

ANSALDO STS S.p.A.

Registered office in Genova, Via Paolo Mantovani 3 – 5
Share capital Euro 90.000.000,00 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 APRIL 15TH 2014

SUMMARY ACCOUNT OF THE VOTES ON THE ITEMS OF THE AGENDA

Item 1 of the agenda

1. Financial Statements as of December 31, 2013

Approval of the Financial Statements for the year ended on December 31, 2013; Reports of the Board of Directors, of the Board of Statutory Auditors and of the External Auditors. Allocation of the annual net income and distribution of the dividend. Related and consequent resolutions

Resolution: The Meeting approved the report of the Board of Directors, the Financial Statements as of December 31, 2013, 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 32,174,870.65 as follows:

- as to Euro 28,799,797.60 to be paid to the shareholders as a dividend of Euro 0.16, before tax withholdings, for each of the no. 179,998,735 shares currently existing and entitled to a dividend, and therefore excluding the no. 1,265 own shares currently owned by the Company, with detachment of the dividend coupon on May 19th, 2014 and payment from May 22nd, 2014. Pursuant to art. 83-*terdecies* of Legislative Decree 58 of 24 February 1998, the dividend payment is authorized by reference to the financial intermediary's accounts - pursuant to art. 83-*quater*, paragraph 3, of the same Legislative Decree 58/98 - at the end of the accounting day on 21st May 2014 (the "record date");
- as to Euro 3,375,073.05 to be carried forward.

The Meeting also authorized the Chairman of the Board of Directors and the Chief Executive Officer, separately, to add and/or withdrawal from carried forward net income the amount of the ordinary dividend to the shares entitled to the dividend if operations on own company's shares will be done before the date of the detachment of the dividend coupon.

Shares present at the meeting when the vote was opened no. 108,813,402 equal to 60.45189% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	108,275,504	99.50567
Votes Against	314,398	0.28893
Abstentions	120,000	0.11028
No votes	103,500	0.09512
Total Shares	108,813,402	100.00000

Item 2 of the agenda

2. Remuneration

2.1. Report on remuneration pursuant to article 123-ter, para. 6, of Legislative Decree no. 58/98. Related and consequent resolutions

Resolution: The Meeting resolved in favour of the first section of the remuneration report referred to in the aforementioned art. 123-ter, para. 3, of Legislative Decree no. 58/98, approved by the Board of Directors on March 7, 2014, and containing a description of the Company's policy on the remunerations of the members of the administrative bodies, the general managers and the managers with strategic responsibilities, as well as the procedures used to adopt and implement this policy.

Shares present at the meeting when the vote was opened no. 108,813,402 equal to 60.45189% of the no. 180,000,000 shares representing the share capital, including no. 21 shares not taking part in the vote, pursuant to art. 135-undecies, para. 3, second phrase, Legislative Decree no. 58/98. Amount of shares taking part to the vote are no. 108,813,381 equal to 60.45188% of the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	99,888,769	91.79824
Votes against	5,675,623	5.21592
Abstentions	2,957,489	2.71795
No votes	291,500	0.26789
Total Shares	108,813,381	100.00000

2.2. Remuneration of executive directors pursuant to article 23-bis of Decree Law no. 201/2011. Related and consequent resolutions

Resolution: The Meeting resolved in favour of the proposal of the Board of Directors to determine that, on the occasion of current renewal, pursuant to the provisions of art. 23-bis, para. 5-quinquies of the Decree Law no. 201/2011, as amended by the Decree Law no. 69/2013, as converted into Law no. 98/2013, the remuneration of the directors with delegated powers of the Company pursuant to art. 2389, para. 3, of the Italian Civil Code shall be reduced by 25% of the total remuneration determined on any basis whatsoever, including under employment contracts with the same company, during the term of office prior to renewal (2011-2013).

Shares present at the meeting when the vote was opened no. 108,813,393 equal to 60.45188% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	105,414,385	96.87629
Votes Against	150,019	0.13787
Abstentions	2,957,489	2.71795
No Votes	291,500	0.26789
Total Shares	108,813,393	100.00000

Item 3 of the agenda

3. Appointment of the Board of Directors

3.1 Determination of the number of members of the Board of Directors

Resolution: The Meeting approved the proposal of the shareholder Finmeccanica S.p.A. to determine the number of members of the Board of Directors equal to 9.

Shares present at the meeting when the vote was opened no. 108,813,393 equal to 60.45188% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	108,295,993	99.52451
Votes Against	0	0.00000
Abstentions	123,900	0.11386
No Votes	393,500	0.36163
Total Shares	108,813,393	100.00000

3.2 Determination of the term of office of the Board of Directors

Resolution: The Meeting approved the proposal of the shareholder Finmeccanica S.p.A. to determine the term of the Board of Directors office for the three-year period 2014-2015-2016, until the Shareholders' meeting called for the approval of the Financial Statements as of December 31st, 2016.

Shares present at the meeting when the vote was opened no. 108,813,393 equal to 60.45188% of the no. 180,000,000 shares representing the share capital, including no. 21 shares not taking part in the vote, pursuant to art. 135-*undecies*, para. 3, second phrase, Legislative Decree no. 58/98. Amount of shares taking part to the vote are no. 108,813,372 equal to 60.45187% of the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	108,295,972	99.52451
Votes against	0	0.00000
Abstentions	123,900	0.11386
No votes	393,500	0.36163
Total Shares	108,813,372	100.00000

3.3 Appointment of the members of the Board of Directors

Shares present at the meeting when the vote was opened no. 108,813,393 equal to 60.45188% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
LIST no. 1 (*)	77,252,272	70.99519
LIST no. 2 (**)	29,147,693	26.78686
Abstentions	801,798	0.73686
Votes against	1,611,630	1.48109
No votes	0	0.00000
Total Shares	108,813,393	100.00000

(*) List number 1 filed by the controlling shareholder Finmeccanica S.p.A.

(**) List number 2 filed by the following minority shareholders: AcomeA SGR administrator of the funds: AcomeA Italia, AcomeA Europa and AcomeA Globale; Anima SGR S.p.A. administrator of the funds: Anima Geo Italia and Anima Italia; Arca SGR S.p.A. administrator of the funds Arca Azioni Italia and Arca BB; Eurizon Capital SGR S.p.A. administrator of the funds: Eurizon Azioni Internazionali, Eurizon Azioni Area Euro, Eurizon Azionario Internazionale Etico, Eurizon Azioni Europa, Eurizon Azioni Italia, Eurizon Azioni PMI Europa and Malatesta Azionario Europa; Eurizon Capital SA administrator of the funds: EEF – Equity Europe, EEF – Equity Italy, EEF – Equity Italy LTE and EEF – Equity Small Cap Europe; Fideuram Investimenti SGR S.p.A. administrator of the fund Fideuram Italia; Fideuram Gestions SA administrator of the funds: Fideuram Fund Equity Italy and Fonditalia Equity Italy; Interfund Sicav administrator of the fund Interfund Equity Italy; Pioneer Asset Management SA administrator of the funds Pioneer Funds – Italian Equity and Pioneer Investment Management SGRp.A. administrator of the fund Pioneer Italia Azionario Crescita.

Board of Directors appointed:

Name and Surname	Independent (*)	List
BARBARA POGGIALI	yes	1
SERGIO DE LUCA		1
LUIGI CALABRIA		1
STEFANO SIRAGUSA		1
BRUNO PAVESI	yes	1
ALESSANDRA GENCO		1
GIOVANNI CAVALLINI	yes	2
PAOLA PIERRI	yes	2
GIULIO GALLAZZI	yes	2

(*) Independent pursuant to the Italian applicable laws and to the Corporate Governance Code.

3.4 Appointment of the Chairman of the Board of Directors

Resolution: The Meeting approved the proposal of the shareholder Finmeccanica S.p.A. to appoint Mr. Sergio De Luca as Chairman of the Board of Directors.

Shares present at the meeting when the vote was opened no. 108,813,393 equal to 60.45188% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote Result

	no. shares	%
Votes for	100,590,356	92.44299
Votes Against	3,125,386	2.87225
Abstentions	4,648,151	4.27167
No votes	449,500	0.41309
Total Shares	108,813,393	100.00000

3.5 Determination of the remuneration of the members of the Board of Directors

Resolution: The Meeting approved the proposal of the shareholder Finmeccanica S.p.A. to determine the gross annual remuneration of the Chairman and the other members of the Board of Directors in an amount equal to, respectively, Euro 75,000 and Euro 50,000.

Shares present at the meeting when the vote was opened no. 108,813,393 equal to 60.45188% of the no. 180,000,000 shares representing the share capital, including no. 423,470 shares not taking part in the vote. Amount of shares taking part to the vote are no. 108,389,923 equal to 60.21662% of the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	87,988,271	81.17754
Votes against	14,850,553	13.70104
Abstentions	5,101,599	4.70671
No votes	449,500	0.41471
Total Shares	108,389,923	100.00000

Item 4 of the agenda

4. Appointment of the Board of Statutory Auditors for the three-year period 2014-2016

4.1 Appointment of three regular Auditors and three alternate Auditors ⁽¹⁾

4.2 Appointment of the Chairman of the Board of Statutory Auditors ⁽¹⁾

Shares present at the meeting when the vote was opened no. 108,813,293 equal to 60.45183% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
LIST no.1 (*)	76,409,605	70.22084
LIST no. 2 (**)	8,881,908	8.16252
Abstentions	3,980,863	3.65843
Votes against	19,540,917	17.95821
No Votes	0	0.00000
Total Shares	108,813,293	100.00000

(*) List number 1 filed by the controlling shareholder Finmeccanica S.p.A.

(**) List number 2 filed by following minority shareholders: AcomeA SGR administrator of the funds: AcomeA Italia, AcomeA Europa and AcomeA Globale; Anima Sgr S.p.A. administrator of the funds: Anima Geo Italia and Anima Italia; Arca SGR S.p.A. administrator of the funds Arca Azioni Italia and Arca BB; Eurizon Capital SGR S.p.A. administrator of the funds: Eurizon Azioni Internazionali, Eurizon Azioni Area Euro, Eurizon Azionario Internazionale Etico, Eurizon Azioni Europa, Eurizon Azioni Italia, Eurizon Azioni PMI Europa and Malatesta Azionario Europa; Eurizon Capital SA administrator of the funds: EEF – Equity Europe, EEF – Equity Italy, EEF – Equity Italy LTE and EEF – Equity Small Cap Europe; Fideuram Investimenti SGR S.p.A. administrator of the fund Fideuram Italia; Fideuram Gestions SA administrator of the funds: Fideuram Fund Equity Italy and Fonditalia Equity Italy; Interfund Sicav administrator of the fund Interfund Equity Italy; Pioneer Asset Management SA administrator of the funds Pioneer Funds – Italian Equity and Pioneer Investment Management SGRp.A. administrator of the fund Pioneer Italia Azionario Crescita.

¹ On April 18th, 2014, the Company received the following statement: "By a communication authenticated by a notary public, Ms Paola Parodi, in her capacity as the proxy delegated to vote on behalf of a certain number of institutional investors, declares that, due to a clerical error, the votes she cast at the general meeting - by means of paper voting cards – on behalf of shareholders representing 10.81% of the share capital with reference to the resolution under item 4.1. of the agenda, concerning the Appointment of three Statutory Auditors and three Alternate Auditors, are incorrectly misaligned with the instructions she had received. Had the votes been aligned with the instructions, the outcome would have been unaffected; however, the votes in favour of List no. 2 "Funds List" would have been 28,333,160, corresponding to 26.0383% of the share capital participating in the vote and 89,665 votes would have been to the contrary, corresponding to 0.0824% of the share capital participating in the vote" (courtesy translation)

Statutory Auditors Board appointed:

Name and Surname	Position	List
Giacinto Sarubbi	Statutory Auditor - Chairman	2
Renato Righetti	Statutory Auditor	1
Maria Enrica Spinardi	Statutory Auditor	1
Giorgio Mosci	Alternate auditor	1
Daniela Rosina	Alternate auditor	1
Fabrizio Riccardo Di Giusto	Alternate auditor	2

4.3 Determination of the remuneration of the members of the Board of Statutory Auditors

Resolution: The Meeting approved the proposal of the shareholder Finmeccanica S.p.A. to determine the gross annual remuneration as follows:
- for the Chairman Euro 75,000 gross/annum, plus Euro 15,000 per year as flat fee for attending committees' meetings and
- for the other Statutory Auditors Euro 50,000 gross/annum, plus Euro 10,000 per year as flat fee for attending committees' meetings.

Shares present at the meeting when the vote was opened no. 108,813,293 equal to 60.45183% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. Shares	%
Votes for	105,696,283	97.13545
Votes against	21	0.00002
Abstentions	2,667,489	2.45144
No votes	449,500	0.41309
Total Shares	108,813,293	100.00000

Item 5 of the agenda

5. Approval of the Ansaldo STS stocks grant plan for employees. Related and consequent resolutions

Resolution: The Meeting approved the stocks grant plan 2014-2016 intended for the Chief Executive Officer and General Manager, for the Managers with Strategic Responsibilities and all those deemed to be key resources of Ansaldo STS S.p.A. and/or its subsidiaries pursuant to art. 2359 of the Italian Civil Code, according to the terms and conditions described in the informative document drafted pursuant to art. 84-bis of the Issuers' Regulation.

In addition to the above, the Meeting resolved to grant the Board of Directors and, on it's behalf, the Chairman and Chief Executive Officer, separately, the widest powers necessary to implement the Ansaldo STS stock grant plan 2014-2016, including the power of subdelegation to the Nomination and Remuneration Committee, to be exercised in accordance with the criteria described in the informative document drafted pursuant to art. 84-bis of the Issuers' Regulations.

Shares present at the meeting when the vote was opened no. 107,977,153 equal to 59.9873% of the no. 180,000,000 shares representing the share capital, including no. 423,470 shares not taking part in the vote. Amount of shares taking part to the vote are no. 107,553,683 equal to 59.75205% of the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	85,975,663	79.93744
Votes against	18,329,031	17.04175
Abstentions	2,957,489	2.74978
No votes	291,500	0.27103
Total Shares	107,553,683	100.00000

Item 6 of the agenda

6. Authorization to purchase and dispose of own shares, subject to revoking the previous authorization approved by the Ordinary General Meeting of May 6, 2013. Related and consequent resolutions

Resolution: The Meeting approved the proposal of the Board of Directors to authorize the purchase and disposal of own shares, in accordance with the conditions and terms illustrated in the Explanatory Report drafted pursuant to article 73 of the Issuers' Regulation, revoking the resolution authorizing the purchase and disposal of own shares approved by the Ordinary Shareholders' Meeting of 6th May 2013, for the part not yet utilized.

The Meeting also resolved to grant the Board of Directors and, on its behalf, the Chairman and the Chief Executive Officer, separately, all the powers required in order to give actual and full implementation to the resolutions above mentioned and to undertake the market disclosure in relation to the same, pursuant to the applicable laws.

Shares present at the meeting when the vote was opened no. 108,813,293 equal to 60.45183% of the no. 180,000,000 shares representing the share capital.

The voting result was the following:

Vote result

	no. shares	%
Votes for	90,685,572	83.34053
Votes against	14,878,732	13.67363
Abstentions	2,957,489	2.71795
No votes	291,500	0.26789
Total Shares	108,813,293	100.00000