



SPAFID CONNECT

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Regolamentata
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Data/Ora Ricezione : 17 Dicembre 2019 18:02:13
Data/Ora Inizio : 17 Dicembre 2019 18:02:14
Diffusione presunta
Oggetto : Execution of the merger deed of SIAS
S.p.A. into ASTM S.p.A.

Testo del comunicato

Merger of SIAS S.p.A. into ASTM S.p.A. Executed the deed of merger.

JOINT PRESS RELEASE

**MERGER OF SIAS S.p.A. INTO ASTM S.p.A.
SIGNED THE DEED OF MERGER**

Turin, 17 December 2019 - ASTM S.p.A. ("**ASTM**") and SIAS S.p.A. ("**SIAS**") inform that today the deed of merger by incorporation of SIAS into ASTM was signed (the "**Merger**").

The Merger will be effective from a civil law perspective starting on 31 December 2019, subject to the issuance of the authorization by Consob for publication of the prospectus for admission to trading relating to the ASTM shares to be issued in the context of the Merger as well as upon prior registration of the deed of Merger with the Turin Companies Register.

For accounting purposes, the transactions carried out by SIAS will be accounted in the financial statements of ASTM as from 1 January of the financial year in which the Merger takes effect under civil law and therefore - subject to the occurrence of the abovementioned condition - as from 1 January 2019. The tax effects will also commence on that same date.

The Merger provides for the application of the following exchange ratio: 0.55 ASTM shares, with no indication of their nominal value, for each SIAS share with a nominal value of EUR 0.50.

The Merger will occur by: (i) cancellation without exchange of SIAS shares, which will be owned by ASTM on the effective date of the Merger and (ii) cancellation of SIAS shares, which will be owned by the SIAS shareholders other than ASTM on the effective date of the Merger and concomitant transfer to the latter, on the basis of the exchange ratio, of no. 41,516,295 ASTM shares.

The ASTM shares assigned in exchange will be listed on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. and will be subject to the regime of dematerialisation and centralised management by Monte Titoli S.p.A., pursuant to Articles 83-*bis et seq.* of the Consolidated Financial Act. The ASTM shares assigned in exchange will have regular entitlement and will grant their holders rights that are equivalent to those assigned to the other holders of ASTM shares outstanding at the time of the assignment.

As from the effective date, the amendments to the by-laws related to the Merger will enter into force and the share capital of ASTM will amount to Euro 70,257,447.50 fully subscribed and paid in, divided into 140,514,895 ASTM shares, with no indication of their nominal value.

The Merger will cause the dissolution of SIAS and, therefore, SIAS shares will be delisted from the Mercato Telematico Azionario.

The effective date of the Merger and any further information on the procedures for the assignment of ASTM shares will be announced by a specific press release which will be published on the website of ASTM (www.astm.it) and SIAS (www.grupposias.it) as well as on the authorised storage mechanism called eMarketSTORAGE available at www.emarketstorage.com.

The documentation relating to the Merger is available on the website of ASTM (www.astm.it) and SIAS (www.grupposias.it).

ASTM S.p.A.

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