



ASTM S.p.A.

Registered Office in Turin – Corso Regina Margherita 165

Share Capital €49,499,300 fully paid-up

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

Website: www.astm.it

Entity exercising direction and coordination activity: Nuova Argo Finanziaria S.p.A.

NOTICE OF ORDINARY SHAREHOLDERS' GENERAL MEETING

The persons entitled to participate and exercise their voting rights are hereby called to participate in the Ordinary Shareholders' General Meeting at the company's registered office in Turin, Corso Regina Margherita 165, on **16 May 2019 at 11:00 am** in a single call in order to discuss the following

AGENDA

1. Financial statements as at December 31, 2018, Management Report drafted by the Board of Directors, Board of Statutory Auditors Report and by the Audit Firm Report: related and consequent resolutions. Presentation of the Consolidated Financial Statements 2018 and the Sustainability Report 2018 – Consolidated non-financial statements drafted pursuant to Legislative Decree n. 254/2016.
2. Allocation of profit for the year.
3. Report on remuneration, pursuant to Article 123-ter of 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.

Entitlement to attend the Shareholders' Meeting and exercise voting rights

The entitlement to attend and vote at the Shareholders' Meeting is for all those for whom the Company has received - by the end of the third trading day preceding the date set for the Shareholders' General Meeting in single call - the communication by the authorised intermediary certifying their eligibility on the basis of the evidence as at the end of the accounting date of 7 May 2019, namely the seventh trading day preceding the date set for the Meeting in a single call (known as the "record date"). Subject to the entitlement to attend and vote at the Shareholders' Meeting, if such notification from the intermediary is received by the Company after this date as long as it is before the beginning of the meeting.

Any crediting or debiting of accounts subsequent to 7 May 2019 shall not be relevant for the purposes of entitlement to attend and vote at the Shareholders' Meeting.

Each Shareholder entitled to attend and vote at the Shareholders' Meeting may be represented by proxy, in accordance with the regulations in force. For this purpose the proxy form will be used which is available on the Company's website (www.astm.it) in the "governance" section. The proxy may be notified to the Company by sending an e-mail to the following address: assembleaastm@astm.it.

If the representative delivers or sends to the Company a copy of the proxy, they must certify, under their own responsibility,



compliance of the same with the original and the identity of the delegator.

Right to ask questions on the items on the agenda

Those who have the right to vote - after showing proof of such entitlement - may ask questions regarding the items on the agenda even before the Shareholders' Meeting by sending them prior to 13 May 2019; to this end the following e-mail address may be used: assembleaastm@astm.it.

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

Right to supplementation of the agenda and presentation of new draft resolutions

Shareholders who individually or jointly represent at least one fortieth (2.5%) of the share capital may request, within ten days of publication of this notice, supplementation of the list of matters to be discussed, indicating in the request the additional items proposed or present draft resolutions on matters already on the agenda. The questions - together with the certification attesting to the ownership of the shareholding - must be submitted in writing, either by post or to the email address: assembleaastm@astm.it.

Within the same timeframe and under the same conditions a list must be submitted to the administrative body containing the topics proposed for discussion or for the proposed resolutions regarding matters already on the agenda. The agenda may not be supplemented for matters on which the Shareholders' Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or report prepared by the same.

Any list of items to be discussed in the Shareholders' Meeting or further resolutions proposed on matters already on the agenda shall be published at least fifteen days before the date set for the Shareholders' Meeting with the same method of publication as this notice.

Share capital

As at the date of this notice, the Company's share capital is equal to €49,499,300, divided into a total of 98,998,600 ordinary shares without nominal value. Pursuant to the legislation in force, the right to vote has been suspended for 7,631,328 treasury shares held directly by the Company and for 21,500 treasury shares that are held, to 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 no later than twenty-five days prior to the date of the Shareholders' Meeting held in single call (specifically, no later than 21 April 2019), 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. 13 of 24 January 2019. 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.



It is noted that one this of the elected Directors shall be reserved for the less represented gender, with rounding up, in case of a fractional number, to the next full unit.

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 documentation for the Shareholders' Meeting, including the reports of the Board of Directors on the items on the agenda and the related proposed resolutions, as well as the annual financial report, shall be made available at the company's registered office, at Borsa Italiana S.p.A., on the company website (www.astm.it) and on the authorised storage mechanism (www.emarketstorage.com), as required by current regulations, enabling shareholders and for those entitled to vote, to view it.

Other information

The submission of the documents relating to the exercise of the rights attached to the Shareholders' Meeting described in this notice may be validly made at the Registered Office in Turin, Corso Regina Margherita 165 (Monday to Friday from 8:30 am to 12:30 pm and from 1:30 pm to 5:30 pm).

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