



Ansaldo STS S.p.A.

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Genoa, 3 April 2012

PUBLIC DISCLOSURE REQUIREMENTS AND FINANCIAL-INSTRUMENT-BASED REMUNERATION PLANS

Ansaldo STS hereby announces that it has made public on the company's website www.ansaldo-sts.com, as well as by filing at the company's registered office and at Borsa Italiana SpA, the Board of Directors Reports to the Ordinary Meeting of Shareholders, called on 7 May 2012, single call, to discuss: (i) Report on Remuneration, pursuant to Article 123-ter, paragraph 6, of Legislative Decree 58/98; (ii) appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code; (iii) a free assignment of Company shares to its employees; (iv) authorisation to purchase and disposal of own shares; (v) adjustment of the fees to be paid to the external auditor, PricewaterhouseCoopers (PWC) SpA for the 2011 financial year; (vi) dismissal for just cause of the external audit assignment granted to PWC, engagement of a new external audit assignment for the period from 2012 to 2020 and determination of the corresponding fee.

In addition to the above reports, the Disclosure on the Company's Stock Grant Plan for 2012-2013 and the Report on Remuneration drafted by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/98 and Article 84-*quater* of Consob Regulation no. 11971 of 14 May 1999, as amended and supplemented.

Other documentation related to the ordinary shareholders' meeting shall be made available to the public in accordance with the law.

In accordance with article 84-*bis*, paragraph 5 of Consob Regulation no. 11971 of 14 May 1999 as amended and supplemented and in the light of the resolutions passed by the Remuneration Committee, the Company publishes an updated version of the Tables as provided under Figure 7 of the Annex to that Regulation relating to *stock grants for the periods* 2010–2012, 2011 and 2012–2013. Additional information on these plans is also available in the Report on Remuneration and in the related disclosures published on the company's website www.ansaldo-sts.com.

PRESS RELEASE



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FINANCIAL-INSTRUMENT-BASED REMUNERATION PLANS
Table 1 of Figure 7 of Annex 3 A to Regulation no. 11971/1999

First name and last name or category	Role	Stock Grant Plan 2010–2012 - BOX 1						
		Financial instruments other than stocks (<i>STOCK GRANT</i>)						
		Section 1 Instruments related to plans, in the process of validity, approved based on previous meeting decisions						
		Date of the resolution passed by the general meeting of shareholders	Description of the instrument	Number of instruments assigned by the competent body (Remuneration Committee)	Date of assignment by the competent body (Remuneration Committee)	Purchase price of the instruments, if applicable	Market price on the assignment date	Vesting period
Executives and middle management of Ansaldo STS and companies in the Ansaldo STS Group (35 original beneficiaries)	----	23/04/2010	Ansaldo STS SpA shares	14.210 ⁽¹⁾	01/03/2011	—	7,3565 ⁽²⁾	Annual
Executives and middle management of Ansaldo STS and companies in the Ansaldo STS Group (35 original beneficiaries)	----	23/04/2010	Ansaldo STS SpA shares	9.313 ⁽¹⁾	01/03/2012	—	N.D. ⁽³⁾	Annual

⁽¹⁾ Shares distributed gross of statutory withholding taxes.

⁽²⁾ Value on the distribution date, 1 December 2011.

⁽³⁾ This information will be available on the share distribution date.

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First name and last name or category	Role	Stock Grant Plan 2011 - BOX 1						
		Financial instruments other than stocks (<i>STOCK GRANT</i>)						
		Section 1 Plan-related instruments in the process of validity, approved on the basis of previous resolutions of the general meeting of shareholders						
		Date of the resolution passed by the general meeting of shareholders	Description of the instrument	Number of instruments assigned by the competent body (Remuneration Committee)	Date of assignment by the competent body (Remuneration Committee)	Purchase price of the instruments, if applicable	Market price on the assignment date	Vesting period
Sergio De Luca	Ansaldo STS SpA Managing Director	05/04/2011	Ansaldo STS SpA shares	5.385 ⁽¹⁾	01/03/2012	—	N.D. ⁽²⁾	Annual
Executives of Ansaldo STS and/or companies in the Ansaldo STS Group (up to 59 possible beneficiaries)	----	05/04/2011	Ansaldo STS SpA shares	57.791 ⁽¹⁾	01/03/2012	—	N.D. ⁽²⁾	Annual

⁽¹⁾ Shares assigned for distribution in the 2012 financial year, gross of statutory withholding taxes.

⁽²⁾ This information will be available on the share distribution date.

First name and last name or category	Role	Stock Grant Plan 2012 -2013- BOX 1						
		Financial instruments other than stocks (<i>STOCK GRANT</i>)						
		Section 2 Newly assigned instruments based on the Board of Directors' proposal to the general meeting of shareholders						
		Date of the resolution passed by the general meeting of shareholders	Description of the instrument	Number of instruments assigned by the competent body (Remuneration Committee)	Date of assignment by the competent body (Remuneration Committee)	Purchase price of the instruments, if applicable	Market price on the assignment date	Vesting period
Sergio De Luca	Ansaldo STS SpA Managing Director	07/05/2012	Ansaldo STS SpA shares	N.D.	TBD	—	N. D.	Every three years
Executives with strategic responsibilities	---	07/05/2012	Ansaldo STS SpA shares	N.D.	TBD	—	N. D.	Every three years
Executives of Ansaldo STS and/or companies in the Ansaldo STS Group (up to 56 possible beneficiaries)	---	07/05/2012	Ansaldo STS SpA shares	N.D.	TBD	—	N.D.	Every three years