

**Proxy and voting instructions form in favour of Istifid S.p.A.
pursuant to art. 135-undecies of Legislative Decree n. 58/1998**

ANSALDO STS S.p.A.

Ordinary shareholders' meeting called on 7th May 2012 on single call at 11.00 am
in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo),
at the offices of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA"

Istifid S.p.A. Società Fiduciaria e di Revisione (hereinafter "**Istifid**") with registered office in Milan, Viale Jenner n. 51, fiscal code n. 01863180152, as "Appointed Representative" pursuant to article 135-undecies of Legislative Decree n. 58/1998 of **ANSALDO STS S.p.A.** (hereinafter the "**Company**"), is collecting voting proxies for the ordinary shareholders' meeting called on 7th May 2012, single call, in accordance with the terms and procedures indicated in the notice of call published in the Company website and in the newspapers "Il Sole 24 Ore" and "Finanza&Mercati" in accordance with the terms provided for by law.

The proxy must be granted in writing and therefore the proxy in its original form, completed with the confidential voting instructions for the Appointed Representative, shall be received by **Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario, Viale Jenner 51, Milan**, by the end of the second trading day prior to the date established for the general meeting on single call, and therefore within **3 May 2012**, by one of the following means:

- delivery by hand;
- by registered letter with return receipt.

It being understood that the proxy shall be sent in original, it may also be notified electronically to the certified email address 2012assemblea.vy26@istifidpec.it or by fax at n. +39 02 60798390. A proxy form with digital signature (1) sent to the said certified e-mail address satisfies the requisite of written form.

The proxy and the voting instructions can be revoked within the same term by delivering the revocation by hand during office hours or by means of a registered letter with return receipt sent to the above address of Istifid and in advance by fax at n.+39 02 60798390 or by means of a .pdf file attached to an e-mail message sent to the address 2012assemblea.vy26@istifidpec.it.

Pursuant to Article 135-undecies 2nd alinea of Legislative Decree n. 58/1998 the granting of the proxy and of the voting instructions by means of this form shall be free of charge for the proxy grantor, except for the mailing costs.

Istifid, as Designated Representative, informs the shareholders that it has no direct interest in respect of the deliberation proposals submitted to the meeting. Nevertheless, taking into account the contractual relationship existing between Istifid, Servizio Organizzazione Aziendale and the Company, relating in particular to the technical assistance services and ancillary services to be rendered at the Company shareholders' meeting, for the sole purpose of avoiding possible future disputes connected with the supposed existence of circumstances capable to cause a conflict of interest as provided for by Article 135-decies, 2nd alinea, lett. f), of Legislative Decree n. 58/1998, Istifid hereby expressly declares that, in case of unknown circumstances or in case of modification or addition to the proposals submitted to the shareholders' meeting, it shall not express a vote other than that indicated in the voting instructions.

(1) It must be reminded that, at the time of subscription, the electronic certificate must be valid and in force. Should the certificate be revoked, expired or suspended the subscription shall be considered void and the document invalid.

PROXY FORM

(Section to be notified to the Company by the Appointed Representative – Fill in with the information required on the basis of the Instructions below)

The undersigned....., born in.....,
on....., (Fiscal code/Tax ID), domiciled in, telephone
number....., e-mail address,
holder of the voting right (1)

Hereby APPOINTS the Appointed Representative to participate and vote at the afore mentioned shareholders' meeting as indicated in the granted voting instructions in respect of n..... ANSALDO STS S.p.A. shares ISIN Code IT0003977540 registered in the account n..... by ABI..... CAB.....(2).

Reference to the communication effected by the intermediary:

1. communication n.....
2. effected by.....
3. possible identification codes.....

DECLARES that he/she/it is aware that the proxy to the Appointed Representative might contain voting instructions in respect also of some resolution proposals and that, in this case, the vote shall be expressed for the sole proposals in respect of which instructions have been granted;

DECLARES to authorise Istifid to the treatment of his/her/its personal data for the purposes and under the terms and conditions specified in the attached information document.

The undersigned (*surname and name of the person who signs the proxy if different from the shareholder*)

is subscribing this proxy as:

- pledgee;
- swapper;
- usufructuary;
- custodian;
- agent;
- legal representative or proxy with power of sub-delegation
- other (specify).....

Place and date.....

Signature.....

VOTING INSTRUCTIONS (*)

(Section containing information for the Appointed Representative only, to be forwarded to Istifid S.p.A. – Check the selected box following the Instructions below)

The undersigned (3).....hereby appoints the Appointed Representative to vote in accordance with the following voting instructions at the ordinary stockholders' meeting of ANSALDO STS S.p.A. called on **May 7th, 2012**, single call

RESOLUTION PROPOSALS (4)

	IN FAVOUR OF THE PROPOSAL CONTAINED IN THE REPORT OF THE BOARD OF DIRECTORS	AGAINST	ABSTAIN
1. Financial statements as of December 31, 2011 Approval of the Financial Statements as of December 31, 2011; Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditing Company. Allocation of the net income for the year and distribution of dividend. Related and consequent resolutions	(cross)	(cross)	(cross)
2. Report on remuneration pursuant to Article 123-ter, subsection 6, of the Legislative Decree No. 58/98. Related and consequent resolutions	(cross)	(cross)	(cross)
3. Appointment of a member of the Board of Directors pursuant to Article 2386, Italian Civil Code. Related and consequent resolutions	(cross)	(cross)	(cross)
4. Approval of the Ansaldo STS stock grant plan for employees. Related and consequent resolutions	(cross)	(cross)	(cross)
5. Authorisation to the purchase and disposal of own shares. Related and consequent resolutions	(cross)	(cross)	(cross)

	IN FAVOUR OF THE PROPOSAL CONTAINED IN THE REPORT OF THE BOARD OF DIRECTORS	AGAINST	ABSTAIN
6. Adjustment of the fees to be paid to the external auditor PricewaterhouseCoopers S.p.A. for the year 2011. Related and consequent resolutions	(cross)	(cross)	(cross)
7. Dismissal for just cause and appointment of the new External Auditor			
7.1 Dismissal for just cause of the external auditing engagement conferred to PricewaterhouseCoopers S.p.A. Related and consequent resolutions	(cross)	(cross)	(cross)
7.2 Engagement of the new External auditor for the period 2012-2020 and determination of the remuneration. Related and consequent resolutions	(cross)	(cross)	(cross)

B) UNKNOWN CIRCUMSTANCES

In the event of circumstances unknown at the time of granting of the proxy (5) the undersigned with reference to:

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			In favour	against	abstain
1. Financial statements as of December 31, 2011 Approval of the Financial Statements as of December 31, 2011; Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditing Company. Allocation of the net income for the year and distribution of dividend. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
2. Report on remuneration pursuant to Article 123-ter, subsection 6, of the Legislative Decree No. 58/98. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
3. Appointment of a member of the Board of Directors pursuant to Article 2386, Italian Civil Code. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
4. Approval of the Ansaldo STS stock grant plan for employees. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
5. Authorisation to the purchase and disposal of own shares. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
6. Adjustment of the fees to be paid to the external auditor PricewaterhouseCoopers S.p.A. for the year 2011. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
7. Dismissal for just cause and appointment of the new External Auditor					
7.1 Dismissal for just cause of the external auditing engagement conferred to PricewaterhouseCoopers S.p.A. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
7.2 Engagement of the new External auditor for the period 2012-2020 and determination of the remuneration. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)

C) MODIFICATIONS OR ADDITIONS (6)

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	MODIFIES THE INSTRUCTIONS		
			In favour	against	abstain
1. Financial statements as of December 31, 2011 Approval of the Financial Statements as of December 31, 2011; Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditing Company. Allocation of the net income for the year and distribution of dividend. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
2. Report on remuneration pursuant to Article 123-ter, subsection 6, of the Legislative Decree No. 58/98. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
3. Appointment of a member of the Board of Directors pursuant to Article 2386, Italian Civil Code. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
4. Approval of the Ansaldo STS stock grant plan for employees. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
5. Authorisation to the purchase and disposal of own shares. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
6. Adjustment of the fees to be paid to the external auditor PricewaterhouseCoopers S.p.A. for the year 2011. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
7. Dismissal for just cause and appointment of the new External Auditor					
7.1 Dismissal for just cause of the external auditing engagement conferred to PricewaterhouseCoopers S.p.A. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)
7.2 Engagement of the new External auditor for the period 2012-2020 and determination of the remuneration. Related and consequent resolutions	(cross)	(cross)	(cross)	(cross)	(cross)

In case of vote on a directors' liability action pursuant to art. 2393, 2nd alinea, of the Italian civil code, proposed by the shareholders at the annual shareholders' meeting, the undersigned appoints the Appointed Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAIN

(*) Pursuant to Article 135-undecies, 3rd alinea , of Legislative Decree n. 58/1998, *“Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried. ”*

Place and date

Signature.....

Instructions for the filling of the proxy form

- (1) Specify the capacity of the person who signs the proxy and enclose:
 - a) for individuals copy of a valid identification document;
 - b) for corporate bodies, in addition to copy of a valid identification document of the person who signs the proxy in the name of the company or other body entitled to attend and vote at the meeting, documents giving evidence of his representation power such as copy of the certificate issued by the Companies' Registry or equivalent document for foreign companies, proxies, excerpts of Board of Directors resolutions.
- (2) Enter the securities account number, ABI and CAB of the intermediary or in any event its name shown on the excerpt of the securities portfolio.
- (3) Enter name and surname of the person who signs the proxy and the voting instructions.
- (4) The resolution proposals submitted to the shareholders' meeting are illustrated in the Reports published, in accordance with the terms set forth by law, in ANSALDO STS S.p.A. website (www.ansaldo-sts.com) and on Borsa Italiana S.p.A. website as well as filed at ANSALDO STS S.p.A. registered office (Via Paolo Mantovani, 3-5, Genova).
- (5) In case of significant circumstances, unknown at the time when the proxy was granted, and that can not be communicated to the person who conferred the proxy, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed, the voting instructions under A) shall be considered as confirmed.
- (6) In case of modifications or additions of the proposals submitted to the shareholders' meeting it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification (or granting) of the expressed voting instruction. Should no choice be expressed the voting instructions under A) shall be considered as confirmed.

For clarifications regarding the filling of this proxy form and its delivery please call +39 02 60798210, from Monday to Friday.

In accordance with the provisions of Annex 5A of Consob Issuers Regulation (as amended by Consob Resolution of 28th December 2010 n.17592), the provisions of law mentioned in these instruction are quoted below

Legislative Decree n.58/1998

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Legislative Decree n.58/1998

Article 135-undecies

(Designated Representative of a listed company)

1. Unless otherwise stated in the Articles of Association, for each shareholders' meeting listed companies shall appoint a person upon whom shareholders may confer proxy, with voting instructions on all or a number of items on the agenda, by the second trading day prior to the date established on first or single call of the shareholders' meeting. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person designated as representative shall express any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Art. 2393

(Directors liability action)

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second alinea of art. 2393 bis.

**PROTECTION OF INDIVIDUALS AND OTHER SUBJECTS IN RESPECT OF THE "TREATMENT OF PERSONAL DATA"
INFORMATION PURSUANT TO ART. 13 OF LEGISLATIVE DECREE N. 196 OF 30TH JUNE 2003**

Pursuant to Legislative Decree n. 196 of 30th June 2003 (Privacy Code, hereinafter, "CP"), we wish to inform you about the mode of treatment of the Data effected by ISTIFID S.p.A., and about the rights that – as interested subject – you are vested with.

Holder of the treatment is ISTIFID S.p.A. – Società Fiduciaria e di Revisione, with registered office in Viale Jenner n. 51 – Milano.

1. SCOPE OF THE TREATMENT

The Data supplied shall be treated by Istifid, with data processing or paper means, for the following scopes:

- a) execution of fulfilments connected with the representation at shareholders' meetings and vote expression on behalf of the person granting the proxy in accordance with the instructions given by the same to Istifid, as Appointed Representative;
- b) fulfilment of the obligations set forth by laws, regulations and EC legislation or orders of Authorities or Control bodies or administrative practices.

The supply and the treatment of the Data by Istifid for the said scope, necessary for the execution of the contractual relation or connected with the fulfilment of obligations set forth by law, is compulsory and does not require an expressed consent, otherwise it would be impossible to start and manage the said relation.

The Data are accessible exclusively to the persons that, in Istifid organisation, need to have access to them due to their activity or tasks, save as indicated under point 3, 2nd alinea of this information. The said persons, the number of which shall be restricted to the minimum, shall effect the treatment as "Responsible subjects entrusted with the treatment"; they are also duly appointed and instructed in order to avoid the loss, destruction, unauthorised access or treatment of the same Data.

2. COMMUNICATION OF THE DATA TO THIRD PARTIES

The Data might be communicated to:

8. subjects entitled to their disclosure due to provisions of laws, regulations or EC legislation;

9. companies, bodies or subjects entrusted by ISTIFID with the performance of connected, ancillary or support activities required by the contractual fulfilments (such as companies carrying out transmission or delivery activities).

The said subjects act as independent Responsible subjects or Holders and have given us adequate guarantees; their list is available in Istifid offices.

In no event the Data will be propagated.

3. MEANS OF TREATMENT

Istifid treats the Data in a legal manner and in good faith in order to ensure their confidentiality and safety. The treatment – including the collection and any other action included in the definition of "treatment" pursuant to Article 4 of CP (among which, for instance but without limitation, the registration, the organisation, the processing, the communication, the storage, the destruction of the Data) – is effected by hand, data processing, on line, by way of organisational and logic means strictly connected to the indicated scopes. The Data are stored for the period of time strictly necessary in respect of the scopes of their collection, in accordance with the applicable provisions of law and any possible decision of the Guarantee Authority.

4. EXERCISE OF RIGHTS

Pursuant to art. 7 CP, the interested subject has the right to obtain the following information: a) origin of personal data; b) scopes and means of treatment; c) logic adopted in case of treatment effected by data processing; d) names of the Holder and Responsible subject; e) subjects and categories of subjects to whom the personal data might be communicated or to whom they might be disclosed as Holders or Responsible subjects.

In addition, the interested subject is entitled to obtain: a) the updating and rectification or integration of the data; b) the cancellation, transformation in an anonymous way or the block of the data treated in violation of the law.

The interested subject has, finally, the right to oppose, in whole or in part, for legal reasons, the treatment of his personal data, although pertinent to the scope of their collection.

For any clarification as well as for the exercise of the afore mentioned rights, you can address to ISTIFID S.p.A., General Management, with registered office in Viale Jenner n. 51 - 20159 – Milano Telephone number +39 02/607981, Fax +39 02/60798370, e-mail direzionegenerale@istifid.it.

ISTIFID S.p.A.

March 2012