

**ASTM S.p.A.**

**Registered Office in Turin - Corso Regina Margherita 165**

**Share Capital € 44,000,000 fully paid-up**

**Tax code, VAT number and registration number at the Register of Companies of Turin: 00488270018**

**Internet site: [www.astm.it](http://www.astm.it)**

**Management and coordination: Argo Finanziaria S.p.A. unipersonale**

### **NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Parties entitled to attend and exercise their right to vote are invited to the Ordinary and Extraordinary Shareholders' Meeting at the Registered Office in Turin, Corso Regina Margherita no. 165, on 28 April 2016, at 11:00, held in single call, to resolve on the following:

#### **AGENDA**

##### **Ordinary session**

1. 2015 Separate Financial Statements, Board of Directors' Report on Operations: pertinent and consequent resolutions.  
Review of the 2015 Consolidated Financial Statements.
2. Profit allocation and dividend distribution.
3. Remuneration Report, pursuant to art. 123-*ter* of Italian Legislative Decree no. 58 of 24 February 1998.
4. Appointment of the Board of Directors.
  - 4.1 Determination of the number of members of the Board of Directors.
  - 4.2 Determination of the term of office of the Board of Directors.
  - 4.3 Appointment of the members of the Board of Directors.
  - 4.4 Appointment of the Chairperson of the Board of Directors.
  - 4.5 Determination of the compensation for members of the Board of Directors.
5. Request for authorisation to purchase and sell treasury shares.

##### **Extraordinary session**

1. Share capital increase against payment for the total maximum amount, including share premium, of EUR 128,023,704.00, with exclusion of the option right pursuant to art. 2441, fourth paragraph of the Italian Civil Code, to be carried out by issuing a maximum of 10,998,600 new ordinary shares, without par value and with regular dividend rights, to be settled through the transfer from Argo Finanziaria S.p.A. and Codelfa S.p.A. of their equity investments in Itinera S.p.A.; subsequent amendment of art. 5 (Share Capital Measurement) of the Articles of Association; pertinent and consequent resolutions.

#### **Entitlement to attend the Shareholders' Meeting and exercise the right to vote**

The parties entitled to attend and vote at the Shareholders' Meeting are those who send the Company the communication from the qualified broker certifying the right based on accounting records at the end of the day on **19 April 2016**, or the seventh market trading day prior to the date set for the Shareholders' Meeting in single call (e.g., the record date). The communication must be received by the Company no later than the end of the third market trading day prior to the date set for the

Shareholders' Meeting in single call. Entitlement to attend and vote at the Shareholders' Meeting will be validated if the aforementioned communication is received by the Company after the deadline, as long as it is received by the start of proceedings.

Credit or debit entries made into the accounts after **19 April 2016** do not count for the purpose of being entitled to attend and vote at the Shareholders' Meeting.

Every party entitled to attend and vote at the Shareholders' Meeting may be represented by a proxy issued according to governing regulations. The proxy form available on the Company's website ([www.astm.it](http://www.astm.it)), in the "Governance" section, may be used for this purpose. The proxy can be communicated to the Company using the email address: [assembleaastm@astm.it](mailto:assembleaastm@astm.it).

If the representative delivers or transmits a copy of the proxy to the Company, he/she must certify, under his/her own responsibility, the conformity of the proxy to the original document, as well as the identity of the delegating individual.

#### **Right to submit questions on the agenda items**

After having demonstrated the related entitlement, individuals entitled to vote may submit questions on the agenda, including prior to the Shareholders' Meeting, by submitting them no later than 25 April 2016, using the email address: [assembleaastm@astm.it](mailto:assembleaastm@astm.it).

Questions submitted prior to the Shareholders' Meeting will be answered, at the latest, during said Meeting. The Company may provide a single response to questions with the same subject matter.

#### **Right to add items to the agenda and to submit new resolution proposals**

Shareholders who, alone or jointly, represent at least one-fortieth of the share capital may request to add items to the list of topics to be discussed, within ten days of this Notice of Call of the Shareholders' Meeting, indicating in the request the additional proposed topics, or may submit resolution proposals on items already on the agenda. The requests, together with the certification of entitlement to attend, must be submitted in writing, either by post or by using the email address: [assembleaastm@astm.it](mailto:assembleaastm@astm.it).

By that same date and using the same procedures, a report must be submitted to the Board of Directors containing the proposed discussion topics or the proposed resolutions on items already on the agenda. The agenda cannot be amended for topics that the Shareholders' Meeting resolves based on proposals from Directors or based on a project or report prepared by said Directors, in accordance with the law.

The amended list of items to be discussed in the Shareholders' Meeting or the additional resolution proposals on topics already on the agenda will be published at least fifteen days prior to the date set for the Shareholders' Meeting in the same manner in which this Notice of Call was published.

#### **Share capital**

As at the date of this Notice of Call, the share capital of the Company is EUR 44,000,000, consisting of 88,000,000 shares without par value. Pursuant to governing regulations, the voting right has been suspended for 5,206,450 treasury shares held by the Company and 21,500 shares held, as at today's date, by the subsidiary ATIVA S.p.A..

### **Appointment of the Board of Directors**

The list of candidates for the office of Director must be submitted at the Registered Office or to the email address [assembleaastm@astm.it](mailto:assembleaastm@astm.it) no later than twenty-five days prior to the date of the Shareholders' Meeting held in single call (specifically, no later than 3 April 2016), in accordance with the methods envisaged in art. 16 of the Articles of Incorporation (available on the internet site in the "Governance" section), and governing regulation, respectively.

Shareholders who, alone or together with others, hold shares representing at least 1% of the share capital have the right to submit lists of candidates, as prescribed by Consob Resolution no. 19499 of 28 January 2016. The ownership of the number of shares necessary for submitting lists is calculated with respect to the shares registered to the shareholder on the day the lists are submitted to the Company.

Each list submitted shall include at least two candidates who comply with the independence requirements set out by governing regulations, by indicating them separately and including one of these at the first place in the list. The lists with three or more candidates shall also include candidates of both genders, so as to ensure compliance with the governing regulations on gender parity.

The candidates should note the "Procedure to identify the maximum number of positions held as director or auditor in other companies", adopted by the Board of Directors and published on the aforementioned internet site in the "Governance" section.

With the upcoming renewal, the Board of Directors has expressed its opinion to shareholders on the size and composition of the incoming Board, attached to the explanatory report prepared for the specific Shareholders' Meeting agenda item.

### **Reports and documentation**

The Shareholders' Meeting documentation, including the explanatory reports of the Board of Directors on agenda items and the related resolution proposals, as well as the annual financial statements, will be available at the registered office, at Borsa Italiana S.p.A., on the Company's internet site ([www.astm.it](http://www.astm.it)), and in the authorised archival system, as stipulated in governing regulations, with Shareholders and those with voting rights entitled to review them.

### **Other information**

The documents related to the rights associated with the Shareholders' Meeting addressed in this Notice of Call can be validly submitted at the Registered Office in Turin, Corso Regina Margherita no. 165 (Monday through Friday from 8:30 to 12:30 and from 13:30 to 17:30).

for the Board of Directors  
The Chairperson  
(Gian Maria Gros-Pietro)