

**SOCIETA' INIZIATIVE AUTOSTRADALI E SERVIZI S.p.A.**

**Registered Office in Turin – Via Bonzanigo 22**

**Share capital 113,750,558,50 euro entirely paid in**

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

**08381620015**

**Company website: [www.grupposias.it](http://www.grupposias.it)**

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

**CALLING OF ORDINARY AND EXTRAORDINARY GENERAL MEETINGS**

Persons entitled to vote are hereby called to the ordinary shareholders' meeting and to the Extraordinary General Meeting (EGM) to be held at the Company's Registered Office in Turin, Via Bonzanigo 22, on 11 of April 2013 at 15pm (in a single call) to resolve on the following

**AGENDA**

**Ordinary part**

1. Separated Financial Statements 2012, Management Discussion & Analysis (MD&A) and allocation of net profit: related and consequent resolutions.  
Analysis of the Consolidated Financial Statements 2012.
2. Measures pursuant to Article 2386 c.c.: related and consequent resolutions.
3. Report on remuneration, pursuant to Art. 123-ter of the Legislative Decree no. 58/98: related and consequent resolutions.

**Extraordinary part**

4. Proposal for modification of the Articles of Association with the provisions of Law 12 July 2011, n. 120 and with the provisions of Legislative Decree 27 January 2010, n. 27: modification of Articles 9, 16, 21, 26, 27, 34 and introduction of a new Article 36. Related and subsequent resolutions.

Entitlement to attend and to vote at the ordinary 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 single call – the communication by the authorised broker certifying the right to vote, on the basis of evidence relating to the end of the 2<sup>nd</sup> of April 2013, that is the seventh trading day prior to the date set for the General Meetings on single 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 the 2<sup>nd</sup> of April 2013 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.grupposias.it](http://www.grupposias.it)), under the "corporate governance" section. The proxy can be notified to the Company via the e-mail address [assembleasias@grupposias.it](mailto:assembleasias@grupposias.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.

Persons entitled to vote, after having given evidence of their entitlement, can put forward questions on the agenda items also before the General Meetings submitting them by the 8<sup>th</sup> of April 2013, using the e-mail address [assembleasias@grupposias.it](mailto:assembleasias@grupposias.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 or propose deliberations on the items already included in the agenda. The requests – along with the certificate showing the ownership of the investment - must be submitted in writing by mail or via the e-mail address [assembleasias@grupposias.it](mailto:assembleasias@grupposias.it).

A report on the topics proposed for discussion at the General Meetings or on the proposed deliberations on the items already included in the agenda 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. The agenda integrated with the additional topics to be discussed

during the Meeting will be published at least 15 days before the Meeting on the same way of current announcement.

As at the date of this notice, the share capital amounts to 113,750,558,50 euro consisting of 227,501,117 ordinary shares a value of €0,50 eachall with voting rights .

The reports of the Board of Directors 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](http://www.autostradatomi.it)) within the deadline pursuant to the regulations in force. The Shareholders will have the option of viewing them.

Turin, 8 March 2013

THE CHAIRMAN  
(Bruno Binasco)