

## **AnsaldoSTS**

AnsaldoSTS S.p.A.  
Registered office in Genoa, Via Paolo Mantovani 3/5  
Fully subscribed and fully paid-up Share Capital 50.000.000,00.-  
Tax Identification and registration number of the Register of Companies of Genoa  
01371160662  
Subject to management and coordination of Finmeccanica S.p.A.

### **NOTICE OF ANNUAL GENERAL MEETING (AGM) AND EXTRAORDINARY GENERAL MEETING**

Notice is hereby given to the Shareholders of AnsaldoSTS that the Annual General Meeting and Extraordinary General Meeting will be held for the first call on 31st March 2008 at 11:00 a.m. in Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), in the city of Genoa, at the office of "FONDAZIONE ANSALDO –GRUPPO FINMECCANICA" and for the second call on 1st April 2008 at the same time and place, for the purpose of transacting the following business.

#### **AGENDA**

##### **Ordinary Business:**

- 1. Financial Statement for the fiscal year ended 31st December 2007**
  - 1.1. Approval of Financial Statement for the fiscal year ended 31<sup>st</sup> December 2007; Director's Report, Report of the Board of Auditors, Report of the Auditing Company. Consequent resolutions:
  - 1.2. To declare the dividend. Consequent resolutions.
- 2. Appointment of the Board of Directors**
  - 2.1. Number of members of the Board of Directors;
  - 2.2. Duration of office;
  - 2.3. Appointment of Directors;
  - 2.4. Appointment of Chairman of the Board of Directors;
  - 2.5. Annual remuneration of the members of the Board of Directors.
- 3. Appointment of Board of Auditors for the three-year period 2008-2010**
  - 3.1. Appointment of three Statutory Auditors and two Substitute Auditors;
  - 3.2. Appointment of the Chairman of the Board of Auditors;
  - 3.3. Annual remuneration of the members of the Board of Auditors;
- 4. Authorization to dispose of and purchase own shares;**
  - 4.1. Authorization to dispose of and purchase own shares. Consequent resolutions.
- 5. Approval of Free Allotment of Ansaldo STS shares Plan**
  - 5.1 Approval of Free Allotment of Ansaldo STS shares Plan for the years 2008-2010. Consequent resolutions.

##### **Special Business:**

- 1. Amendment to Articles of Association**

Amendment to Articles 11, 14, 16, 23 and 27 of the Articles of Association of the Company. Consequent resolutions.

Pursuant to article 126-bis of Legislative Decree n. 58/98, other matters may be proposed by Shareholders who represent at least one fortieth of the Company capital entitled to vote, within five days from the date on which the present notice is published, specifying the business proposed to be dealt with in the meeting. Integrations shall not be allowed for any type of business normally transacted by the Meeting as by law, either proposed by or else in consequence of projects made and/or reports drawn up by Directors. The list with the additional items to be dealt with in the Agenda shall be published in the same way the present notice is published.

## **RIGHT TO ATTEND**

Pursuant to article 2370 of the Italian Civil Code and art. 12.1 of the Company's Articles of Association, Shareholders who have notified the Company of their intention to attend the meeting through an authorised intermediary pursuant to art. 34-bis of Consob Regulation (Italian authority responsible for regulating the Italian Securities Market) approved with resolutions n. 11768/1998 and subsequent amendments thereto (hereinafter "Consob Regulation") at least two clear days prior to the date set for the meeting (and, therefore, for the first call within March, 28 2008 and for the second call within March, 29 2008), have the right to attend.

Shareholders are asked to appear in advance of the time stated in the notice of the meeting in order to facilitate registration procedures. For this purpose, Shareholders are asked to appear with a copy of the notice the intermediary is required to provide to the applicant under art. 34-bis of Consob Regulation. All Shareholders entitled to attend the meeting may appoint a proxy to represent them in accordance with the laws of Italy and the Company's Articles of Association.

Registration shall commence at 9:30 a.m.

## **APPOINTMENT OF COMPANY BOARDS**

The Board of Directors and the Board of Auditors shall be appointed pursuant to articles 16 and 27 of the Articles of Association of the Company to which reference is made.

Both Directors and Auditors are appointed by the Meeting on the basis of the lists presented by Shareholders where candidates are given progressive numbers.

Lists of Candidates shall be presented by Shareholders representing at least 2.5% of the Company share capital, whether alone or together with other Shareholders. Shareholders involved in a shareholders' agreement, independently from the subject-matter or form of the same agreement, shall not be allowed to present or else participate in the presentation of more than one list, not even through third parties or trust companies. Candidates are to be included in one list only under pain of ineligibility.

The lists of candidates presented by one or more Shareholders together with the documentation required shall be (i) deposited in the registered office of the Company –Via Paolo Mantovani 3/5, Genoa, addressed to the Legal Department (Tel.: 010 655/2111) by and not later than 15<sup>th</sup> March 2008 and (ii) advertised at least in three Italian daily newspapers with national circulation (two of which economic).

In order to demonstrate the ownership of the number of shares required to present a list of candidates, Shareholders shall deposit the list of candidates together with the certificate proving the ownership of the number of shares represented and the right to attend the meeting at the registered office of the Company.

## **APPOINTMENT OF THE BOARD OF DIRECTORS**

Save as aforesaid, candidates proposed as members of the Board of Directors shall comply with the requirements of respectability and professionalism referred to in article 17 of the Articles of Association of the Company.

Under pain of forfeiture, every list shall include two candidates with the requirement of independence required by Italian law. Candidates shall be indicated separately, one of them on top position.

Each Shareholder may present or else participate in the presentation of only one list and vote said list only.

Lists shall be presented together with the declaration of single candidates in which they accept their candidature and certify, under their own responsibility, that there is no cause of ineligibility and incompatibility and that they comply with the requirements of respectability and professionalism referred to in the Articles of Association and the provisions of the Italian laws and regulations in force. In order to be included as independent candidates, a statement shall be made by each candidate in which they declare to comply with all the requirements of independence as by Italian law. As regards candidates with the requirements of independence provided for in the Corporate Governance Code (approved by Borsa Italiana S.p.A.), a statement shall be made for each candidate in which they declare to comply with said requirements.

The Company is listed on the STAR segment of the Stock Exchange managed and organized by Borsa Italiana S.p.A.. It should be remembered that companies listed on the STAR segment should have at least (i) two independent directors in conformity with the Corporate Governance Code in the case of Boards of Directors composed of 8 members at most and (ii) three independent directors in conformity with the Corporate Governance Code in the case of Boards of Directors composed of 9 to 14 members.

The *Curriculum Vitae* of candidates with detailed personal and professional data shall also be deposit in the registered office of the Company together with the list of candidates.

Under pain of forfeiture, Shareholders who have deposited a list of candidates on their own or else together with other Shareholders pursuant to the above mentioned regulations, shall deposit in the registered office of the company the above mentioned notice of the authorised intermediary accompanied by a declaration of the Shareholders who have presented or have taken part in the presentation of the list of candidates –two clear days before the date fixed for each single meeting (that is, 28<sup>th</sup> March 2008 for the first call and 29<sup>th</sup> March 2008 for the second call)-. In said document Shareholders shall certify that the shares declared have been continuatively in their possession as from the date on which the list of candidates has been presented. The above mentioned requirements also apply for second calls, in which case they shall be repeated under pain of forfeiture.

#### **APPOINTMENT OF THE BOARD OF AUDITORS**

Without prejudice to that referred to above in respect of the appointment of the Boards of the Company, candidates proposed to act as members of the Board of Auditors are required to comply with the requirements of respectability and professionalism set forth in the decree by the Italian Ministry of Justice n.162 of 30<sup>th</sup> March 2000. Pursuant to that provided for in article 1, sub-section 2, letter b) and c) of said decree, business and financial law as well as financial and business management matters are strictly related to the activity of the Company. Candidates shall also comply with the requirements of independence provided for by the provisions of the laws of Italy.

Any person holding more offices than the limit number fixed as by Italian law shall not be entitled to be appointed as member of the Board of Auditors.

Each Shareholder may present or else take part in the presentation of only one list and also vote said list only..

Lists shall consist of two sections: one section devoted to candidates for the office of statutory auditors and the other devoted to candidates for the office of substitute auditors. No more than three candidates may be proposed for the office of statutory auditors and no more than two for the office of substitute auditors. The first candidate of each section is required to be duly registered in the register of auditors and have carried out auditing of accounts for no less than three years.

Lists shall be presented together with the statement made by single candidates in which they accept their candidature and certify, under their own responsibility, that there is no cause of ineligibility and incompatibility and that they comply with the requirements of independence, respectability and professionalism provided for by the regulations in force in Italy. In addition, a declaration on the part of Shareholders different from the Shareholder with relative majority (Finmeccanica S.p.A.) shall be submitted together with the list in order to certify there is no relationship and/or connection between them and said majority Shareholder as referred to in article 144-*quinquies* of the “Regolamento Emittenti” (Issuers’ Regulations).

The *Curriculum Vitae* of candidates shall also be deposited in the registered office of the Company together with the list of candidates, including for each candidate the following information: (i) detailed personal and professional data; ii) list of management and auditing offices held in other companies up to the date on which the list is presented. Candidates are advised to give due notice of any variation of the offices held up to the date fixed for the meeting.

If, by 15<sup>th</sup> March 2008, only one list were presented or if the list were presented by Shareholders having the relationship referred to in article 144-*quinquies* of the “Regolamento Emittenti” (Issuers’ Regulations), then, further lists of candidates may be presented up to five days from the aforesaid date, that is until 20<sup>th</sup> March 2008. In this last case, lists of candidates shall be presented by Shareholders representing at least 1.25% of the Company share capital.

## **DOCUMENTATION**

The documentation necessary for the presentation of lists is available at the registered office of the Company (Legal Department) – Via Paolo Mantovani 3/5 – Genoa- (working days, Monday through Friday from 9:00 a.m. to 1:00 p.m. and also from 3:00 p.m. to 5:00 p.m.. For any further information please phone: 010/6552111.

Directors’ Reports and the business proposed to be transacted at the meeting shall be available for the public at the registered office of the Company and also at Borsa Italiana S.p.A. 15 days prior to the date fixed for the meeting, being Shareholders duly entitled to obtain a copy of said documentation. The above mentioned documentation shall be available at the registered office of the Company for consultation and/or delivery of copies (working days, Monday through Friday from 9:00 a.m. to 1:00 p.m. and also from 3:00 p.m. to 5:00 p.m.) as well as on the website of the company [www.ansaldo-sts.com](http://www.ansaldo-sts.com).

In the city of Genoa, this thirteenth day of the month of February of the year two thousand and eight.

On behalf of the Board of Directors  
The Chairman  
Mr. Alessandro Pansa