



ASTM S.p.A.

Registered Office in Turin – Corso Regina Margherita 165

Share Capital € 70,257,447,5 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 Tortona (AL), S.S. per Novi Ligure, 3/13, Loc. San Guglielmo, on **25 may 2020 at 11:00 am** in a single call, in order to discuss the following

AGENDA

1. Financial statements as at December 31, 2019, Management Report drafted by the Board of Directors, Board of Statutory Auditors Report and Audit Firm Report: related and consequent resolutions. Presentation of the Consolidated Financial Statements 2019 and consolidated non-financial statements 2019.
2. Allocation of profit for the year.
3. Report on remuneration:
 - 3.1 Approval of remuneration policy pursuant to article 123-ter, paragraph 3-ter of Legislative Decree nr. 58/1988.
 - 3.2 Non-binding resolution on the "second section" of remuneration policy pursuant to article 123-ter, paragraph 3-ter of Legislative Decree nr. 58/1988.
4. Adjustment of consideration due to the Audit Firm for exercises 2019-2025.
5. Board of Statutory Auditors:
 - 5.1 Appointment of the members of the Board of Statutory Auditors.
 - 5.2 Appointment of the Chairperson of the Board of Statutory Auditors.
 - 5.3 Determination of compensation for members for acting members of the Board of Statutory Auditors.
6. Request for authorisation to purchase and sell treasury shares.

Please note that the date and/or place and/or attendance and/or voting modalities and/or the effective holding of the Shareholders' Meeting indicated under this notice of call, shall be subject to compliance with applicable law provisions adopted by the Authorities in relation to COVID-19 outbreak, as well as to fundamental principles of health protection of Company's employees, officers and advisors. All the above without prejudice to the Company's right to supplement and/or amend the content of this notice, whether it should be deemed necessary in the light of the evolution of the current COVID-19 health emergency. Any variation shall be in any case promptly announced to the market with the same modalities set forth for the notice of call and, in any case, according to the modalities provided by the applicable legal provisions. Considered COVID-19 outbreak, the Company recommends that Shareholder exercise their rights availing of telecommunication means indicated under this notice.

Entitlement to attend the Shareholders' Meeting and exercise voting rights

Pursuant to art. 106 of Law Decree nr. 18/2020 (the "Decree"), companies listed on regulated markets are entitled to designate the representative provided under art. 135-undecies of Legislative Decree nr. 58/1998 ("TUF") and provide, in the notice of call,



that the attendance of the Shareholders' Meeting shall be allowed **only** by proxy in favour of the abovementioned designated representative; who is also entitled to collect proxies and sub-proxies, pursuant to art. 135-novies TUF, derogating to art. 135-undecies paragraph 4 TUF.

Directors and Statutory Auditors, as well as other subjects entitled to attend according to the law, other than those entitled to express their vote (who shall mandatorily issue a proxy in favour of the designated representative, as specified below), shall be entitled to attend the Shareholders' Meeting only by telecommunication means allowing their identification. Those concerned shall receive by the Company instructions for the use of means of telecommunication in order to attend the Meeting.

Pursuant to section 83-sexies TUF, the entitlement to attend and vote at the Shareholders' Meeting – exclusively by the designated representative – is granted to all those from 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 **14 May 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 **14 May 2020** shall not be relevant for the purposes of entitlement to attend and vote at the Shareholders' Meeting.

Attendance at the Shareholders' Meeting and proxy to the Designated Representative

Pursuant to art. 106 of the Decree, the attendance to the Shareholders' Meeting is allowed only through Società per Amministrazioni Fiduciarie "SPAFID" S.p.A. – with registered office in Milan – designated representative of the Company's Shareholders, pursuant to art. 135-undecies TUF ("Designated Representative"). Shareholders willing to attend the Meeting shall therefore grant to the Designated Representative a written proxy, on the specific items on the agenda.

The proxy can be granted, without any expense for the proxy giver (excluding potential postage costs), with specific voting instruction on all the items on the agenda or part thereof, using the specific form available, along with the relevant filling and submittal instructions, on the Company's website, at the address www.astm.it, Section "governance".

The proxy along with voting instructions shall be submitted to the Designated Representative – jointly with a copy of a proxy giver valid identification documents or, in case the proxy giver is a legal entity, by its current legal representative or any other subject granted with the relevant powers, along with documentation attesting its capacity and powers – within the end of the second market day before the date on which the Shareholders' Meeting is called (*i.e.*, within May 21, 2020), to the certified email address assemblee@pec.spafid.it, indicating the reference: "Delega RD – Assemblea ASTM 2020" or by courier/ registered letter (to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milano – Re "Delega RD Assemblea ASTM 2020". The submittal of the proxy to the certified email address, executed with qualified digital signature, pursuant to the applicable law, shall be considered in writing. Within the above term of 21 May 2020, the proxy and the relevant voting instructions could be revoked with the above described modalities.

The proxy shall be ineffective for those proposals for which no voting instructions were provided. Please note that, according the Decree, the Designated Representative shall be also entitled to receive proxies and sub-proxies pursuant to art. 135-novies TUF, thus derogating to art. 135-undecies, paragraph 4 TUF, by execution of the relevant proxy form available on the Company's website (address www.astm.it, Section "governance").

For granting and notification of the proxies and sub-proxies, also by digital means, it will be necessary to follow the modalities described under the relevant proxy form. Ordinary proxies shall be submitted within 6.00 p.m. of the day preceding the



Shareholders' Meeting (*i.e.*, within Sunday 24 May 2020, and in any case before the beginning of the Meeting). Within said term, the ordinary proxy and the voting instructions can be revoked with the same modalities.

Considered that attendance to the Meeting is allowed only by the Designated Representative, and without prejudice to the provision under art. 126-bis TUF, those having right to vote intending to present new draft resolutions on point nr. 5.2. (only in case of non-election within a minority list) and 5.3., shall present the same – by means of certified email at the address astm@legalmail.it, or to the email address assembleaastm@astm.it – within **9 May 2020**. Said draft resolution proposals will be promptly published on the Company's website in order to enable voters to resolve in a properly informed manner, taking into consideration said new proposals and allowing the Designated Representative to collect relevant voting instructions.

For any clarification about the granting of the proxy to the Designated Representative (and, in particular, the filling in of the proxy form and voting instructions, as well as their submittal) it is possible to contact SPAFID at the email address confiderial@spafid.it, or at the following phone number (+39) 0280687.331 – 0280687.319 (during office hours from 9 a.m. to 5 p.m.).

It is noted that it is not allowed to express vote with electronic meaning or by correspondence.

All the above without prejudice to Company's right to integrate and/or amend the above instructions, in the light of future events connected with the current COVID-19 outbreak and its currently unforeseeable developments.

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 **18 May 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 multiple questions having the same content.

Right to supplement the agenda and present 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 € 70,257,447,5 divided into a total of 140,514,896 ordinary shares without nominal value. Pursuant to the legislation in force, the right to vote has been suspended for 8,434,387 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. (no. 2,149,408 shares).

Appointment of the Board of Statutory Auditors

The list of candidates for the office of Statutory Auditor 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 30 April 2020), 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. 28 of 30 January 2020. 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.

Pursuant to art. 27 of the Articles of Incorporation, each list shall be divided into two sections: one for the candidates to be vested with the office of Standing Statutory Auditor and one for the office of Alternate Statutory Auditor.

Those lists that, considering both sections, shall include a number of candidates equal or higher than three, shall include also candidates belonging to a different gender in the first two slots, in the section pertaining to Standing Statutory Auditors, as well as in the section referred to Alternate Statutory Auditors, so as to ensure the proper gender balance according to the applicable law and Articles of Incorporation.

It is noted that, in case a single list will be timely filed upon expiration of the term for presentation, or only lists filed by related shareholders, pursuant to applicable law provisions, it will be possible to present additional lists until the third date subsequent said date (so, within Sunday 3 May 2020). In such case, the threshold provided for the presentation of lists shall be halved and it will be therefore equal to 0,50% of the share capital.

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 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.

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This notice of call shall be published on the Company's website www.astm.it, section "Governance", on the authorised storage mechanism (www.emarketstorage.com), as well as by extract on the newspaper "Il Sole 24 Ore" on 15 April 2020.

for the Board of Directors
The Chairperson
(Ing. Alberto Rubegni)