



ASTM S.p.A.

Registered Office in Turin – Corso Regina Margherita 165

Share Capital € 70,257,447.50 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 **12 February 2020 at 11:00 am** in a single call, in order to discuss the following

AGENDA

1. Appointment of the Board of Directors.
 - 1.1 Determination of the number of members of the Board of Directors.
 - 1.2 Determination of the term of office of the Board of Directors.
 - 1.3 Appointment of the members of the Board of Directors.
 - 1.4 Appointment of the Chairperson of the Board of Directors.
 - 1.5 Determination of the compensation for members of the Board of Directors.
2. Integration of the Board of Statutory Auditors: relevant and consequent resolutions.

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 **3 February 2020**, namely the seventh trading day preceding the date set for the Meeting in a single call (known as the "record date"). The above without prejudice to the entitlement to attend and vote at the Shareholders' Meeting, in case such communication from the intermediary is received by the Company after said date, as long as it occurs before the beginning of the meeting.

Any crediting or debiting of accounts subsequent to **3 February 2020** 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 current regulations. For this purpose, it is possible to use the proxy form 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.

The representative submitting to the Company a copy of the proxy shall certify, under its own responsibility, that the document is a true copy of the original and attest the identity of the proxy giver.

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 **5 February 2020**; for this purpose, the following e-mail address may be used: assembleaastm@astm.it.



Questions received before the Shareholders' Meeting shall be answered at the latest during the same. The Company shall be entitled to provide a single answer to questions having 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 are entitled to 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 resolutions proposals regarding matters already on the agenda. The agenda may not be supplemented for those matters on which the Shareholders' Meeting is called to resolve, according to the law, upon Directors' proposal or on the basis of a project or report prepared by the same.

Any list of items to be discussed in the Shareholders' Meeting as well as 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 € 70.257.447,50, divided into a total of 140.514.895 ordinary shares without nominal value. Pursuant to the legislation in force, the right to vote has been suspended for 7,794,028 treasury shares held directly by the Company and for the shares held, to date, by the subsidiaries ATIVA S.p.A. (no. 21,500 shares) and SINA S.p.A. (n. 2,149,408 shares).

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 18 January 2020), in accordance with the methods envisaged in art. 16 of the Articles of Association (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 current regulations, by indicating them separately and including one of these at the first place in 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 that at least one third of the members of the Board belong to the less represented gender (or any higher quota established by current legislation, where applicable, on gender balance) 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.

Integration of the Board of Statutory Auditors

The Shareholders' Meeting is called to resolve upon the integration of the Board of Statutory Auditors following the resignation, on 24 October 2019, of the Statutory Auditor Ernesto Ramojno and the contextual replacement, pursuant to Article 2401 of the Italian Civil Code, of the Alternate Auditor Massimo Berni, who will remain in office until the Shareholders' Meeting convened with this notice of call.

In particular, the Shareholders are convened to appoint - in compliance with current legislation - a Statutory Auditor and an Alternate Auditor who will expire together with the members of the Board in office (i.e. with the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2019).

Since the statutory and legal provisions relating to the so-called mechanism of voting list, applicable for the renewal of the entire Board of Statutory Auditors, do not apply, pursuant to Article 27 of the Articles of Association the Shareholders' Meeting is called to resolve with the majorities provided by law on the candidacies submitted by the Shareholders and accompanied by the documentation referred to in the same Article 27 of the Articles of Association.

Reports and documentation

The documentation for the Shareholders' Meeting, including the report of the Board of Directors on the item 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)