



ANSALDO STS S.p.A. REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3/5 CORPORATE CAPITAL EURO 50,000,000.00 FULLY PAID-UP, GENOA BUSINESS REGISTRY NUMBER AND TAX CODE 01371160662

UNDER THE MANAGEMENT AND COORDINATION OF FINMECCANICA S.P.A.

CALL FOR ORDINARY SHAREHOLDER'S MEETING

Shareholders are called to the Annual Meeting to be held at 11 am on 27th April 2009 in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), in the premises of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA", for the first call, and if necessary, at the same time and place on 28th April 2009, for the second call, to discuss and decide on the following

AGENDA:

- 1. Financial statements for Ansaldo Trasporti - Sistemi Ferroviari S.p.A. at 31 December 2008, company incorporated into Ansaldo STS S.p.A., with effect from 1st January 2009.**
 - 1.1 Approval of the Financial Statements at 31 December 2008; Reports from the Board of Directors, the Board of Auditors and the Auditing company. Relative and consequent resolutions.
- 2. Financial statements for Ansaldo Segnalamento Ferroviario S.p.A. at 31 December 2008, company incorporated into Ansaldo STS S.p.A., with effect from 1st January 2009.**
 - 2.1 Approval of the Financial Statements at 31 December 2008; Reports from the Board of Directors, the Board of Auditors and the Auditing company. Relative and consequent resolutions.
- 3. Financial statements for Ansaldo STS S.p.A. at 31 December 2008.**
 - 3.1 Approval of the Financial Statements at 31 December 2008; Reports from the Board of Directors, the Board of Auditors and the Auditing company. Relative and consequent resolutions.
 - 3.2 Approval of distribution of dividends. Relative and consequent resolutions.
- 4. Authorisation to purchase and pay for own shares.**
 - 4.1 Authorisation to purchase and pay for own shares. Relative and consequent resolutions.
- 5. Proposal to adjust fees to be paid to the Auditing company PricewaterhouseCoopers S.p.A.**
 - 5.1 Proposal to adjust the fees to pay for the accounts auditing of Ansaldo STS S.p.A. for the 2008 financial year, due to the extraordinary activity performed following the reorganisation operation of the ASTS Group;
 - 5.2 Proposal to adjust the fees to pay for the accounts auditing of Ansaldo STS S.p.A., of Ansaldo Trasporti – Sistemi Ferroviari S.p.A. and of Ansaldo Segnalamento Ferroviario S.p.A. for the 2008 financial year due to the new responsibilities the auditing company is now liable for after the amendments introduced by the 2008 Finance Law to article 9, section 5 of Legislative Decree n° 471 of 18 December 1997;
 - 5.3 Proposal to adjust the fees for the auditing activity of Ansaldo STS S.p.A. for the 2009 – 2014 financial years due to the changed dimensions and operative activities of Ansaldo STS S.p.A. following the reorganisation of the ASTS Group and the particular increase in the turnover of the ASTS Group and the extra activities the auditing company is liable to carry out pursuant to Legislative Decree n° 32 of 2 February 2007 and of article 9, section 5 of Legislative Decree n° 471 of 18 December 1997 as amended by the 2008 Finance Law.

The Shareholders of Ansaldo STS S.p.A. are requested to approve the financial statements of Ansaldo Trasporti – Sistemi Ferroviari S.p.A. and Ansaldo Segnalamento Ferroviario S.p.A. closed at 31 December 2008 as well as the adjustment of the fees of the auditing company in relation to the auditing activity on the aforesaid financial statements subsequent to the merger by incorporation into Ansaldo STS S.p.A., with effect as from 1st January 2009.

ADDITION TO THE AGENDA

Pursuant to article 126-*bis* of Legislative Decree n° 58/98, the Shareholders that now represent one fortieth of the corporate capital with the right to vote may request, within five days from the time this notification is published, the addition of other items to discuss, indicating these items proposed in the request. This addition is not allowed for items the General Meeting legally discusses and covers on proposal from the directors or on the basis of a project or report the directors have prepared. Any additional list of items for the General meeting to deal with will be published in the same mode as the publication of this notification.

RIGHT TO PARTICIPATE

Pursuant to article 2370 of the Italian Civil Code and to article 12.1 of the Articles of Association, the right to participate in the General Meeting is restricted to Shareholders on behalf of whom the Company has received – by the deadline of two full days before the date set for the single general meeting – notification for participation in the Annual Meeting provided by an intermediary authorised pursuant to article 23 of the joint regulation on “*Regulations governing central management services, liquidation, systems of guarantee and relative management companies*” adopted by the Bank of Italy and by Consob with provision dated 22 February 2008.

Shareholders are invited to arrive before the time the meeting has been called to expedite identification and verification procedures. For this purpose please bring the copy of the aforesaid notification with you. Every Shareholder with the right to participate in the General Meeting may be represented pursuant to and under the terms and conditions of the laws.

Identification and verification procedures will begin from 9.30 am.

DOCUMENTS

The Board of Management reports and the items on the agenda to be discussed and resolved will be made available to the general public in the registered office of the Company and at Borsa Italiana S.p.A. within 15 days before the date of the General Meeting, and Shareholders have the right to obtain a copy thereof. These documents will be available in the Company registered office for consultation and/or issue of copies (on weekdays from Monday to Friday from 9.00 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.

Genoa, 6th March 2009

For the Board of Directors
The Chairman
(Alessandro Pansa)