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REMUNERATION REPORT

PREPARED PURSUANT TO ARTICLES 123-*TER* OF THE CONSOLIDATED LAW ON FINANCE AND 84-*QUATER* OF THE ISSUERS' REGULATION

Website: www.astm.it

Approved by the Board of Directors of ASTM S.p.A.
on 6 March 2014

GLOSSARY

Shareholders' meeting: the Shareholders' meeting of ASTM.

ASTM or the **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 2011 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A.. ASTM stated to have adopted it pursuant to art. 123-*bis*, paragraph 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: Commissione Nazionale per le Società e la Borsa (Italian Securities and Exchange Commission), with registered office in Rome, via G.B. Martini, 3.

Group: collectively, 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 of this Report.

Issuers' Regulation: the Regulation issued by Consob by means of resolution no. 11971 of 14 May 1999 concerning issuers, and subsequent amendments and additions.

Related Parties Regulation: the Regulation issued by Consob by means of resolution no. 17221 of 12 March 2010 concerning transactions with related parties, and subsequent amendments and additions.

Report: this remuneration report prepared pursuant to articles 123-*ter* of the Consolidated Law on Finance and 84-*quater* of the Issuers' Regulation.

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

FOREWORD

This report - which was prepared pursuant to article 123-ter of the Consolidated Law on Finance and article 84-quater of the Issuers' Regulation, in order to explain the Remuneration Policy of the Company - was approved on 6 March 2014 by the Board of Directors of ASTM (having heard the opinion of the Remuneration Committee and the Board of Statutory Auditors), which confirmed the one approved during the previous administrative appointment on 8 March 2013.

This Report provides ASTM Shareholders and the market with detailed information on the Remuneration Policy adopted for 2014 for the Directors, the General Manager and key management personnel.

Moreover, the Report includes detailed information on the fees paid to the Directors, General Manager, key management personnel and Standing Auditors during 2013, and on the equity investments held by them in ASTM and its subsidiaries, as well as by the spouses who are not legally separated and minor children, directly or through subsidiaries, trust companies or third parties.

SECTION I: REMUNERATION POLICY

a) *Bodies or entities involved in the preparation and approval of the remuneration policy, by specifying their roles, as well as bodies or entities in charge of correctly implementing this policy*

Without prejudice for the competence of the Shareholders' Meeting with regard to the definition of the annual fee to be paid to each director, the Board of Directors defines the Remuneration Policy of directors holding specific offices, general managers and key management personnel, following the proposal of the Remuneration Committee and by making use of the contributions of the human resources, risk management and compliance functions, also having heard the opinion of the Board of Statutory Auditors and, if this applies pursuant to the procedure concerning transactions with related parties adopted by the Company, of the Audit and Risk Committee.

The Remuneration Policy of the Company is subject to the annual consultative, non-binding vote of the Shareholders' Meeting which is convened pursuant to article 2364 of the Italian Civil Code.

The Remuneration Committee is in charge of correctly implementing the Remuneration Policy.

b) **Participation of the Remuneration Committee, members (distinguishing between non-executive and independent directors), tasks and mode of operations**

With regard to the principles set out in the Code of Conduct and in article 148, paragraph 3 of the Consolidated Law on Finance, as also referred to in article 147-ter, paragraph 4 of the Consolidated Law on Finance, the Remuneration Committee is composed of the independent non-executive Directors Marco Weigmann (acting as 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 of Directors 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 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 the decisions adopted by the Board of Directors by assessing, in particular, the achievement of performance

objectives.

c) *Names of the independent experts who took part in the preparation of the remuneration policy*

No independent experts took part in the preparation of the Remuneration Policy.

d) *Objectives achieved with the remuneration policy, basic principles and changes to the remuneration policy compared to the previous financial year*

The Remuneration Policy set out by ASTM aims at offering remunerations that can attract, retain and stimulate people with knowledge and capabilities that are adequate for the company, as well as aligning the interests of executive directors with the main objective of creating value for all shareholders.

The Remuneration Policy described in the following paragraph e) has not changed compared to 2013.

e) *Description of the policies concerning fixed and variable parts of remuneration, with particular regard to the indication of their relevance for the whole remuneration and by distinguishing between short-term and medium/long-term variable components*

ASTM Remuneration Policy sets out only fixed remuneration for its directors, thus excluding any form of variable remuneration.

This latter form has not been considered in line with the inspiring principles of the Company and the needs of sobriety, strong commitment to the inspiring principles, long-term value production (both economic and social) and enhancement of all corporate components, also of those that are not characterised by a direct and immediate economic profitability.

With regard to the definition and management of the said policy, *remuneration* means any form of payment or benefit paid (directly or indirectly) in cash, financial instruments or fringe benefits in return for the work done or the professional services rendered.

f) *Policy concerning fringe benefits*

ASTM Remuneration Policy does not provide for fringe benefits, except for those linked to the use of company cars and supplementary health policies.

g) *With regard to variable components, description of performance objectives according to which such components are assigned, by distinguishing between short-term and medium/long-term variable components, and information on the link between the change in results and the change in remuneration*

ASTM Remuneration Policy does not provide for variable remuneration linked to the achievement of specific performance objectives.

h) *Criteria used in order to assess performance objectives for the assignment of shares, options, other financial instruments or other variable components of remuneration*

ASTM Remuneration Policy does not provide for the assignment of shares, options, other financial instruments or other variable components of remuneration.

i) *Information aimed at showing coherence of remuneration policy with the achievement of long-term corporate interests and with the risk management policy*

According to the principles of ASTM Remuneration Policy, a process for the assessment of job positions is used so as to assign to each position a representative value of its complexity, thus enabling to (i) compare remuneration of the job under review with the market, for jobs of similar complexity (external coherence), and (ii) assess the balance between the complexity of the role and the related remuneration level within the Company (internal coherence).

The remuneration due to the director, the general manager or key management personnel as member of the management or control bodies of another company, is not subject to reversibility towards ASTM.

j) *Vesting period, deferred payment systems, with indication of deferral periods and the criteria used in order to calculate these periods, and ex-post correction systems (if any)*

The Remuneration Policy of the Company does not provide for vesting periods, deferred payment systems or *ex-post* correction systems.

k) *Information on any possible clause for holding financial instruments in portfolio following their acquisition, with indication of holding periods and the criteria used in order to calculate such periods*

The Company has not approved incentive plans based on financial instruments. Therefore, the Company's Remuneration Policy does not provide for any clause in order to hold financial instruments in portfolio.

l) *Policy concerning indemnities in case of termination of office or termination of employment, by specifying the circumstances that entitle to this right and any link between such indemnities and company performance*

As at the date of this Report, there are no agreements providing for indemnities in case of resignation, dismissal, revocation without just cause or termination of employment following a take-over bid.

m) *Information on any insurance, social security or pension coverage other than the compulsory one*

The Company has not entered into insurance, social security or pension coverage other than the compulsory one.

For the sake of completeness, it is noted that the Group has an insurance policy for third party liability covering directors' and officers' liability, for any action linked to the exercise of their functions, excluding fraudulent intention.

n) *Remuneration policy for: (i) independent directors, (ii) participation in committees, and (iii) execution of special assignments*

According to the current Remuneration Policy, the Shareholders' Meeting approved the annual fee 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.

Independent directors will not receive fees different than those of the other members of the Board of Directors.

The fees for the members of the Supervisory Body and the Audit and Risk Committee have been defined, upon proposal of the Remuneration Committee, by the Board of Directors, having heard the opinion of the Board of Statutory Auditors.

The fees for the Remuneration Committee have been defined by the Board of Directors, having heard the opinion of the Board of Statutory Auditors, considering that the Remuneration Committee has decided not to make proposals on this subject.

For the Supervisory Body and the Committees created in compliance with the Code of Conduct, the current remuneration policy provides for a fixed annual fee, in addition to an attendance fee.

With regard to the remuneration policy for the execution of special assignments, reference is made to the description included in the previous paragraphs concerning the remuneration policy applied by the Board of Directors to directors holding specific offices, in compliance with article 2389, paragraph 3 of the Italian Civil Code.

o) Information on the use, by way of reference, of remuneration policies of other companies

For the definition of its own Remuneration Policy, ASTM has not made reference to remuneration policies of other companies.

SECTION II - FEES RECEIVED IN FY 2013 BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS, AND BY THE GENERAL MANAGER

This section indicates the fees for FY 2013 due to the members of the Board of Directors, the Board of Statutory Auditors and the General Manager.

PART I - REMUNERATION ITEMS

This part of Section II explains in detail each item making up the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, as well as the General Manager for FY 2013.

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

a) FEES OF THE MEMBERS OF THE BOARD OF DIRECTORS IN OFFICE AS OF 10 JUNE 2013, FOLLOWING THE RENEWAL OF THE MANAGEMENT BODY

a₁ Fees approved 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 a fixed gross fee for each Director;
- EUR 1,000.00 as attendance fee for participating in each meeting of the Board of Directors, and EUR 500.00 for each remote participation in the meeting of the Board of Directors, by using conference call or videoconference systems, in addition to refund of expenses.

a₂ Fees approved by the Board of Directors held on 1 August 2013, following the proposal of the Remuneration Committee and having obtained the favourable opinion of the Audit and Risk Committee (for the fee of the Managing Director) and of the Board of Statutory Auditors

- EUR 100,000.00 per year, gross, for each one 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 of the Supervisory Body, and EUR 6,000.00 for each one of the other members, in addition to EUR 1,000.00 as attendance fee for participating in each meeting or EUR 500.00 for each remote participation, by using conference call or videoconference systems, in addition to refund of expenses.

a₃ Fees approved by the Board of Directors held on 1 August 2013, having obtained 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 one of the other members, in addition to EUR 1,000.00 as attendance fee for participating in each meeting or EUR 500.00 for each remote participation, by using conference call or videoconference systems, in addition to refund of expenses.

a₄ Fees approved by the Board of Directors held on 28 October 2013, following the proposal of the Remuneration Committee and having obtained the favourable opinion of the Board of Statutory Auditors

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

ASTM did not enter into agreements with its directors for indemnities in case of early termination of the working relationship.

b) FEES OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS

a₁ Fees approved 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 participating in each meeting of the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

c) FEES OF THE GENERAL MANAGER

a₁ Fees approved by the Board of Directors held on 1 August 2013, following the proposal of the Remuneration Committee and having obtained the favourable opinion of the Board of Statutory Auditors

- EUR 25,000.00 per year, gross, as of 1 July 2013 (the previous fee was equal to EUR 15,000 per year, gross).

d) d) FEES OF OTHER KEY MANAGEMENT PERSONNEL

ASTM has not appointed any key management personnel in addition to the General Manager.

PART II - TABLES

As required by article 123-ter of the Consolidated Law on Finance, detailed below are the names and the fees paid to the members of the management and control bodies, also by subsidiaries and associated companies.

SUBJECT	DESCRIPTION OF POSITION	TERM OF POSITION	FIXED FEES				FEES FOR PARTICIPATION IN COMMITTEES	NON-EQUITY VARIABLE FEES	FRINGE BENEFITS	TOTAL FEES FROM ASTM S.p.A.	FEES FROM SUBSIDIARIES AND ASSOCIATED COMPANIES	TOTAL
			FEES FOR THE POSITION	ATTENDANCE FEES	EMPLOYMENT	SPECIAL OFFICES						
SURNAME AND NAME	POSITION HELD											
<u>DIRECTORS</u>												
GROS-PIETRO GIAN MARIA	Chairman	2013-2015	23,825	10,000	-	344,110	-	-	377,935	-	377,935	
GAVIO DANIELA	Vice-Chairman	2013-2015	23,825	8,500	-	100,000	-	-	132,325	153,718 (1)	286,043	
GAVIO MARCELLO	Vice-Chairman	2013-2015	23,825	9,500	-	100,000	-	-	133,325	64,270 (2)	197,595	
SACCHI ALBERTO	Managing Director	2013-2015	23,825	10,000	-	500,000	-	-	533,825	354,000 (3)	887,825	
BARIATTI STEFANIA	Director	2013-2015	16,767	5,500	-	-	-	-	22,267	115,678 (4)	137,945	
BIMA CATERINA	Director	2013-2015	16,767	5,000	-	-	5,370	-	27,137	-	27,137	
BOMARSI LUIGI	Director	2013-2015	23,825	9,500	-	5,055	-	-	38,380	45,020 (5)	83,400	
DEZZANI FLAVIO	Director	2013-2015	16,767	5,000	-	-	9,055	-	30,822	-	30,822	
FERRERO CESARE	Director	2013-2015	23,825	8,000	-	-	9,055	-	40,880	-	40,880	
GAROFANO GIUSEPPE	Director	2013-2015	23,825	8,000	-	-	7,870	-	39,695	-	39,695	
POGGIALI BARBARA	Director	2013-2015	16,767	4,500	-	-	6,870	-	28,137	-	28,137	
ROTH LUIGI PIERGIUSEPPE	Director	2013-2015	23,825	7,500	-	-	4,370	-	35,695	-	35,695	
RUBEGNI ALBERTO	Director	2013-2015	16,767	6,000	-	-	-	-	22,767	4,137 (6)	26,904	
VIVIANO STEFANO	Director	2013-2015	23,825	10,000	-	-	-	-	33,825	26,000 (7)	59,825	
WEIGMANN MARCO	Director	2013-2015	16,767	5,000	-	-	7,055	-	28,822	-	28,822	
ARONA ENRICO	Director	until 10/06/2013	7,058	4,000	-	-	-	-	11,058	122,108 (8)	133,166	
CAMMARA ALFREDO	Director	until 10/06/2013	7,058	4,000	-	-	-	-	11,058	-	11,058	
DUCA SERGIO	Director	until 10/06/2013	7,058	3,500	-	-	2,000	-	12,558	-	12,558	
NANNI FABRIS	Director	until 10/06/2013	7,058	4,000	-	-	4,000	-	15,058	15,500 (9)	30,558	
SPIZZICA ALVARO	Director	until 10/06/2013	7,058	4,000	-	-	-	-	11,058	40,000 (10)	51,058	
SPOGLIANTI AGOSTINO	Director	until 10/06/2013	7,058	4,000	-	-	-	-	11,058	478,300 (11)	489,358	
<u>STANDING AUDITORS</u>												
FAZZINI MARCO	Chairman Board of Statutory Auditors	2011-2013	39,000	16,100	-	-	5,000	-	60,100	-	60,100	
JONA CELESIA LIONELLO	Standing Auditor	2011-2013	26,000	16,100	-	-	12,870	-	54,970	-	54,970	
RAMOJNO ERNESTO	Standing Auditor	2011-2013	26,000	15,400	-	-	6,500	-	47,900	7,751 (12)	55,651	
SETTIME GRAZIANO	General Manager	2013-2015	20,000	-	316,000 (13)	-	-	3,595 (14)	339,595	52,573 (15)	392,168	
TOTAL			468,375	183,100	316,000	1,049,165	80,015		3,595	2,100,250	1,479,055	3,579,305

- (1) Fees as Vice-Chairman of SIAS S.p.A. (EUR 66 thousand), Director and Member of the Executive Committee of SALT S.p.A. (EUR 12 thousand), Director of Autostrada dei Fiori S.p.A. (EUR 9 thousand), Vice-Chairman of SATAP S.p.A. (EUR 34 thousand), Chairman of Sinelec S.p.A. (EUR 33 thousand).
- (2) Fees as Chairman of Itinera S.p.A. until 17 July 2013 (EUR 58 thousand), Chairman of OMT S.p.A. (EUR 5 thousand), Director of Rivalta Terminal Europa S.p.A. (EUR 1 thousand).
- (3) Fees as Managing Director of SIAS S.p.A. (EUR 326 thousand), Director and Member of the Executive Committee of SALT S.p.A. (EUR 11 thousand), Director of Autostrada dei Fiori S.p.A. (EUR 9 thousand), Director of Autocamionale della CISA S.p.A. (EUR 8 thousand).
- (4) Fees as Chairman of SIAS S.p.A..
- (5) Fees as Director of SALT S.p.A. (EUR 10 thousand), Director of Autocamionale della CISA S.p.A. (EUR 10 thousand), Director of HPVdA S.p.A. (EUR 9 thousand), Director of Sinelec S.p.A. (EUR 1 thousand), Secretary of Autostrada Asti-Cuneo S.p.A. (EUR 3 thousand), Auditor of Interporto di Vado (EUR 11 thousand) and Member of the Supervisory Body of Itinera S.p.A. (EUR 1 thousand).
- (6) Fees as Chairman of Itinera from 17 July 2013 (EUR 2 thousand), Director of SINA S.p.A. (EUR 1 thousand), Director of Tangenziale Esterna S.p.A. (EUR 1 thousand).
- (7) Fees as Director of Autostrada Asti-Cuneo S.p.A. (EUR 10 thousand), Director of Autostrada Torino-Savona S.p.A. (EUR 16 thousand).
- (8) Fees as Director of SIAS S.p.A. (EUR 26 thousand), Vice-Chairman (vicarious), Managing Director and Member of the Executive Committee of SALT S.p.A. (EUR 77 thousand), Director of Autostrada dei Fiori S.p.A. (EUR 10 thousand), Director of SATAP S.p.A. (EUR 8 thousand).
- (9) Fees as Director and member of the Executive Committee of SALT S.p.A..
- (10) Fees as Vice-Chairman of CIM S.p.A..
- (11) Fees as Chairman and Managing Director of SINA S.p.A. (EUR 275 thousand), Sole Director of SINECO S.p.A. (EUR 25 thousand), Chairman of Autostrada Asti-Cuneo S.p.A. (EUR 30 thousand), Chairman of Finanziaria di Partecipazioni e Investimenti S.p.A. (EUR 10 thousand), Chairman of SATAP S.p.A. (EUR 86 thousand), Chairman of CIV S.p.A. (EUR 2 thousand), Vice-Chairman of SAV S.p.A. (EUR 37 thousand) and Secretary of the Board of Autostrada dei Fiori S.p.A. (EUR 13 thousand).
- (12) Fees as Chairman of the Board of Statutory Auditors of HPVdA S.p.A..
- (13) Gross fee as manager of ASTM S.p.A..
- (14) Use of company car and supplementary health policy.
- (15) Fee as Director of SIAS S.p.A. (EUR 30 thousand), Director of ATIVA S.p.A. (EUR 15 thousand) and Director of SATAP S.p.A. (EUR 8 thousand).

Currently there are no stock option plans.

No indemnity is granted in case of early termination of the relationship.

SECTION III – INFORMATION ON THE EQUITY INVESTMENTS HELD BY THE MEMBERS OF THE MANAGEMENT AND CONTROL BODIES AND BY THE GENERAL MANAGERS

Pursuant to art. 84-*quater* of the Issuer's Regulation, information on equity investments held by management and control bodies and by General Managers is provided below (*).

SURNAME AND NAME	POSITION	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS FINANCIAL YEAR	NUMBER OF PURCHASED SHARES	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT FINANCIAL YEAR
SACCHI ALBERTO	MANAGING DIRECTOR	ASTM S.p.A.	15,000	5,210	-	20,210
		SIAS S.p.A. shares	23,000	-	-	23,000
		SIAS S.p.A. bonds	500	-	-	500
GAVIO DANIELA	VICE-CHAIRMAN BOARD OF DIRECTORS	SIAS S.p.A. bonds	5,000	-	-	5,000
		SATAP S.p.A. (1)	3,255	-	-	3,255
GAVIO MARCELLO	VICE-CHAIRMAN BOARD OF DIRECTORS	SIAS S.p.A. shares	194,600	-	194,600	-
		SATAP S.p.A. (2)	39,157	-	-	39,157
ARONA ENRICO	DIRECTOR	SIAS S.p.A. shares	102,500	-	28,000	74,500 (3)

(1) Holds 889 shares of Satap S.p.A., under "ownership in common" (one third each).

(2) Holds 51,441 shares of Satap S.p.A., under "ownership in common" (one half each).

(3) Figures as at 10/06/2013 (date of termination of office).

(*) The table includes all persons who, during the financial year under review, have held offices as members of the management and control bodies and as general manager, also for a part of the year.