

ANSALDO STS S.P.A.  
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 – 5  
REGISTERED CAPITAL €100,000,000.00, FULLY SUBSCRIBED AND PAID UP  
REGISTRATION NUMBER AT THE GENOA COMPANY REGISTER AND TAX IDENTIFICATION NUMBER 01371160662  
SUBJECT TO THE DIRECTION AND COORDINATION OF HITACHI LTD.

**SUPPLEMENT TO THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING  
TO BE HELD ON 19<sup>TH</sup> JANUARY 2017**

Following the request, dated 29<sup>th</sup> December 2016, of Hitachi Rail Italy Investments Srl, as shareholder of the Company which holds 50.772% of the share capital, pursuant to Article 126-bis of Legislative Decree no. 58 of 24<sup>th</sup> February 1998 (the Italian "Consolidated Financial Act", hereinafter defined as "CFA"), the agenda of the Company Ordinary Shareholders' Meeting, which has been already convened on 19<sup>th</sup> January 2017, in a single call, at 11:00 a.m., in Genoa at the office of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA", Corso F.M. Perrone No. 118 (Villa Cattaneo dell'Olmo), as per the notice of call published on 20 December 2016, is supplemented as follows:

**AGENDA:**

- 1. Resignation of the auditing company KPMG S.p.A. and appointment of the new external auditor; and**
- 2. Action for liability pursuant to Article 2393 of the Italian Civil Code against the director Mr. Giuseppe Bivona. Resolutions pertaining thereto and/or resulting therefrom.**

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**INFORMATION ON REGISTERED CAPITAL AT THE DATE OF THE NOTICE OF CALL**

The subscribed and paid-up registered capital is 100,000,000.00 EUR, represented by 200,000,000 ordinary shares with a par value of 0.50 EUR each.

**ATTENDANCE RIGHT AND REPRESENTATION AT THE SHAREHOLDERS' MEETING**

Pursuant to Article 83-*sexies* of Legislative Decree no. 58/98 and Article 12.1 of the Articles of Association, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a notice issued by an intermediary authorised in accordance with applicable legislation, certifying ownership of the shares on the basis of its accounting records as of the end of the accounting day corresponding to the seventh market day prior to the date of the Shareholders' Meeting in single call (*i.e.* 10 January 2017). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the General meeting.

Persons entitled to participate in the meeting are asked to arrive before the scheduled start time to facilitate the registration process, which will begin at 10:00 a.m.

Those entitled to vote may be represented at the meeting by proxy granted in writing pursuant to applicable legislation or by document signed in electronic form pursuant to Article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005. To this end, shareholders can use the proxy form available at the company's registered office and on the website [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the section "Shareholders' Meeting 19<sup>th</sup> January 2017".

Proxy forms may be submitted by registered mail to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, by fax to + 39 010/6552055, by electronic notice to the certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it), or by using the specific

section of the company's website, [www.ansaldo-sts.com](http://www.ansaldo-sts.com), dedicated to the "Shareholders' Meeting 19<sup>th</sup> January 2017".

If the representative delivers or forwards a copy of the proxy to the company on an electronic or other support, the representative must certify, assuming personal responsibility, that it is a true copy of the original proxy form and confirm the principal's identity.

The proxy may be issued, at no cost to the principal, with voting instructions on all or some of the proposals on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. - Foro Buonaparte 10, Milan - as the company's designated representative pursuant to Article 135-*undecies* of Legislative Decree no. 58/98, provided that the original is delivered to that same company, by the end of the second market business day prior to the date of the meeting (*i.e.*, by 17 January 2017). Without prejudice to the requirement to send the original proxy form, it may also be submitted in electronic form to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).

Any proxy granted to Società per Amministrazioni Fiduciarie Spafid S.p.A. will not be valid with respect to proposals for which no voting instructions have been provided. The proxy and voting instructions may be revoked up to the end of the second market business day before the scheduled date of the meeting (*i.e.* 17 January 2017).

The proxy form, along with the instructions for completing and submitting it, is available at the company's registered office and website, [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the section "Shareholders' Meeting 19<sup>th</sup> January 2017".

#### **RIGHT TO ASK QUESTIONS BEFORE THE GENERAL MEETING**

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, persons entitled to vote in the meeting can ask questions before the meeting on items on the agenda, provided that the company has received a specific notice from an intermediary authorised in accordance with applicable law. Questions must be submitted to the company in writing, by registered letter to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, by fax to no. + 39 010/6552055, or to the certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it). Questions must be received by the company by 16 January 2017.

The company reserves the right to issue a single response to questions regarding the same item. Answers to questions received before the meeting will be given during the meeting at the latest.

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, no response will be given, either before or during the meeting, to questions asked before the meeting, if the information requested is already available in "question and answer" form in the specific section of the company's website or if the answer has been published on the website.

Moreover, answers given in print form and made available to all entitled to vote at the beginning of the meeting will be regarded as provided during the meeting.

#### **RESIGNATION OF THE AUDITING COMPANY KPMG S.P.A. AND AWARD OF NEW MANDATE FOR STATUTORY AUDIT**

Following the resignation of the auditing company KPMG S.p.A., received on 14<sup>th</sup> November 2016, and in accordance with the provisions of Article 13, paragraph 5, of Legislative Decree no. 39/2010 and Article 6, paragraph 2, of Ministerial Decree no. 261/2012, in order to avoid discontinuity in the performance of the auditing activity, the Shareholders' Meeting is called upon to adopt a resolution on the appointment of a new auditor to perform the statutory audit of the company's accounts.

In this regard, reference is made to the Board of Statutory Auditors' proposal to the ordinary Shareholders' Meeting for the granting of a new mandate for the statutory audit of the accounts for the period 2016-2024 and for the determination of the related consideration.

**ACTION FOR LIABILITY PURSUANT TO ARTICLE 2393 OF THE ITALIAN CIVIL CODE AGAINST THE DIRECTOR MR. GIUSEPPE BIVONA.**

Following the request of Hitachi Rail Italy Investments Srl, having verified it has the right set forth under Article 126-bis, paragraph 2, of the CFA, the Shareholders' Meeting is called to adopt a resolution on the action for liability pursuant to Article 2393 of the Italian Civil Code against the director Mr. Giuseppe Bivona.

In this regard, reference is made to the Hitachi Rail Italy Investments Srl's explanatory report and to the documents disclosed during the Board of Directors' meeting held on 19<sup>th</sup> December 2016, in which it has been adopted a resolution, by majority, in order to censure the behaviour of the member of the Board Mr. Giuseppe Bivona.

**DOCUMENTATION**

The documentation relating to the Shareholders' meeting, including the explanatory report by the Board of Directors and the proposal for resolution on the first item on the agenda, as well as the explanatory report of Hitachi Rail Italy Investments Srl on the second item on the agenda, are made available to the public according to the terms and conditions set out by applicable legislation. Shareholders and those entitled to vote may also obtain a copy.

The said documentation will be made available at the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays, from Monday to Friday, from 9:00 AM to 1:00 PM and from 3:00 PM to 5:00 PM), and on the company's website at the address [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the section "Shareholders' Meeting 19<sup>th</sup> January 2017" and on the storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com).

Genoa, 4<sup>th</sup> January 2017

For the Board of Directors  
The Chairman  
(Alistair Dormer)