



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 BUSINESS REGISTER OF GENOA AND TAX CODE 01371160662
SUBJECT TO DIRECTION AND COORDINATION BY FINMECCANICA S.P.A.

Ordinary Shareholders' Meeting

May 7th, 2012

Explanatory Report of the Board of Directors

drafted pursuant to Art. 125-ter of Italian Legislative Decree No. 58 of February 24th, 1998

Item 2 of the agenda - Report on remuneration pursuant to Article 123-ter, subsection 6, of the Legislative Decree No. 58/98. Related and consequent resolutions

Dear Shareholders,

starting from the Ordinary Shareholders' Meeting called to approve the financial statements as of December 31st, 2011, listed companies must make available to the public the remuneration report prepared by the Company pursuant to Art. 123-ter of Legislative Decree No. 58/98.

Such report has been approved by the Board of Directors of the Company on March 30th, 2012, after the approval by the Remuneration Committee, and is available to the public at the Company's registered office, on the Company's website addresses http://www.ansaldo-sts.com/it/governance/remuneration_committee and http://www.ansaldo-sts.com/it/governance/shareholders_meeting/Shareholders_meetings.html, as well as in other ways under the terms of applicable laws.

Pursuant to Art. 123-ter, subsection 6, of Legislative Decree No. 58/98, you are called to resolve in favour or against the first section of the remuneration report provided for by subsection 3 of the same Art. 123-ter, which explains the Company's remuneration policy regarding management bodies and executives with strategic responsibilities, as well as the procedures used for adopting and implementing such policy.

Please note that pursuant to the mentioned Art. 123-ter, subsection 6, of Legislative Decree No. 58/98, the resolution you are called to adopt shall not be binding.

All the above being stated, we submit to your approval the following resolution:

“The Ordinary Shareholders’ Meeting of Ansaldo STS S.p.A.,

- *having examined and discussed the section of the report on remuneration provided for by Art. 123-ter, subsection 3, of Legislative Decree No. 58/98, prepared by the Board of Directors upon proposal of the Remuneration Committee which explains the Company’s remuneration policy regarding management bodies and executives with strategic responsibilities, as well as the procedures used for adopting and implementing such policy, made available to the public at terms and conditions set out by applicable laws.*
- *considering that the mentioned section of the remuneration report and the policy described therein conform to the provisions of applicable laws regarding the remuneration of the members of boards of directors and of the executives with strategic responsibilities*

resolves

in favour of the first section of the remuneration report provided for by the mentioned Art. 123-ter, subsection 3 of Legislative Decree No. 58/98, approved by the Board of Directors on March 30th, 2012 which explains the Company’s remuneration policy regarding management bodies and executives with strategic responsibilities, as well as the procedures utilised for adopting and implementing such policy.

Milan, March 30th, 2012

For the Board of Directors

The Chairman
(Alessandro Pansa)