

ANSALDO STS S.P.A.
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3-5
SHARE CAPITAL €100,000,000.00 FULLY SUBSCRIBED AND PAID UP
REGISTRATION NUMBER AT THE GENOA COMPANY REGISTER AND TAX
IDENTIFICATION NUMBER 01371160662
SUBJECT TO THE DIRECTION AND COORDINATION OF HITACHI LTD

MEETING OF 11 MAY 2017
PROPOSAL OF RESOLUTION AND REQUEST FOR THE SUPPLEMENT OF THE
AGENDA

Please note that the Shareholder Litespeed Master Fund Ltd, owner of a shareholding equal to 3.766% of the share capital, submitted, on 8 April 2017, pursuant to Article 126-bis of Legislative Decree No.58 of 24 February 1998 (TUF), a new proposal of resolution regarding an item already on the agenda and a request for the supplement of the agenda, as it follows:

New proposal of resolution:

With reference to item no. 1.2 of the agenda, the following resolution was proposed:

“1) to allocate the entire profit for the year amounting to EUR 145,857,237.53 as follows:

- *EUR 144,00,000.00 to be distributed to Shareholders through a dividend of EUR 0.72, before statutory withholding taxes, for each of the 200,000,000 shares in issue on the date hereof and with dividend rights;*
- *the residual amount, of EUR 1,857,237.5, to be carried forward;”*

Supplement of the agenda:

Request that the agenda be supplemented with the addition of the following item:

“Distribution of a special dividend of EUR 56,000,000.00 (EUR 0.28 per share), to be paid through distribution of distributable reserves.”

Therefore, in view of the above, the agenda of the Ordinary and Extraordinary Shareholders' Meeting, convened for 11 May 2017, at 11 a.m. in Genoa, at the office of FONDAZIONE ANSALDO, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), as the notice of call published on 29 March 2017, is supplemented as it follows, through the inclusion of item no. 1.3.

AGENDA:

Ordinary Session:

1. Financial Statements as of 31 December 2016.

1.1 Financial Statements for the year ended on 31 December 2016; Reports of the Board of Directors, of the Board of Statutory Auditors and of the auditing firm. Related and consequent resolutions.

1.2 Allocation of the annual net income. Related and consequent resolutions

1.3 Distribution of a special dividend of EUR 56,000,000.00 (0.28 per share), to be paid through distribution of distributable reserves.

2. First Section of the Report on remuneration. Related and consequent resolutions

3. Appointment of the Board of Statutory Auditors.

3.1 Appointment of three regular Auditors and three alternate Auditors

- 3.2 Appointment of the Chairman of the Board of Statutory Auditors
3.3 Determination of the remuneration of the members of the Board of Statutory Auditors

4. Authorization to purchase and dispose of own shares. Related and consequent resolutions.

5. Approval of the Ansaldo STS Stock Grant Plan for employees. Related and consequent resolutions.

Extraordinary Session:

Proposal of By-laws amendment on the closing date of the financial year. Related and consequent resolutions.

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With regard to the information concerning:

- The share capital at the date of publication of the notice of call of the Meeting;
- The entitlement to take part in the Meeting;
- The right to ask questions before the Meeting;
- The appointment of the Board of Statutory Auditors;
- The availability of the documentation regarding the Meeting, including the explanatory report presented by Litespeed Master Fund Ltd concerning the presentation of the new proposal of resolution and the request for the supplement of the agenda;
- The exercise of any other right relevant for the Meeting,

please refer to the notice of call, an extract of which has been published on 29 March 2017 on “Il Sole 24 Ore”. The full text together with this notice are available at the Company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays, from Monday to Friday, from 9:00 AM to 1:00 PM and from 3:00 PM to 5:00 PM) PM), and on the Company's website at the address www.ansaldo-sts.com, in the section “11 May 2017 Shareholders' Meeting” and on the storage mechanism www.emarketstorage.com.

Genoa, 21 April 2017

For the Board of Directors
The Chairman
(Alistair Dormer)