

**MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF "AUTOSTRADA TORINO
MILANO S.P.A." OF 28 APRIL 2009**

In the year two thousand and nine, on the 28th (twentyeighth) day of the month of April, in Turin, at the registered office of the company at Corso Regina Margherita n. 165, at 11.05 a.m. the shareholders of the "AUTOSTRADA TORINO - MILANO S.p.A.," which has its registered office in Turin, Corso Regina Margherita n. 165, and a share capital of Euro 44,000,000 fully paid in, Tax Identification Number and Turin Registry of Companies number 00488270018, subject to the management and coordination activities of ARGO FINANZIARIA S.p.A. met on first call to discuss and deliberate on the following:

AGENDA

1. Financial statements for 2008 and Report of the Board of Directors on Operations: relative and consequent deliberations.
Examination of the Consolidated Financial Statements 2008.
2. Granting of the auditing mandate.

1. **Financial statements for 2008 and Report of the Board of Directors on Operations: relative and consequent deliberations.**
Examination of the Consolidated Financial Statements 2008.

The Ordinary Shareholders' Meeting of Autostrada Torino-Milano S.p.A. approved the separate financial statements as at 31 December 2008 and the payment of a unit balance dividend of EUR

0.05 per outstanding share (not including the 2,508,297 treasury shares in the portfolio), to be paid on 14 May 2009, against detachment of coupon n. 30.

2. Granting of the auditing mandate.

Following the proposal of the Board of Auditors, the Ordinary Shareholders' Assembly resolved to grant the mandate for the auditing of the accounts to Deloitte & Touche S.p.A. for the period from 2009 to 2017 and approved the following amounts as remuneration:

- EUR 8,500.00 (85 hours) for the auditing of the financial statements of ASTM S.p.A.;
- EUR 8,000.00 (80 hours) for the auditing of the consolidated financial statements of the ASTM Group, including the coordination of the auditing for the consolidated financial statements and the verification of the consolidation procedure;
- EUR 3,000.00 (30 hours) for the verification of the regular maintenance of the accounts and the correct recording of the operating events in the accounting records;
- EUR 2,000.00 (20 hours) for the carrying out of the limited audit of the interim reports for the Group according to the procedures agreed upon with the Management;
- EUR 5,000.00 (50 hours) for the limited audit of the half yearly reports of ASTM S.p.A.;

The mandate was granted to Mr. Giorgio Barbieri, Partner of Deloitte & Touche S.p.A., pursuant to the independence requirements as provided by the law; furthermore, no incompatibilities appear to exist.

As there were no other issues to discuss, the Chairman declared the Meeting adjourned at twelve twenty two p.m.

THE SECRETARY

THE CHAIRMAN