



SHAREHOLDERS' ANNUAL GENERAL MEETING

DIRECTORS' PROPOSAL

- 3) **Report on the Remuneration Policy and compensation paid:**
- 3.1) **Approval of the Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter of Italian Legislative Decree no. 58/1998.**
- 3.2) **Non-binding resolution on the Second Section of the Report, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998.**

Dear Shareholders,

The Board of Directors of your Company has called this Shareholders' Annual General Meeting to present to you the Report on the Remuneration Policy and Compensation Paid (the "**Remuneration Report**") prepared pursuant to Articles 123-ter of Italian Legislative Decree no. 58/1998 (the Consolidation Financial Law or "**TUF**") and 84-*quater* of Consob Regulation no. 11971/1999 (the "Issuers Regulation"), and in accordance with Annex 3A, Schedule 7-bis of the same Issuers Regulation, as most recently amended in implementation of the Shareholder Rights Directive (SHRD).

The Remuneration Report will be made available to the public under the terms defined by Law on the Company website www.astm.it, in the section "Governance/Shareholders' Meetings" and on the authorised storage platform "eMarket STORAGE" at the address www.emarketstorage.com.

It is noted that, pursuant to Art. 123-ter, paragraph 3-bis of the TUF, you will be asked to deliberate in favour or against Section I of the Remuneration Report, with a binding resolution pursuant to Art. 123-ter, paragraph 3-ter, of the TUF.

ASTM S.p.A.

Direzione e Coordinamento: Nuova Argo Finanziaria S.p.A.

Sede Legale: Corso Regina Margherita, 165 - 10144 Torino (TO) - Italia

Uffici: Via Bonzanigo, 22 - 10144 Torino (TO) - Italia - Tel. (+39) 011.4392111 (ric. aut.) - Fax (+39) 011.4392218

Sede amministrativa: S.S. per Novi Ligure, 3/13 Loc. San Guglielmo - 15057 Tortona (AL) - Italia - Tel. (+39) 0131.8791

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E-mail: astm@astm.it - PEC: astm@legalmail.it - www.astm.it



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PER LA PREVENZIONE DELLA
CORRUZIONE CERTIFICATO

You will also be asked, pursuant to Art. 123-ter, paragraph 6 of the TUF, to deliberate on Section II of the Remuneration Report, with a non-binding resolution.

The outcome of voting will be publicly disclosed as defined by Law pursuant to Arts 123-ter, paragraph 6 and 125-quater, paragraph 2, of the TUF.

On this basis, we submit the following resolution proposals for your approval.

* * *

Resolution Proposal on Item 3.1 on the Agenda:

"The Shareholders' Annual General Meeting of ASTM S.p.A., having examined the Remuneration Policy prepared by the Board of Directors pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998,

RESOLVES

to approve the Remuneration Policy, pursuant to Art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998 and for all other legal and regulatory purposes, and therefore with binding resolution."

Resolution Proposal on Item 3.2 on the Agenda:

"The Shareholders 'Annual General Meeting of ASTM S.p.A., having examined the 'Second Section' of the Report prepared by the Board of Directors pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998

RESOLVES

to approve the 'Second Section' of the report, pursuant to Art. 123-ter, paragraph 6, of Italian



Legislative Decree no. 58/1998 and for all other legal and regulatory purposes, and therefore with a non-binding resolution."

Tortona, 26 March 2021

on behalf of the Board of Directors

The Chairman

(Mr Alberto Rubegni)