

**ASTM S.p.A.**

**Registered Office Turin – Corso Regina Margherita n. 165**

**Share capital € 44,000,000 fully paid**

**Tax Number, VAT number and enrolment under the Companies' Register of Turin: 00488270018**

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

**Subject to the direction and coordination of Argo Finanziaria S.p.A. (sole shareholder)**

### **NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS MEETING**

Persons entitled to participate and exercise the voting right are called at the Registered Office in Turin, Corso Regina Margherita n. 165, on 22<sup>th</sup> of April 2014 at 11:00 a.m., at the Ordinary Shareholders Meeting single call to deliberate on the following

#### **AGENDA**

1. Financial statements 2013, Management report and allocation of profit: related and consequent resolutions.  
Review of 2013 consolidated financial statements.
2. Remuneration report, pursuant to Article 123-ter of the Italian Legislative Decree 24 February 1998, n° 58: pertinent and consequent resolutions.
3. Appointment of the Board of Statutory Auditors for the fiscal years 2014-2015-2016.
  - 3.1 Appointment of the Board of Statutory Auditors and Chairman.
  - 3.2 Determination of the annual fees for the members of the Board of Statutory Auditors.
4. Request of the authorization to the purchase and disposal of own shares after the withdrawal of the authorization approved by the Ordinary Shareholder Meeting of 10 June 2013: 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 authorized intermediary certifying their right on the basis of the records relating to the end of the accounting day of 9 April 2014, that is the seventh day before the date set for the Shareholders' Meeting in single call (so called '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 after the aforesaid deadline, but before the start of the meeting's business.

Credit or debit recorded in the accounts after the 9<sup>th</sup> of April 2014 shall have no relevance for

the purpose of the 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 it can be used the proxy form that is provided on the corporate website ([www.astm.it](http://www.astm.it)) in the "corporate governance" section.

The proxy may sent to the Company at the e-mail address: [assembleaastm@astm.it](mailto:assembleaastm@astm.it).

If the representative delivers or send to 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 19 April 2014; for this purpose the email address [assembleaastm@astm.it](mailto:assembleaastm@astm.it) may be used.

The 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 the entitlement to participate – must be submitted in writing, including by post or to the email address [assembleaastm@astm.it](mailto: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 n° 88.000.000 ordinary shares without nominal value. According to the current legislation the voting right is suspended on n° 3.563.839 treasury shares owned by the Company and n° 21.500 share owned, at date, by the controlled company ATIVA S.p.A.

### **Appointment of the Board of Statutory Auditors**

The lists of candidates to the office of Auditor must be filed, at the Registered Office, or sent to the email address [assembleaastm@astm.it](mailto:assembleaastm@astm.it), by the twenty-fifth day before the date of the Shareholders' Meeting in single call (that is, by 28 March 2014), pursuant to and following the procedures set forth in Article 26 and 27 of the Articles of Association (available on the website in the "corporate governance" section), and in applicable legislation. 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. 18775 of 29 January 2014. The ownership of the number of shares required for submission of lists is established on the basis of the shares registered in favor of the shareholder on the day on which the lists are filed at the Company.

In relation to the appointment of the Board of Statutory Auditors, pursuant to Art 27 of the Article of Association, the lists of candidates must be split into two sections: one with the candidates to the office of Standing Auditor and one with the candidates to the office of Substitute Auditor.

In order to comply with the current regulation of gender balance, the lists that, comprising both sections, contain a number of candidates equal or higher than three must also include candidates of different gender in the first two places of both the section of Standing Auditors and the section of Substitute Auditors.

It is noted that in case, at the date of the deadline for the presentation of the lists for the appointment of the Board of Statutory Auditors only one list is presented, or only lists presented by connected shareholders with regard to the applicable legislation, it will be possible to present other lists until the third day after the deadline (that is, by 31 March 2014); in this case the above mentioned threshold is halved.

### **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](http://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 in Turin, Corso Regina Margherita n. 165 (from Monday to Friday from 8:30 a.m. to 12:30 a.m. and from 1:30 p.m. to 5:30 p.m.).

Tortona, 6 March 2014

The Chairman  
(Gian Maria Gros-Pietro)