



ANSALDO STS S.p.A.
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 – 5
SHARE CAPITAL EURO 70,000,000.00 FULLY SUBSCRIBED AND PAID UP
NUMBER OF REGISTRATION IN THE COMPANIES' REGISTER OF GENOA AND TAX CODE 01371160662
SUBJECT TO DIRECTION AND COORDINATION BY FINMECCANICA S.p.A.

NOTICE OF ORDINARY MEETING

Those entitled to participate and vote are called to an Ordinary Meeting on May 7, 2012, single call, at 11 a.m. in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), at the offices of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA", in order to discuss and deliberate upon the following

AGENDA:

- 1. Financial statements as of December 31, 2011**
Approval of the Financial Statements as of December 31, 2011; Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditing Company. Allocation of the net income for the year and distribution of dividend. Related and consequent resolutions
- 2. Report on remuneration pursuant to Article 123-ter, subsection 6, of the Legislative Decree No. 58/98. Related and consequent resolutions**
- 3. Appointment of a member of the Board of Directors pursuant to Article 2386, Italian Civil Code. Related and consequent resolutions**
- 4. Approval of the Ansaldo STS stock grant plan for employees. Related and consequent resolutions**
- 5. Authorisation to the purchase and disposal of own shares. Related and consequent resolutions**
- 6. Adjustment of the fees to be paid to the external auditor PricewaterhouseCoopers S.p.A. for the year 2011. Related and consequent resolutions.**
- 7. Dismissal for just cause and appointment of the new External Auditor**
 - 7.1 Dismissal for just cause of the external auditing engagement conferred to PricewaterhouseCoopers S.p.A. Related and consequent resolutions
 - 7.2 Engagement of the new External auditor for the period 2012-2020 and determination of the remuneration. Related and consequent resolutions

INFORMATION ON THE SHARE CAPITAL AS OF THE DATE OF THE NOTICE OF THE SHAREHOLDERS' MEETING

The share capital subscribed and paid up is equal to Euro 70,000,000.00, represented by 140,000,000 ordinary shares with a nominal value of Euro 0.50 each.

SINGLE CALL

It is pointed out that, pursuant to Article 2369, subsection 1, of the Italian Civil Code and Article 11.4 of the Bylaws, the Ordinary Meeting of the Shareholders shall be held on single call.

ADDITION TO THE AGENDA

Pursuant to Article 126-*bis* of Legislative Decree No. 58/98, Shareholders representing at least one fortieth of the share capital with the right to vote may request additions to the items of the agenda to be discussed, within ten days from the publication of this notice, indicating in the request the additional items to be discussed. Such request may be filed by those shareholders in favour of which the Company has received a notice from an authorised intermediary pursuant to Article 23 of the Regulation approved by joint decision of the Bank of Italy and Consob on February 22, 2008. Within the same period of ten days, the proposing Shareholders shall also submit a report on the additional items to be discussed. Additions are not allowed

with respect to items in relation to which the Meetings resolves, pursuant to the applicable laws, upon proposal of the Directors or on the basis of a report prepared by the Directors. The integrated list of the items to be discussed in the Meeting, if any, shall be published at least fifteen days prior to the date of the Meeting, by the same means of publication as this notice.

TITLE TO PARTICIPATE

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 and Article 12.1 of the Company's Bylaws, the right to participate in the Meeting shall be conditional upon the reception by the Company of a notice given by an authorised intermediary, pursuant to the applicable laws, certifying the ownership of the Shares based on the accounting records at the end of the seventh trading day prior to the date of the Meeting on single call (i.e. April 25, 2012). Holders of the shares after April 25, 2012 shall have no right to attend and vote in the Meeting.

Those entitled to participate in the Meeting are invited to arrive before the time on which the Meeting has been called in order to simplify registration operations, which shall begin at 9:30 am.

Those who are entitled to participate in the Meeting may appoint a representative by way of a proxy given in writing or electronically, pursuant to the applicable laws. The proxy form can be found at the Company's registered office and on the Company's website www.ansaldo-sts.com. The proxy may be sent by registered mail to the Company's registered office, Via Paolo Mantovani 3-5, 16151, Genoa to the attention of the Legal Affairs Department, or by fax at number +39 010 6552939, or by electronic notice to the certified mail address assemblea2012.ansaldosts@legalmail.it, or by using the specific section of the Company's website www.ansaldo-sts.com. If the representative delivers or transmits a copy of the proxy to the Company, he/she shall certify, under his/her own responsibility, the conformity of the proxy to the original, as well as the identity of the delegating person.

The proxy may be conferred, free of charge for the delegating person, with voting instructions, to Istifid S.p.A. Società Fiduciaria e di Revisione, which has been appointed by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58/98, on condition that it is delivered by hand or sent to Istifid by registered mail with return receipt to the offices of Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario, Viale Jenner no. 51, 20159 Milan, or, it being understood that the proxy shall be sent in original, by electronic notice to the certified mail address 2012assemblea.vy26@istifidpec.it, or by fax at number +39 02 60798390 within the end of the second trading day prior to the date of the Meeting on single call (i.e. within the end of May 3, 2012). Any proxy given to Istifid S.p.A. Società Fiduciaria e di Revisione shall not have effect with regard to those proposals, for which no voting instructions have been given. The proxy and the voting instructions may be revoked within the end of the second trading day prior to the date of the Meeting on single call (i.e. within the end of May 3, 2012). The proxy form and its filling and transmission instructions are available at the Company's registered office and on the Company's website www.ansaldo-sts.com.

RIGHT TO ASK QUESTIONS

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, those shareholders in favour of which the Company has received a notice from an authorised intermediary pursuant to Article 23 of the Regulation approved by joint decision of the Bank of Italy and Consob on February 22, 2008 may ask questions on the items of the agenda even before the Meeting, by sending them by registered mail to the Company's Registered office, Via Paolo Mantovani 3-5, 16151 Genoa, or by fax at number +39 010 6552939, or to the certified electronic mail address assemblea2012.ansaldosts@legalmail.it. In order to facilitate the good order of the Meeting and its preparation, the Shareholders are invited to provide the Company with their questions within the end of May 3, 2012. The Company may provide a single answer to similar questions. Questions submitted before the Meeting shall at the latest be answered during the same.

REMUNERATION REPORT

It is specified that, pursuant to Article 123-*ter*, subsection 6, of the Legislative Decree No. 58/98, the Meeting called to approve the financial statements is also called to resolve in favour or against the section of the report on remuneration provided for by Article 123-*ter*, subsection 3 of the Legislative Decree No. 58/98, which explains the Company's policy on the remuneration of the board of directors and of the executives with strategic responsibilities, as well as the procedures used to adopt and implement such policy. Please note that pursuant to the mentioned Article 123-*ter*, subsection 6 of the Legislative Decree No. 58/1998, such resolution is not binding.

DOCUMENTATION

Documents relating to the Meeting, including illustrative reports of the Board of Directors and proposals of resolutions regarding the items on the agenda, shall be made available to the public in accordance with the terms and in the manner set out by the applicable laws, 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 registered office of the Company, Via Paolo Mantovani 3-5, 16151 Genoa (on working days, Monday to Friday 09:00 am - 01.00 pm and 03:00-05:00 pm), as well as on the Company's website www.ansaldo-sts.com.

Milan, March 30, 2012

For the Board of Directors
The Chairman
(Alessandro Pansa)