

# Bit Market Services

Informazione Regolamentata n. 0804-43-2015	Data/Ora Ricezione 11 Agosto 2015 07:57:44	MTA - Star
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Societa' : ANSALDO STS

Identificativo : 62182

Informazione  
Regolamentata

Nome utilizzatore : ANSALDON01 - Razeto Andrea

Tipologia : IRED 02

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Diffusione presunta

Oggetto : Ansaldo STS - Notice 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 EURO 100,000,000.00 FULLY SUBSCRIBED AND PAID UP  
REGISTRATION NUMBER IN THE COMPANIES REGISTRY OF GENOA AND TAX CODE 01371160662  
SUBJECT TO THE MANAGEMENT AND COORDINATION OF FINMECCANICA S.P.A.

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

Upon request of Finmeccanica S.p.A., pursuant to Article 2367 of the Italian Civil Code, the persons entitled to attend and exercise the right to vote are convened to attend the Ordinary General Meeting to be held on 1 October 2015 at 10.30 am in first call and, if required, on 2 November and 1 December 2015 at the same time, in second and third call respectively, in Genoa, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo) at the offices of "FONDAZIONE ANSALDO – GRUPPO FINMECCANICA", to discuss and resolve on the following

#### **AGENDA:**

#### **1. Appointment of the Board of Directors**

- 1.1 Determination of the number of members of the Board of Directors
- 1.2 Determination of the term of office of the Board of Directors
- 1.3 Appointment of the members of the Board of Directors
- 1.4 Appointment of the Chairman of the Board of Directors
- 1.5 Determination of the remuneration of the members of the Board of Directors

#### **2. Waiver of the corporate liability action against ceased Directors pursuant to Article 2393 of the Italian Civil Code.**

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

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, within ten days from the publication of this notice, Shareholders representing individually or jointly at least one fortieth of the share capital may request 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 aforementioned term of ten days, the proponent Shareholders shall submit a report specifying the reasons for the draft resolutions on the 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 draft 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 the 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 resolutions 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 email address within the message accompanying the request.

Any additions to the agenda or submissions of further draft resolutions must be notified by 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 Article 12.1 of the Company's Articles of Association, the right to attend the General Meeting is subject to the Company receiving a communication issued by an intermediary authorized 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 first call (i.e. 22 September 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 9.00 am.

Those with voting rights may be represented at the Meeting by proxy granted pursuant to applicable law in writing or by an electronically-signed document pursuant to Article 21, paragraph 2, of Legislative Decree No. 82 of 7 March 2005. 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 section "2015 Shareholders' Meeting for the appointment of the Board of Directors" 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 relevant section on the Company's website [www.ansaldo-sts.com](http://www.ansaldo-sts.com) "2015 Shareholders' Meeting for the appointment of the Board of Directors".

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

The 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 it receives the original thereof by the end of the second market trading day preceding the date of the Meeting, including in second and third call (i.e. by 29 September 2015, with regard to the first call, and by 29 October or 27 November 2015, respectively, with regard to the second and third call). Provided that the proxy must 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) or by fax to +39 02/875317.

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 General Meeting, including in second and third call (i.e. by 29 September 2015, with regard to the first call, and by 29 October or 27 November 2015, respectively, with regard to the second and third call).

The proxy form and the relevant instructions for compilation and sending are available at the Company's registered office and on its website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), under the "2015 Shareholders' Meeting for the appointment of the Board of Directors" 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 respect of whom the Company has received appropriate notice from an authorized intermediary pursuant to law, 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 in 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). Questions must be received by the Company by 28 September 2015.

The Company reserves the right to respond collectively to questions having 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, no reply shall have to be given - even at the General Meeting - to questions asked prior to the said Meeting if the requested information is already available in the "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 responses 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 THE BOARD OF DIRECTORS**

Pursuant to Article 16.1 of the Company's Articles of Association, the Board of Directors shall be composed of no less than seven and no more than thirteen Directors, as determined by the Ordinary General Meeting.

The Company's Board of Directors shall be appointed in accordance with the procedures provided for under Article 16 of the Articles of Association, to which reference is expressly made for any matters not dealt with below.

The General Meeting appoints the Directors on the basis of lists submitted by the Shareholders, where the candidates must be numbered in sequential order. Only Shareholders who, alone or together with other Shareholders, represent at least 1% of the share capital of the Company are entitled to submit lists.

Each shareholder may submit one list only. Each Shareholder holding voting rights may vote for one list only.

With specific regard to the preparation of the lists and the composition of the Board of Directors, reference is made to the following provisions.

Each candidate may submit his or her name on only one list. Failure to comply with this provision will result in the candidate's ineligibility.

The members of the Board of Directors must satisfy integrity and professional requirements as laid down by Article 17 of the Articles of Association.

Pursuant to Article 16.3, paragraph 3, of the Articles of Association, each list must include two candidates who satisfy the independence requirements provided for by law (*i.e.* the independence requirements applicable to the auditors of listed companies pursuant to Article 148, paragraph 3, of Legislative Decree No. 58/98), specifying their names and placing one of them at the top of the list.

Pursuant to Article 37 of Consob Resolution no. 16191 of 29 October 2007 (the "Markets Regulation"), the Board of Directors of listed companies subject to the management and coordination of another listed company, must be composed of a majority of Directors who satisfy the independence requirements laid down in paragraph 1, letter d), and paragraph 1-bis of the aforementioned Article 37, including the independence requirements provided for by Article 3 of the Corporate Governance Code promoted by Borsa Italiana S.p.A. to which the Company adheres.

Pursuant to Article 16.3, paragraph 3 of the Articles of Association, lists with three or more candidates shall also include candidates different genders, to make sure that at least one third of the new Board of Directors will be composed by members of the less well-represented gender, rounded up to the higher figure in case of a fractional number. To this end, within the aforementioned lists, at least one third (rounded up to the nearest whole number) of the candidates must belong to the less well-represented gender and at least one of the candidates belonging to the less well-represented gender must be included in the first two places of the list.

In accordance with the recommendations of the Corporate Governance Code, the Company's Board of Directors has approved the Company's guidelines on the maximum number of offices as director or auditor that the members of the Board of Directors of Ansaldo STS may hold in other companies listed on regulated markets (including foreign markets), in financial, banking and insurance companies or in large companies, in order to ensure that they are able to properly and effectively perform their duties as Director of the Company. These guidelines may be consulted on the Company's website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the section "Governance".

The Shareholders must file the lists of candidates by 7 September 2015, as follows: (i) by hand delivery to the registered office of the Company at Via Paolo Mantovani, 3-5, 16151 Genoa, to the “Corporate Affairs” unit during normal office hours (Tel. + 39 010 655/2170); (ii) by fax to + 39 010 655/2055; or (iii) by certified email to [assemblea.ansaldosts@legalmail.it](mailto:assemblea.ansaldosts@legalmail.it). In all cases, the filing will require the provision of sufficient information to identify the person transmitting the lists. The ownership of the minimum shareholding required to be able to submit lists, as indicated above, is determined on the basis of the Shareholder’s registered shares on the day on which the lists are filed with the Company. However, the relevant certification may also be produced after the list is filed, at least 21 days prior to the date of the Meeting (i.e. within 10 September 2015), by notice issued by an authorized intermediary pursuant to the applicable rules.

The lists must be filed along with the documentation and information required by the Articles of Association and by the applicable rules. To this end, the lists must be filed along with as follows: (i) information on the identity of the Shareholders who submit the list and the total percentage of shares they hold; (ii) declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility of office exists and that all the requirements provided for by the Articles of Association and by applicable rules relating to the office of Director of the company are satisfied; and (iii) the candidates’ *curriculum vitae* which shall contain detailed information about the candidates’ personal and professional details. For those candidates who – in the list – are specified as being independent pursuant to law, declarations must be filed in which the latter attest, under their own responsibility, that they satisfy the independence requirements established by law. Pursuant to Article 37 of the Markets Regulation, the Shareholders are also invited to specify, in the list, which candidates satisfy the independence requirements laid down therein and to file, together with the lists, the declarations by which these candidates attest, under their own responsibility, that they satisfy the independence requirements provided for by Article 37 of the Markets Regulation.

Those who submit a “minority list” are subject to the recommendations drawn up by Consob in its Communication no. DEM/9017893 of 26 February 2009.

At last, please note that if a single list is submitted or if no list is submitted, the General Meeting will resolve by the majorities provided for by law, without adhering to any voting list procedure, but ensuring that the minimum number of independent directors is appointed, as required by law, and the applicable rules relating to gender balance are complied with.

#### **DOCUMENTS**

Documents relating to the General Meeting, including the report of the shareholder requesting the Meeting, will be made available to the public within the terms and in accordance to the procedures required by applicable legislation, and the Shareholders and persons holding voting rights are entitled to obtain a copy thereof.

These documents will be available at the Company’s registered office at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays from Monday to Friday from 09.00 to 1.00 pm and from 3.00 pm to 5.00 pm), on the Company’s website at [www.ansaldo-sts.com](http://www.ansaldo-sts.com), in the “2015 Shareholders’ Meeting for the appointment of the Board of Directors ” section, and on the storage system at [www.emarketstorage.com](http://www.emarketstorage.com).

Genoa, 5 August 2015

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

Fine Comunicato n.0804-43

Numero di Pagine: 6