



## SHAREHOLDERS' ANNUAL GENERAL MEETING

### DIRECTORS' PROPOSAL

#### 4) Integration of the Board of Directors: related and consequent resolutions.

Dear Shareholders,

We submit the proposed appointment of a Director for your approval.

In this regard, it should be noted that on 21 September 2020 Mr Rosario Mazza gave notice of his resignation from the position of Director of ASTM S.p.A. ("ASTM"), with immediate effect. Mr Mazza had been appointed by the Shareholders' Meeting of 12 February 2020, from the list submitted by the Shareholder Nuova Argo Finanziaria S.p.A.

Having acknowledged the notice of resignation it had received and the proposal submitted by Nuova Argo Finanziaria S.p.A., the Board of Directors met on 24 September 2020 and appointed Mr Stefano Mion by co-option to replace the outgoing Director, with a resolution approved by the Board of Statutory Auditors.

We therefore invite you to confirm the appointment of the co-opted Director Mr Stefano Mion, born in Rome on 29/11/1976, whose CV is attached, together with declarations by which he accepts the role and attests, under his own responsibility, that he is not subject to any causes of ineligibility or incompatibility, and that he meets the requirements for the position. If confirmed, Mr Mion's term in office will expire at the same time as that of the other Directors currently in office, that is, on the date of the Shareholders' Annual General Meeting to be held to approve the Financial Statements as at 31 December 2022.

It should be noted that the slate voting procedure will not be applicable for the purposes of the adoption of the above Shareholders' Annual General Meeting resolutions,

#### ASTM S.p.A.

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and therefore, as provided for by Article 16 of the Articles of Association, the Shareholders' Annual General Meeting will resolve by legal majority.

Finally, it should be noted that each Member of the Board of Directors is due € 50 thousand in gross annual remuneration for the role, in addition to attendance fees for participation in each Board of Directors meeting, as resolved by the Shareholders' Meeting of 12 February 2020.

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The proposal made by the Board of Directors, as illustrated above, is reported below.

*"The Ordinary Shareholders' Annual General Meeting of ASTM S.p.A., having examined the Board of Directors' Report,*

RESOLVES

*to confirm that the Board of Directors is composed of 15 (fifteen) members and to appoint Mr Stefano Mion, born in Rome on 29/11/1976, as a Director of the Company, specifying that he will remain in office until the expiry of the current Board of Directors and therefore until the Shareholders' Annual General Meeting to be held to approve the Financial Statements as at 31 December 2022."*

Tortona, 26 March 2021

on behalf of the Board of Directors

The Chairman

(Mr Alberto Rubegni)