

**AUDITORS' REPORT IN ACCORDANCE WITH ARTICLE 156
AND ARTICLE 165 OF LEGISLATIVE DECREE No. 58 DATED
24 FEBRUARY 1998**

ANSALDO SEGNALAMENTO FERROVIARIO SPA

FINANCIAL STATEMENTS AS AT 31 DECEMBER 2008

AUDITORS' REPORT IN ACCORDANCE WITH ARTICLE 156 AND ARTICLE 165 OF LEGISLATIVE DECREE No. 58 DATED 24 FEBRUARY 1998

To the Shareholders of
Ansaldo Segnalamento Ferroviario SpA

- 1 We have audited the financial statements of Ansaldo Segnalamento Ferroviario SpA as at 31 December 2008, which comprise the balance sheet, income statement, statement of recognised income and expense, cash flow statement and related notes. The directors of Ansaldo Segnalamento Ferroviario SpA are responsible for the preparation of these financial statements in compliance with International Financial Reporting Standards as adopted by the European Union. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2 We conducted our audit in accordance with the auditing standards and criteria recommended by CONSOB. Those standards and criteria require that we plan and perform the audit to obtain the necessary assurance about whether the financial statements are free of material misstatement and, taken as a whole, are presented fairly. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors. We believe that our audit provides a reasonable basis for our audit opinion.

For the opinion on the financial statements of the prior period, which are presented for comparative purposes as required by law, reference is made to our report dated 3 March 2008.
- 3 In our opinion, the financial statements of Ansaldo Segnalamento Ferroviario SpA as at 31 December 2008 comply with International Financial Reporting Standards as adopted by the European Union; accordingly, they have been drawn up clearly and give a true and fair view of the financial position, results of operations, changes in equity and cash flows of Ansaldo Segnalamento Ferroviario SpA for the year then ended.
- 4 The directors of Ansaldo Segnalamento Ferroviario SpA are responsible for the preparation of the report on operations in accordance with the applicable laws and regulations. Our responsibility is to express an opinion on the consistency of the report on operations with the financial statements,

as required by article 156, paragraph 4-bis, letter d), of Legislative Decree 58/98. For this purpose, we have performed the procedures required under Auditing Standard No. 001 issued by the Italian Accounting Profession (CNDCEC) and recommended by CONSOB. In our opinion the report on operations is consistent with the financial statements of Ansaldo Segnalamento Ferroviario SpA as at 31 December 2008.

Naples, 24 March 2009

PricewaterhouseCoopers SpA
Signed by
Carminé Elio Casalini
(Partner)

“This report has been translated from the original which was issued in accordance with Italian legislation. The financial statements referred to in this report have not been translated.”