

ASTM S.p.A.
Registered Office in Turin – Corso Regina Margherita 165
Share Capital €49,499,300 fully paid-up
Tax code, VAT code and registration number at the Register of Companies of Turin: 00488270018
Website: www.astm.it
Management and coordination: Argo Finanziaria S.p.A. Unipersonale

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 28 April 2017 at 11:00 am in a single call to discuss the following

AGENDA

1. Financial statements for FY 2016, Management report of the Board of Directors: related and consequent resolutions. Analysis of the Consolidated Financial Statements 2016 and the Sustainability Report 2016.
2. Allocation of profit for the year and distribution of the dividend.
3. Report on remuneration, pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998.
4. Board of Statutory Auditors:
 - 4.1 Appointment of the Board of Statutory Auditors
 - 4.2 Appointment of the Chairman of the Board of Statutory Auditors
 - 4.3 Determination of the remuneration of the Chairman of the Board of Statutory Auditors or the Standing Statutory Auditors.
5. Request for authorisation to purchase and sell treasury shares.
6. Early and consensual termination of the assignment of statutory audit and assignment of new statutory audit duties for the 2017-2025 financial years:
 - 6.1 Early and consensual termination of the assignment of the statutory audit for the period 2009-2017 entrusted to Deloitte & Touche SpA.
 - 6.2 Assignment of the statutory audit for the 2017-2025 period; determination of their compensation.

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 **19 April 2017**, namely the seventh trading day preceding the date set for the Meeting in a single call (known as the "record date"). Subject to the entitlement to attend and vote at the Shareholders' Meeting, if such notification from the intermediary is received by the Company after this date as long as it is before the beginning of the meeting.

Any crediting or debiting of accounts subsequent to **19 April 2017** 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 the regulations in force. For this purpose the proxy form will be used which is 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.

If the representative delivers or sends the Company a copy of the proxy they must certify, under their own responsibility, compliance of the same with the original and the identity of the delegator.

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 issues on the agenda even before the Shareholders' Meeting by sending them prior to 25 April 2017; to this end the following e-mail address may be used: assembleaastm@astm.it.

The questions received before the Shareholders' Meeting shall be answered at the latest during the same. The Company may provide a single answer to questions with 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 may 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 of the topics proposed for discussion or for the proposed resolutions regarding matters already on the agenda. The agenda may not be supplemented for matters on which the Shareholders' Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or report prepared by the same.

Any list of items to be discussed in the Shareholders' Meeting or 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 amounts to €49,499,300 divided into a total of 98,998,600 ordinary shares without a nominal value. Pursuant to the legislation in force the right to vote has been suspended for 6,497,328 treasury shares held directly by the Company and the total of 80,378 shares that are held, to date, by the subsidiary Autostrada Albenga Garessio Ceva SpA (58 878 shares) and the subsidiary ATIVA S.p.A. (21,500 shares)

Appointment of the Board of Statutory Auditors

The lists of candidates for the position of Statutory Auditor must be deposited at the Registered Office or to the email address assembleaastm@astm.it within twenty-five days prior to the date in a single call (i.e. by 3 April 2017), pursuant to and in the manner provided for in Articles 26 and 27 of the Company By-laws (available on the website under the “governance” section), as well as by the legislation in force.

As prescribed by CONSOB Resolution no. 19856 of 25 January 2017, the shareholders who, alone or together with others, hold shares representing at least 2.5% of the share capital have the right to submit the lists of candidates. The ownership of the

number of shares required for presentation of the lists is determined by taking into account the shares recorded in favour of the individual shareholder on the day on which the lists are submitted to the Company.

Under Article 27 of the Company By-laws, the lists of candidates must be divided into two sections: one for candidates for the office of Standing Statutory Auditor and the other for candidates for the post of Alternate Auditor.

For the purposes of compliance with current legislation on gender balance, the lists that, considering both sections, have a three or more candidates must include candidates of different genders in the first two places both in the section relating to Standing Statutory Auditors and to the section relating to Alternate Auditors.

It is noted that since this is the second renewal of the Statutory Auditors following the date of entry into force of legislation on gender balance, the share to be reserved for the less represented gender is equal to one third of the elected Statutory Auditors, with rounding up, in the case of a fractional number, to the next whole unit.

It is recalled that in the event that at the date of expiry of the deadline for submitting lists only one list has been filed, or only lists presented by shareholders acting in concert pursuant to the applicable provisions, lists may be submitted until the third day following that date (i.e. by 6 April 2017); in this case the threshold for the submission of lists shall be reduced by half and will be equal to 1.25% 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 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, with the opportunity for the shareholders and for those who have the right 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)