



**ORDINARY GENERAL MEETING**  
**APRIL 15, 2014**

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**PROPOSALS OF RESOLUTION BY**  
**FINMECCANICA S.P.A.**

**concerning the following items on the agenda:**

- 3.1 Determination of the number of members of the Board of Directors*
- 3.2 Determination of the term of office of the Board of Directors*
- 3.5 Determination of the remuneration of the members of the Board of Directors*
- 4.3 Determination of the remuneration of the members of the Board of Statutory Auditors*

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From	Alessandro Pansa Chief Executive Officer and General Manager	To	ANSALDO STS S.p.A. Via Paolo Mantovani 3/5 16151 Genoa
Date	Rome,20-03-2014		
Prot.:	FNM/00869/P.		

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Subject: Ordinary General Meeting of ANSALDO STS S.p.A. of 15 April 2014 (single call) – Proposals concerning the Board of Directors (items 3.1, 3.2 and 3.5 and 4.3 on the agenda: determination of the number, the term of office and the remuneration) as well as the Board of Statutory Auditors (item 4.3 on the agenda: determination of the remuneration).

With reference to the Ordinary General Meeting of Ansaldo STS S.p.A. (the “Company”) convened on 15 April 2014, Finmeccanica S.p.a. (“Finmeccanica”) – 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 3.1 on the agenda)**

Finmeccanica proposes that the number of members of the Board of Directors shall be equal to 9.

**Determination of the term of office of the Board of Directors (item 3.2 on the agenda)**

Finmeccanica proposes to determine a term of three years for the office of the Board of Directors, specifically the financial years 2014 – 2015 – 2016, until the date of the general meeting that will be convened to approve the financial statements for the year ending 31 December 2016.

**Determination of the remuneration of the members of the Board of Directors (item 3.5 on the agenda)**

Finmeccanica 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.

**Determination of the remuneration of the members of the Board of Statutory Auditors (item 4.3 on the agenda)**

Finmeccanica proposes to determine the following remunerations to be paid for the term of office to the members of the Board of Statutory Auditors: i) EUR 75,000 gross per year for the Chairman, in addition to EUR 15,000 per year as a flat fee for attending committees' meetings; and ii) EUR 50,000 gross per year for the other regular auditors in addition to a flat fee of EUR 10,000 for attending committees' meetings.

Best Regards

Chief Executive Officer and General  
Manager  
(Alessandro Pansa)