

**ANSALDO STS S.p.A.**

Registered office in Genova, Via Paolo Mantovani 3 – 5  
Share capital Euro 80.000.000,00 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 AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD ON MAY, THE 6<sup>TH</sup> 2013**

**SUMMARY ACCOUNT OF THE VOTES ON THE ITEMS OF THE AGENDA**

**ORDINARY SESSION**

**Item 1 of the agenda**

**1. Financial statements as of December 31<sup>st</sup>, 2012.  
Approval of the Financial Statements as of December 31<sup>st</sup>, 2012; Reports of the Board of Directors, the Board of Statutory Auditors and the External Auditors. Allocation of the net income of the year 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, 2012, 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 50.737.997,69 as follows:

- as to Euro 28.799.864,64 to be paid to the shareholders as a dividend of Euro 0,18, before tax withholdings, for each of the n. 159.999.248 shares currently existing and entitled to a dividend, and therefore excluding the n. 752 own shares currently owned by the company, with detachment of the dividend coupon on May 20, 2013 and payment from May 23, 2013. 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 22 May 2013 (the "record date");

- as to Euro 21.938.133,05 to be carried forward.

Shares present at the meeting when the vote was opened no. 89,981,654 equal to 56.2385338 % of the no. 160,000,000 shares representing the share capital, all admitted to voting. The voting result was the following:

**Vote result**

	<b>n° azioni</b>	<b>%</b>
Votes for	89,981,635	99.9999
Votes Against	19	0.0001
Abstentions	0	0.0000
No votes	0	0.0000
<b>Total Shares</b>	<b>89,981,654</b>	<b>100.0000</b>

## Item 2 of the agenda

### 2. Remuneration Report pursuant to Article 123-ter, paragraph 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 provided for by art.123-ter, subsection 3, of Legislative Decree No. 58/98, approved by the Board of Directors on March, 5<sup>th</sup>, 2013 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. 89,981,654 equal to 56.2385338 % of the no. 160,000,000 shares representing the share capital, all admitted to voting. The voting result was the following:

#### Vote result

	n° azioni	%
Votes for	84,742,440	94.1774
Votes Against	5,105,862	5.6743
Abstentions	133,351	0.1482
No votes	1	0.0001
<b>Total Shares</b>	<b>89,981,654</b>	<b>100.0000</b>

## Item 3 of the agenda

### 3. Authorisation for the purchase and disposal of own shares, upon revocation of the authorisation approved by the ordinary shareholders' meeting on May 7<sup>th</sup>, 2012. Related and consequent resolutions.

**Resolution:** The Meeting revoked the resolution authorising the purchase and disposal of own shares approved by the Ordinary Shareholders' Meeting of 7 May 2012 and approved the proposal of the Board of Directors to authorise the purchase and disposal of own shares according to the terms and conditions illustrated in the Explanatory Report drafted pursuant to article 73 of the Issuers' Regulation.

Shares present at the meeting when the vote was opened no. 89,981,654 equal to 56.2385338 % of the no. 160,000,000 shares representing the share capital, all admitted to voting. The voting result was the following:

#### Vote result

	n° azioni	%
Votes for	76,924,784	85.4894
Votes Against	13,056,870	14.5106
Abstentions	0	0.0000
No votes	0	0.0000
<b>Total Shares</b>	<b>89,981,654</b>	<b>100.0000</b>

#### Item 4 of the agenda

#### 4. Appointment of a member of the Board of Directors. Related and consequent resolutions.

**Resolution:** To fill the vacancy left by Mr. Alessandro Pansa, the Meeting appointed Mr. Luigi Calabria as new Director of Ansaldo STS' Board of Directors, who will remain in office for the duration of the current Board of Directors.

Shares present at the meeting when the vote was opened no. 89,981,654 equal to 56.2385338 % of the no. 160,000,000 shares representing the share capital, all admitted to voting. The voting result was the following:

#### Vote result

	n° azioni	%
Votes for	67,905,019	75.4654
Votes Against	17,214,859	19.1315
Abstentions	4,861,776	5.4031
No votes	0	0.0000
<b>Total Shares</b>	<b>89,981,654</b>	<b>100.0000</b>

#### Item 5 of the agenda

#### 5. Appointment of the Chairman of the Board of Directors. Related and consequent resolutions

**Resolution:** The Meeting appointed Mr. Luigi Calabria as the new Chairman of the Board of Directors of Ansaldo STS S.p.A..

Shares present at the meeting when the vote was opened no. 89,981,646 equal to 56.2385288 % of the no. 160,000,000 shares representing the share capital, all admitted to voting. The voting result was the following:

#### Vote result

	n° azioni	%
Votes for	69,056,684	76.7453
Votes Against	14,432,392	16.0393
Abstentions	6,492,570	7.2154
No votes	0	0.0000
<b>Total Shares</b>	<b>89,981,646</b>	<b>100.0000</b>

## EXTRAORDINARY SESSION

### Item 1 of the agenda

#### 1. Amendments to the Company's by-laws. Related and consequent resolutions.

Amendments to articles 11.3, 11.4, 15.3, 16.3, 16.4, 16.5, 16.7, 27.1, 27.2 of the Company's by-laws and introduction of the new Article 33 to the Company's by-laws.

**Resolution:** The Meeting approved the proposal of the Board of Directors to amend articles 11.3, 11.4, 15.3, 16.3, 16.4, 16.5, 16.7, 27.1 and 27.2 of the company's by-laws and the introduction of the new article 33 to the company's by-laws according to the terms and conditions illustrated in Explanatory Report drafted pursuant to article 72 of the Issuers' Regulation, published in accordance with the applicable laws.

Shares present at the meeting when the vote was opened no. 89,981,507 equal to 56.2384419% of the no. 160,000,000 shares representing the share capital, all admitted to voting. The voting result was the following:

#### Vote result

	n° azioni	%
Votes for	89,540,074	99.5094
Votes Against	0	0.0000
Abstentions	441,433	0.4906
No votes	0	0.0000
<b>Total Shares</b>	<b>89,981,507</b>	<b>100.0000</b>