

## **GENERAL SHAREHOLDERS' MEETING**

**13 May 2016**

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### **PROPOSALS OF RESOLUTION BY HITACHI RAIL ITALY INVESTMENTS S.R.L.**

**CONCERNING THE FOLLOWING ITEMS ON THE AGENDA:**

*4.1 Determination of the number of members of the Board of Directors*

*4.2 Determination of the term of office of the Board of Directors*

*4.5 Determination of the remuneration of the members of the Board of  
Directors*

(COURTESY TRANSLATION)

Milan, 18 April 2016

To  
ANSALDO STS S.P.A.  
Via Paolo Mantovani 3/5  
16151- Genoa

**Subject: Ordinary General Meeting of ANSALDO STS S.p.A. of 13 May 2016 (single call) – Proposals concerning the appointment of the Board of Directors (item 4.1, 4.2 and 4.5 on the agenda: determination of the number, the term of office and the remuneration).**

With reference to the Ordinary General Meeting of ANSALDO STS S.P.A. (the “**Company**”) convened on 13 May 2016, Hitachi Rail Italy Investments S.r.l. (“**Hitachi**”) – controlling shareholder of the Company - in compliance with the recommendations of the Corporate Governance Code promoted by Borsa Italiana S.p.A., hereby provides advance notice to both the Company and the public of the proposals which it intends to submit to the General Meeting:

**Determination of the number of members of the Board of Directors (item. 4.1 on the agenda)**

Hitachi proposes that the number of members of the Board of Directors shall be equal to **nine (9)**.

**Determination of the term of office of the members of the Board of Directors (item 4.2 on the agenda)**

Hitachi proposes to determine a term of **three (3) years** for the office of members of the Board of Directors, specifically the financial years 2016 - 2017 - 2018, until the date of the General Meeting that will be convened to approve the financial statements for the year ending 31 December 2018.

**Determination of the remuneration of the members of the Board of Directors (item 4.5 on the agenda)**

Hitachi proposes to determine for the term of office, a gross annual remuneration of **EUR 75,000** and **EUR 50,000** respectively for the Chairman and for the other members of the Board of Directors.

Best Regards

Hitachi Rail Italy Investments S.r.l.  
From: Ryoichi Hirayanagi  
As Legal Representative