



SOCIETÀ INIZIATIVE AUTOSTRADALI E SERVIZI S.p.A.

Registered Office – Via Bonzanigo n. 22

Share capital € 113.751.021,50 fully paid-in

Tax Code, VAT number and registration number at the

Register of Companies of Turin: 08381620015

Website: www.grupposias.it

Management and coordination: Argo Finanziaria S.p.A. (single shareholder)

ORDINARY SHAREHOLDERS' MEETING

18 APRIL 2014 - H 11:00 SINGLE CALL

Explanatory Report of the Board of Directors

With regard to point 4 of the Agenda:

- 4. Appointment of the Board of Statutory Auditors for the financial years 2014-2015-2016.**
- 4.1 Appointment of the Board of the Statutory Auditors and the Chairman.**
- 4.2 Determination of the remuneration of the members of the Board of Statutory Auditors.**

Dear Shareholders,

with the approval of the financial statement as at 31 December 2013 it expires the office of the Statutory Board appointed, for the financial years 2011-2012-2013, by the Ordinary Shareholders' Meeting of 27 April 2011. As a consequence, in the upcoming shareholders' meeting you will be asked: (4.1) to appoint three Standing Auditors and three Alternates and to appoint the Chairman of the Board of Statutory Auditors and (4.2) to determine the remuneration of the members of the Board of Statutory Auditors.

4.1 **Appointment of the Board of Statutory Auditors and the Chairman.**

Pursuant to article 26 of the Article of Association (available on the website www.grupposias.it, in the section "corporate governance") it is stated that "*The Board of Statutory Auditors is composed by three Standing Auditors and three Alternates*".

The Board of Statutory Auditors is appointed, according to the terms and conditions envisaged by the article 27 of the Articles of Association and the current legislation, on the back of lists presented by Shareholders that, alone or in connection 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 lists of candidates to the office of Auditor must be filed, by the twenty-fifth day before the date of the Shareholders' Meeting in single call (that is, by 24 March 2014), at the Registered Office, or sent to the email address assembleasias@grupposias.it.

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 submitted by shareholders acting in association with each other 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 and therefore equal to 0.50% of the share capital.

Each candidate can be presented in only one list otherwise he/she will be ineligible.

The lists, with the required documentation, will be made available at the Company Registered Office, on the website (section "corporate governance") and on Borsa Italiana website, at least 21 days before the date of the Shareholders' Meeting single call.

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 Alternate.

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 Alternates.

The appointment of the Statutory Auditors will be done as follow:

1. two standing members and two substitute members will be taken from the list that obtained more votes in the Shareholders' Meeting, progressively on the back of the order in which they have been presented in the list's section;
2. the remaining Standing member and substitute member will be taken from the second list that obtained more votes in the Shareholders Meeting, progressively on the back of the order in which they have been presented in the list's section.

In case of parity of votes the older candidates will be chosen until the full allocation of the available offices.

The Chairmanship of the Board of Statutory Auditors is given to the candidate chosen in the second list in terms of votes of the Shareholders Meeting; in case of parity of votes of two or more lists, the previous paragraph is applied.

In case the above mentioned procedure does not lead, for the Standing Auditors, to the respect of the regulation on gender balance, it is calculated the quotient to be attributed to each candidate from the section of standing Auditors of the different lists, dividing the number of votes obtained by each list for the order number of each candidate; the candidate of the more represented gender with the lowest quotient, taking in consideration all the lists, is replaced by the candidate of the gender less represented with the highest quotient in the same section of the Standing Auditors or, in the second instance, in the section of the Alternates of the same list of the replaced candidate (in this case the replaced candidate will take the place of the Alternate candidate).

In case two candidates of different lists obtain the same quotient, the candidate taken from the list from which the highest number of Auditors are taken or, in the second instance, the candidate taken from the list that took less votes, will be replaced.

For the appointment of Auditors, for any reason, not elected with the above described procedures, the Shareholders's Meeting decide with the majority set by the law and in compliance with the current gender balance regulation.

It is noted that, being the first renew of the Board of Statutory Auditors after the entering into force of the gender balance regulation, the share to be reserved to less represented gender is one-fifth of the total Auditors appointed, rounded to the upper unit, in case of fraction.

As a consequence, the Shareholders' Meeting is asked to appoint, on the back of the filed lists, the Board of Statutory Auditors, for the financial years 2014-2015-2016.

4.2 Determination of the remuneration to the members of the Board of Statutory Auditors.

In relation to the determination of the remuneration of the members of the Statutory Board, it is noted that, pursuant to art. 2402 of the civil code, the compensation of the Standing Auditors is set by the Shareholders Meeting at the moment of the appointment, for the whole period of the office.

You are therefore asked to determine the remuneration to the members of the Board of Statutory Auditors on the back of the proposal made by the shareholders also during the Shareholders' Meeting.

Tortona, 6 March 2014

f. The Board of Directors

The Chairman
(Stefania Bariatti)