



ANSALDO STS S.P.A.

Registered office in Genova, Via Paolo Mantovani 3 – 5
Share capital Euro 70.000.000,00 fully subscribed and paid up
Number of registration in the Companies' Register of Genoa and tax code 01371160662
Subject to direction and coordination by Finmeccanica S.P.A.

ORDINARY SHAREHOLDERS' MEETING HELD ON MAY 7TH, 2012

SUMMARY ACCOUNT OF THE VOTES ON THE ITEMS OF THE AGENDA

Item 1 of the agenda

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

Resolution: The meeting approved the report of the Board of Directors, the Financial Statements as of December 31, 2011, pursuant to the draft published in accordance with the applicable laws. The meeting also approved the proposal of the Board of Directors regarding the allocation of the net income of Euro 53.286.387,02 as follows:

- as to Euro 27.999.907,40 to be paid to the shareholders as a dividend of Euro 0,20, before tax withholdings, for each of the n. 139.999.537 shares currently existing and entitled to a dividend, and therefore excluding the n. 463 own shares currently owned by the company, with detachment of the dividend coupon on May 21, 2012 and payment from May 24, 2012;
- as to Euro 25.286.479,62 to be carried forward.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital. The voting result was the following:

Vote result

	No. shares	%
Votes for	83,951,963	99.9012
Votes Against	73,542	0.0875
Abstentions	9,508	0.0113
Total shares	84,035,013	100.0000

Item 2 of the agenda

2. Report on remuneration pursuant to Article 123-ter, subsection 6, of the Legislative Decree No. 58/98. Related and consequent resolutions

Resolution: The meeting resolved in favour of the first section of the remuneration report provided for by art.123-ter, subsection 3, of Legislative Decree No. 58/98, approved by the Board of Directors on March, 30, 2012 which explains the company's remuneration policy regarding management bodies and executives with strategic responsibilities, as well as the procedures for adopting and implementing such policy.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital, including no. 17 shares not taking part in the vote pursuant to art. 135-*undecies*, subsection 3, second sentence, of Legislative Decree No. 58/98.

Total shares for which a vote was expressed: no. 84,034,996 representing the 60.0250% of the share capital.
The voting result was the following:

Vote result

	No. shares	%
Votes for	82,678,085	98.3853
Votes Against	1,230,737	1.4646
Abstentions	126,174	0.1501
Total shares	84,034,996	100.0000

Item 3 of the agenda

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

Resolution: The meeting resolved to appoint as Director of Ansaldo STS Mr. Bruno Pavesi, until expiration of the current Board of Directors.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital, including no. 17 shares not taking part in the vote pursuant to art. 135-*undecies*, subsection 3, second sentence, of Legislative Decree No. 58/98.

Total shares for which a vote was expressed: no. 84,034,996 representing the 60.0250% of the share capital.
The voting result was the following:

Vote result

	No. shares	%
Votes for	82,216,459	97.8360
Votes Against	600,378	0.7144
Abstentions	1,218,159	1.4496
Total shares	84,034,996	100.0000

Item 4 of the agenda

4. Approval of the Ansaldo STS stock grant plan for employees. Related and consequent resolutions

Resolution: The meeting approved the Ansaldo STS stock grant plan for 2012-2013 intended for the Chief Executive Officer, the Managers with Strategic Responsibilities and all those deemed to be key resources of Ansaldo STS and/or of the companies controlled by Ansaldo STS S.p.A. according to Art. 2359 of the Italian Civil Code, at the terms and conditions described in the informative document drafted pursuant to Art. 84-bis of the Issuers' Regulation.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital. The voting result was the following:

Vote result

	No. shares	%
Votes for	74,046,415	88.1138
Votes Against	9,979,090	11.8749
Abstentions	9,508	0.0113
Total shares	84,035,013	100.0000

Item 5 of the agenda

5. Authorization to the purchase and disposal of own shares. Related and consequent resolutions

Resolution: The meeting approved the proposal of the Board of Directors to authorize the purchase and disposal of own shares according to the terms and conditions illustrated in the informative document drafted pursuant to article 73 of the Issuers' Regulation.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital. The voting result was the following:

Vote result

	No. shares	%
Votes for	74,690,866	88.8807
Votes Against	9,334,639	11.1080
Abstentions	9,508	0.0113
Total shares	84,035,013	100.0000

Item 6 of the agenda

6. Adjustment of the fees to be paid to the external auditor PricewaterhouseCoopers S.p.A. for the year 2011. Related and consequent resolutions

Resolution: The meeting approved the resolution proposed by the Board of Statutory Auditors pursuant to article 13 of Legislative Decree No. 39/2010.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital, including no. 17 shares not taking part in the vote pursuant to art. 135-*undecies*, subsection 3, second sentence, of Legislative Decree No. 58/98.

Total shares for which a vote was expressed: no. 84,034,996 representing the 60.0250% of the share capital.

The voting result was the following:

Vote result

	No. shares	%
Votes for	83,709,871	99.6131
Votes Against	159,181	0.1894
Abstentions	165,944	0.1975
Total shares	84,034,996	100.0000

Item 7 of the agenda: 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

Resolution: The meeting, having heard the opinion of the Board of Statutory Auditors, resolved to dismiss for just cause, under art. 13 subsection 3, of Italian Legislative Decree 39/2010, for its residual part, the audit assignment conferred on the audit company PricewaterhouseCoopers S.p.A.

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital, including no. 17 shares not taking part in the vote pursuant to art. 135-*undecies*, subsection 3, second sentence, of Legislative Decree No. 58/98.

Total shares for which a vote was expressed: no. 84,034,996 representing the 60.0250% of the share capital.
The voting result was the following:

Vote result

	No. shares	%
Votes for	83,800,628	99.7211
Votes Against	224,860	0.2676
Abstentions	9,508	0.0113
Total shares	84,034,996	100.0000

7.2 Engagement of the new External auditor for the period 2012-2020 and determination of the remuneration. Related and consequent resolutions

Resolution: The meeting, upon proposal of the Board of Statutory Auditors, resolved to confer the assignment concerning the external audit of Ansaldo STS S.p.A., for the years 2012-2020, upon the audit company KPMG S.p.A., for a total fee, in relation to the entire nine-year period, of Euro 1,860,304.00

Shares present at the meeting when the vote was opened: no. 84,035,013 equal to 60.0250% of the no. 140,000,000 shares representing the share capital, including no. 17 shares not taking part in the vote pursuant to art. 135-*undecies*, subsection 3, second sentence, of Legislative Decree No. 58/98.

Total shares for which a vote was expressed: no. 84,034,996 representing the 60.0250% of the share capital.

The voting result was the following:

Vote result

	No. shares	%
Votes for	83,644,192	99.5350
Votes Against	224,860	0.2676
Abstentions	165,944	0.1975
Total shares	84,034,996	100.0000