

Genoa, 25 March 2013

SUMMON OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Board of Directors of Ansaldo STS (STS.MI), which met today, has convened the ordinary and extraordinary shareholders' meeting on 6 May 2013, in single call.

The items on the agenda, in addition to the approval of the annual financial statements at 31 December 2012, are as follows: (i) resolution on the first section of the Remuneration Report pursuant to art. 123-ter, paragraph 3, of Legislative Decree no. 58/1998; (ii) appointment of a member of the Board of Directors; (iii) appointment of the Chairman of the Board of Directors of Ansaldo STS; (iv) authorisation for the purchase and disposal of own shares and (v) amendments to the Bylaws of Ansaldo STS.

The notice of the shareholders' meeting and the documentation relating to the items on the agenda will be made available to the public in accordance with the law.

With regard to the purchase and disposal of own shares, the Board has resolved to request to the Shareholders' Meeting a new authorisation - upon revocation of the authorisation approved by the ordinary shareholders' meeting on 7 May 2012 - allowing the Board of Directors to purchase and dispose of own shares, in accordance with applicable legislation and in line with accepted market practices as recognised by Consob, for the following purposes:

- to service stock-based incentive plans approved by the Company;
- as part of transactions relating to ordinary operations and industrial projects in line with the strategic guidelines that the Company intends to pursue, which may also include swaps, exchanges, transfers or other disposals relating to industrial projects or extraordinary financing operations;
- to support market liquidity.

Ansaldo STS, listed on the Italian Stock Exchange, is an international leading technology company that supplies transport solutions and signalling technology in the global Railway & Mass Transit Transportation business with the provision of traffic management, planning, train control and signalling systems and services. It acts as lead contractor and turnkey provider on major project worldwide. Ansaldo STS is headquartered in Genoa, Italy, and employs over 4,100 people in 28 different countries. In 2011, its revenues reached € 1,212 M, with a gross operating margin of € 116 M and net profit of € 73 M.

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The authorisation to purchase own shares is requested for a period of 18 months from the date of approval by the shareholders' meeting. The authorisation to dispose of own shares is requested for an unlimited period. In line with last year resolutions, purchases of own shares may be carried out via one or more transactions up to the maximum allowed by law, *i.e.* up to 20% of the Company's share capital (32 million shares, minus the own shares held by the Company at the time). Therefore, given the current share price of Ansaldo STS on the Milan Stock Exchange, the potential maximum outlay for such transactions is approximately EUR 231 million.

The share purchase operations must be carried out in accordance with art. 132 of Legislative Decree no. 58/1998, art. 144-*bis* of the Issuers Regulations and any other applicable law, and in line with accepted market practices as recognised by Consob, and shares must be purchased subject to the price conditions specified in article 5, paragraph 1, of European Commission Regulation (EC) 2273/2003 of 22 December 2003.

The disposal of own shares, and in particular the sale of own shares, shall not be carried out at a price 10% lower than the recorded price on Italian Stock Exchange Market, organized and managed by Borsa Italiana S.p.A., in the trading session prior to each transaction. The shares servicing the stock-based incentive plans approved by the Company shall be granted according to the procedures and terms set out in the plans' regulations. In the event that the shares are used in swaps, exchanges, transfers or any other acts of disposal not in cash, the economic terms of the transaction shall be determined according to the nature and the characteristics of the transaction, also taking into account the performance of the Ansaldo STS share on the market.

If the shares are used for the purpose of carrying out activities to support market liquidity, the sales shall be carried out in accordance with the criteria set out in the Consob resolution on accepted market practices.

The Company currently holds 752 ordinary own shares, equivalent to 0.00047% of the share capital.

The Board of Directors has also decided to merge the function of External Relations, previously reporting directly to the CEO, into the Investor Relations function, already reporting directly to the CFO Mr. Christian Andi.

The responsibility of this new function, called Investor & External Relations, is attributed to Mr. Andrea Razeto, currently Investor Relator of the Company.

Investor & External Relations:

Andrea Razeto, tel. +39 010 6552068
V. P. Investor & External Relations
andrea.razeto@ansaldo-sts.com

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Giancarlo Fre, tel. +39 06 48905000
g.fre@pmsgroup.it

Andrea Faravelli, tel. +39 02 48000250
a.faravelli@pmsgroup.it

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