

Informazione Regolamentata n. 0804-12-2015	Data/Ora Ricezione 16 Marzo 2015 08:03:51	MTA - Star
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Societa' : ANSALDO STS

Identificativo : 54470

Informazione  
Regolamentata

Nome utilizzatore : ANSALDON07 - Razeto

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Data/Ora Ricezione : 16 Marzo 2015 08:03:51

Data/Ora Inizio : 16 Marzo 2015 08:18:51

Diffusione presunta

Oggetto : Ansaldo STS - Notice of of call of ordinary  
General Meeting

*Testo del comunicato*

Vedi allegato.



ANSALDO STS S.P.A.  
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 – 5  
SHARE CAPITAL OF EUR 100,000,000.00 FULLY SUBSCRIBED AND PAID IN  
REGISTRATION NUMBER IN THE COMPANIES REGISTRY OF GENOA AND FISCAL CODE 01371160662  
SUBJECT TO THE MANAGEMENT AND COORDINATION OF FINMECCANICA S.P.A.

### **NOTICE OF CALL OF ORDINARY GENERAL MEETING**

The persons entitled to attend and exercise their voting rights are convened to attend the Ordinary General Meeting to be held on 23 April 2015, in single call, at 11.00, in Genoa Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), at the registered office of "FONDAZIONE ANSALDO– GRUPPO FINMECCANICA", to discuss and resolve on the following

#### **AGENDA:**

**1. Financial Statements as of 31 December 2014**

Approval of the Financial Statements for the year ended on 31 December 2014; Reports of the Board of Directors, of the Board of Statutory Auditors and of the auditing firm; Allocation of the annual net income and distribution of the dividend. Related and consequent resolutions.

**2. Report on remuneration pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58/98. Related and consequent resolutions**

**3. Appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code. Related and consequent resolutions**

**4. Authorisation to purchase and dispose of own shares, subject to revoking the previous authorisation approved by the Ordinary General Meeting of April 15<sup>th</sup>, 2014. Related and consequent resolutions**

\* \* \* \* \*

#### **INFORMATION ON THE SHARE CAPITAL AT THE DATE OF THE NOTICE OF CALL**

The share capital subscribed and paid in amounts to EUR 100,000,000.00 represented by 200,000,000 ordinary shares with a nominal value of EUR 0.50 each.

#### **ADDITIONS TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS**

Pursuant to Article 126-bis of Legislative Decree No. 58/98, Shareholders representing individually or jointly at least one fortieth of the share capital, may request, within ten days from the publication of this notice, that the list of issues to be discussed be supplemented, specifying in the request the additional items proposed, or submit draft resolutions on items already specified by this notice as being on the agenda.

Additions to the agenda may be requested or new draft resolutions introduced by Shareholders in respect of whom the Company has received appropriate notice from an intermediary duly authorized pursuant to applicable law.

Within the abovementioned term of ten days, the proponent Shareholders shall submit a report specifying the reasons for the draft resolutions on new items which they propose should be added to the agenda, or the reasons for the additional draft resolutions submitted on matters already on the agenda.

Additions to the agenda are not permitted for matters on which the General Meeting is required by law to pass resolutions based on a proposal of the directors or based on a project or report prepared by them

The requests to supplement the agenda and the further draft resolutions must be submitted in writing and sent to the Company by registered letter at its registered office, Via Paolo Mantovani 3-5, 16151 Genoa for the attention of the "Corporate Affairs" unit, or by fax, to number + 39 010/6552055, or by email, to the following certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it).

The Company reserves the right not to accept requests to supplement the agenda or further resolution proposals sent by fax or by certified email if they are illegible or have been sent on files that are corrupted or otherwise illegible. Please indicate the sender's telephone or fax number or e-mail address within the message accompanying the request.

Any additions to the agenda or submissions of further draft resolutions must be notified to the Company with the same publication procedures indicated in this notice at least fifteen days prior to the date scheduled for the Shareholders' Meeting.

#### **ATTENDANCE RIGHT AND REPRESENTATION IN THE GENERAL MEETING**

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 and Section 12.1 of the Company Articles of Association, the right to attend the Shareholders' Meeting is subject to the Company receiving a communication issued by an intermediary authorised pursuant to applicable legislation, attesting to the ownership of the Shares based on its own accounting records at the end of the seventh market trading day preceding the date of the General Meeting in single call (i.e. 14 April 2015). Credit and debit entries made after that date are not relevant for the purposes of voting rights at the General Meeting.

Those entitled to attend the Meeting are invited to arrive earlier than the scheduled time of the Meeting in order to facilitate the registration procedures, which will start at 10:00 a.m.

Persons with voting rights may be represented at the Meeting by a proxy granted pursuant to applicable law in writing or by an electronically-signed document pursuant to article 21, para. 2, of Legislative Decree of March 7, 2005, no. 82. To this end, the proxy form available at the registered office and on the Company website [www.ansaldo-sts.com](http://www.ansaldo-sts.com), under the "General Meeting 2015" section, may be used.

The proxy may be sent by registered letter to the Company's registered office, at Via Paolo Mantovani 3-5, 16151 Genoa for the attention of the "Corporate Affairs" unit, or by fax to + 39 010/6552055, or by email to the certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it), or by using the section on the company website [www.ansaldo-sts.com](http://www.ansaldo-sts.com) specifically dedicated to the 2015 Shareholders' Meeting.

If representatives deliver or send to the Company a copy of the proxy - also in electronic form - they shall certify, under their own responsibility, that the proxy conforms with the original, and the identity of the delegating party.

A proxy may be granted, at no charge to the delegating party, with voting instructions on all or some of the items on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. - Foro Bonaparte, 10 Milan, as the representative designated by the Company pursuant to article 135-*undecies* of Legislative Decree no. 58/98, on the condition that such person receives the original thereof by the end of the second market trading day preceding the date of the Meeting (i.e. by 21 April 2015). It being understood that the proxy shall be sent in original, it may also be notified by electronic means to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it).

Any proxy issued to Società per Amministrazioni Fiduciarie Spafid S.p.A. has no effect in relation to proposals for which no voting instructions have been provided. The proxy and the voting instructions may be revoked by the end of the second market trading day preceding the date scheduled for the Shareholders' Meeting (i.e. by 21 April 2015).

The proxy form, with the relevant instructions for completion and sending, is available at the registered office and on the website of the Company at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), under the "General Meeting 2015" section.

#### **RIGHT TO ASK QUESTIONS PRIOR TO THE GENERAL MEETING**

Pursuant to Article 127-*ter* of Legislative Decree No. 58/98, persons who hold voting rights at the General Meeting, in favour of whom a specific notice, made by an intermediary authorised pursuant to the applicable law, has been sent to the Company, may ask questions on items on the agenda prior to the Meeting. The questions must be sent to the Company in writing, by registered letter, to the Company's registered office of at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the "Corporate Affairs" unit, or by fax to number + 39 010/6552055, or by email to certified email address [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it). The questions must be received by the Company by 20 April 2015.

The Company reserves the right to respond collectively to questions that have the same contents. Questions received prior to the Meeting will be answered during the Meeting at the latest.

Pursuant to Article 127-ter of Legislative Decree No. 58/98, reply shall have to be given - even at the General Meeting - to questions asked prior to said Meeting if the requested information is already available in "question and answer" form in the relevant section of the Company's website or if the reply has already been published on this website.

Also, please note that replies will be deemed to have been made at the General Meeting when they are supplied in paper form at the beginning thereof to each party entitled to vote.

#### **APPOINTMENT OF A NEW MEMBER OF THE BOARD OF DIRECTORS**

Please note that the appointment of a member of the Board of Directors pursuant to Article 2386 of the Italian Civil Code will be resolved by the General Meeting with the majorities provided by the applicable law, without list voting.

For further information on the appointing of a member of the Board of Directors, please see the Board of Directors report on the third item on the agenda, which will be made available to the public within the term provided by the applicable law, both at the registered office and on the Company website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the "General Meeting 2015" section and on the storage system at the website [www.emarketstorage.com](http://www.emarketstorage.com).

#### **DOCUMENTS**

Documents relating to the Meeting, including the reports of the Board of Directors and draft resolutions on matters listed on the agenda, will be made available to the public within the terms and in accordance with the procedures provided by the applicable legislation, and the Shareholders and persons holding voting rights are entitled to obtain a copy thereof.

These documents will be available at the registered office of the Company, at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays from Monday to Friday from 09.00am to 1.00pm and from 3.00pm to 5.00pm), as well as on the Company website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the "General Meeting 2015" section and on the storage system at the website [www.emarketstorage.com](http://www.emarketstorage.com).

Genoa, March 6<sup>th</sup>, 2015

For the Board of Directors  
The Chairman  
(Sergio De Luca)

Fine Comunicato n.0804-12

Numero di Pagine: 5