

# FAC-SIMILE OF A PROXY TO PARTICIPATE IN THE MEETING

---

---

(<sup>1</sup>), as  

---

---

(<sup>2</sup>),  
owner of / rights to vote relating to \_\_\_\_\_ ordinary shares of Ansaldo STS S.p.A.

## APPOINTS

---

---

(<sup>3</sup>)  
who shall have the right to be replaced by \_\_\_\_\_  

---

---

(<sup>4</sup>)

to represent him/her in the ordinary and extraordinary meeting of the shareholders of the mentioned company, to be held on April 4, 2011, at 11:00 am, in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell’Olmo), at the registered office of “FONDAZIONE ANSALDO – GRUPPO FINMECCANICA”, in first call, or on April 5, 2011, same place and time, in second call, with the following agenda:

### *ordinary part*

#### 1. Financial statements as at December 31, 2010

1.1 Approval of the Financial Statements for the year ended December 31, 2010; Reports by the Board of Directors, the Board of Auditors and the audit company. Allocation of the profit for the year and distribution of the dividend. Related and consequent resolutions

#### 2. Appointment of the Board of Directors

- 2.1 Definition of the number of the Board Members
- 2.2 Definition of the term of their office
- 2.3 Appointment of the Directors
- 2.4 Appointment of the Chairman of the Board of Directors
- 2.5 Definition of the annual fee for the Board Members

#### 3. Appointment of the Board of Auditors for the three years 2011-2013

3.1 Appointment of the three Statutory Auditors and of the two Deputy Auditors

---

<sup>1</sup> Enter first name and surname, or company name (as indicated in the notice for participation in the meeting as per Art. 83-sexies, Legislative Decree No. 58/1998), tax code or VAT number, complete address of the domicile or registered office of the principal.

<sup>2</sup> Indicate the quality of the principal (e.g. shareholder, legal representative of a shareholder, person entitled to vote; in this latter case, specify the legal title – pledge, usufruct, etc. – pursuant to which the right to vote has been granted to a person other than the owner of the shares).

<sup>3</sup> Enter first name and surname or company name of the delegate, tax code or VAT number, complete address of the domicile or registered office of the delegate.

<sup>4</sup> Enter first name and surname or company name of the delegate, tax code or VAT number, complete address of the domicile or registered office of the delegate.

- 3.2 Appointment of the Chairperson of the Board of Auditors
- 3.3 Definition of the annual fee for the members of the Board of Auditors
- 4. Approval of the Ansaldo STS stock grant plan for employees**
  - 4.1 Approval of the Ansaldo STS stock grant plan for employees. Related and consequent resolutions
- 5. Authorisation to purchase and disposal of own shares**
  - 5.1 Authorisation to purchase and disposal of own shares. Related and consequent resolutions
- 6. Adjustment of the fees to be paid to the audit company**
  - 6.1 Adjustment of the fees to be paid to the audit company PricewaterhouseCoopers S.p.A. for the years 2010 – 2011. Related and consequent resolutions
- 7. Amendment to the Meeting Regulation. Related and consequent resolutions**
  - 7.1 Amendment to articles 2, 4, 5, 9, 10, 11 and 16 of the Meeting Regulation  
*extraordinary part*
- 1. Amendments to the Company Articles of Association**
  - 1.1 Amendments to articles 11, 15 and 23 of the Company Articles of Association. Related and consequent resolutions

entrusting him/her with the necessary powers to exercise<sup>(5)</sup>

pursuant to the specific instructions given,

at his/her own discretion,

the right to vote, in his/her name and on his/her behalf<sup>6 7</sup>.

Date and place

Signature of the principal

---



---

<sup>5</sup> Tick the selected entry.

<sup>6</sup> Please note that, pursuant to Art. 118, subsection 2, letter c), of the Regulation approved by the Consob by resolution No. 11971/1999, as subsequently amended and integrated, equity interests, for the purposes of the communication obligations regulated by Art. 120, Legislative Decree No. 58 of February 24, 1998, include those shares, in relation to which “*the right to vote is granted under a proxy, provided that such right may be exercised in a discretionary manner, without specific instructions from the principal*”.

<sup>7</sup> Those entitled to participate and vote in the meeting and their delegates are kindly requested to take into account the provisions of Art. 135-*decies* of Legislative Decree No. 58 dated February 24, 1998, on conflict of interest of the representative and of his/her substitutes.