



Ansaldo STS

Una Società Finmeccanica

**REPORT OF THE
BOARD OF DIRECTORS
ON REMUNERATION**
(PREPARED PURSUANT TO ARTICLES 123-TER OF THE TUF [CONSOLIDATION ACT ON FINANCE]
AND 84-QUARTER OF THE ISSUERS' REGULATION)

APPROVED BY THE BOARD OF DIRECTORS OF ANSALDO STS S.P.A.

ON 5TH MARCH 2013

GLOSSARY

Ansaldo STS	Ansaldo STS S.p.A.
Code of Self-Discipline or Code	The Code of Self-Discipline of listed companies approved in December 2011 by the <i>Corporate Governance</i> Committee and promoted by Borsa Italiana S.p.A.
Nomination and Remuneration Committee or Committee	The Nomination and Remuneration Committee established by Ansaldo STS pursuant to the Code. The Committee adopted that name on 18 th December 2012; it was previous known as the “Remuneration Committee”.
Board	The Board of Directors of Ansaldo STS
Managers with Strategic Responsibilities	The managers indicated by Art. 65, subsection 1- <i>quater</i> , of the Issuers’ Regulation, identified by the Board of Directors.
Group	Ansaldo STS and its subsidiaries pursuant to Art. 93 of the TUF
Stock Market Regulation Instructions	The Instructions for the Regulation of Markets organised and managed by Borsa Italiana S.p.A.
Remuneration Policy or Policy	The Remuneration Policy for the 2013 financial year, approved by the Board of Directors and described in Section 1 of this Report.
Committee Regulation	The Regulation of the Nomination and Remuneration Committee
Issuers’ Regulation	The Regulation issued by the Consob by resolution no. 11971 of May 14, 1999 regarding issuers, as subsequently amended and integrated
Report	This <i>remuneration</i> report, prepared pursuant to articles 123- <i>ter</i> of the TUF [Consolidation Act on Finance] and 84- <i>quater</i> of the Issuers’ Regulation
Company	Ansaldo STS S.p.A.
TUF	The Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended and integrated

INDEX

SECTION I: REMUNERATION POLICY.....	5
a) Bodies or persons involved in preparing and approving the remuneration policy, with specification of their respective roles, as well as bodies and persons in charge of the correct implementation of such policy.....	5
b) Action of the nomination and remuneration committee, composition (differentiating between non-executive and independent directors), tasks and operating procedures..	5
c) Name of the independent experts, if any, involved in preparing the remuneration policy	6
d) Aims of the remuneration policy, underlying principles and changes in such policy, if any, compared to the previous year	6
e) Description of the policies regarding fixed and variable components of the remuneration, with particular regard to the indication of the relevant weight in the total remuneration, differentiating between short and medium-long term variable components	7
f) Policy followed with regard to non-monetary benefits	9
g) With regard to the variable components, description of the performance targets, on the basis of which they are granted, differentiating between short and medium-long term variable components, and information on the link between the variation of the results and the variation of the remuneration	9
h) Criteria used for the assessment of the performance targets on which the allocation of shares, options and other financial instruments or variable remuneration components is based.....	10
i) Information aimed at highlighting the consistency of the remuneration policy with the pursuit of the company's long-term interests and with the risk management policy...	10
j) Accrual entitlement terms (so-called vesting period), any deferred payment schemes, with indication of the postponement periods and of the criteria used to define such periods and the ex post correction mechanisms, where arranged	10
k) Information on possible clauses for the maintenance of financial instruments in the portfolio after their acquisition, with indication of the maintenance periods and of the criteria used to define such periods.....	10
l) Policy relevant to compensations in the event of cessation from office or termination of the employment relationship	11
m) Information on the presence of insurance, social-security or pension benefits, other than mandatory ones	11
n) Remuneration policy followed with regard: (i) to independent directors, (ii) to participation in committees and (iii) to the performance of certain tasks	11
o) Indications of the use for reference, if necessary, of the remuneration policy of other companies.....	12
SECTION II – FEES RECEIVED IN 2012 BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF AUDITORS AS WELL AS BY MANAGERS WITH STRATEGIC RESPONSIBILITIES.....	12
PART ONE – ITEMS COMPRISING THE REMUNERATION.....	12
1.1 Board of Directors	12
1.1.3 Deputy Chairperson of the Board of Directors	14
1.1.4 Other members of the Board of Directors.....	14
1.2 Board of Statutory Auditors.....	15
1.3 Managers with Strategic Responsibilities.....	15

1.4	Agreements providing for an indemnity for the case of early termination of the employment relationship	17
	PART TWO – TABLES.....	18
	SECTION III: INFORMATION ON THE SHAREHOLDINGS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF AUDITORS AS WELL AS OF MANAGERS WITH STRATEGIC RESPONSIBILITIES.....	27

SECTION I: REMUNERATION POLICY

a) *Bodies or persons involved in preparing and approving the remuneration policy, with specification of their respective roles, as well as bodies and persons in charge of the correct implementation of such policy.*

The Board of Directors approves the Remuneration Policy on an annual basis, on a proposal of the Nomination and Remuneration Committee (*see below, letter b*)).

The Remuneration Policy, as described in this section of the Report, is submitted for a non-binding resolution of the Shareholders' Meeting, called pursuant to Art. 2364 of the Italian Civil Code.

The Bodies in charge of the correct implementation of the Policy are, in the first place, the Nomination and Remuneration Committee in the exercise of its tasks as described below, as well as the Chief Executive Officer and the Board of Directors.

b) *Action of the nomination and remuneration committee, composition (differentiating between non-executive and independent directors), tasks and operating procedures*

The Nomination and Remuneration Committee, which submitted the Remuneration Policy proposal to the Board of Directors, is formed of a number of Directors set by the Board of Directors upon its appointment, all of whom are non-executive and independent as required by Art. 37 of the Consob Regulation no. 16191 of 2007 and by the Committee Regulation. At least one member of the Nomination and Remuneration Committee has adequate knowledge and experience in financial or remuneration policy subjects to be assessed by the Board of Directors at the time of the appointment.

The members of the Nomination and Remuneration Committee appointed by the Board of Directors on April 5, 2011 were the independent directors Maurizio Cereda (Chairman), Giovanni Cavallini and Filippo Milone. Subsequent to this, director Filippo Milone resigned from the Board of Directors and from the Committee, effective from 13th December 2011. On 30th March 2012, the Board of Directors co-opted Bruno Pavesi as director to replace Mr. Milone, and also appointed him as a member of the Nomination and Remuneration Committee. The Board of Directors confirmed Mr. Pavesi's appointment as a member of the Nomination and Remuneration Committee on 23rd May 2012, following the Shareholders' Meeting held on 7th May 2012, which confirmed his appointment as Member of the Board of Directors.

The Nomination and Remuneration Committee is assigned the following tasks, in connection with the remuneration policy:

- submit proposals to the Board of Directors on the remuneration policy for directors and managers having strategic responsibilities, if any;
- make periodical evaluations of the adequacy, overall consistency and actual implementation of the remuneration policy mentioned in the preceding item, making use of the information provided by the Chief Executive Officer as concerns managers with strategic responsibilities, and submit proposals on this matter to the Board of Directors, where appropriate;
- submit proposals or give opinions to the Board of Directors on the remuneration of executive directors and of any other directors holding particular offices as well as on the performance targets linked to the variable part of such remuneration, monitoring the

implementation of the decisions taken by the same Board and verifying the actual achievement of the performance targets;

- evaluate the proposals of the Chief Executive Officer relevant to the general remuneration and incentive policy, as well as to the management development systems and plans, for the key resources of the Group and the directors vested with powers of the Group companies;
- assist the Company top management in defining the best policy for handling the managerial resources of the Group;
- propose share-based remuneration plans in favour of Directors and Managers of the Company and of the other Group companies and the relevant implementing regulations, carrying out the tasks reserved to it for the management of the plans adopted by the Company case by case;
- report to the Company's shareholders on the way in which it exercises its tasks.

In the exercise of its tasks, the Committee shall ensure suitable functional and operational links with the competent corporate structures.

The Committee reports to the Board of Directors at least every six months.

c) Name of the independent experts, if any, involved in preparing the remuneration policy

No independent experts have been involved in preparing the Remuneration Policy.

d) Aims of the remuneration policy, underlying principles and changes in such policy, if any, compared to the previous year

The Company's Remuneration Policy aims to attract, retain and motivate managers with high professional qualities, able to successfully conduct the Company.

In particular, the remuneration of the Chief Executive Officers and of the Managers with Strategic Responsibilities, aims:

- to align the interests of the said persons with the priority objective of the creation of shareholder value in a medium-long term perspective;
- to create a strong connection between remuneration and performance, both individual and of the Group, by involving and incentivising said persons, insofar as their action is deemed to be essential to the achievement of the Company and Group targets;
- to enhance the loyalty of the key resources, thus encouraging their permanence within the Company and the Group;
- to convey the Company intent to share the expected increase in the value of the same Company with the top professionals of the Group.

For non-executive Directors, the Remuneration Policy takes into account the commitment required from each of them and their participation, if any, in one or more committees, and it is not linked to the economic results obtained by the Company (*see paragraph n) below*).

The Remuneration Policy for 2013 is the same as the 2012 remuneration policy, which was approved by the Board of Directors on 30th March 2012 and submitted to the non-binding resolution of the Shareholders' Meeting held on 7th May 2012.

e) Description of the policies regarding fixed and variable components of the remuneration, with particular regard to the indication of the relevant weight in the total remuneration, differentiating between short and medium-long term variable components

With regard to the fixed component of the remuneration, the Code of Self-Discipline recommends that it should be sufficient to compensate the services of the Chief Executive Officer and of the Managers with Strategic Responsibilities in the event that no variable component is paid.

With regard to the variable component, the Code of Self-Discipline recommends that the remuneration of the Chief Executive Officer and of the Managers with Strategic Responsibilities should comply with the following criteria:

- the fixed and the variable component should be suitably balanced;
- maximum limits should be indicated for the variable components;
- the performance targets should be predefined, measurable and connected with the creation of shareholder value in a medium-long term perspective;
- a significant part of the variable component of the remuneration should be suitably postponed by an appropriate period, after accrual.

With specific regard to share-based compensation plans, the Code of Self-Discipline recommends:

- that shares, options and any other rights assigned to the directors and Managers with Strategic Responsibilities to buy shares or be remunerated on the basis of the share price trends, should have an average vesting period of at least three years;
- that the vesting as per the preceding item should be subject to predefined, measurable performance targets;
- that the directors should keep part of the shares allocated or acquired through the exercise of such rights until the end of their term of office.

In line with the above, the Remuneration Policy states that the remuneration consists of:

- a fixed component consisting:
 - (i) for the Chief Executive Officer:
 - of the fee approved by the ordinary Shareholders' Meeting upon appointment for the office of member of the Board of Directors; and
 - of the fee approved by the Board of Directors on a proposal of the Nomination and Remuneration Committee, after hearing the opinion of the Board of Auditors, received as Company manager;
 - (ii) for non-executive Directors, of the fee approved by the ordinary Shareholders' Meeting upon appointment for the office of member of the Board of Directors; and
 - (iii) for Managers with Strategic Responsibilities, of the annual fixed gross remuneration under the individual agreement signed by the Managers with Strategic Responsibilities, in compliance with the provisions of the applicable collective bargaining regulations;
- a variable component, both for the Chief Executive Officer and for Managers with Strategic Responsibilities consisting:

- a) of a short-term variable incentive instrument, subject to the achievement of performance targets predefined on an annual basis (so-called *Management by Objectives* or “**MBO**”), both of corporate nature (such as the *Earning Before Interests and Taxes* – EBIT, the *Free Operating Cash Flow* – FOCF and the *Economic Value Added* – EVA), and of individual nature, depending on the office held (such as the value of the orders acquired, the achievement of certain values of the sector-specific EBIT and the achievement of certain structural costs, or specific quantity-quality targets).

The MBO should be structured in such manner as to plan for the maximum proportion of the incentive deriving from the achievement of the targets indicated from time to time, which shall not, in any event, exceed 100% of the fixed component of the Chief Executive Officer and of the Managers with Strategic Responsibilities. In addition, the MBO may provide (i) that, in case of achievement of the predefined budget, a proportion of the incentive be paid, equal to at least 50% of the maximum value that may be allocated and (ii) that, in case of improvement of the targets predefined in the budget, the maximum amount of the incentive be paid.

- b) of a medium-long term cash incentive (so-called *Long Term Incentive Plan* or “**LTIP**”), structured on the basis of three-year *rolling* cycles, subject to the achievement of the following targets:
- *Net Result* as the access threshold;
 - two annual performance targets, to be identified from the main economic-financial indicators, such as the achievement of certain values in terms of Orders, ROE, ROA, ROS and FOCF.

The maximum proportion of the fully operational incentive to the service of the LTIP shall be equal to the fixed component of the plan beneficiaries’ remuneration.

In order to encourage and remunerate compliance with the results over a medium-long period, the Remuneration Policy also states that LTIP plans shall arrange, for the targets to which they apply, mechanisms both for the recovery, in subsequent years, of any underperformance registered in previous years, and for carrying over, to subsequent years, any over-performance registered in each plan year.

In order to align the interests of the plan beneficiaries with the creation of shareholder value in a medium-long term perspective, LTIP plans also provide for the accrual of the incentive portions to occur as follows;

- 25% of the incentive for the first year of the cycle;
- 25% of the incentive for the second year of the cycle; and
- the remaining 50% at the end of the three years.

Also, in order to postpone the allocation of a significant part of the variable remuneration by a suitable period, the Remuneration Policy provides for the payment of the incentive portions accrued with respect to each year and to each target to be postponed by one year from the moment of approval of the financial statements certifying the achievement of the targets;

- c) of a medium-long term variable incentive based on shares (so-called “*Stock Grant Plan* or “**SGP**”), of many years duration.

The allocation of the shares shall be subject to certain conditions precedent, namely the achievement of the following annual performance indicators:

- *Free Operating Cash Flow (FOCF)*;
- *STS Share vs FTSE IT All Share*;
- *Economic Value Added (EVA)*.

The incidence of each target for the allocation of incentives is defined by the Board of Directors, on a proposal of the Nomination and Remuneration Committee.

In order to encourage and remunerate the maintenance of medium-long term period results, the Nomination and Remuneration Policy requires the SGP to be structured in such manner as to ensure:

- (i) that at least 50% of the shares that may be allocated under the plan accrue on achievement of the targets of the last year;
- (ii) that, as regards each of the targets, there be *(i)* mechanisms for the recovery of any underperformance registered in previous years, as well as *(ii)* mechanisms for carrying over, to subsequent years, any over-performance registered in previous years;
- (iii) that, with regard to the achievement of each target, a tolerance threshold may be indicated on occasion of the annual final balance, for the failed achievement of 100% of the relevant target, however not exceeding 2.5%, allowing the accrual, in favour of the beneficiary, of a corresponding proportion of the shares owed under the plan.

As for the vesting period, the Stock Grant Plan shall provide – in line with the recommendations of the Code of Self-Discipline – for a three-year rolling vesting period, starting, for the first corporate year, from the date of approval of the SGP by the Meeting of the Shareholders and, for the subsequent years, from the corresponding date of each year.

The Remuneration Policy also provides for an anti-alienation clause to be established at the end of the vesting period mentioned above for the Chief Executive Officer and the Managers with Strategic Responsibilities, on a significant portion of the shares allocated, to be identified under the responsibility of the Board of Directors, on a proposal of the Nomination and Remuneration Committee, for a period of two years.

f) Policy followed with regard to non-monetary benefits

At the date of this Report, the Company has set no policy regarding non-monetary benefits. In line with the policy adopted within the Group, the Chief Executive Officer and the Managers with Strategic Responsibilities are granted the use of the corporate car for both business and private use.

g) With regard to the variable components, description of the performance targets, on the basis of which they are granted, differentiating between short and medium-long term variable components, and information on the link between the variation of the results and the variation of the remuneration

See letter e).

h) Criteria used for the assessment of the performance targets on which the allocation of shares, options and other financial instruments or variable remuneration components is based

Each of the performance target values identified by the Remuneration Policy for paying the variable component of the remuneration are selected by giving preference to operating and financial objectives and target values in line with the creation of shareholder value over the medium-long period. For this purpose, mechanisms are also provided for the recovery of any underperformance registered in previous years, as well as for carrying over, to subsequent years, any over-performance registered in previous years.

Generally speaking, the target values and objectives are based on the specific business of the Company and are indicators of the ability of that company – which mainly operates in the management of multi-year job orders – to be self-financing and to handle the risk associated with its business over the medium-long period. The objectives connected with the performance of the Company's shares compared to the FTSE IT *All Share* index trend have been chosen as they represent – in the opinion of the Company – objective criteria to measure the creation of value of the Company's shares over the medium-long term.

i) Information aimed at highlighting the consistency of the remuneration policy with the pursuit of the company's long-term interests and with the risk management policy

The Remuneration Policy states that the performance targets outlined above, the target values and the procedures for paying the variable component shall be consistent with the risk management policy adopted by the Company, insofar as they must take into account the risks taken by Ansaldo STS, as well as the necessary capital and liquidity for the Company to deal with the activities undertaken.

As explained in letter h), the said parameters are consistent with the pursuit of the long-term interest of the Company.

j) Accrual entitlement terms (so-called vesting period), any deferred payment schemes, with indication of the postponement periods and of the criteria used to define such periods and the ex post correction mechanisms, where arranged

As regards the vesting period and the postponement periods, see letter e).

The *vesting period* and the postponement periods are defined in view of the specific activity carried out by the Company – which mainly operates in the management of multi-year job orders – and with a view to aligning the management's interest with the pursuit of the creation of shareholder value over the medium-long period.

Except for what was indicated under letter e) with regard to the mechanisms for recovery of any underperformance registered in previous years, as well as for carrying over, to subsequent years, any over-performance registered in previous years, the Remuneration Policy has not arranged any *ex post* correction mechanisms.

k) Information on possible clauses for the maintenance of financial instruments in the portfolio after their acquisition, with indication of the maintenance periods and of the criteria used to define such periods

As indicated under letter e), the Remuneration Policy states that, with regard to the Chief Executive Officer and the Managers with Strategic Responsibilities, the SGP are to provide for an anti-alienation clause on a significant portion of the shares allocated, to be identified under by the Board of Directors, on a proposal of the Nomination and Remuneration Committee, for a period of two years. The duration of such lock-up period, which, as said above, starts after

the end of the three-year vesting period, meets the need to align the interests of the top management of the Company with those of the shareholders over the medium-long period.

l) Policy relevant to compensations in the event of cessation from office or termination of the employment relationship

The Remuneration Policy does not provide for agreements to be stipulated between the Company, the Chief Executive Officer and the Managers with Strategic Responsibilities, granting indemnities in the event of resignation or dismissal/termination without just cause or cessation of the employment relationship in consequence of a takeover bid.

The regulation of the compensations in the event of cessation from office or termination of the employment relationship is left to the stipulation of specific agreements with the ceased individuals, as well as to specific provisions, if any, of the regulations of the LTIP and SGP plans and/or of the national collective bargaining agreement for company managers.

m) Information on the presence of insurance, social-security or pension benefits, other than mandatory ones

No insurance, social-security and pension benefits are provided in favour of the Chief Executive Officer and the Managers with Strategic Responsibilities, other than those required under the national collective bargaining agreement for the category, applicable to the Group managers.

n) Remuneration policy followed with regard: (i) to independent directors, (ii) to participation in committees and (iii) to the performance of certain tasks

As recommended by the Code of Self-Discipline, the remuneration of non-executive Directors is not linked to the economic results achieved by the Company and/or the Group.

The remuneration of non-executive Directors, as noted above under letter *d)* of the Report, consists only of a fixed component, as resolved by the ordinary Shareholders' Meeting.

Considering the definition of executive directors under Art. 2, subsection 1 of the Code of Self-Discipline, the Chief Executive Officer is executive. Likewise, the Chairman of the Board of Directors is also considered executive – even if he has received no particular delegation by the Board of Directors and therefore holds no executive role within the Company – by virtue of the offices of Chief Executive Officer and Director General that he holds in Finmeccanica Società per Azioni.

In view of the above, all Independent Directors of the Company are non-executive. The remuneration policy followed by the Company for these Directors is therefore the same as for all non-executive Directors.

As regards the remuneration of Directors who take part in internal committees of the Board of Directors (the Control and Risk Committee, which also carries out tasks as Committee for Related-Party Transactions, and the Nomination and Remuneration Committee), the Policy states that they shall receive, for participation in each committee, an additional fee defined by the Board of Directors, upon a prior proposal from the Nomination and Remuneration Committee.

The Chairman of the Board of Directors and the Deputy Chairman receive a fixed fee defined by the ordinary Shareholders' Meeting.

o) Indications of the use for reference, if necessary, of the remuneration policy of other companies

The Company has prepared the Remuneration Policy without using the policy of any other companies as reference.

* * * * *

SECTION II – FEES RECEIVED IN 2012 BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF AUDITORS AS WELL AS BY MANAGERS WITH STRATEGIC RESPONSIBILITIES

This section of the Report illustrates, name by name, the fees owed for 2012 to the members of the Board of Directors and the Board of Auditors, as well as the aggregate for Managers with Strategic Responsibilities.

* * * * *

PART ONE – ITEMS COMPRISING THE REMUNERATION

In this part of Section II, a suitable representation is provided for each item comprising the 2012 remuneration for the members of the Board of Directors and the Board of Auditors as well as Managers with Strategic Responsibilities.

These items are reflected in the tables contained in the Second Part of this Section.

1.1 Board of Directors

1.1.1 Chief Executive Officer

In 2012, the office of Chief Executive Officer was held by the Director Sergio De Luca, who has been confirmed in such role even after the new appointment of the Board of Directors by the ordinary Meeting of the Shareholders of 5th April 2011.

A description of each of the items that comprised the remuneration of the Chief Executive Officer in 2012 is reported below.

- Fixed component for the office of member of the Board of Directors, consisting of:
 - a fee of Euro 50,000.00 ⁽¹⁾, as resolved by the Shareholders' Meeting on 5th April 2011;
 - a fee of Euro 400,000.00, approved by the Board of Directors on 3rd July 2009, as proposed by the Remuneration Committee, after hearing the opinion of the Board of Auditors, received as Company manager.
- Non-monetary benefits: corporate car, insurance and social-security coverage under the national collective bargaining agreement applied to the category, for a value of Euro 66,698.96.
- Variable component: a significant portion of the remuneration of the Chief Executive Officer is linked to the achievement of specific performance targets of the Company. In particular, in 2012 the Chief Executive Officer was a beneficiary of the following plans:
 - MBO plan for 2012, of one year's duration, subject to the achievement at the end of 2012, of the following performance targets: EBIT, FOCF, EVA, value of orders acquired

¹ Please note that Mr. De Luca waived his right to this fee.

and achievement of certain structural costs and specific quantity-quality targets. The achievement of the targets was verified after the approval of the draft financial statements and of the consolidated financial statements for 2012. The incentive accrued, equal to Euro 123.200,00, will be paid in 2013;

- LTIP plan for 2010-2012, subject to the achievement for each year, of the following performance targets: (i) Net Result as access threshold; (ii) ROA and performance of Ansaldo STS shares. For the portion of the incentive referring to 2012, the achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. Since the access threshold has not been reached, no incentive will be paid in 2013;
- LTIP plan for 2011-2013, subject to the achievement for each year, of the following performance targets: (i) Net Result as access threshold; (ii) ROS and value of orders. For the portion of the incentive referring to 2012, the achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. Since the access threshold has not been reached, no incentive will be paid in 2013;
- LTIP plan for 2012-2014, subject to the achievement for each year, of the following performance targets: (i) Net Result as access threshold; (ii) ROI and working capital. For the portion of the incentive referring to 2012, the achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. Although the access threshold was reached, no incentive will be paid, insomuch as the performance targets were not reached. In any case, please note that, based on the LTIP plan for 2012-2014, due to the annual vesting, and subject to reaching the targets, the aforesaid incentive would have been paid in 2014. Please also note that the incentive for 2012, by virtue of the mechanism in place to recover any underperformance in later years, may be paid in later years, in the event of compliance with the recovery conditions under the plan regulation;
- plan for the free allocation of shares 2012-2013 (SGP 2012-2013), subject to the achievement of the performance targets indicated in the *“Additional Informative Document, drafted under Article 84-bis, subsection 1, of the Issuers’ Regulation, relevant to the plan for the free allocation of shares of Ansaldo STS S.p.A.”*, available at <http://www.ansaldo-sts.com>.

In relation to that plan, with reference to 2012, the Board of Directors meeting held on 28th June 2012 set at 17,969 the maximum number of shares that may be allocated to the Chief Executive Officer under that plan. The achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. The shares accrued with reference to 2012 were 15,402, including the increment linked to the third *tranche* of the capital increase and they will be allocated in 2015. The SGP 2012-2013 plan also provides for a two-year lock-up period with respect to 20% of the shares accrued.

Please also note that, with reference to 2011, the Chief Executive Officer was the beneficiary of an SGP plan for 2011, of one year duration, subject to the achievement of the performance targets indicated in the *“Additional Informative Document, drafted under Article 84-bis, subsection 1, of the Issuers’ Regulation, relevant to the plan for the free allocation of shares of Ansaldo STS S.p.A.”*, available at <http://www.ansaldo-sts.com>.

The achievement of the targets provided for in that plan was verified after the approval of the draft financial statements and consolidated financial statements for 2011. The Chief Executive

Officer accrued 6,155 shares, including the increment linked to the third *tranche* of the free increase of the Company capital resolved by the Extraordinary Meeting of Ansaldo STS on 23rd April 2010; however, only 3,508 shares were actually delivered in 2012 due to the quotas withheld for fiscal requirements under the law.

Compensations in the event of cessation from office are described in the following paragraphs. With the exception of those provisions, no other agreements are in place between the Company and the Chief Executive Officer.

1.1.2. Chairperson of the Board of Directors

The remuneration of the Chairperson is not linked to the economic results of the Company and, therefore, it consists only of a fixed pay defined by the ordinary Meeting upon their appointment.

In 2012, the office of Chairman of the Board of Directors was held by the Director Alessandro Pansa, who was also confirmed in this role by the ordinary Shareholders' Meeting of 5th April 2011 ⁽²⁾. The Chairman's fee for 2012 amounts to Euro 75,000.00 ⁽³⁾.

No compensations are to be paid in the event of cessation from office.

1.1.3 Deputy Chairperson of the Board of Directors

In 2012, the office of Deputy Chairman of Ansaldo STS was held by the Director Giancarlo Grasso, appointed by the Meeting on 5th April 2011.

In 2012, the Deputy Chairman Grasso received a fee of Euro 50,000.00 for the office of member of the Board of Directors, as resolved by the Shareholders' Meeting on 5th April 2011.

No compensations are to be paid in the event of cessation from office.

1.1.4 Other members of the Board of Directors

In 2012, the following Directors were members of the Board of Directors, apart from the Chief Executive Officer, the Chairman and the Deputy Chairman:

- Maurizio Cereda and Attilio Salvetti, appointed by the Meeting of 1st April 2008 and confirmed by the Meeting of 5th April 2011;
- Giovanni Cavallini, Paola Girdinio, Giancarlo Grasso and Tatiana Rizzante, appointed by the Meeting of 5th April 2011;
- Bruno Pavesi, co-opted by the Board of Directors of 30th March 2012 to replace outgoing Director, Filippo Milone who left on 13th December 2011. Mr. Pavesi's appointment was then confirmed by the ordinary Meeting held on 7th May 2012.

The remuneration of the said members of the Board of Directors, all non-executive, is not linked to the economic results of the Company and, therefore, it consists only of a fixed pay.

For 2012, the Directors Cereda, Salvetti, Cavallini, Girdinio and Rizzante received a fee of Euro 50,000.00 each for the office of member of the Board of Directors, as resolved by the Shareholders' Meeting held on 5th April 2011.

² Please note that on March 5th, 2013 Alessandro Pansa informed the Board of Directors and the Chairman of the Board of Statutory Auditors about the decision to resign as Chairman and Director of the Board of Directors of Ansaldo STS S.p.A., with effect from the end of the Shareholders' Meeting called to approve the financial statements at 31 December 2012.

³ Please note that Mr. Pansa has waived this fee.

For 2012, Director Pavesi received Euro 37,500.00 as a fee *pro rata temporis* for the office of member of the Board of Directors, as resolved by the Shareholders' Meeting held on 5th April 2011.

1.1.5 Members of Internal Committees of the Board of Directors

The members of the Control and Risk Committee (formerly the Internal Control Committee) and the Nomination and Remuneration Committee (formerly the Remuneration Committee) receive an additional fee defined, in a fixed amount, by the Board of Directors.

In 2012, the Control and Risk Committee was composed of the following members of the Board of Directors:

- Attilio Salvetti (Chairman): the fee for his participation in the Committee in 2012 was Euro 25,000.00 as defined by the Board of Directors on 5th April 2011;
- Maurizio Cereda: the fee for his participation in the Committee in 2012 was Euro 20,000.00 as defined by the Board of Directors on 5th April 2011;
- Paola Girdinio: the fee for her participation in the Committee in 2012 was Euro 20,000.00 as defined by the Board of Directors on 5th April 2011.

In 2012, the Nomination and Remuneration Committee was composed of the following members of the Board of Directors:

- Maurizio Cereda (Chairman): the fee for his participation in the Committee in 2012 was Euro 25,000.00 as defined by the Board of Directors on 5th April 2011;
- Giovanni Cavallini: the fee for his participation in the Committee in 2012 was Euro 20,000.00 as defined by the Board of Directors on 5th April 2011;
- Bruno Pavesi: for the period between 30th March 2012 and 31st December 2012; the fee *pro rata temporis* for his participation in the Committee in 2012 was Euro 15,000.00, as defined by the Board of Directors on 5th April 2011.

1.2 Board of Statutory Auditors

In 2012, the Board of Statutory Auditors was composed of the following statutory auditors:

- Giacinto Gaetano Sarubbi (Chairman), appointed by the Meeting of 1st April 2008 and confirmed by the Meeting of 5th April 2011; the fee for 2012 was Euro 75,000.00 plus an annual lump-sum of Euro 15,000.00 for attending the Board committee meetings, as resolved by the Meeting of 5th April 2011;
- Renato Righetti, appointed by the Meeting of 5th April 2011; the fee for 2012 was Euro 50,000.00 plus an annual lump-sum of Euro 10,000.00 for attending the Board committee meetings, as resolved by the Meeting of 5th April 2011;
- Massimo Scotton, appointed by the Meeting of 1st April 2008 and confirmed by the Meeting of 5th April 2011; the fee for 2012 was Euro 50,000.00 plus an annual lump-sum of Euro 10,000.00 for attending the Board committee meetings, as resolved by the Meeting of 5th April 2011.

1.3 Managers with Strategic Responsibilities

In 2012, as Managers with Strategic Responsibilities, the Company identified the *Signalling Business* unit manager (Emmanuel Viollet), the *Transportation Solutions Business* unit manager (position currently held, *ad interim*, by Sergio De Luca) and the *Standard Product & Platform* unit manager (Giuseppe Gaudiello).

Please note that the fees indicated for the Managers with Strategic Responsibilities are the aggregate, insomuch as in 2012 none of the Managers with Strategic Responsibilities received total fees of more than the highest total fee received by members of the Board of Directors and of the Board of Auditors.

Below is a description of each of the items that comprised the remuneration of the Managers with Strategic Responsibilities in 2012.

- Fixed component comprised of the annual fixed gross remuneration, under the individual agreement signed by the Managers with Strategic Responsibilities, in compliance with the provisions of the applicable collective bargaining regulations, for a total amount of Euro 386,458.00.
- Non-monetary benefits: corporate car, insurance and social-security coverage under the national collective bargaining agreement applied to the category, amounting to a total of Euro 27,075.64.
- Variable component: a significant portion of the remuneration of the Managers with Strategic Responsibilities is linked to the achievement of specific performance targets of the Company. In particular, in 2012 the Managers with Strategic Responsibilities were the beneficiaries of the following plans:
 - MBO plan for 2012, of one year's duration, subject to the achievement at the end of 2012, of the following performance targets: EBIT, FOCF, EVA, value of orders acquired and achievement of certain structural costs and specific quantity-quality targets. The achievement of the targets was verified after the approval of the draft financial statements and of the consolidated financial statements for 2012. The incentive accrued, amounting to a total of Euro 51,432.00, will be paid in 2013;
 - LTIP plan for 2012-2014, subject to the achievement for each year, of the following performance targets: (i) Net Result as access threshold; (ii) ROI and working capital. For the portion of the incentive referring to 2012, the achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. Although the access threshold was reached, no incentive will be paid, insomuch as the performance targets were not reached. In any case, please note that, based on the LTIP plan for 2012-2014, due to the annual vesting, and subject to reaching the targets, the aforesaid incentive would have been paid in 2014. Please also note that the incentive for 2012, by virtue of the mechanism in place to recover any underperformance in later years, may be paid in later years, in the event of compliance with the recovery conditions under the plan regulation;
 - plan for the free allocation of shares 2012-2013 (SGP 2012-2013), subject to the achievement of the performance targets indicated in the *"Additional Informative Document, drafted under Article 84-bis, subsection 1, of the Issuers' Regulation, relevant to the plan for the free allocation of shares of Ansaldo STS S.p.A."*, available at <http://www.ansaldo-sts.com>. In relation to that plan, with reference to 2012, the Board of Directors meeting held on 28th June 2012 set at 17,320 the maximum number of shares that may be allocated as a whole to the Managers with Strategic Responsibilities under that plan. The achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. The shares accrued with reference to 2012 were 14,846, including the increment linked to the third *tranche* of the capital increase and they will be allocated in 2015.

The SGP 2012-2013 plan also provides for a two-year lock-up period with respect to 20% of the shares accrued.

We also report that with reference to 2012, as managers of Ansaldo-STS and/or of companies in the group considered key resources, the Managers with Strategic Responsibilities were beneficiaries of:

- an LTIP plan for 2010-2012, subject to the achievement for each year, of the following performance targets: (i) Net Result as access threshold; (ii) ROA and performance of Ansaldo STS shares. For the portion of the incentive referring to 2012, the achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. Since the access threshold has not been reached, no incentive will be paid in 2013;
- LTIP plan for 2011-2013, subject to the achievement for each year, of the following performance targets: (i) Net Result as access threshold; (ii) ROS and value of orders. For the portion of the incentive referring to 2012, the achievement of the targets was verified after the approval of the draft financial statements and consolidated financial statements for 2012. Since the access threshold has not been reached, no incentive will be paid in 2013.

Please also note that, with reference to 2011, as managers of Ansaldo-STS and/or of companies in the group considered key resources, the Managers with Strategic Responsibilities were the beneficiaries of an SGP plan for 2011, of one year duration, subject to the achievement of the performance targets indicated in the *“Additional Informative Document, drafted under Article 84-bis, subsection 1, of the Issuers’ Regulation, relevant to the plan for the free allocation of shares of Ansaldo STS S.p.A.”*, available at <http://www.ansaldo-sts.com>. The achievement of the targets provided for in that plan was verified after the approval of the draft financial statements and consolidated financial statements for 2011. The Managers with Strategic Responsibilities accrued 5,164 shares, including the increment linked to the third *tranche* of the free increase of the Company capital resolved by the Extraordinary Meeting of Ansaldo STS on 23rd April 2010; however, only 4,148 shares were actually delivered in 2012 due to the quotas withheld from the Italian investments for fiscal requirements under the law.

Compensations in the event of early termination of the employment relationship with the Managers with Strategic Responsibilities are described in the paragraphs that follow. With the exception of those provisions, no other agreements are in place between the Company and the Managers with Strategic Responsibilities.

1.4 Agreements providing for an indemnity for the case of early termination of the employment relationship

No specific agreements are in force providing for an indemnity for the case of early termination of the employment relationship.

As specifically regards the Chief Executive Officer and the Managers with Strategic Responsibilities, the SGP 2012 – 2013 plan provides that:

- in the event of dismissal for just cause to the effects and purposes of Art. 2119 of the Italian Civil Code and of justified dismissal or of resignation without just cause to the effects and purposes of Art. 2119 of the Italian Civil Code, in addition to termination for just cause or of resignation without just cause (from the position of director), which occur prior to the delivery of the shares involved in the plan, exclusion from the plan will

be automatic; accordingly, the allocation of the shares to the participants in the plan (Chief Executive Officer and Managers with Strategic Responsibilities) shall be intended as cancelled to all effects and purposes and all entitlement to receive allocated but not yet delivered shares at the date of termination of the office or of the employment relationship shall be immediately cancelled and devoid of any further effect;

- in the event of consensual termination of a participants employment relationship, with the Company's prior written consent, or in the event of unjustified dismissal or dismissal without just cause to the effects and purposes of Art. 2119 of the Italian Civil Code or of resignation for just cause to the effects and purposes of Art. 2119 of the Italian Civil Code, in addition to cessation of the office not due to termination for just cause or of resignation for just cause (from the position of director), which occur prior to the date of expiry of the Plan validity, the Committee shall redefine the targets that condition the attribution of the shares allocated, also taking into account the actual permanence (*pro rata temporis*) of the participant in the Company plan or, within the scope of the plan beneficiaries, in relation to the period of validity of the same plan, always provided that the conditions and targets required for the actual allocation of the shares have been met. The same provisions also apply in the event of cessation from office or termination of the employment relationship due to death, permanent disability or if the person concerned meets the old age pension requirements. It is understood that, in the event of death, the rights assigned shall be transferred to the heirs.

No agreements are in force, providing for the allocation or maintenance of non-monetary benefits in favour of the persons who have ceased from office, or for the stipulation of consulting agreements following the cessation of the relationship.

* * * * *

Please note that all compensation plans adopted by the Company under Art. 114-*bis* of the TUF are available in the "Governance" – "Governance Documents" section of the Company's website (www.ansaldo-sts.com).

* * * * *

PART TWO - TABLES

The following tables detail the fees of the members of the Board of Directors, the Board of Statutory Auditors and the Managers with Strategic Responsibilities, paid or to be paid by the Company or by its subsidiaries and affiliates for 2012.

Genoa, 5th March 2013

For the Board of Directors
The Chairman
(Alessandro Pansa)

Table 1: Fees paid to the members of the Board of Directors, the Board of Auditors in 2012 and the Managers with Strategic Responsibilities in 2012*

First name and surname	Office	Term of office	Date of expiry of the office		Fixed fees	Fees for participation in Committees	Non equity variable fees		Non-monetary benefits	Other fees	Total	Fair Value of fees	Indemnity for end of office/termination of employment relationship
							Bonuses and other incentives	Participation in the profits					
Figures in Euro													
Alessandro Pansa	BoD Chairman	01.01.2012-31.12.2012	At the end of the Meeting for approval of 2012 fin. statements	<i>Fees in Ansaldo STS</i>	75,000 ⁽¹⁾	-	-	-	-	-	75,000 ⁽¹⁾	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	
				<i>Total</i>	75,000 ⁽¹⁾	-	-	-	-	75,000 ⁽¹⁾	-	-	
Giancarlo Grasso	BoD Deputy Chairman	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	-	-	-	-	-	50,000	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-		
				<i>Total</i>	50,000	-	-	-	-	50,000	-	-	
Sergio De Luca	CEO	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	476,794 ⁽²⁾	-	123,200 ⁽³⁾	-	66,698.98	-	666,692.98	133,330 ⁽⁴⁾	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-		
				<i>Total</i>	476,794 ⁽²⁾	-	123,200 ⁽³⁾	-	66,698.98	-	666,692.98	133,330 ⁽⁴⁾	-
Giovanni Cavallini	Director and NRC Member	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	20,000	-	-	-	-	70,000	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-		
				<i>Total</i>	50,000	20,000	-	-	-	70,000	-	-	

* Please note that, with the exception of the Chief Executive Officer's fixed fees and non-monetary benefits, fees of the members of the Board of Directors and of the members of the Board of Auditors indicated in this table and relative to 2012, will be paid in 2013.

First name and surname	Office	Term of office	Date of expiry of the office		Fixed fees	Fees for participation in Committees	Non equity variable fees		Non-monetary benefits	Other fees	Total	Fair Value of fees	Indemnity for end of office/termination of employment relationship
							Bonuses and other incentives	Participation in the profits					
Figures in Euro													
Maurizio Cereda	Director and CRC and NRC Member	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	45,000 ⁽⁵⁾	-	-	-	-	95,000	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	
				<i>Total</i>	50,000	45,000 ⁽⁵⁾	-	-	-	95,000	-	-	
Paola Girdinio	Director and CRC Member	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	20,000	-	-	-	-	70,000	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	
				<i>Total</i>	50,000	20,000	-	-	-	70,000	-	-	
Tatiana Rizzante	Director	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	-	-	-	-	25,000 ⁽⁶⁾	75,000	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	
				<i>Total</i>	50,000	-	-	-	25,000 ⁽⁶⁾	75,000	-	-	
Attilio Salvetti	Director and CRC Member	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	25,000	-	-	-	-	75,000	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	
				<i>Total</i>	50,000	25,000	-	-	-	75,000	-	-	
Bruno Pavesi	Director and NRC Member	30.03.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	37,500	15,000	-	-	-	-	52,500	-	-
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	
				<i>Total</i>	37,500	15,000	-	-	-	52,500	-	-	
Giacinto Gaetano Sarubbi	Chairman of the Board of Statutory	01.01.2012-31.12.2012	Meeting for approval of 2013 fin.	<i>Fees in Ansaldo STS</i>	75,000	15,000	-	-	-	-	90,000	-	-
				<i>Fees in</i>									

First name and surname	Office	Term of office	Date of expiry of the office		Fixed fees	Fees for participation in Committees	Non equity variable fees		Non-monetary benefits	Other fees	Total	Fair Value of fees	Indemnity for end of office/termination of employment relationship	
							Bonuses and other incentives	Participation in the profits						
Figures in Euro														
	<i>Auditors</i>		<i>statements</i>	<i>subsidiaries and affiliates</i>										
				<i>Total</i>	75,000	15,000	-	-	-	-	90,000	-	-	
Renato Righetti	Statutory Auditor	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	10,000	-	-	-	-	60,000	-	-	
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	-	-
				<i>Total</i>	50,000	10,000	-	-	-	-	60,000	-	-	
Massimo Scotton	Statutory Auditor	01.01.2012-31.12.2012	Meeting for approval of 2013 fin. statements	<i>Fees in Ansaldo STS</i>	50,000	10,000	-	-	-	-	60,000	-	-	
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	-	
				<i>Total</i>	50,000	10,000	-	-	-	-	60,000	-	-	
Managers with Strategic Responsibilities	-	-	-	<i>Fees in Ansaldo STS</i>	401,803 ⁽⁷⁾	-	51,432 ⁽³⁾	-	27,075.64	-	480,310.64	128,514	-	
				<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-	-	
				<i>Total</i>	401,803 ⁽⁷⁾	-	51,432 ⁽³⁾	-	27,075.64	-	480,310.64	128,514	-	

⁽¹⁾ Please note that, as stated in paragraph 1.1.2 above in the first part of the Second Section of the Report, Mr. Pansa waived this fee.

⁽²⁾ Of which:

- Euro 50,000, waived by Mr. De Luca, as fixed fee resolved by the Meeting on 5th April 2011 for the office of Director;
- Euro 400,000, as fixed fee assigned to Mr. De Luca by the Board of Directors on 3rd July 2009, on a proposal of the Remuneration Committee, after hearing the opinion of the Board of Auditors, as Company manager;
- Euro 13,627 as employment remuneration, with particular regard to holidays and other allowances;
- Euro 13,167, as lump-sum reimbursement for expenses.

⁽³⁾ Relevant to the MBO 2012 plan, whose targets accrued in 2012; this amount will be paid in 2013.

⁽⁴⁾ Fair value based on the maximum number of shares that may be allocated under the 2012-2013 Stock grant plan, with reference to 2012.

⁽⁵⁾ Of which: (i) Euro 20,000 as member of the Control and Risk Committee (formerly Internal Control committee); and (ii) Euro 25,000 as member of the Nomination and Remuneration Committee.

⁽⁶⁾ Fee for the office of member of the Supervisory Body, pursuant to Italian Legislative Decree no. 231/2001, held from 1st January 2012 to 31st December 2012.

⁽⁷⁾ Of which:

- Euro 386,458 as fixed component comprised of the annual fixed gross remuneration under the individual agreement signed by the Managers with Strategic Responsibilities, in compliance with the provisions of the applicable collective bargaining regulations;
- Euro 6,927 as employment remuneration, with particular regard to holidays and other allowances;
- Euro 8,418, as lump-sum reimbursement for expenses.

Table 2: Incentive plans based on financial instruments, other than *stock options*, in favour of the Chief Executive Officer and of the Managers with Strategic Responsibilities

First name and surname	Office	Plan	Financial instruments allocated in previous years, not <i>vested</i> during the year		Financial instruments allocated during the year						Financial instruments <i>vested</i> during the year and not allocated	Financial instruments <i>vested</i> during the year that may be allocated		Financial instruments accrued during the year
			No. and type of financial instruments	<i>Vesting</i> period	No. and type of financial instruments	<i>Fair value</i> at the date of allocation (Euro)	<i>Vesting</i> period	Date of allocation	Market price at the allocation date (Euro)	No. and type of financial instruments	No. and type of financial instruments	Value at accrual date	Fair Value (Euro)	
Sergio De Luca	CEO	Fees in Ansaldo STS	Free Share Allocation Plan 2012-2013 (Alloc. 07.05.2012)	-	-	17,969 ⁽¹⁾	7.42	Three years	7 th May 2012 ⁽²⁾	-	-	-	-	133,330 ⁽⁴⁾
		Fees in subsidiaries and affiliates	-	-	-	-	-	-	-	-	-	-	-	-
		<i>Total</i>	-	-	17,969 ⁽¹⁾	7.42	-	-	-	-	-	-	-	133,330 ⁽⁴⁾
Managers with Strategic Responsibilities		Fees in Ansaldo STS	Free Share Allocation Plan 2012-2013 (Alloc. 07.05.2012)	-	-	17,320 ⁽³⁾	7.42	Three years	7 th May 2012 ⁽²⁾	-	-	-	-	128,514 ⁽⁴⁾
		Fees in subsidiaries and affiliates	-	-	-	-	-	-	-	-	-	-	-	-
		<i>Total</i>	-	-	17,320 ⁽³⁾	7.42	-	-	-	-	-	-	-	128,514 ⁽⁴⁾

⁽¹⁾ Maximum number of shares that may be allocated under the 2012-2013 *Stock grant* plan. The shares accrued with reference to 2012 were 15,402, including the increment linked to the third *tranche* of the capital increase and, in compliance with the three-year vesting period, they will be allocated in 2015.

⁽²⁾ This date refers to the Meeting when the 2012-2013 *Stock grant* plan was approved.

⁽³⁾ Maximum number of shares that may be allocated under the 2012-2013 *Stock grant* plan. The shares accrued with reference to 2012 were 14,846, including the increment linked to the third *tranche* of the capital increase and, in compliance with the three-year vesting period, they will be allocated in 2015.

⁽⁴⁾ *Fair value* based on the maximum number of shares that may be allocated under the 2012-2013 *Stock grant* plan, with reference to 2012.

Table 3: Monetary incentive plans in favour of the Chief Executive Officer and of the Managers with Strategic Responsibilities

First name and surname	Office		Plan	Annual bonus (Euro)			Previous annual bonuses (Euro)			Other bonuses (Euro)
				Payable/Paid	Postponed	Postponement period	No longer payable	Payable/Paid	Further postponed	
Sergio De Luca	CEO	Fees in Ansaldo STS	2012 MBO (BoD 30.03.2012)	123,200 ⁽¹⁾	-	-	-	-	-	-
			LTIP 2010-2012 (BoD May 27, 2010)	0	-	-	-	-	-	-
			LTIP 2011-2013 (BoD June 28, 2011)	0	-	-	-	-	-	-
			LTIP 2012-2014 (BoD June 28, 2012)	0	-	-	-	-	-	-
		Fees in subsidiaries and affiliates	-	-	-	-	-	-	-	-
		<i>Total</i>		123,200	-	-	-	-	-	-
Managers with Strat. Responsibilities		Fees in Ansaldo STS	2012 MBO (BoD 30.03.2012)	51,432 ⁽¹⁾	-	-	-	-	-	-
			LTIP 2010-2012 (BoD May 27, 2010)	0	-	-	-	-	-	-

			LTIP 2011-2013 (BoD June 28, 2011)	0	-	-	-	-	-	-
			LTIP 2012- 2014 (BoD June 28, 2012)	0	-	-	-	-	-	-
		<i>Fees in subsidiaries and affiliates</i>	-	-	-	-	-	-	-	-
		<i>Total</i>	-	51,432	-	-	-	-	-	-

⁽¹⁾ Relevant to the 2012 MBO plan, the targets of which accrued in 2012; such amount will be paid in 2013.

SECTION III: INFORMATION ON THE SHAREHOLDINGS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF AUDITORS AS WELL AS OF MANAGERS WITH STRATEGIC RESPONSIBILITIES

The following table indicates, name by name, the shareholdings held by the members of the Board of Directors, the Board of Auditors and the aggregate of those held by the Managers with Strategic Responsibilities in Ansaldo STS and its subsidiaries.

Surname and first name	Office	Invested company	No. of shares owned at the end of 2011	No. of shares bought	No. of shares sold	No. of shares owned at the end of 2012
Alessandro Pansa	BoD Chairman	-	-	-	-	-
Giancarlo Grasso	BoD Deputy Chairman	-	-	-	-	-
Sergio De Luca	CEO	Ansaldo STS	69,060	-	-	82,433 ⁽¹⁾⁽²⁾
Giovanni Cavallini	Director	-	-	-	-	-
Maurizio Cereda	Director	-	-	-	-	-
Paola Girdinio	Director	-	-	-	-	-
Tatiana Rizzante	Director	-	-	-	-	-
Attilio Salvetti	Director	-	-	-	-	-
Bruno Pavesi	Director	-	-	-	-	-
Giacinto Gerlando Sarubbi	Chairman of the Board of Statutory Auditors	-	-	-	-	-
Renato Righetti	Statutory Auditor	-	-	-	-	-
Massimo Scotton	Statutory Auditor	-	-	-	-	-
Francesca Tripodi	Statutory Auditor	-	-	-	-	-
Managers with Strategic Responsibilities	-	Ansaldo STS	44,086	-	1,347	53,185 ⁽³⁾

⁽¹⁾ Shares held in ownership.

⁽²⁾ The increase of 13,373 shares is due to: shares delivered in 2012 against the 2011 SGP plan; increase in shares held due to the third tranche of the capital increase.

⁽³⁾ The increase of 9,099 shares is due to: shares delivered in 2012 against the 2011 SGP plan; increase in shares held due to the third tranche of the capital increase.