

# Bit Market Services

Informazione Regolamentata n. 0804-91-2015	Data/Ora Ricezione 09 Dicembre 2015 15:18:40	MTA - Star
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Societa' : ANSALDO STS  
Identificativo : 66734  
Informazione  
Regolamentata  
Nome utilizzatore : ANSALDON01 - Razeto Andrea  
Tipologia : IROP 01  
Data/Ora Ricezione : 09 Dicembre 2015 15:18:40  
Data/Ora Inizio : 09 Dicembre 2015 15:33:41  
Diffusione presunta  
Oggetto : Notice on the publication of the Offer  
Document

*Testo del comunicato*

Vedi allegato.

 **Hitachi Rail Italy Investments S.r.l.**

Registered office: Via Tommaso Gulli 39, 20147, Milan  
Share capital: Euro 10,000.00  
Register of enterprises of Milan/VAT: 09194070968  
R.E.A. Milan: 2075042

**NOTICE**

**Publication of the offer document related to the mandatory tender offer on ordinary shares of Ansaldo STS S.p.A. launched by Hitachi Rail Italy Investments S.r.l.**

**Pursuant to article 38, paragraph 2, of the Regulation adopted by CONSOB with its resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”)**

*Milan, December 9, 2015* – Following the notice issued on December 5, 2015, with reference to the mandatory tender offer (the “**Offer**”) launched, pursuant to Articles 102 and 106, paragraph 1-*bis*, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**TUF**”), by Hitachi Rail Italy Investments S.r.l. (the “**Offeror**”) on the total of the ordinary shares of Ansaldo STS S.p.A. (the “**Issuer**” or “**Ansaldo**”), it is hereby communicated that, on the date hereof, the Offer document approved by CONSOB with resolution No. 19457 of December 5, 2015 (the “**Offer Document**”) has been published on the website of the Issuer ([www.ansaldo-sts.com](http://www.ansaldo-sts.com)) and on the website of the Global Information Agent ([www.sodali-transactions.com](http://www.sodali-transactions.com)).

The Offer Document will be also available to the public for consultation: (i) at the registered office of the Offeror, Via Tommaso Gulli, 39, 20147, Milan; (ii) at the registered office of the Issuer, Via Paolo Mantovani 3-5, 16151, Genoa; (iii) at the registered office of Banca IMI S.p.A., the intermediary responsible for coordinating the collection of Offer subscriptions, Largo Mattioli 3, 20121, Milan; (iv) at the registered offices of the intermediaries responsible for the collection of Offer subscriptions; and (v) at the registered office of Borsa Italiana S.p.A..

Please note that the Issuer’s statement pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers’ Regulation is not attached to the Offer Document. Such statement will be subsequently disclosed to the market with the modalities indicated by Article 39 of the Issuers’ Regulation.

As already communicated on December 5, 2015, pursuant to Article 40 of the Issuers’ Regulation, the Offer period, agreed with Borsa Italiana S.p.A., will commence on January 4, 2016 (inclusive), and will end on February 5, 2016 (inclusive). The consideration for each share tendered in the Offer, equal to Euro 9.50, will be paid to the shareholders tendering in the Offer on the fifth trading day following the end of the offer period, and, therefore, on February 12, 2016 (subject to extensions), at the same time as the transfer to the Offeror of ownership of the shares tendered in the Offer. For further details please refer to the Offer Document.

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**Notice released by Hitachi Rail Italy Investments S.r.l. and distributed by Ansaldo STS S.p.A. on request of Hitachi Rail Italy Investments S.r.l.**

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**For further information:**

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*The Offer is exclusively launched in Italy and in the United States of America, and has not and shall not be promoted or distributed in Canada, Japan and Australia, and in any other country where such distribution is not permitted without authorization from the competent authorities or other fulfillments by the Offeror.*

**NOTICE TO U.S. RESIDENT HOLDERS**

*The Offer regards the shares of the Issuer, an Italian company with shares listed exclusively on the MTA, and is subject to Italian disclosure and procedural requirements, which are different from those of the United States of America.*

*This notice is neither an offer to purchase nor a solicitation to sell shares of the Issuer. Prior to the beginning of the Offer Period, the Offeror will disseminate the Offer Document as required by applicable law and shareholders of the Issuer should review such document carefully.*

*The Offer is being promoted in the United States of America pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act, subject to the exemptions provided by Rule 14d-1(d) under the U.S. Securities Exchange Act, and in any case in accordance with the requirements of Italian law.*

*Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and laws.*

*To the extent possible under applicable laws and regulations, in accordance with ordinary Italian law and market practice and so long as the conditions under Rule 14e-5(b)(12) of the U.S. Securities Exchange Act are satisfied, the Offeror, the Issuer, their affiliates and their financial advisors and brokers (acting as agents for the Offeror, the Issuer or any of their respective affiliates, as applicable) have purchased since February 24, 2015 and may purchase from time to time after the date of this notice, the shares or any securities that are convertible into, exchangeable for or exercisable for the shares of the Issuer outside of the Offer.*

*No such purchases have been made prior to the date of this notice other than the purchase of 80.131.081 ordinary shares of the Issuer, equal to 40.07% of the Issuer's share capital, previously held by Finmeccanica S.p.A., by the Offeror.*

*Any such purchases outside of the Offer will not be made at a price higher than the Offer Consideration unless the Offer Consideration is increased accordingly, to match the price paid outside of the Offer.*

*To the extent that information about such purchases or arrangements to purchase is made public in Italy, such information will be disclosed in the United States of America, by means of a press release, pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation, or other means reasonably selected to inform U.S. shareholders of the Issuer.*

*Neither the SEC nor any securities commission of any State of the United States of America has (a) approved or disapproved the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Offer Document. Any representation to the contrary is a criminal offence in the United States of America.*

Fine Comunicato n.0804-91

Numero di Pagine: 5