



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 3 of the agenda - Appointment of a member of the Board of Directors pursuant to Article 2386, Italian Civil Code. Related and consequent resolutions

Dear Shareholders,

as you know, on November 30th, 2011 Mr. Filippo Milone, having been appointed as Italy's Undersecretary of Defence, resigned from the office of Independent Director of the Company, with effect from December 13th, 2011.

Mr. Filippo Milone had been elected by the ordinary Shareholders' Meeting dated April 5th, 2011 from the candidates of the list presented by the majority Shareholder, Finmeccanica S.p.A.

Art. 16.5, subsection 1, letter a) of the Company's By-laws states that if one or more Directors cease from office during a corporate year, and provided that the majority be always formed by Directors appointed by the Meeting, the provisions of Art. 2386 Italian Civil Code shall apply, and the Board of Directors shall appoint "the substitute from the same list as the outgoing directors, choosing, where necessary, a substitute who meets the requirement for independence under the law, and the meeting resolves with the majority required by law, in compliance with the same principle".

Mr. Milone having ceased, there were no other candidates within the list presented by the Shareholder Finmeccanica S.p.A.. Therefore, on March 30th, 2012, pursuant to Art. 16.5, subsection 1, letter b) of the By-laws, the Board of Directors replaced the ceased Director under Art. 2386 of the Italian Civil Code, by co-opting Mr. Bruno Pavesi, who has the independence requirements under law and under the Self-Discipline Code as well as under Art. 37 of the Market Regulation, as member of the Board of Directors.

Pursuant to Art. 2386, subsection 1, of the Italian Civil Code, the term of such director will expire on the date of the next meeting, i.e. May 7th, 2012.

In light of the above, the Board of Director intends to propose to the Shareholders' Meeting to appoint the same Mr. Bruno Pavesi as member of the Board of Directors for the duration of the

current Board of Directors, therefore until the date of the Shareholders' Meeting called to approve the financial statements for the corporate year ending December 31st, 2013.

For such purpose, in compliance with Standard 6.P.1 of the Self-Discipline Code of March 2006 – which recommends that the directors be appointed according to a transparent procedure to ensure, *inter alia*, timely and adequate information on the professional and personal characteristics of the office nominees – we enclose with this Report the *curriculum vitae* of Mr. Bruno Pavesi

Lastly, we point out to the Shareholders that as it is a mere integration of the Board of Directors, the list voting system does not apply to such appointment. The appointment will therefore be made in accordance with Art. 16.5 of the Company's By-laws, with the majorities required by the law.

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

"The Ordinary Shareholders' Meeting of Ansaldo STS S.p.A.,

- *acknowledging the termination, on today's date, of the Director Mr. Bruno Pavesi, appointed by co-option by the Board of Directors of March 30th to replace the Independent Director Mr. Filippo Milone ceased on December 13th, 2011;*
- *having examined and discussed this proposal of the Board of Directors,*

resolves

to appoint Mr. Bruno Pavesi as Director of Ansaldo STS until the expiration of the current Board of Directors, therefore until the date of the Shareholders' Meeting called to approve the financial statements for the corporate year ending December 31st, 2013.

Milan, March 30th, 2012

For the Board of Directors
The Chairman
(Alessandro Pansa)



Nato a Milano nel 1941

Laureato a pieni voti in Economia e Commercio presso l'Università Luigi Bocconi (Febbraio 1965)

Managements Programs: Istud, Harvard, Exeter (USA)

CARICHE SOCIETARIE ATTUALI

- **Consigliere Delegato Università Commerciale Luigi Bocconi**
- **Consigliere SIT La Precisa S.p.A. - Padova**
- **Consigliere ARISTON Cavi S.p.A. - Vicenza**
- **Presidente Faster Spa – Rivolta d'Adda**

PRECEDENTI CARICHE

1997 - 2006

- **Amministratore Delegato e Direttore Generale BTICINO S.p.A. - Milano.** Azienda primaria nel settore elettromeccanico con posizione di leadership in Italia, Europa ed America Latina.
- **Presidente LEGRAND S.p.A. - Italia.** Azienda specializzata in alcuni settori elettromeccanici.
Con attività in ricerca e sviluppo, produzione, assistenza clienti, marketing e vendite.
- **Presidente Gruppo ZUCCHINI e EDM.** Azienda leader in Italia nel mercato dei condotti a sbarre e nei trasformatori in resina.
Con attività in ricerca e sviluppo, produzione, assistenza clienti, marketing e vendite.

1989 - agosto 1997

- **Gruppo Bull S.p.A. - Milano. Amministratore Delegato e Direttore Generale** del Cluster Sud Europa, organizzazione territoriale comprendente Italia, Grecia, Jugoslavia, Turchia.

1985 - 1989

- **Honeywell Information Systems Italia - Milano.** Società operante nell'Information Technology.

Amministratore Delegato e Direttore Generale della Società Italiana responsabile anche di alcuni Paesi del mediterraneo, oltre a Israele e Iran.

INCARICHI ASSOCIATIVI ATTUALI

- **Consigliere della Fondazione Accademia Teatro alla Scala**
- **Membro di Giunta ANIE**

INCARICHI ASSOCIATIVI PRECEDENTI

- **Proboviro di CONFINDUSTRIA**
- **Membro di Giunta ANIE**
- **Presidente ASSINFORM**
- **Presidente Fiera Milano Tech**
- **Membro della Giunta dell'Unione Industriali di Varese**
- **Consigliere della Camera di Commercio Francese**

Milano, 27 marzo 2012

A handwritten signature in blue ink, consisting of stylized initials and a surname, located at the bottom left of the page.