



ANSALDO STS S.p.A.
SEDE LEGALE IN GENOVA, VIA PAOLO MANTOVANI 3/5
REGISTERED OFFICES IN GENOVA, VIA PAOLO MANTOVANI 3/5
FULLY SUBSCRIBED AND PAID-IN SHARE CAPITAL EURO 50,000,000.00
REGISTRY OF COMPANIES OF GENOVA REGISTRATION NUMBER AND TAX CODE 01371160662
SUBJECT TO THE DIRECTION AND COORDINATION OF FINMECCANICA S.P.A.

Ordinary Shareholders' Meeting
March 31 2008 – April 1 2008

Report of the Board of Directors
prepared pursuant to art. 114-bis of Legislative Decree no. 58/1998 and art. 3 of Ministerial
Decree no. 437 dated November 5 1998

Point 5 on the agenda – Approval of the Ansaldo STS stock grant plan

5.1 Approval of the Ansaldo STS stock grant plan for the years 2008 – 2010.

Shareholders,

You are summoned here today to an ordinary meeting to discuss and resolve on – pursuant to the provisions of art. 114-bis, para. 1 of Legislative Decree no. 58 dated February 24 1998 – the Ansaldo STS stock grant plan ("Stock Grant Plan") for the years 2008 – 2010, the outline of which was defined by the Board of Directors in response to a proposal of the Remuneration Committee in its February 13 2008 meeting.

The features of the plan are illustrated in detail in the Informative Document prepared by the Company pursuant to art. 84-bis of the Issuers' Regulations, available for consultation in the company's offices and on its internet site at www.ansaldo-sts.com.

You are therefore invited to view the Informative Document.

This having been stated, we are submitting the following resolution to your approval:

"The Ansaldo STS S.p.A. ordinary shareholders' meeting, having examined the report prepared by the Board of Directors pursuant to art. 84-bis of the Issuers' Regulations,

Hereby resolves

1. to approve the 2008 - 2010 Stock Grant Plan for key resources in Ansaldo STS S.p.A. and/or its subsidiaries pursuant to section 2359 of the civil code, under the terms and conditions set forth in the Informative Document prepared pursuant to art. 84-bis of the Issuers' Regulations;

2. to assign the Board of Directors, and for it the Chairman and Managing Director, separately, all powers required to concretely implement the 2008 – 2010 Stock Grant Plan, to be exercised in compliance with the applicative criteria described in the Informative Document prepared pursuant to art. 84-bis of the Issuers' Regulations”.

Rome, March 13 2008

For the Board of Directors
The Chairman
(Alessandro Pansa)