



Registered office: Via Alberto Bergamini 50,
Rome Share capital: €571,711,557.00 (fully paid-in)
Tax code and Rome Companies' Register no. 03731380261

NOTICE OF CALL TO ORDINARY GENERAL MEETING

Shareholders are hereby called to attend the Ordinary General Meeting, to be held at the Company's offices at Via Antonio Nibby 20 in Rome at 11.00am on 12 December 2006, in first call, and, if necessary, in second call on 13 December 2006 at the same time and place, in order to pass resolutions on the following

AGENDA

- 1) Payment of a special dividend of €3.75 per share, via partial use of extraordinary reserves, in accordance with the provisions of the plan for Autostrade's merger with and into Abertis approved by the Extraordinary Shareholders' Meeting of 30 June 2006; connected and subsequent resolutions, following the Director's Report on the development of the merger project and on the achievement of the necessary authorizations.

Documentation relating to items on the Agenda and the proposed resolutions will be made available to the general public at the Company's registered office and at the offices of Borsa Italiana S.p.A. within the legally required term. Shareholders may obtain copies.

In order to take part in the General Meeting, shareholders must provide proof of their voting rights by obtaining the relevant certificate from an authorised financial intermediary within the legally required term.

Shareholders who hold shares that have yet to be dematerialised must first submit their shares to an intermediary, in order to register them with the centralised administration system in dematerialised form and request the issue of the above certificate.

**Autostrade S.p.A.
The Chairman
(Prof. Gian Maria Gros-Pietro)**