

ANSALDO STS S.P.A.  
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 – 5  
SHARE CAPITAL OF EUR 100,000,000.00 FULLY SUBSCRIBED AND PAID IN  
REGISTRATION NUMBER IN THE COMPANIES REGISTRY OF GENOA AND FISCAL CODE 01371160662  
SUBJECT TO THE MANAGEMENT AND COORDINATION OF HITACHI LTD.

### NOTICE OF CALL OF ORDINARY GENERAL MEETING

The persons entitled to attend and exercise their voting rights are convened to attend the Ordinary General Meeting to be held on 13 May 2016, in single call, at 11:00 a.m., in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), at the registered office of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA", to discuss and resolve on the following

#### AGENDA:

**1. Financial Statements as of 31 December 2015**

Approval of the Financial Statements for the year ended on 31 December 2015; Reports of the Board of Directors, of the Board of Statutory Auditors and of the auditing firm. Related and consequent resolutions

**2. Allocation of the annual net income and distribution of the dividend. Related and consequent resolutions**

**3. Report on remuneration pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98. Related and consequent resolutions**

**4. Appointment of the Board of Directors**

- 4.1 Determination of the number of members of the Board of Directors
- 4.2 Determination of the term of office of the Board of Directors
- 4.3 Appointment of the members of the Board of Directors
- 4.4 Appointment of the Chairman of the Board of Directors
- 4.5 Determination of the remuneration of the members of the Board of Directors

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#### INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CALL

The share capital subscribed and paid in amounts to EUR 100,000,000.00 represented by 200,000,000 ordinary shares with a nominal value of EUR 0.50 each.

#### ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS

Pursuant to Article 126-bis of Legislative Decree No. 58/98, Shareholders representing individually or jointly at least one fortieth of the share capital, may request, within ten days from the publication of this notice, that the list of issues to be discussed be supplemented, specifying in the request the additional items proposed, or submit draft resolutions on items already specified by this notice as being on the agenda.

Additions to the agenda may be requested or new draft resolutions introduced by Shareholders in respect of whom the Company has received appropriate notice from an intermediary duly authorized pursuant to applicable law.

Within the abovementioned term of ten days, the proponent Shareholders shall submit a report specifying the reasons for the draft resolutions on new items which they propose should be added to the agenda, or the reasons for the additional draft resolutions submitted on matters already on the agenda.

Additions to the agenda are not permitted for matters on which the General Meeting is required by law to pass resolutions based on a proposal of the directors or based on a project or report prepared by them.

The requests to supplement the agenda and the further draft resolutions must be submitted in writing and sent to the Company by registered letter at its registered office, Via Paolo Mantovani 3-5, 16151 Genoa for the attention of the “Corporate Affairs” unit, or by fax, to number + 39 010/6552055, or by email, to the following certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it).

The Company reserves the right not to accept requests to supplement the agenda or further resolution proposals sent by fax or by certified email if they are illegible or have been sent on files that are corrupted or otherwise illegible. Please indicate the sender’s telephone or fax number or e-mail address within the message accompanying the request.

Any additions to the agenda or submissions of further draft resolutions must be notified to the Company with the same publication procedures indicated in this notice at least fifteen days prior to the date scheduled for the Shareholders’ Meeting.

#### **ATTENDANCE RIGHT AND REPRESENTATION IN THE SHAREHOLDERS’ MEETING**

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 and Section 12.1 of the Company Articles of Association, the right to attend the Shareholders’ Meeting is subject to the Company receiving a communication issued by an intermediary authorised pursuant to applicable legislation, attesting to the ownership of the Shares based on its own accounting records at the end of the seventh market trading day preceding the date of the General Meeting in single call (i.e. 4 May 2016). Credit and debit entries made after that date are not relevant for the purposes of voting rights at the General Meeting.

Those entitled to attend the Meeting are invited to arrive earlier than the scheduled time of the Meeting in order to facilitate the registration procedures, which will start at 10:00 a.m.

Persons with voting rights may be represented at the Meeting by a proxy granted pursuant to applicable law in writing or by an electronically-signed document pursuant to article 21, paragraph 2, of Legislative Decree of March 7, 2005, no. 82. To this end, the proxy form available at the registered office and on the Company website [www.ansaldo-sts.com](http://www.ansaldo-sts.com), under the “General Meeting 2016” section, may be used.

The proxy may be sent by registered letter to the Company’s registered office, at Via Paolo Mantovani 3-5, 16151 Genoa for the attention of the “Corporate Affairs” unit, or by fax to + 39 010/6552055, or by email to the certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it), or by using the section on the company website [www.ansaldo-sts.com](http://www.ansaldo-sts.com) specifically dedicated to the 2016 Shareholders’ Meeting.

If representatives deliver or send to the Company a copy of the proxy - also in electronic form – they shall certify, under their own responsibility, that the proxy conforms with the original, and the identity of the delegating party.

A proxy may be granted, at no charge to the delegating party, with voting instructions on all or some of the items on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. – Foro Buonaparte, 10 Milan, as the representative designated by the Company pursuant to article 135-*undecies* of Legislative Decree no. 58/98, on the condition that such person receives the original thereof by the end of the second market trading day preceding the date of the Meeting (i.e. by 11 May 2016). It being understood that the proxy shall be sent in original, it may also be notified by electronic means to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).

Any proxy issued to Società per Amministrazioni Fiduciarie Spafid S.p.A. has no effect in relation to proposals for which no voting instructions have been provided. The proxy and the voting instructions may be revoked by the end of the second market trading day preceding the date scheduled for the Shareholders’ Meeting (i.e. by 11 May 2016).

The proxy form, with the relevant instructions for completion and sending, is available at the registered office and on the website of the Company at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), under the “General Meeting 2016” section.

#### **RIGHT TO ASK QUESTIONS PRIOR TO THE SHAREHOLDERS’ MEETING**

Pursuant to Article 127-ter of Legislative Decree No. 58/98, persons who hold voting rights at the General Meeting, in favour of whom a specific notice, made by an intermediary authorised pursuant to the applicable law, has been sent to the Company, may ask questions on items on the agenda prior to the Meeting. The questions must be sent to the Company in writing, by registered letter, to the Company's registered office of at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the "Corporate Affairs" unit, or by fax to number + 39 010/6552055, or by email to certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it). The questions must be received by the Company by 10 May 2016.

The Company reserves the right to respond collectively to questions that have the same contents. Questions received prior to the Meeting will be answered during the Meeting at the latest.

Pursuant to Article 127-ter of Legislative Decree No. 58/98, reply shall not have to be given - even at the General Meeting - to questions asked prior to said Meeting if the requested information is already available in "question and answer" form in the relevant section of the Company's website or if the reply has already been published on this website.

Also, please note that replies will be deemed to have been made at the General Meeting when they are supplied in paper form at the beginning thereof to each party entitled to vote.

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

Pursuant to Article 16.1 of the Company's Articles of Association, the Board of Directors shall be composed of no less than seven and no more than thirteen Directors, as determined by the Ordinary General Meeting.

The Company's Board of Directors shall be appointed in accordance with the procedures provided for under Article 16 of the Articles of Association, to which reference is expressly made for any matters not dealt with below.

The General Meeting appoints the Directors on the basis of slates submitted by the Shareholders, where the candidates must be numbered in sequential order. Only Shareholders who, alone or together with other Shareholders, represent at least 1% of the share capital of the Company are entitled to submit slates.

Each shareholder may submit – alone or together with other shareholders – one slate only. Each Shareholder holding voting rights may vote for one slate only.

With specific regard to the preparation of the slates and the composition of the Board of Directors, reference is made to the following provisions.

Each candidate may submit his or her name on only one slate, on pain of ineligibility.

The members of the Board of Directors must satisfy integrity and professionalism requirements as laid down by Article 17 of the Articles of Association.

Pursuant to Article 16.3, paragraph 3, of the Articles of Association, each slate must include two candidates who satisfy the independence requirements provided for by law (i.e. the independence requirements applicable to the auditors of listed companies pursuant to Article 148, paragraph 3, of Legislative Decree No. 58/98), specifying their names and placing one of them at the top of the slate.

Since Ansaldo STS S.p.A. is a listed company subject to management and coordination by another listed company, pursuant to Article 37 of Consob (Italian financial services authority) Resolution no. 16191 of 29 October 2007 (the "**Markets Regulation**"), the Board of Directors must be composed of a majority of Directors who satisfy the independence requirements laid down in para. 1, d) and para. 1-bis of the aforementioned Article 37, which also include the independence requirements provided for by Article 3 of the Corporate Governance Code promoted by Borsa Italiana S.p.A., to which the Company adheres.

Pursuant to Article 16.3, paragraph 3 of the Articles of Association, slates with three or more candidates shall also include candidates of different genders, to make sure that at least one third of the new Board of Directors will be composed by members of the less well-represented gender, rounded up to the higher figure in case of a fractional number. To this end, within the aforementioned lists, at least one third (rounded up to the nearest whole number) of the candidates must belong to the less represented gender and at least one of the candidates belonging to the less represented gender must be included in the first two places of the list.

In accordance with the recommendations of the Corporate Governance Code, the Company's Board of Directors has approved the Company's guidelines on the maximum number of offices as director or auditor that the members of the Board of Directors of Ansaldo STS may hold in other companies listed on regulated markets (including foreign markets), in financial, banking and insurance companies or in large companies, in order to ensure that they are able to properly and effectively perform their duties as Director of the Company. These guidelines may be consulted on the Company's website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the section "Governance".

The Shareholders must file the slates of candidates by 18 April 2016, as follows: (i) by hand delivery to the registered office of the Company at Via Paolo Mantovani, 3-5, 16151 Genoa, to the "Corporate Affairs" unit during normal office hours (Tel. + 39 010/6552277); (ii) by fax to + 39 010/6552055; or (iii) by certified email to [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it). In all cases, the filing will require the provision of sufficient information to identify the person transmitting the slates. The ownership of the minimum shareholding required to be able to submit slates, as indicated above, is determined on the basis of the Shareholder's registered shares on the day on which the slates are filed with the Company. However, the relevant certification may also be produced after the slate is filed, at least 21 days prior to the date of the Meeting (*i.e.* within 22 April 2016), by notice issued by an authorized intermediary pursuant to the applicable rules.

The slates must be filed along with the documentation and information required by the Articles of Association and by the applicable rules. To this end, the slates must be filed along with as follows: information on the identity of the Shareholders who submit the slate and the total percentage of shares they hold; declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility of office exists and that all the requirements provided for by the Articles of Association and by applicable rules relating to the office of Director of the company are satisfied; and the candidates' *curriculum vitae* which shall contain detailed information about the candidates' personal and professional features. For those candidates who – in the slate – are specified as being independent pursuant to law, declarations must be filed in which the latter attest, under their own responsibility, that they satisfy the independence requirements established by law. Pursuant to Article 37 of the Markets Regulation, the Shareholders are also invited to specify, in the slate, which candidates satisfy the independence requirements laid down therein and to file, together with the slates, the declarations by which these candidates attest, under their own responsibility, that they satisfy the independence requirements provided for by Article 37 of the Markets Regulation.

Those who submit a "minority slate" are subject to the recommendations drawn up by Consob in its Communication no. DEM/9017893 of 26 February 2009.

At last, please note that if a single slate is submitted or if no slate is submitted, the General Meeting will resolve by the majorities provided for by law, without adhering to any slate voting procedure, but ensuring that the minimum number of independent directors is appointed, as required by law, and the applicable rules relating to gender balance are complied with.

#### **DOCUMENTS**

Documents relating to the Meeting, including the reports of the Board of Directors and draft resolutions on matters listed on the agenda, will be made available to the public within the terms and in accordance with the procedures provided by the applicable legislation, and the Shareholders and persons holding voting rights are entitled to obtain a copy thereof.

These documents will be available at the registered office of the Company, at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays from Monday to Friday from 09.00 am to 1.00 pm and from 3.00 pm to 5.00 pm), as well as on the Company website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the "General Meeting 2016" section and on the storage system at the website [www.emarketstorage.com](http://www.emarketstorage.com).

Genoa, 2 April 2016

For the Board of Directors

The Chairman

(Alistair Dormer)