

SOCIETÀ INIZIATIVE AUTOSTRADALI E SERVIZI S.p.A.

Registered Office Turin – Via Bonzanigo n. 22

Share capital € 113.751.021,50 fully paid

Tax Number, VAT number and enrolment under the Companies' Register of Turin: 08381620015

Website: www.grupposias.it

Subject to the direction and coordination of Argo Finanziaria S.p.A. (sole shareholder)

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS MEETING

Persons entitled to participate and exercise the voting right are called at the Registered Office in Turin, Via Bonzanigo n° 22, on 18th of April 2014 at 11:00 a.m., at the Ordinary Shareholders Meeting single call to deliberate on the following

AGENDA

1. Financial statements 2013, Management report and allocation of profit: related and consequent resolutions.
Review of 2013 consolidated financial statements.
2. Remuneration report, pursuant to Article 123-ter of the Italian Legislative Decree 24 February 1998, n° 58: pertinent and consequent resolutions.
3. Appointment of the Board of Directors.
 - 3.1 Determination of the number of members of the Board of Directors.
 - 3.2 Determination of the term of office of the Board of Directors.
 - 3.3 Appointment of the members of the Board of Directors.
 - 3.4 Appointment of the Chairman of the Board of Directors.
 - 3.5 Determination of the annual fees for the members of the Board of Directors.
4. Appointment of the Board of Statutory Auditors for the fiscal years 2014-2015-2016.
 - 4.1 Appointment of the Board of Statutory Auditors and Chairman.
 - 4.2 Determination of the annual fees for the members of the Board of Statutory Auditors.

Entitlement to participate in the Shareholders' Meeting and to exercise the voting right

Those for whom the Company has received – by the end of the third trading day before the date set for the Shareholders' Meeting in single call – the communication from the authorized intermediary certifying their right on the basis of the records relating to the end of the accounting day of 9 April 2014, that is the seventh day before the date set for the Shareholders' Meeting in single call (so called 'record date'), shall be entitled to participate and to vote in the Shareholders Meeting. The entitlement to participate and vote in the Shareholders' Meeting still applies after the aforesaid deadline, but before the start of the meeting's business.

Credit or debit recorded in the accounts after the 9th of April 2014 shall have no relevance for the purpose of the entitlement to participate and vote in the Shareholders' Meeting.

Each person entitled to participate and vote in the Shareholders' Meeting may be represented by proxy, pursuant to applicable legislation. For this purpose it can be used the proxy form that is provided on the corporate website (www.grupposias.it) in the "corporate governance" section. The proxy may be sent to the Company at the e-mail address: assembleasias@grupposias.it. If the representative delivers or sends to the Company a copy of the proxy, he must certify, at his own responsibility, its compliance with the original and the identity of the delegating party.

Right to submit questions on the items on the agenda

After proving their entitlement, those who are entitled to vote may submit questions on the items on the agenda even before the Shareholders' Meeting, ensuring they are received by 15 April 2014; for this purpose the email address assembleasias@grupposias.it may be used.

The questions received before the Shareholders' Meeting shall be answered at the latest during the meeting. The Company may provide a single reply to questions with the same content.

Right to integrate the agenda and to submit new proposals for resolution

Shareholders who, even collectively, represent at least one fortieth of the share capital may request, within ten days of publication of this notice of call, integration of the list of items to be discussed, stating in the request the additional matters proposed or submit proposals for resolutions on items already on the agenda. Requests – together with the certificate proving the entitlement to participate – must be submitted in writing, including by post or to the email address assembleasias@grupposias.it.

By the same deadline and using the same procedures, a report must be submitted to the administration body on the matters on which discussion is proposed or the proposals for resolutions on items already on the agenda. Integration of the agenda is not permitted for matters on which the Shareholders' Meeting deliberates, pursuant to law, upon proposal from the Directors or on the basis of a project or a report that they have prepared.

The integrated list of items to be discussed in the Shareholders' Meeting or the additional proposals for resolutions submitted on matters already on the agenda shall be published at least fifteen days before the date set for the Shareholders' Meeting according to the same procedures for publication of this notice.

Share capital

At the date of this notice the Company's share capital is of EUR 113.751.021,50 divided into n. 227.502.043 ordinary shares with EUR 0,50 nominal value, all with right to vote.

Appointment of the Board of Directors and the Board of Statutory Auditors

The lists of candidates to the office of Director or Auditor must be filed, at the Registered Office, or sent to the email address assembleasias@grupposias.it, by the twenty-fifth day before the date of the Shareholders' Meeting in single call (that is, by 24 March 2014), pursuant to and following the procedures set forth in Article 16, 26 and 27 of the Articles of Association (available on the website in the "corporate governance" section), and in applicable legislation. Lists may be submitted by shareholders who, alone or together with other shareholders, hold a total number of shares representing at least 1% of the share capital, as established by Consob Resolution no. 18775 of 29 January 2014. The ownership of the number of shares required for submission of lists is established on the basis of the shares registered in favor of the shareholder on the day on which the lists are filed at the Company.

Candidates for the office of Director are reminded of the *"Procedure for identifying the maximum number of offices of director or statutory auditor in other companies"* adopted by the Board of Directors and published on the aforesaid website in the "corporate governance" section.

Each list presented for the appointment of the Board of Directors must include at least two candidates who meet the independence requirements provided by applicable legislation, indicating them separately and placing one of them at the top of the list. Lists containing a number of candidates equal to or higher than three must also include candidates of different gender, so as to ensure compliance with the rules in force from time to time on gender balance.

In relation to the appointment of the Board of Statutory Auditors, pursuant to Art 27 of the Article of Association, the lists of candidates must be split into two sections: one with the candidates to the office of Standing Auditor and one with the candidates to the office of Substitute Auditor.

In order to comply with the current regulation of gender balance, the lists that, comprising both sections, contain a number of candidates equal or higher than three must also include candidates of different gender in the first two places of both the section of Standing Auditors and the section of Substitute Auditors.

It is noted that in case, at the date of the deadline for the presentation of the lists for the appointment of the Board of Statutory Auditors only one list is presented, or only lists presented by connected shareholders with regard to the applicable legislation, it will be possible to present other lists until the third day after the deadline (that is, by 27 March 2014); in this case the above mentioned threshold is halved.

Reports and documentation

The meeting documentation, including the explanatory reports of the Board of Directors on the items on the agenda and the related proposals for resolution, as well as the annual financial report, shall be available at the registered office, at Borsa Italiana S.p.A. and on the Company's website (www.grupposias.it), within the time limits established by applicable legislation, so that

they may be examined by the Shareholders and those entitled to vote.

Further information

Documents relating to exercise of the rights associated with the Shareholders' Meeting to which this notice refers may be validly filed at the Registered Office in Turin, Via Bonzanigo n° 22 (from Monday to Friday from 8:30 a.m. to 12:30 a.m. and from 1:30 p.m. to 5:30 p.m.).

Tortona, 6 March 2014

THE CHAIRMAN
(Stefania Bariatti)