

ASTM S.p.A.

Registered Office at Corso Regina Margherita 165, Turin

Share Capital €44,000,000 fully paid-in

Tax Code, VAT number and registration number at the Register of Companies of Turin:

00488270018

Website: www.astm.it

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

CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

Persons entitled to participate and exercise the voting right are called to an Extraordinary and Ordinary Shareholders' Meeting at the Registered Office at Corso Regina Margherita 165, Turin, on 10 June 2013, at 11 a.m., in a single call, to resolve on the following

AGENDA

Extraordinary Session

1. Proposal to amend Article 3 (Purpose) of the Articles of Association: pertinent and consequent resolutions.
2. Proposal to revoke the delegation to increase the share capital against payment assigned to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, by the Extraordinary Shareholders' Meeting held on 20 April 2012: pertinent and consequent resolutions.

Ordinary Session

1. 2012 Financial Statements, the Board of Directors' Report on management and allocation of profit: pertinent and consequent resolutions.
Examination of the 2012 Consolidated Financial Statements.
2. Appointment of the Board of Directors subject to determination of the number of members and term of office. Appointment of the Chairman.
3. Determination of the annual fees for the members of the Board of Directors and for the Chairman.
4. Remuneration Report, pursuant to Article 123-ter of Italian Legislative Decree 58 of 24 February 1998: pertinent and consequent resolutions.
5. Request for authorisation for purchase and disposal of treasury shares: pertinent and consequent resolutions.

Entitlement to participate in the Shareholders' Meeting and to exercise the voting right

Those for whom the Company has received – by the end of the third trading day before the date set for the Shareholders' Meeting in single call - the communication from the authorised intermediary certifying their right on the basis of the records relating to the end of the accounting day 30 May 2013, that is, the seventh trading day before the date set for the Shareholders' Meeting in single call (the “record date”), shall be entitled to participate and to vote in the Shareholders' Meeting. The entitlement to participate and vote in the Shareholders' Meeting still applies if the aforesaid communication from the intermediary reaches the Company after the aforesaid deadline, but before the start of the meeting's business.

Credit or debit entries recorded in the accounts after 30 May 2013 shall have no relevance for the purpose of entitlement to participate and vote in the Shareholders' Meeting.

Each person entitled to participate and vote in the Shareholders' Meeting may be represented by proxy, pursuant to applicable legislation. For this purpose, use may be made of the proxy form that is provided on the Company's website (www.astm.it) in the corporate governance section. The proxy may be sent to the Company at the email address: assembleaastm@astm.it

If the representative delivers or sends the Company a copy of the proxy, he must certify, at his own responsibility, its compliance with the original and the identity of the delegating party.

Right to submit questions on the items on the agenda

After proving their entitlement, those who are entitled to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, ensuring they are received by 7 June 2013. For this purpose the email address assembleaastm@astm.it may be used.

Questions received before the Shareholders' Meeting shall be answered at the latest during the meeting. The Company may provide a single reply to questions with the same content.

Right to integrate the agenda and to submit new proposals for resolution

Shareholders who, even collectively, represent at least one fortieth of the share capital may request, within ten days of publication of this notice of call, integration of the list of items to be discussed, stating in the request the additional matters proposed or submit proposals for resolutions on items already on the agenda. Requests – together with the certificate proving ownership of the shareholding – must be submitted in writing, including by post or to the email address assembleaastm@astm.it.

By the same deadline and using the same procedures, a report must be submitted to the administration body on the matters on which discussion is proposed or the proposals for resolutions on items already

on the agenda. Integration of the agenda is not permitted for matters on which the Shareholders' Meeting deliberates, pursuant to law, upon proposal from the Directors or on the basis of a project or a report that they have prepared.

The integrated list of items to be discussed in the Shareholders' Meeting or the additional proposals for resolutions submitted on matters already on the agenda shall be published at least fifteen days before the date set for the Shareholders' Meeting according to the same procedures for publication of this notice.

Share capital

At the date of this notice the Company's share capital is of EUR 44,000,000 divided into 88,000,000 shares without nominal value. Pursuant to legislation in force the right to vote is suspended with regard to the 3,344,226 treasury shares held by the Company and the 21,500 shares that, as at today's date, are held by the subsidiary ATIVA S.p.A.

Appointment of the Board of Directors

The lists of candidates to the office of Director must be filed, at the Registered Office, or sent to the email address assembleaastm@astm.it, by the twenty-fifth day before the date of the Shareholders' Meeting in single call (that is, by 16 May 2013), pursuant to and following the procedures set forth in Article 16 of the Articles of Association (available on the website in the corporate governance section), and in applicable legislation.

Candidates are reminded of the "*Procedure for identifying the maximum number of offices of director or statutory auditor in other companies*" adopted by the Board of Directors and published on the aforesaid website in the corporate governance section.

Each list must include at least two candidates who meet the independence requirements provided by applicable legislation, indicating them separately and placing one of them at the top of the list. Lists containing a number of candidates equal to or higher than three must also include candidates of different gender, so as to ensure compliance with the rules in force from time to time on gender balance.

Lists may be submitted by shareholders who, alone or together with other shareholders, hold a total number of shares representing at least 2.5% of the share capital, as established by Consob Resolution no. 18452 of 30 January 2013. Ownership of the number of shares required for submission of lists is established on the basis of the shares registered in favour of the shareholder on the day on which the lists are filed at the Company.

Reports and documentation

The meeting documentation, including the explanatory reports of the Board of Directors on the items on the agenda and the related proposals for resolution, as well as the annual financial report, shall be available at the registered office, at Borsa Italiana S.p.A. and on the Company's website (www.astm.it), within the time limits established by applicable legislation, so that they may be examined by the Shareholders and those entitled to vote.

Further information

Documents relating to exercise of the rights associated with the Shareholders' Meeting to which this notice refers may be validly filed at the Registered Office at Corso Regina Margherita 165, Turin (from Monday to Friday from 8.30 a.m. to 12.30 p.m. and from 1.30 p.m. to 5.30 p.m.).

Tortona, 19 April 2013

The Chairman
(Gian Maria Gros-Pietro)