



SPAFID CONNECT

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Regolamentata

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Data/Ora Ricezione : 20 Dicembre 2019 10:00:34

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Diffusione presunta

Oggetto : Merger of SIAS S.p.A. into ASTM S.p.A.
Registered the deed of merger,

Testo del comunicato

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



JOINT PRESS RELEASE

**MERGER OF SIAS S.P.A. INTO ASTM S.P.A.
REGISTERED THE DEED OF MERGER**

Turin, 20 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 (the “**Merger**”) has been registered with the Turin Companies Register.

Pursuant to the Merger deed, the Merger will become effective from a civil law perspective starting on 31 December 2019 (“**Effective Date**”). Accounting and tax effects will become effective starting on 1 January 2019.

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, without indication of par value.

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. starting from 2 January 2020, first trading day following the Effective Date, 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.

The ASTM shares issued to serve the Merger will be made available to SIAS shareholders in the regime of dematerialisation and subject to centralised management by Monte Titoli S.p.A., pursuant to Articles 83-bis et seq. of the Consolidated Financial Act, without any charge, expense or commission to be paid by SIAS shareholders.

UniCredit S.p.A. will provide a service to enable the depository intermediaries to liquidate fraction of shares below or exceeding the minimum limits necessary to allow the shareholders of SIAS to hold a whole number of ASTM shares.

The Merger will cause the dissolution of SIAS. SIAS shares will continue to be traded on the Mercato Telematico Azionario until the end of the trading day of 30 December 2019 and therefore will be delisted on 2 January 2020.

Finally please note that, in order to allow the new shareholders to decide on the composition of the administrative body of the company, the Merger will determine the early termination of ASTM’s Board of Directors in office on the Effective Date of the Merger; the directors’ termination will be effective from the time the new Board of Directors will be appointed by the Shareholders’ Meeting of the entity resulting from the Merger.

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

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