

Genoa, 29 May 2013

RESOLUTIONS OF THE BOARD OF DIRECTORS' MEETING OF 29 MAY 2013

- **Free Share Capital increase pursuant to art. 2442 of the Italian Civil Code: issue of the fourth tranche set for 15 July 2013**
- **Update of Financial Calendar for 2013**

Free Share Capital increase pursuant to art. 2442 of the Italian Civil Code: issue of the fourth tranche set for 15 July 2013

The Board of Directors of Ansaldo STS SpA met today under the chairmanship of Luigi Calabria set the date of execution of the fourth tranche of the free share capital increase, via the issue of 20,000,000 new ordinary shares, for 15 July 2013.

The issue of new shares will implement, for the financial year 2013, the resolution of the extraordinary shareholders' meeting on 23 April 2010, which approved the free share capital increase of EUR 50,000,000.00. Under the resolution, the free share capital increase was to be implemented by converting available reserves to capital and issuing 100,000,000 new ordinary shares in the company with a nominal value of EUR 0.50 each, to be allocated by 31 December 2014 in five annual tranches of EUR 10,000,000.00 each, represented by 20,000,000 new ordinary shares.

Please note that:

Ansaldo STS, listed on the Italian Stock Exchange, is an international leading technology company that supplies transport solutions and signalling technology in the global Railway & Mass Transit Transportation business with the provision of traffic management, planning, train control and signalling systems and services. It acts as lead contractor and turnkey provider on major project worldwide. Ansaldo STS is headquartered in Genoa, Italy, and employs at about 4,000 people in more than 30 different countries. In 2012, its revenues reached € 1,248 M, with a gross operating margin of € 117 M and net profit of € 76 M.

- the first tranche of the free share capital increase, from EUR 50,000,000.00 to EUR 60,000,000.00, via the issue of 20,000,000 new shares, was carried out on 5 July 2010;
- the second tranche from EUR 60,000,000.00 to EUR 70,000,000.00, via the issue of 20,000,000 new shares, was carried out on 4 July 2011;
- the third tranche from EUR 70,000,000.00 to EUR 80,000,000.00, via the issue of 20,000,000 new shares, was carried out on 9 July 2012;

The 20,000,000 new shares of the fourth tranche will be allocated free of charge in the ratio of one new share for every 8 shares already held.

The new ordinary shares will be made available to shareholders through the authorised intermediaries belonging to Monte Titoli SpA's centralised securities management system on 18 July 2013, with an ex-date of 15 July 2013 (coupon no. 10). Therefore ordinary Ansaldo STS shares will trade "ex-allocation right " from 15 July 2013. The company has assigned Mediobanca – Banca di Credito Finanziario SpA, an authorised financial intermediary, the task of managing any fractional amounts that might result from the allocation of the shares of the new issue.

Following execution of the fourth tranche, the company's share capital will be EUR 90,000,000.00, represented by 180,000,000 ordinary shares with a nominal value of EUR 0.50 each. As a result, article 5, paragraph 1 of the company's Articles of Association will be amended to reflect the new amount of share capital and the number of shares by which it is represented.

The remaining tranche of the free share capital increase will be executed in the second half of 2014.

The aim of executing this free share capital increase through the use of reserves is to rationalise the company's shareholders' equity, achieving a more adequate share capital/net equity ratio and shareholders' equity. Specifically, the procedure whereby the capital increase is implemented in annual tranches enables the company to

progressively broaden its shareholder base, increase the equity available to investors over a period of years, gradually equalise capital returns and reward shareholders that invest over the medium to long term.

For further information on the free share capital increase, please refer to the explanatory report to the shareholders' meeting and the information document made available in 2010 on the company's website www.ansaldo-sts.com, at the page <http://www.ansaldo-sts.com/en/archive/free-share-capital-increase-information-document>, at web site of Borsa Italiana SpA, and at the company's headquarters.

Update of Financial Calendar for 2013

Ansaldo STS (STS.MI) informs that the Financial Calendar for 2013, released to the market on 15 January 2013 and updated on 12 February 2013, is updated with the date of the Board of Directors to be held for the approval of the First-half Interim Report and with the date of the Board of Directors to be held for the approval of the Third-Quarter Interim Report.

Updated Financial Calendar for 2013

<i>Friday July 26</i>	<i>Approval of the First-half Interim Report</i>
<i>Monday November 4</i>	<i>Approval of the Third-Quarter Interim Report.</i>

The accounting data will be, usually, presented to the financial analysts on the same day, or on the day after, their approval by the competent body.

Any changes to this calendar will be timely announced.

The Company also informs that, as a result of a new internal organization, Mr. Roberto Corsanego will assume the position of Investor Relations Officer of the Company with effect starting from May 30, 2013.

Such position, currently held by the head of the External Relations Function of the Company, Mr. Andrea Razeto, continues to directly report to the CFO, Mr. Christian Andi.

The curriculum vitae of Mr. Roberto Corsanego is available to the public on the Company's website www.ansaldo-sts.com, at the page <http://www.ansaldo-sts.com/en/investor-relations/offices-contacts> .

To this day, Mr. Roberto Corsanego does not result to hold any shareholdings in the Company.

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