

Press Release

HAVING HEARD THE DIRECTORS' REPORT, GENERAL MEETING DOES NOT RESOLVE ON DISTRIBUTION OF SPECIAL DIVIDEND FORMING PART OF PLANNED MERGER WITH ABERTIS

Rome, 13 December 2006 – The Ordinary General Meeting (OGM) of Autostrade S.p.A.'s shareholders was held today, in second call, to approve the proposed distribution of a special dividend of €3.75 per share as part of the implementation of the Company's planned merger with and into Abertis Infraestructuras S.A..

The OGM noted that the two companies' boards of directors have today jointly acknowledged the impossibility of consummating the merger, given the failure to obtain the necessary authorisation for the merger to go ahead, and recently introduced changes to the legal framework in force at the date on which the plan of merger was approved by the respective EGMs.

As a result, the OGM decided not to pass a resolution regarding the above proposal, due to the fact that, as things stand, there are insurmountable material obstacles to the effectiveness of the merger.

In view of the insurmountable material obstacles to the completion of the above merger:

- the rights of withdrawal exercised by Autostrade S.p.A.'s shareholders in response to the resolution passed by the EGM of 30 June 2006 regarding the above merger, being a condition precedent of the effectiveness of the merger, will cease to be effective and the Autostrade S.p.A. shares for which rights have been exercised will thus revert immediately to the withdrawing shareholders; and, as a related consequence,
- the sums necessary to pay for the reverted Autostrade shares allocated under the grant of pre-emptive rights carried out by Autostrade, pursuant to art. 2437-*quater*, sections 1 and 2 of the Italian Civil Code, will revert to the buyers.

Further details will be announced in due course, including via a notice to be published in a national daily newspaper.

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