

AUTOSTRADA TORINO-MILANO S.p.A.

Registered Office in Turin – Corso Regina Margherita 165

Share capital 44,000,000 euro entirely paid in

Tax code, VAT and registration number at the Register of Companies of Turin:

00488270018

Company website: www.autostradatomi.it

Management and coordination: Argo Finanziaria S.p.A.

CALLING OF ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

The Shareholders are hereby called to the Annual General Meeting (AGM) and to the Extraordinary General Meeting (EGM) to be held at the Company's Registered Office in Turin, Corso Regina Margherita 165, on 20 April 2012 at 11am (on first call) and, if necessary, on 21 April 2012 (on second call) as well as on 23 April 2012 (on third call) only for the Extraordinary part of the meeting, same place and same time. The Shareholders will be called to resolve on the following

AGENDA

Ordinary Part

1. Separated Financial Statements 2011, Management Discussion & Analysis (MD&A) and allocation of net profit: related and consequent resolutions.
Analysis of the Consolidated Financial Statements 2011.
2. Provisions relating to the officers: integration of the Board of Directors and appointment of the Chairman of the Board of Directors: related and consequent resolutions.
3. Report on remuneration, pursuant to Article 123-ter of the Legislative Decree no. 58/98: related and consequent resolutions.

Extraordinary Part

4. Proposal to eliminate the indication to the nominal value of the company's ordinary shares. Adjustment to Article 5 of the Corporate Bylaws: related and subsequent resolutions.
5. Proposal to grant to the Board of Directors, after modification of the Corporate Bylaws, the power to increase the share capital, pursuant to Article 2443 of the Italian Civil Code, for consideration, by way of a divisible increase for an overall maximum amount of € 500 million (inclusive of any share premium), to be implemented through the issue of ordinary shares, to be offered with pre-emption right to the people entitled. Adjustment to Article 5 of the Corporate Bylaws: related and subsequent resolutions.

Entitlement to attend and to vote at the Annual and Extraordinary General Meetings is given to all those for which the Company has received – by the end of the third trading day prior to the date scheduled for the General Meetings on first call – the communication by the authorised broker certifying the right to vote, on

the basis of evidence relating to the end of 11 April 2012, that is the seventh trading day prior to the date set for the General Meetings on first call. This is without prejudice to the entitlement to attend and vote at the Meetings, if such notification by the broker is received by the Company before the start of the General Meetings.

The transactions recorded into credit and debit accounts after 11 April 2012 are irrelevant for the purpose of obtaining entitlement to attend and vote at the General Meetings.

Each Shareholder entitled to attend and vote at the General Meetings may appoint in writing a proxy to attend the meetings, in accordance with the legislation in force. The proxy form that can be used to this purpose is available on the Company's internet website (www.autostradatomi.it), under the "corporate governance" section. The proxy can be notified to the Company via the e-mail address assembleaastm@autostradatomi.it

If the representative delivers or transmits a copy of the proxy, he shall certify, under his own responsibility, that the copy matches the original and the identity of the proxy giver.

The shareholders, after having given evidence of their entitlement, can put forward questions on the agenda items also before the General Meetings, using the e-mail address assembleaastm@autostradatomi.it

The questions received prior to the General Meetings are answered during the meetings, at the latest. The Company may provide a joint response to questions having the same content.

The Shareholders who represent at least one fortieth of the share capital, also jointly, may request the integration of the items on the agenda within ten days from the publication of this call to the General Meetings, stating the additional topics proposed in the request. The requests must be submitted in writing, after having given evidence of their entitlement by the proposing shareholders via the e-mail address assembleaastm@autostradatomi.it. A report on the topics proposed for discussion at the General Meetings must be presented to the Board of Directors by the same deadline and in accordance with the same procedure. In accordance with the law in force, the agenda cannot include the items on which the Meetings resolve on the basis of a proposal submitted by the Directors or on the basis of a plan or report prepared by the Directors.

As at the date of this notice, the share capital amounts to 44,000,000 euro consisting of 88,000,000 shares with a value of 0.5 euro each. Pursuant to the regulations in force, the voting right has been suspended for 3,344,226 treasury shares held by the Company and for 21,500 shares held, as of today's date, by the subsidiary ATIVA S.p.A..

The General Meetings' documents, including the Board of Directors' reports containing the resolution proposals on the agenda items, will be made available at the Company's Registered Offices, at Borsa Italiana S.p.A. and on the Company's internet website (www.autostradatomi.it) within the deadline pursuant to the regulations in force. The Shareholders will have the option of viewing them and obtaining copies at their own expense.

Tortona, 14 March 2012

THE CHIEF EXECUTIVE OFFICER

(Enrico Arona)