500.00 for each remote attendance via telephone or video conference, in addition to the reimbursement of expenses;

ASTM has not entered into any agreements with its directors that provide for indemnities in the event of early termination of the employment relationship.

b) COMPENSATION FOR THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS

b1 compensation approved by the Ordinary Shareholders' Meeting on 28 April 2017

- EUR 39,000.00 for the Chairperson
- EUR 26,000.00 for each Statutory Auditor
- EUR 1,000.00 for attending in person each meeting of the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors
- EUR 500.00 for remote attendance (via telephone or video conference) in each meeting of the Shareholders', the Board of Directors and the Board of Statutory Auditors.

d) COMPENSATION FOR ANY OTHER KEY MANAGEMENT PERSONNEL

In light of the current corporate governance structure, ASTM has not identified any key manager other than the General Manager, as all decisions with strategic implications are made by the Managing Director, without prejudice to the remit of the Board of Directors.

PART II - TABLES

As required by article 123-ter of the TUF, detailed information is provided on the compensation paid to the members of the management and control bodies, including those of subsidiaries and associates.

| TABLE 1 | | | | | | | | | | | | |
|--|--|---|---|--------------------|----------------------------------|---|--------------|-----------------------|--------------------|-----------|-----------------------------------|---|
| Compensation paid to the members of the management and control bodies, General Managers and other key management personnel | | | | | | | | | | | | |
| A | B | C | D | 1 | 2 | 3 | | 4 | 5 | 6 | 7 | 8 |
| Name and Surname | Office | Period during which the office was held | Expiry of the term of office | Fixed remuneration | Fees for committee participation | Variable, non-equity based compensation | | Non-monetary benefits | Other compensation | Total | Fair Value of equity compensation | Severance indemnity for end of office or employment termination |
| | | | | | | Bonus and other incentives | Profit share | | | | | |
| Gian Maria Gros-Pietro | Chairman of the Board of Directors | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 300,000 (2) | | | | | € 30,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 300,000 (2) | | | | | € 30,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 300,000 | | | | | € 39,000 | | |
| Daniela Gavio | Deputy Chairperson of the Board of Directors | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 100,000 (2) | | | | | € 30,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 100,000 (2) | | | | | € 30,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 100,000 | | | | | € 39,000 | | |
| Marcello Gavio | Deputy Chairperson of the Board of Directors | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 100,000 (2) | | | | | € 30,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 100,000 (2) | | | | | € 30,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 100,000 | | | | | € 39,000 | | |
| Alberto Rubegni | Managing Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 800,000 (2) | | | | | € 30,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 800,000 (2) | | | | | € 30,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 800,000 | | | | | € 39,000 | | |
| Stefano Viviano | Executive Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 800,000 (2) | € 438,690 (6) | | | | € 447,690 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 800,000 (2) | € 438,690 (6) | | | | € 447,690 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 800,000 | € 438,690 | | | | € 456,690 | | |
| Stefano Viviano | Executive Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 250,091 (7) | € 1,089,591 | € 438,690 | | | | € 250,091 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 250,091 (7) | € 1,089,591 | € 438,690 | | | | € 250,091 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 259,091 | € 1,089,591 | € 438,690 | | | | € 259,091 | | |
| Stefania Bariatti | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 7,000 (3) | | | | | € 30,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 7,000 (3) | | | | | € 30,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 7,000 | | | | | € 39,000 | | |
| Caterina Bima | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 291,452 (10) | | | | | € 328,452 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 291,452 (10) | | | | | € 328,452 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 291,452 | | | | | € 328,452 | | |
| Giuseppe Garofano | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 17,015 (11) | | | | | € 30,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 17,015 (11) | | | | | € 30,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 17,015 | | | | | € 39,000 | | |
| Giuseppe Gatto | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 8,000 (3) | | | | | € 47,515 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 8,000 (3) | | | | | € 47,515 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 8,000 | | | | | € 56,515 | | |
| Beniamino Gavio | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 13,677 (12) | | | | | € 43,677 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 13,677 (12) | | | | | € 43,677 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 13,677 | | | | | € 52,677 | | |
| Luigi Piergiuseppe Roth | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 5,000 (13) | | | | | € 35,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 5,000 (13) | | | | | € 35,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 5,000 | | | | | € 44,000 | | |
| Anna Chiara Svelto | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 10,677 (15) | | | | | € 40,677 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 10,677 (15) | | | | | € 40,677 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 10,677 | | | | | € 49,677 | | |
| Umberto Tosoni | Executive Director | 23/10/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 7,068 (1) | € 1,500 (3) | | | | | € 7,068 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 7,068 (1) | € 1,500 (3) | | | | | € 7,068 | | |
| (II) Compensation from subsidiaries and associates | | | | € 145,858 (16) | | | | | | € 145,858 | | |
| (III) Total | | | | € 152,926 | € 1,500 | | | | | € 154,426 | | |
| Marco Weigmann | Independent Director | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 30,000 (1) | € 16,015 (15) | | | | | € 46,015 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 30,000 (1) | € 16,015 (15) | | | | | € 46,015 | | |
| (II) Compensation from subsidiaries and associates | | | | € 9,000 (3) | | | | | | € 9,000 | | |
| (III) Total | | | | € 39,000 | € 16,015 | | | | | € 55,015 | | |
| Marco Antonio Cassou | Independent Director | 01/01/2017 - 28/03/2017 | Shareholders' Meeting for the approval of the 2018 Financial Statements | € 7,068 (1) | € 1,500 (3) | | | | | € 7,068 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 7,068 (1) | € 1,500 (3) | | | | | € 7,068 | | |
| (II) Compensation from subsidiaries and associates | | | | € 24,920 (17) | | | | | | € 24,920 | | |
| (III) Total | | | | € 32,000 | € 1,500 | | | | | € 33,500 | | |
| Marco Fazzini | Chairman of the Board of Statutory Auditors | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2017 Financial Statements | € 39,000 (1) | € 6,500 (18) | | | | | € 45,500 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 39,000 (1) | € 6,500 (18) | | | | | € 45,500 | | |
| (II) Compensation from subsidiaries and associates | | | | € 18,500 (3) | | | | | | € 18,500 | | |
| (III) Total | | | | € 57,500 | € 6,500 | | | | | € 64,000 | | |
| Piera Braja | Standing auditor | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2017 Financial Statements | € 26,000 (1) | € 23,177 (18) | | | | | € 49,177 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 26,000 (1) | € 23,177 (18) | | | | | € 49,177 | | |
| (II) Compensation from subsidiaries and associates | | | | € 21,000 (3) | | | | | | € 21,000 | | |
| (III) Total | | | | € 47,000 | € 23,177 | | | | | € 70,177 | | |
| Ernesto Ramojo | Standing auditor | 01/01/2017 - 31/12/2017 | Shareholders' Meeting for the approval of the 2017 Financial Statements | € 26,000 (1) | € 8,000 (18) | | | | | € 34,000 | | |
| (I) Fees in the company that prepares the Financial Statements | | | | € 26,000 (1) | € 8,000 (18) | | | | | € 34,000 | | |
| (II) Compensation from subsidiaries and associates | | | | € 22,500 (3) | | | | | | € 22,500 | | |
| (III) Total | | | | € 48,500 | € 8,000 | | | | | € 56,500 | | |

- (1) Compensation set by the Shareholders' Meeting pursuant to article 2389 c 1 of the Civil Code.
- (2) Compensation set by the Board of Directors pursuant to Article 2389 c 3 of the Civil Code.
- (3) Attendance fee for participation in meetings
- (4) Compensation as Vice Chairperson of SIAS S.p.A. (EUR 141 thousand), Director and Member of the Executive Committee of SALT S.p.A. (EUR 66 thousand), Director of Autostrada dei Fiori S.p.A. (EUR 22 thousand), Vice Chairperson of SATAP S.p.A. (EUR 35 thousand), Chairperson of Sinelec S.p.A. (EUR 103 thousand), Director of SAV S.p.A. (EUR 16 thousand) and gross remuneration and fringe benefits as employee of Itinera S.p.A. (EUR 436 thousand).
- (5) Compensation as Chairperson of OMT S.p.A. (EUR 5 thousand), Alternate Director of Ecorodovias Infrastruttura e Logistica S.A. (EUR 55 thousand*) and gross remuneration and fringe benefits as employee of Itinera S.p.A. (EUR 306 thousand).
- (6) Compensation for the MBO scheme
- (7) Compensation as Managing Director of Tangenziali Esterne di Milano S.p.A. (EUR 106 thousand), Director of Tangenziale Esterna S.p.A. S.p.A. (EUR 5 thousand), Director of Autostrade Lombarde S.p.A. (EUR 5 thousand), Director Società di Progetto Brebemi S.p.A. (EUR 20 thousand), Director of Itinera S.p.A. (EUR 1 thousand), Director of SINA S.p.A. (EUR 8 thousand) and Director and member of the Executive Committee of Ecorodovias Infrastruttura e Logistica S.A. (EUR 105 euro1).
- (8) Director responsible for the Internal Audit and Risk Management System
- (9) Compensation as Director of Autostrada Asti-Cuneo S.p.A. (EUR 10 thousand), Director of Autostrada Torino-Savona S.p.A. (EUR 12 thousand), Director of Tangenziale Esterna S.p.A. (EUR 6 thousand), Managing Director of IGLI S.p.A. (EUR 20 thousand) and Chairperson of SIAS Parking S.r.l. (EUR 8 thousand).
- (10) Compensation payable as Chairperson of SIAS S.p.A..
- (11) Compensation for participation in the Board of Statutory Auditors
- (12) Compensation for the participation in the Risk and Control Committee
- (13) Compensation payable as Director of SIAS S.p.A..
- (14) Compensation as Director of SIAS S.p.A.(EUR 41 thousand) and Director of Ecorodovias Infrastruttura e Logistica S.A. (EUR 73 thousand*).
- (15) Compensation for participation in the Remuneration Committee
- (16) Compensation - on a pro rata temporis basis and net of amounts to SIAS S.p.A. - in a capacity as General Manager and employer of SIAS S.p.A. (EUR 111 thousand), Managing Director up to 19 April 2017 and then Director of Autostrada dei Fiori S.p.A. (EUR 11 thousand), Managing Director of Autostrada Asti-Cuneo S.p.A. (EUR 11 thousand), Managing Director of SAV S.p.A. (EUR 4 thousand), Managing Director of SATAP S.p.A. (EUR 8 thousand) and Deputy Chair of Sinelec S.p.A., Director of SALT p.A., Managing Director of SITAF S.p.A., Director of TEM and Director of TE (for a total of EUR 1 thousand).
- (17) Compensation as Director and member of the Executive Committee of Ecorodovias Infrastruttura e Logistica S.A. (EUR 105 thousand¹).
- (18) Compensation for participation in the Audit, Risk and Sustainability Committee, the Remuneration Committee and the Supervisory Board
- (19) Compensation payable as member of the Board of Statutory Auditors of SITAF S.p.A..

* Amounts converted at the EUR/BRL rate of 31 December 2017: 3,9729

TABLE 3B**Monetary incentive schemes for board members, general managers and other key management personnel**

| A | B | 1 | 2 | | | 3 | | | 4 |
|---|--------|------|--------------------|----------|------------------|-------------------------|--------------|----------------|---------------|
| NAME AND SURNAME | Office | Plan | Bonus for the year | | | Bonus of previous years | | | Other bonuses |
| | | | (A) | (B) | (C) | (A) | (B) | (C) | |
| | | | Payable/paid | Deferred | Deferment period | No longer payable | Payable/paid | Still deferred | |
| (I) Compensation for the company that prepares the Financial Statements | | MBO | € 438,690 | | | | | | |
| (II) Compensation from subsidiaries and associates | | | | | | | | | |
| (III) Total | | | € 438,690 | | | | | | |

Note 1 The sum of amounts indicated in columns 3A, 3B and 3C corresponds to the sum of amounts indicated in columns 2B and 3C of the previous year.

Note 2 If an aggregate representation criterion is adopted, the following information is provided in the Table:
- total bonuses of the year, divided into paid and deferred bonuses, indicating the average deferment time; - total bonuses of previous years, divided into bonuses no longer payable, paid and still deferred;
- other total bonuses.

SECTION III
INFORMATION ON EQUITY INTERESTS HELD BY THE MEMBERS OF MANAGEMENT AND CONTROL
BODIES

Pursuant to article 84-quater of the Issuer Regulation, disclosure on the equity interests held by management and control bodies and General Managers is provided below (*)

| NAME AND SURNAME | POSITION | COMPANY IN WHICH AN EQUITY INTEREST IS HELD | NUMBER OF SHARES NUMBER OF SHARES OWNED AT THE END OF THE PREVIOUS FINANCIAL YEAR | NUMBER OF SHARES PURCHASED | NUMBER OF SHARES SOLD | NUMBER OF SHARES OWNED AT THE END OF THE CURRENT FINANCIAL YEAR |
|--------------------|-----------------------|--|--|-------------------------------|--------------------------------------|--|
| MARCELLO GAVIO | DEPUTY CHAIRPERSON | SATAP S.p.A. ⁽¹⁾ | 39,157 | -- | -- | 39,157 |
| DANIELA GAVIO | DEPUTY CHAIRPERSON | SIAS S.p.A. bonds SATAP S.p.A. ⁽³⁾ | 5,000 3,255 | -- -- | 5,000 ⁽²⁾ -- | -- 3,255 |
| BENIAMINO GAVIO | DIRECTOR | ASTM S.p.A. SIAS S.p.A. shares ⁽⁴⁾ SIAS convertible bonds ⁽⁵⁾ SATAP S.p.A. ⁽³⁾ | 5,000 1,500 125 53,283 | -- -- -- -- | -- -- 125 ⁽²⁾ -- | 5,000 1,500 -- 53,283 |

(*) All individuals, who during the financial year in question, held the office of member of management and control bodies, also for part of the year, are included.

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

(2) the bonds of the "SIAS 2.625% 2005-2017 bond loan convertible into ordinary shares" were repaid in a lump sum, at 30 June 2017

(3) also owns, in common, one third of no. 889 shares of Satap S.p.A.

(4) 500 shares are owned by the spouse

(5) Ownership refers to the spouse

DRAFT RESOLUTION FOR THE SHAREHOLDERS' MEETING

Given that, pursuant to applicable regulations, the Shareholders Meeting is required to express its vote on "Section I" of this Report, we propose that you vote in favour of the aforementioned "Section I", adopting the following resolution:

"The Shareholders' Meeting,

- *having acknowledged the Remuneration Report prepared by the Board of Directors, in implementation of the provisions of article 123-ter of the TUF and the guidelines contained in article 84-quater of the Issuer Regulation;*
- *having examined Section I in particular, which details the Policy developed by the Company for the remuneration of the Board of Directors, the General Manager and Key Management personnel (where identified by the Board of Directors) and procedures used for the adoption and implementation of the policy;*

resolves

in favour of "Section I" of the Remuneration Report".

Tortona, 27 March 2018

for the Board of Directors

The Chairman

(Gian Maria Gros-Pietro)