

**AUTOSTRADA TORINO-MILANO S.p.A.**

**Registered Office in Turin – Corso Regina Margherita 165**

**Share capital EUR 44,000,000 fully paid-up**

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

**Turin: 00488270018**

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

**NOTICE CONVENING THE ORDINARY AND EXTRAORDINARY**

**SHAREHOLDERS' MEETING**

The Shareholders are convened at the Ordinary and Extraordinary Shareholders' Meeting at the Registered Office in Turin, Corso Regina Margherita 165, on 17 November 2010 at 11.00 (on first call) and, if necessary, on 18 November 2010 at 16.00 at the same place (on second call), as well as on 19 November 2010 at 11.00 at the same place (on third call) with regard to the Extraordinary meeting, to discuss the following

**AGENDA**

**Extraordinary Meeting**

1. Proposal to update clauses 10, 11, 12, 13, 14, 15, 16, 19, 21 and 27 of the Articles of Association, also with regard to Legislative Decree no. 27 of 27 January 2010: related and consequent resolutions.

**Ordinary Meeting**

2. Proposal to update clauses 2, 3, 4, 6, 7, 8 and 11 of the Regulations for Shareholders' Meeting, also with regard to Legislative Decree no. 27 of 27 January 2010: related and consequent resolutions.
3. Proposal to distribute a portion of the "retained earnings" reserve.

Pursuant to art. 10 of the Articles of Association, the Shareholders who have specific certifications issued by authorised intermediaries two days prior to the meeting are entitled to attend it.

Each Shareholder can appoint in writing a proxy to attend the meeting, in compliance with the law. The proxy form can be obtained from any authorised intermediary.

The share capital is equal to EUR 44,000,000 and divided into 88,000,000 ordinary shares with a par value of EUR 0,50 per share. Pursuant to the law in force, voting rights shall be suspended in respect of treasury shares held by the company and the shares held by the subsidiary ATIVA S.p.A., shares that, to date, are n. 3,182,726 those held directly and n. 21,500 those held by the subsidiary ATIVA S.p.A..

The documents concerning the issues on the agenda will be made available at the Registered Office in Turin, Corso Regina Margherita 165 and at Borsa Italiana S.p.A., as provided for by the law in force, at least 15 days before the Shareholders' Meeting on first call. The Shareholders have the right to see the said documents and obtain a copy at their expense.

The said documents will also be made available on the Company's website: [www.autostradatomi.it](http://www.autostradatomi.it).

Turin, 6 October 2010

THE CHAIRMAN  
(Mr. Riccardo Formica)