



ANSALDO STS S.P.A.  
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 - 5  
SHARE CAPITAL EURO 80,000,000.00 FULLY SUBSCRIBED AND PAID UP  
NUMBER OF REGISTRATION IN THE BUSINESS REGISTER OF GENOA AND TAX CODE 01371160662  
SUBJECT TO DIRECTION AND COORDINATION BY FINMECCANICA S.P.A.

## **NOTICE OF ORDINARY AND EXTRAORDINARY MEETING**

Those entitled to participate and vote are called to the Ordinary and Extraordinary Meeting to be held in single call on 6<sup>th</sup> May 2013, at 11.30 am, in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), at the offices of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA", in order to discuss and resolve on the following

### **AGENDA:**

#### **Ordinary session**

- 1. Financial statements as of December 31<sup>st</sup>, 2012**  
Approval of the Financial Statements as of December 31<sup>st</sup>, 2012; Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditors. Allocation of the net income of the year and distribution of the dividend. Related and consequent resolutions
- 2. Remuneration Report pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/98. Related and consequent resolutions**
- 3. Authorisation for the purchase and disposal of own shares, upon revocation of the authorisation approved by the ordinary shareholders' meeting on May 7<sup>th</sup>, 2012. Related and consequent resolutions.**
- 4. Appointment of a member of the Board of Directors. Related and consequent resolutions**
- 5. Appointment of the Chairman of the Board of Directors. Related and consequent resolutions**

#### **Extraordinary session**

- 1. Amendments to the Company's by-laws. Related and consequent resolutions**  
Amendments to articles 11.3, 11.4, 15.3, 16.3, 16.4, 16.5, 16.7, 27.1, 27.2 of the Company's by-laws and introduction of the new Article 33 to the Company's by-laws.

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#### **INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF THE SHAREHOLDERS' MEETING**

The share capital subscribed and paid up is Euro 80,000,000.00, represented by 160,000,000 ordinary shares for a nominal value of Euro 0.50 each.

#### **SINGLE CALL**

Please note that, pursuant to Art. 2369, paragraph 1, of the Italian Civil Code and Art. 11.4 of the Company's by-laws, the Ordinary and Extraordinary Meeting of the Shareholders shall be held in single call.

#### **RIGHT TO PUT ITEMS ON THE AGENDA AND TO PRESENT NEW RESOLUTION PROPOSALS**

Pursuant to Art. 126-bis of Legislative Decree No. 58/98, Shareholders representing, also on a jointly basis, at least one fortieth of the share capital may request to add items on the agenda within ten days from the publication of this notice, indicating in the request the additional items to be discussed. They may also submit new resolution proposals on items already on the agenda as set forth in this notice.

The requests to put items on the agenda or to submit resolution proposals on items already provided in the agenda of this notice of the Meeting may be presented by those shareholders in relation to which the Company has received a specific communication by an authorized intermediary pursuant to Article 23 of the Regulation approved by joint decision of the Bank of Italy and of Consob on February 22<sup>nd</sup>, 2008.

Within the aforesaid term of ten days, Shareholders who request to put additional items on the agenda or to submit resolution proposals on items already provided in the agenda shall draft a report containing the reason of the resolution proposals regarding the items to be discussed or the reason concerning the additional resolution proposals on items already provided in the agenda.

The supplement to the agenda is excluded with respect to the items in relation to which the Meeting resolves, pursuant to the applicable laws, upon proposal of the Directors or on the basis of a project or a report prepared by the Directors.

The requests to put items on the agenda or to submit resolution proposals shall be submitted in writing and sent by registered letter to the Company's registered office, Via Paolo Mantovani 3-5, 16151 Genoa, to the attention of the Corporate Affairs department, or by fax to no. +39 010 6552939, or by electronic means to the company's certified e-mail address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it).

The Company reserves the right not to accept request for addition or new resolution proposal sent via fax or by electronic means to the company's certified e-mail address if they are illegible or are transmitted in damaged or in any case illegible files. Please include the sender's phone number, fax number or e-mail address in the message accompanying the addition request.

The Company will disclose the supplement of the agenda or the new resolution proposals with the same forms prescribed for the publication of the notice of the meeting, at least fifteen days before the date of the Meeting.

#### **TITLE TO PARTICIPATE AND REPRESENTATION IN THE MEETING**

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 and Art. 12.1 of the Company's by-laws, the right to participate at the Meeting shall be conditional upon the receipt by the Company of a notice issued by an intermediary authorised pursuant to the applicable laws, attesting the ownership of the Shares based on the accounting records at the end of the seventh trading day prior to the date of the shareholders' Meeting on single call (*i.e.* 24<sup>th</sup> April 2013). The credit or debit registrations made into the accounts after the said term do not count for the purpose of being entitled to exercise the voting right at the Meeting.

Those entitled to participate in the Meeting are invited to arrive earlier than the time set in the meeting notice in order to simplify registration operations, which shall begin at 10.00 am.

Those who are entitled to participate in the Meeting may appoint a representative by proxy conferred in writing pursuant to the applicable laws or by electronic means through a document electronically signed pursuant to Art. 21, paragraph 2, of Legislative Decree no. 82 of 7<sup>th</sup> March 2005. To this end, the proxy form can be found at the Company's registered office and on the Company's website at the address [www.ansaldo-sts.com](http://www.ansaldo-sts.com), within the section "Shareholders' Meeting 2013" of the Company's website .

The proxy may be sent by registered letter to the company's registered office, Via Paolo Mantovani 3-5, 16151, Genoa, to the attention of the Corporate Affairs Department, or by fax to +39 010 6552939, or by electronic means to the certified e-mail address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it), or by using the specific section of the company's website [www.ansaldo-sts.com](http://www.ansaldo-sts.com) dedicated to the 2013 Shareholders' Meeting.

If representatives deliver or transmit to the Company a copy of the proxy, even on an electronic file, they shall also provide the Company with a statement attesting, under their own responsibility, the conformity of the copy of proxy to the original and the identity of the proxy giver.

The proxy may be conferred, free from any expenses for the proxy giver, with voting instructions for all or some of the items on the agenda to Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario – Viale Jenner n. 51, 20159 Milan, in its capacity as the Company's appointed representative pursuant to Art. 135-*undecies* of Legislative Decree No. 58/98, subject to the condition that the original is delivered to the same appointed representative within the end of the second trading day prior to the date of the Meeting (*i.e.* by 2<sup>nd</sup> May 2013). It being understood that the proxy shall be sent in original, it may also be notified electronically to the certified e-mail address [2013assemblea.jj49@istifidpec.it](mailto:2013assemblea.jj49@istifidpec.it).

Any proxy thus issued to Istifid S.p.A. Società Fiduciaria e di Revisione shall not have effect with regard to those resolution proposals for which no voting instructions have been given. The proxy and the voting instructions may be revoked any time within the end of the second trading day prior to the date of the Meeting (*i.e.* by 2<sup>nd</sup> May 2013).

The proxy form, together with the relevant instructions to complete and send the proxy, are available at the Company's registered office and on the Company's website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the specific section dedicated to the 2013 Shareholders' Meeting.

#### **RIGHT TO ASK QUESTIONS BEFORE THE MEETING**

Pursuant to Art. 127-ter of Legislative Decree no. 58/98, those shareholders entitled to vote in the Meeting, in favour of which the Company has received a notice from an authorised intermediary pursuant to Art. 23 of the Regulation jointly approved by the Bank of Italy and Consob on 22<sup>nd</sup> February 2008 may ask questions related to the items on the agenda before the Meeting. The questions shall be sent to the Company in writing, by registered letter addressed to the Company's Registered office, Via Paolo Mantovani 3-5, 16151 Genoa, or by fax to +39 010 6552939, or by e-mail at the certified electronic e-mail address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it). The Company must receive these questions by 5 pm on 3<sup>rd</sup> May 2013.

The Company reserves the right to provide one overall answer to questions having the same content. Questions received before the Meeting shall be answered during such meeting at the latest.

Please note that, pursuant to the aforementioned Art. 127-ter of Legislative Decree no. 58/98, if the relevant information relating to a question is already available in the "FAQ" section of the Company's website or if the answer has been published on the same website, the answer is deemed to be given.

Please also note that the answers provided on paper to all those entitled to vote at the beginning of the Meeting are considered as given during the Meeting.

#### **REMUNERATION REPORT**

Please note that, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98, the Meeting called to approve the financial statements is also required to vote in favour of or against the resolution relating to the remuneration report provided for by Art. 123-ter, paragraph 3 of Legislative Decree no. 58/98, and explaining the Company's policy in matters of remuneration of administrative bodies and of managers with strategic responsibilities, as well as the procedures utilised for adopting and implementing such policy. Please note that pursuant to the aforesaid Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/98, such resolution is not binding.

#### **APPOINTMENT OF A MEMBER OF THE BOARD OF DIRECTORS**

With reference to item 4 on the Agenda of the ordinary session, please note that, since this is just a matter of replacing a member of Board of Directors, the Meeting will be required to vote according to the legal majority and in compliance with the principles of composition of the Board established by law, as provided for under article 16.5, letter b) of the Company's by-laws. Therefore, provisions on slate vote set forth under articles 16.3 and following of the Company's by-laws shall not apply.

For more information on the replacement of a member of the Board of Directors, please make reference to the Board of Directors' report on this item on the agenda, prepared pursuant to Art. 123-ter of Legislative Decree no. 58/98, which will be made available to the public under the terms and conditions provided by the applicable laws.

#### **DOCUMENTATION**

Documents relevant to the Meeting, including the explanatory reports prepared by the Board of Directors and the resolution proposals on the items of the agenda, shall be made available to the public under the terms and conditions provided by the laws in force, and the Shareholders and all those entitled to vote shall have the right to obtain a copy thereof. Such documents shall be available at Borsa Italiana S.p.A. as well as at the Company's registered office in Via Paolo Mantovani 3-5, 16151 Genoa (on working days, Monday to Friday from 09:00 am to 01.00 pm and from 03:00 to 05:00 pm), and in the "Shareholders' Meeting 2013" section of its website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com).

Rome, 25<sup>th</sup> March 2013

For the Board of Directors  
The Chairman  
(Alessandro Pansa)