



SHAREHOLDERS' ANNUAL GENERAL MEETING

DIRECTORS' PROPOSAL

- 1) **Annual Financial Statements as at 31 December 2020. Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors: related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2020 and the Sustainability Report for the Fiscal Year 2020.**
- 2) **Allocation of Profit for the Year.**

Dear Shareholders,

The Board of Directors of ASTM S.p.A. ("**ASTM**" or the "**Company**") has called this Shareholders' Annual General Meeting to deliberate, among other things, on the following items:

1. Annual Financial Statements as at 31 December 2020, Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors: related and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2020 and the Consolidated Non-Financial Statement for Fiscal Year 2020.
2. Allocation of Profit for the Year.

This Report illustrates:

- in Section I, Item 1 of the Annual General Meeting Agenda; and
- in Section II, Item 2 of the Annual General Meeting Agenda.

ASTM S.p.A.

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SISTEMA DI GESTIONE
PER LA PREVENZIONE DELLA
CORRUZIONE CERTIFICATO



The Financial Statements as at 31 December 2020, Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, the Consolidated Financial Statements as at 31 December 2020, as well as the Consolidated Non-financial Statements as at 31 December 2020, will be made available to the public under the terms defined by Law on the Company website www.astm.it and on the authorised storage platform "eMarket STORAGE" at the address www.emarketstorage.com.

Section I

Report relative to Point 1 on the agenda

The Board of Directors of the Company has called this Shareholders' Annual General Meeting to submit the Financial Statements of ASTM as at 31 December 2020 for your approval.

The Financial Statements as at 31 December 2020, approved by the Board of Directors of the Company on 19 March 2021, recorded profit for the year of EUR 92,435,618.55.

On the same date, the Board of Directors also approved the Consolidated Financial Statements as at 31 December 2020 and the 5th Sustainability Report of the ASTM Group, which qualifies as a non-financial statement pursuant to Legislative Decree no. 254/2016.

Dear Shareholders, considering the above, you are invited to adopt the following resolution:

"The Ordinary Shareholders' Meeting of ASTM S.p.A.:

- *having acknowledged the contents of the Management Report;*
- *having acknowledged the contents of the Reports of the Board of Statutory Auditors and the Independent Auditors on the Financial Statements of ASTM S.p.A. as at 31 December 2020, as well as the Consolidated Financial Statements at 31 December 2020 and relative reports,*

resolves

to approve the Annual Financial Statements of ASTM S.p.A. as at 31 December 2020, closed with profit for the year of EUR 92,435,618.55, as well as the relative Management Report of the Board of Directors, for all sections and all results".

Section II

Report relative to point 2 on the agenda

In consideration of the scenario of extreme uncertainty linked to the ongoing COVID-19 pandemic and the consequent effects, with particular regard to the generation of cash of the motorway sector, the Board of Directors has called this Ordinary Shareholders' Meeting to propose allocation of the entire profit for the year of EUR 92,435,618.55 to strengthen the equity structure, by distributing it entirely to the "Retained Earnings" reserve.

Dear Shareholders, considering the above, you are invited to adopt the following resolution:

"The Ordinary Shareholders' Meeting of ASTM S.p.A., having acknowledged the contents of the Directors' Report,

resolves

to approve the allocation of profit as follows:

- *in consideration of the scenario of extreme uncertainty linked to the ongoing COVID-19 pandemic and the consequent effects, with particular regard to the generation of cash in the motorway sector, to allocate the entire profit for the year of EUR 92,435,618.55 to strengthen the equity structure, distributing it entirely to the "Retained Earnings" reserve.*