

Bit Market Services

Informazione Regolamentata n. 0804-21-2016	Data/Ora Ricezione 12 Febbraio 2016 19:44:05	MTA - Star
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Societa' : ANSALDO STS

Identificativo : 69488

Informazione
Regolamentata

Nome utilizzatore : ANSALDON07 - Razeto Andrea

Tipologia : IROP 05

Data/Ora Ricezione : 12 Febbraio 2016 19:44:05

Data/Ora Inizio : 12 Febbraio 2016 19:59:06

Diffusione presunta

Oggetto : Notice on Publication of the Supplement -
Pursuant to Article 38, paragraph 2, of the
Issuer's Regulation

Testo del comunicato

Vedi allegato.

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

Registered office: Via Tommaso Gulli 39, 20147, Milan
Register of enterprises of Milan/VAT: 09194070968

NOTICE

Pursuant to Article 38, paragraph 2, of the Issuer's Regulation

Mandatory tender offer launched by Hitachi Rail Italy Investments S.r.l. on ordinary shares of Ansaldo STS S.p.A.

PUBLICATION OF THE SUPPLEMENT TO THE OFFER DOCUMENT

Milan, February 12, 2016 – 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 (the “**TUF**”) and pursuant to the applicable provisions of the regulation adopted by CONSOB with resolution No. 11971 of 14 May 1999 (the “**Issuers' Regulation**”), by Hitachi Rail Italy Investments S.r.l. (the “**Offeror**”) on 119,868,919 ordinary shares of Ansaldo STS S.p.A. (the “**Issuer**” or “**Ansaldo**”), equal to 59.93% of the Issuer's share capital, and to the relevant offer document published in compliance with the modalities provided by the applicable provisions of law on 9 December 2015, following the approval issued by Consob with resolution No. 19457 of 5 December 2015 (the “**Offer Document**”), the Offeror announces that, with resolution No. 19513 of February 12, 2016, Consob has approved the supplement to the Offer Document (the “**Supplement**”).

The Supplement is an integral part of the Offer Document and must be read in conjunction with it.

The Supplement only includes the paragraphs of the Offer Document which have been amended and/or integrated as a consequence of Consob's resolution No. 19507 of 3 February 2016, which has increased the consideration of the Offer, from Euro 9.50 to Euro 9.899, for each tendered share of Ansaldo, and Consob's resolution No. 19508 of 3 February 2016, which has extended the offer period of the Offer for a further period of ten (10) trading days, and therefore until 19 February 2016.

The offer period of the Offer will therefore end at 5:30 p.m. on 19 February 2016 (included). The end of the offer period of the Offer was initially expected on 5 February 2016. As a result, the payment date of the consideration of the Offer, initially expected on 12 February 2016, is now scheduled for 26 February 2016.

Furthermore, please note that as of the date hereof, 4,825,864 ordinary shares of Ansaldo have been tendered in the Offer, equal to approximately 2.41% of Ansaldo's share capital.

All of the terms and conditions of the Offer remain unchanged, except for what is amended by the Supplement.

In compliance with article 38, paragraph 5, of the Issuers' Regulation, the Supplement has been published on the website of the Issuer (www.ansaldo-sts.com) and on the website of the Global Information Agent (www.sodali-transactions.com).

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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 relates to 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 disseminated the Offer Document as required by applicable law and shareholders of the Issuer should review such document carefully.

The Offer is being made 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.

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Notice released by Hitachi Rail Italy Investments S.r.l. (the Offeror) and distributed by Ansaldo STS S.p.A. (the Issuer) on request of the same Hitachi Rail Italy Investments S.r.l.

Fine Comunicato n.0804-21

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