

**AUDITORS' REPORT IN ACCORDANCE WITH ARTICLE 156
OF LAW DECREE NO. 58 DATED 24 FEBRUARY 1998**

ANSALDO STS SPA

**CONSOLIDATED FINANCIAL STATEMENTS AT
31 DECEMBER 2008**

**AUDITORS' REPORT IN ACCORDANCE WITH ARTICLE 156 OF LAW
DECREE NO. 58 DATED 24 FEBRUARY 1998**

To the Shareholders of
Ansaldo STS SpA

- 1 We have audited the consolidated financial statements of Ansaldo STS SpA and its subsidiaries (Ansaldo STS Group) as of 31 December 2008, which comprise the balance sheet, the income statement, statement of recognised income and expense, cash flow statement and related notes. These consolidated financial statements are the responsibility of Ansaldo STS SpA's directors. Our responsibility is to express an opinion on these consolidated 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 consolidated 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 consolidated 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 consolidated financial statements of the prior period, which are presented for comparative purposes as required by law, reference is made to our report dated 14 March 2008.

- 3 In our opinion, the consolidated financial statements of Ansaldo STS SpA as of 31 December 2008 comply with the International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/2005; 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 the Ansaldo STS Group for the year then ended.

- 4 The directors of Ansaldo STS 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 the 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 consolidated financial statements of Ansaldo STS SpA as of 31 December 2008.

Rome, 25 March 2009

PricewaterhouseCoopers SpA

Signed by

Corrado Testori
(Partner)

“This report has been translated from the original which was issued in accordance with Italian legislation.

References made in this report to the Financial Statements is meant to be referred to the Financial Statements issued in Italian and not to their translation.”

In this report the term “the financial statements” refers to the original issued in Italian language and not to the translated version.”