

EXTRAORDINARY AND ORDINARY GENERAL MEETING

First call June 28, 2006

Second call June 30, 2006

Special session

NOTICE TO SHAREHOLDERS OF AUTOSTRADE S.P.A. PURSUANT TO ART. 2437-TER OF THE ITALIAN CIVIL CODE AND ART. 84 OF THE REGULATIONS APPROVED WITH CONSOB RESOLUTION NO. 11971/1999.

SPECIAL GENERAL MEETING OF THE SHAREHOLDERS OF AUTOSTRADE S.P.A. ON 28 JUNE IN FIRST CALL AND ON 30 JUNE IN SECOND CALL -
APPROVAL OF THE PLANNED MERGER OF AUTOSTRADE S.P.A. WITH ABERTIS INFRAESTRUCTURAS S.A. -
WITHDRAWAL RIGHT -
DETERMINATION OF THE WITHDRAWAL PRICE

**EXTRAORDINARY GENERAL MEETING 28-30 JUNE 2006
AUTOSTRADE S.P.A.**

**Notice to shareholders of Autostrade S.p.A. pursuant to art. 2437-ter of the Italian
Civil Code and art. 84 of the Regulations approved with CONSOB Resolution no.
11971/1999**

AUTOSTRADA S.p.A.

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 to shareholders of Autostrade S.p.A. pursuant to art. 2437-ter of the Italian Civil Code and art. 84 of the Regulations approved with CONSOB Resolution no. 11971/1999

SPECIAL GENERAL MEETING OF THE SHAREHOLDERS OF AUTOSTRADA S.P.A. ON 28 JUNE IN FIRST CALL AND ON 30 JUNE IN SECOND CALL – APPROVAL OF THE PLANNED MERGER OF AUTOSTRADA S.P.A. WITH ABERTIS INFRASTRUCTURAS S.A. – WITHDRAWAL RIGHT – DETERMINATION OF THE WITHDRAWAL PRICE

Notice of call to a Special General Meeting of the shareholders of Autostrade S.p.A. to be held on 28 and 30 June 2006, in first and second call respectively, was published in *Il Sole 24Ore*, as required by the articles of association, and in *Finanza e Mercati* and *Milano Finanza* on 26 May 2006. The Meeting has been called to discuss and pass resolutions on the following agenda: *“Approval of the planned merger of Autostrade S.p.A. with Abertis Infraestructuras S.A. and concomitant listing of the shares of Abertis Infraestructuras S.A. on the screen-based stock market organised and managed by Borsa Italiana S.p.A.”.*

As indicated in the merger documents, filed pursuant to the law, shareholders who do not vote in favour of the resolution approving the merger may exercise their right of withdrawal granted by art. 2437 of the Italian Civil Code. The effectiveness of this right is subject to the effectiveness of the merger.

The withdrawal price to be paid to the holders of ordinary shares in Autostrade S.p.A. who wish to exercise their right of withdrawal is hereby determined as €21.31 per share. In accordance with the provisions of art. 2437-ter, section 3 of the Italian Civil Code, this price was calculated exclusively on the basis of the average closing price of the shares (calculated by Borsa Italiana S.p.A.) in the six months prior to the date of publication of the notice of call to the Special General Meeting.

Autostrade S.p.A. will promptly communicate any further information regarding exercise of the right of withdrawal not available prior to the General Meeting.