

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

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

**Share capital 113,750,557.50 euro entirely paid in**

**Tax code, VAT and registration number at the Register of Companies of Turin: 08381620015**

**Internet site: [www.grupposias.it](http://www.grupposias.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, Via Bonzanigo 22 on 27 April 2011 at 11am (on first call) and, if necessary, on 29 April 2011 (on second call), same place at 4pm as well as on 4 May (on third call) only for the Extraordinary part of the meeting, same place at 11pm. 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 Directors, after establishing the number of members and the time in office. Appointment of the Chairman.
4. Determination of the annual remuneration to be paid to members of the Board of Directors and to the Chairman.
5. 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 (14 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 14 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 "corporate governance". The proxy can be sent 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, 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 [assembleasias@grupposias.it](mailto:assembleasias@grupposias.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 call to the Shareholders' Meeting, 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 113,750,557.50 euro, consisting of 227,501,115 ordinary shares with a value of 0.5 euro each, all with voting right.

The lists of candidates to the positions of Board Director and Standing Auditor must be deposited at the Registered Office or sent via the e-mail address [assembleasias@grupposias.it](mailto:assembleasias@grupposias.it) by the twenty-fifth day

prior to the Shareholders' Meeting on first call (2 April 2011), pursuant to and according to the modalities set forth in article 16 and 27, respectively, of the Articles of Association (available on the internet website under "corporate governance") as well as in accordance with the law currently in effect. With regards to the candidates to the position of Board Director, attention is drawn to the "*Procedure for establishing the maximum number of board directors or auditors in other companies*" adopted by the Board of Directors during the meeting held on 29 January 2008, published on the above-mentioned website under section "corporate governance".

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. The total number of shares required to submit the lists is determined on the basis of the shares that are registered in favour of a shareholder on the day in which the lists are submitted to the Company.

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, Via Bonzanigo 22 (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  
(Bruno Binasco)