



ANSALDO STS S.p.A.

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON APRIL 5, 2011

SUMMARY ACCOUNT OF THE VOTES ON THE ITEMS OF THE AGENDA

ORDINARY PART

Item 1 of the agenda: Financial statements as at December 31, 2010

1.1. Approval of the Financial Statements for the year ended December 31, 2010; Reports of the Board of Directors, the Board of Auditors and the audit company. Allocation of the profit for the year and distribution of the dividend. Related and consequent resolutions.

Resolution: The meeting has approved the report of the Board of Directors and the financial statements as at December 31, 2010 pursuant to the draft published in accordance with the applicable laws. The meeting has also approved the proposal made by the Board of Directors, to allocate the profit for the year, equal to Euro 83,990,201.19, as follows:

- as to Euro 33,592,384.00, to be paid to the shareholders as a dividend of Euro 0.28, before tax withholdings, for each of the 119,972,800 shares currently existing and entitled to a dividend, therefore excluding from the calculation the 27,200 treasury shares currently owned by the company, with coupon detachment on May 23, 2011 and payable from May 26, 2011;
- as to Euro 50,397,817.19, to be carried forward.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,311,750 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,422,318, equal to 66.18% of the share capital.

Vote result

	No. of shares	%
Votes for	79,414,168	99.99%
Votes against		
Abstentions	8,150	0.01%
Total Shares for which a vote was expressed	79,422,318	100.00%

Item 2 of the agenda: Appointment of the Board of Directors

2.1. Definition of the number of the Board Members

Resolution: The meeting has approved the proposal presented by the shareholder FINMECCANICA S.p.A., to set the number of members of the Board of Directors at 9.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	78,950,454	99.64%
Votes against	274,214	0.35%
Abstentions	8,150	0.01%
Total Shares for which a vote was expressed	79,232,818	100.00%

2.2. Definition of the term of their office

Resolution: The meeting has approved the proposal presented by the shareholder FINMECCANICA S.p.A., to set the term of office of the Board of Directors at three business years, namely the years 2011-2012-2013, until the date of the meeting to be called for the approval of the financial statements as at December 31, 2013.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	77,442,731	97.74%
Votes against	429,811	0.54%
Abstentions	1,360,276	1.72%
Total Shares for which a vote was expressed	79,232,818	100.00%

2.3. Appointment of the Directors

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised.

Total shares for which a vote was expressed: 80,734,068, equal to 67.28% of the share capital.

Vote result

	No. of shares	%
LIST No. 1 (*)	52,164,647	64.61%
LIST No. 2 (**)	7,797,372	9.66%
LIST No. 3 (***)	20,261,245	25.10%
Votes against	483,373	0.60%
Abstentions	27,431	0.03%
Total Shares for which a vote was expressed	80,734,068	100.00%

(*) List presented by the majority shareholder, Finmeccanica Società per azioni.

(**) List presented by the minority shareholders Mediobanca – Banca di Credito Finanziario S.p.A. and Banca IMI S.p.A.

(***) List presented by the minority shareholders Allianz Global Investors Italia SGR S.p.A., manager of the fund Allianz Azioni Italia; Anima SGR S.p.A., manager of the funds Europa, Visconteo, Iniziativa Europa and Italia; Arca SGR S.p.A., manager of the funds Arca Azioni Italia and Arca BB; Fidelity Investment Funds - European Fund; Fideuram Investimenti SGR S.p.A., manager of the fund Fideuram Italia; Fideuram Gestions SA, manager of the funds Fonditalia Equity Italy and Fideuram Fund Equity Italy; Interfund Sicav, manager of the fund Interfund Equity Italy; Mediolanum Gestione Fondi SGRpA, manager of the fund Mediolanum Flessibile Italia; Mediolanum International Funds – Challenge Funds; Pioneer Asset Management SA; Pioneer Investment Management SGRpA, manager of the fund Pioneer Azionario Crescita; Prima SGR S.p.A., manager of the fund Prima Geo Italia.

List of the candidates who have been elected as members of the Board of Directors

NAME	Indep.(*)	List
PAOLA GIRDINIO	YES	1
ALESSANDRO PANSA		1
SERGIO DE LUCA		1
GIANCARLO GRASSO		1
FILIPPO GIUSEPPE MARIA MILONE	YES	1
ATTILIO SALVETTI	YES	1
GIOVANNI MARIA CAVALLINI	YES	3
MAURIZIO CEREDA	YES	2
TATIANA RIZZANTE	YES	3

(*Indicated as independent pursuant to the law)

2.4. Appointment of the Chairperson of the Board of Directors

Resolution: The meeting has approved the proposal made by the shareholder FINMECCANICA S.p.A., to appoint Mr. Alessandro Pansa as Chairman of the Board of Directors.

Shares present at the meeting when the vote was opened: 80,734,068 equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	75,934,959	95.84%
Votes against	1,012,846	1.28%
Abstentions	2,285,013	2.88%
Total Shares for which a vote was expressed	79,232,818	100.00%

2.5. Definition of the annual fee for the Board Members

Resolution: The meeting has approved the proposal presented by the shareholder FINMECCANICA, to set the amount of the annual gross remuneration for the term of office of the Chairman and the other Directors, respectively at Euro 75,000 and Euro 50,000.

Shares present at the meeting when the vote was opened: 80,734,068 equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,611,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,122,818, equal to 65.93% of the share capital.

Vote result

	No. of shares	%
Votes for	63,658,399	80.45%
Votes against	12,737,886	16.10%
Abstentions	2,726,533	3.45%
Total Shares for which a vote was expressed	79,122,818	100.00%

Item 3 of the agenda: Appointment of the Statutory Board of Auditors for the three years 2011-2013

3.1. Appointment of the three Statutory Auditors and of the two Deputy Auditors 3.2. Appointment of the Chairperson of the Statutory Board of Auditors

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised.

Total shares for which a vote was expressed: 80,734,068, equal to 67.28% of the share capital.

Vote result

	No. of shares	%
LIST No. 1 (*)	57,930,837	71.76%
LIST No. 2 (**)	22,705,548	28.12%
Votes against	89,533	0.11%
Abstentions	8,150	0.01%
Total Shares for which a vote was expressed	80,734,068	100.00%

(*) List presented by the majority shareholder, Finmeccanica Società per azioni.

(**) List presented by the minority shareholders Allianz Global Investors Italia SGR S.p.A., manager of the fund Allianz Azioni Italia; Anima SGR S.p.A., manager of the funds Europa, Visconteo, Iniziativa Europa and Italia; Arca SGR S.p.A., manager of the funds Arca Azioni Italia and Arca BB; Fidelity Investment Funds - European Fund; Fideuram Investimenti SGR S.p.A., manager of the fund Fideuram Italia; Fideuram Gestions SA, manager of the funds Fonditalia Equity Italy and Fideuram Fund Equity Italy; Interfund Sicav, manager of the fund Interfund Equity Italy; Mediolanum Gestione Fondi SGRpA, manager of the fund Mediolanum Flessibile Italia; Mediolanum International Funds – Challenge Funds; Pioneer Asset Management SA; Pioneer Investment Management SGRpA, manager of the fund Pioneer Azionario Crescita; Prima SGR S.p.A., manager of the fund Prima Geo Italia.

List of the candidates who have been elected as members of the Statutory Board of Auditors

NAME	Office	List
GIACINTO SARUBBI	Statutory Auditor - Chairman	2
MASSIMO SCOTTON	Statutory Auditor	1
RENATO RIGHETTI	Statutory Auditor	1
BRUNO BORGIA	Deputy Auditor	2
PIETRO CERASOLI	Deputy Auditor	1

3.3. Definition of the annual fee for the members of the Statutory Board of Auditors

Resolution: The meeting has approved the proposal presented by the shareholder FINMECCANICA, to set the amount of the gross fee to be paid to the Chairman of the Statutory Board of Auditors at Euro 75,000 per year, plus Euro 15,000 per year on a lump-sum basis for the attendance of the Board Committees meetings, for total Euro 90,000 per year before taxes, as well as the gross fee to be paid for each of the other Statutory Auditors at Euro 50,000 per year, plus Euro 10,000 per year on a lump-sum basis for the attendance of the Board Committees meetings, for total Euro 60,000 per year before taxes.



Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	76,540,995	96.60%
Votes against	1,219,871	1.54%
Abstentions	1,471,952	1.86%
Total Shares for which a vote was expressed	79,232,818	100.00%

Item 4 of the agenda: Approval of the plan for the free allocation of Ansaldo STS shares to employees

4.1. Approval of the plan for the free allocation of Ansaldo STS shares to employees. Related and consequent resolutions.

Resolution: The meeting has approved the plan for the free allocation of Ansaldo STS shares intended for staff considered as key resources of Ansaldo STS and/or subsidiaries of the same, at the terms and conditions as illustrated in the informative document drafted by the Board of Directors pursuant to Art. 84-*bis* of the Issuers' Regulation.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	65,876,057	83.14%
Votes against	13,348,611	16.85%
Abstentions	8,150	0.01%
Total Shares for which a vote was expressed	79,232,818	100.00%

Item 5 of the agenda: Authorisation to purchase and disposal of own shares

5.1. Authorisation to purchase and disposal of own shares. Related and consequent resolutions.

Resolution: The meeting has approved the proposal made by the Board of Directors for the authorisation to purchase and dispose of own shares, at the terms and conditions illustrated in the report drafted pursuant to Art. 73 of the Issuers' Regulation.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	64,253,201	81.10%
Votes against	14,144,778	17.85%
Abstentions	834,839	1.05%
Total Shares for which a vote was expressed	79,232,818	100.00%

Item 6 of the agenda: Adjustment of the fees to be paid to the audit company

6.1. Adjustment of the fees to be paid to the audit company PricewaterhouseCoopers S.p.A. for the years 2010-2011. Related and consequent resolutions.

Resolution: The meeting has approved the resolution proposed by the Board of Auditors pursuant to Art. 13 of Legislative Decree 39/2010.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	77,264,407	97.52%
Votes against	515,740	0.65%
Abstentions	1,452,671	1.83%
Total Shares for which a vote was expressed	79,232,818	100.00%

Item 7 of the agenda: Amendment to the Meeting Regulation

7.1. Amendment to articles 2, 4, 5, 9, 10, 11 and 16 of the Meeting Regulation. Related and consequent resolutions.

Resolution: The meeting has approved the proposal of the Board of Directors to amend Articles 2, 4, 5, 9, 10, 11 and 16 of the Meeting Regulation, at the terms and conditions illustrated in the report drafted pursuant to Art. 125-ter of the TUF [Consolidated Act on Finance].

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	79,224,668	99.99%
Votes against		
Abstentions	8,150	0.01%
Total Shares for which a vote was expressed	79,232,818	100.00%



EXTRAORDINARY PART

Item 1 of the agenda: Amendments to the Company By Laws

1.1. Amendments to articles 11, 15 and 23 of the Company By Laws. Related and consequent resolutions.

Resolution: The meeting has approved the proposal of the Board of Directors to amend Articles 11, 15 and 23 of the Company By Laws, at the terms and conditions illustrated in the report drafted pursuant to Art. 72 of the Issuers' Regulation.

Shares present at the meeting when the vote was opened: 80,734,068, equal to 67.28% of the 120,000,000 shares, of which the share capital is comprised, including 1,501,250 shares for which no vote was expressed.

Total shares for which a vote was expressed: 79,232,818, equal to 66.03% of the share capital.

Vote result

	No. of shares	%
Votes for	77,624,550	97.97%
Votes against	1,600,118	2.02%
Abstentions	8,150	0.01%
Total Shares for which a vote was expressed	79,232,818	100.00%