

SOCIETÀ INIZIATIVE AUTOSTRADALI E SERVIZI S.p.A.

Registered Office in Turin - Via Bonzanigo 22

Share Capital € 113,753,740.00 fully paid-up

Tax code, VAT number and registration number at the Register of Companies of Turin: 08381620015

Internet site: www.grupposias.it

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

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Parties entitled to attend and exercise their right to vote are invited to the Shareholders' Meeting at the Registered Office in Turin, Via Bonzanigo no. 22, on 21 April 2016, at 11:00, held in single call, to resolve on the following:

AGENDA

1. 2015 Separate Financial Statements, Board of Directors' Report on Operations: pertinent and consequent resolutions.
Review of the 2015 Consolidated Financial Statements.
2. Profit allocation and dividend distribution.
3. Provisions pursuant to art. 2386 of the Italian Civil Code.
4. Remuneration Report, pursuant to art. 123-*ter* of Italian Legislative Decree no. 58 of 24 February 1998.

Entitlement to attend the Shareholders' Meeting and exercise the right to vote

The parties entitled to attend and vote at the Shareholders' Meeting are those who send the Company the communication from the qualified broker certifying the right based on accounting records at the end of the day on **12 April 2016**, or the seventh market trading day prior to the date set for the Shareholders' Meeting in single call (e.g., the record date). The communication must be received by the Company no later than the end of the third market trading day prior to the date set for the Shareholders' Meeting in single call. Entitlement to attend and vote at the Shareholders' Meeting will be validated if the aforementioned communication is received by the Company after the deadline, as long as it is received by the start of proceedings.

Credit or debit entries made into the accounts after **12 April 2016** do not count for the purpose of being entitled to attend and vote at the Shareholders' Meeting.

Every party entitled to attend and vote at the Shareholders' Meeting may be represented by a proxy issued according to governing regulations. The proxy form available on the Company's website (www.grupposias.it), in the "Governance" section, may be used for this purpose.

The proxy can be communicated to the Company using the email address: assembleasias@grupposias.it.

If the representative delivers or transmits a copy of the proxy to the Company, he/she must certify, under his/her own responsibility, the conformity of the proxy to the original document, as well as the identity of the delegating individual.

Right to submit questions on the agenda items

After having demonstrated the related entitlement, individuals entitled to vote may submit questions on the agenda, including prior to the Shareholders' Meeting, by submitting them no later than **18 April 2016**, using the email address: assembleasias@grupposias.it.

Questions submitted prior to the Shareholders' Meeting will be answered, at the latest, during said Meeting. The Company may provide a single response to questions with the same subject matter.

Right to add items to the agenda and to submit new resolution proposals

Shareholders who, alone or jointly, represent at least one-fortieth of the share capital may request to add items to the list of topics to be discussed, within ten days of this Notice of Call of the Shareholders' Meeting, indicating in the request the additional proposed topics, or may submit resolution proposals on items already on the agenda. The requests, together with the certification of entitlement to attend, must be submitted in writing, either by post or by using the email address: assembleasias@grupposias.it.

By that same date and using the same procedures, a report must be submitted to the Board of Directors containing the proposed discussion topics or the proposed resolutions on items already on the agenda. The agenda cannot be amended for topics that the Shareholders' Meeting resolves based on proposals from Directors or based on a project or report prepared by said Directors, in accordance with the law.

The amended list of items to be discussed in the Shareholders' Meeting or the additional resolution proposals on topics already on the agenda will be published at least fifteen days prior to the date set for the Shareholders' Meeting in the same manner in which this Notice of Call was published.

Share capital

As at the date of this Notice of Call, the share capital of the Company is EUR 113,753,740.00, consisting of 227,507,480 ordinary shares with a par value of EUR 0.50 each, all with voting rights.

Reports and documentation

The Shareholders' Meeting documentation, including the explanatory reports of the Board of Directors on agenda items and the related resolution proposals, as well as the annual financial statements, will be available at the registered office, at Borsa Italiana S.p.A., on the Company's internet site (www.grupposias.it), and in the authorised archival system, as stipulated in governing regulations, with Shareholders and those with voting rights entitled to review them.

Other information

The documents related to the rights associated with the Shareholders' Meeting addressed in this Notice of Call can be validly submitted at the Registered Office in Turin, Via Bonzanigo no. 22 (Monday through Friday from 8:30 to 12:30 and from 13:30 to 17:30).

Tortona, 10 March 2016

for the Board of Directors
THE CHAIRPERSON
(Stefania Bariatti)