

AUTOSTRADA TORINO-MILANO S.p.A.
Registered Office in Turin – Corso Regina Margherita 165
Share capital 44,000,000 euro entirely paid in
Tax code, VAT and registration number at the Register of Companies of Turin: 00488270018
Internet site: www.autostradatomi.it
Management and coordination: Argo Finanziaria S.p.A.

CALLING OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The Shareholders are hereby called to an Extraordinary and Ordinary Shareholders' Meeting to be held at the Company's Registered Office in Turin, Corso Regina Margherita 165, on 29 April 2011 at 11am (on first call) and, if necessary, on 30 April 2011 (on second call) as well as on 5 May 2011 (on third call) only for the Extraordinary part of the meeting, same place and same time. The Shareholders' will be called to resolve on the following

AGENDA

Extraordinary Part

1. Proposed adjustment to article 21 of the Articles of Association: related and consequent resolutions.

Ordinary Part

2. Financial Statements 2010, Management Report and allocation of net profit: related and consequent resolutions.
Analysis of the Consolidated Financial Statements 2010.
3. Appointment of the Board of Statutory Auditors for the financial years 2011-2012-2013 and determination of their remuneration.

Entitlement to attend and to vote at the Shareholders' Meeting is given to all those for which the Company has received - by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call - the communication by the authorised broker certifying the right to vote, on the basis of evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call (18 April 2011). This is without prejudice to the entitlement to attend and vote at the Meeting, if such notification by the

broker is received by the Company before the start of the Shareholders' Meeting.

The transactions made to credit and debit accounts after 18 April 2011 are irrelevant for the purpose of obtaining entitlement to attend and vote at the Shareholders' Meeting.

Each Shareholder entitled to attend and vote at the Shareholders' Meeting can appoint in writing a proxy to attend the meeting, in compliance with the law. The proxy form that can be used to this purpose is available on the Company's internet website, under section "corporate governance". The proxy can be sent to the Company via the e-mail address assembleaastm@autostradatomi.it. If the representative delivers or transmits a copy of the proxy, they shall certify, under their own responsibility, that the copy matches the original and the identity of the proxy giver.

The Shareholders, after having given evidence of their entitlement, can put forward questions on the agenda items also before the Shareholders' Meeting, using the e-mail address assembleaastm@autostradatomi.it.

The questions received prior to the Shareholders' Meeting are answered during the meeting, 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 notice, stating the additional topics proposed in the request. The requests must be submitted in writing. A report on the topics proposed for discussion at the Shareholders Meeting must be presented by the Board of Directors by the same deadline and in accordance with the same procedure. In accordance with the law, the agenda cannot include the items on which the Meeting resolves on the basis of a proposal submitted by the Directors or on the basis of a plan or report prepared by the Directors.

As at the date of this notice, the share capital amounts to 44,000,000 euro consisting of 88,000,000 shares with a value of 0.5 euro each. Pursuant to the law provisions in effect, the voting right has been suspended for 3,235,726 treasury shares held by the Company and 21,500 shares held, as at today's date, by the subsidiary ATIVA S.p.A..

The lists of candidates to the positions of Statutory Auditor must be deposited at the Registered

Office or sent via the e-mail address assembleaastm@autostradatomit.it by the twenty-fifth day prior to the Shareholders' Meeting on first call (4 April 2011), pursuant to and according to the modalities set forth in article 27 of the Articles of Association (available on the internet website under section "corporate governance") as well as in accordance with the law currently in effect.

The Shareholders who, alone or together with others, hold shares representing at least 2% of the share capital have the right to submit the lists of candidates. Only the shares that are registered under the name of the shareholder as at the list submission day can be included in the calculation of the amount of shares required to submit a list.

The documents related to the rights connected with the Shareholders' Meeting called for by this notice can be validly deposited at the Company's Registered Offices in Turin, Corso Regina Margherita 165 (on working days from 8.30am to 12.30pm and from 1.30pm to 5.30pm).

The Shareholders' Meeting's documents, including the Board of Directors' reports 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 by the deadline set out by the current laws. The Shareholders will have the option of viewing them and obtaining copies at their own expense.

Tortona, 15 March 2011

THE CHAIRMAN
Riccardo Formica