

Bit Market Services

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| Informazione Regolamentata n. 0804-37-2016 | Data/Ora Ricezione 14 Marzo 2016 19:19:32 | MTA - Star |
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Societa' : ANSALDO STS

Identificativo : 70742

Informazione
Regolamentata

Nome utilizzatore : ANSALDON07 - Razeto Andrea

Tipologia : IROP 07; IROP 09

Data/Ora Ricezione : 14 Marzo 2016 19:19:32

Data/Ora Inizio : 14 Marzo 2016 19:34:33

Diffusione presunta

Oggetto : Notice on Provisional Results of the Public Offer

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

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

PROVISIONAL RESULTS OF THE OFFER

Milan, March 14, 2016 – Reference is made to the mandatory tender offer (the “**Offer**”) launched, pursuant to articles 102 and 106, paragraph 1-*bis*, of the TUF, by Hitachi Rail Italy Investments S.r.l. (the “**Offeror**”) for 119,868,919 ordinary shares of Ansaldo STS S.p.A. (the “**Issuer**” or “**Ansaldo**”), each with a nominal value of Euro 0.50 and equal to 59.93% of the Issuer’s share capital, listed on the Electronic Stock Market (*Mercato Telematico Azionario*) organised and managed by Borsa Italiana. The Offeror announces that, on the date hereof, the offer period in relation to the Offer has ended (the “**Offer Period**”).

All capitalized terms not defined in this notice have the same meaning as in the offer document approved by CONSOB with resolution No. 19457 of December 5, 2015 and published on December 9, 2015 (the “**Offer Document**”) and in the supplement to the Offer Document approved by CONSOB with resolution No. 19513 of February 12, 2016 (the “**Supplement**”).

On the basis of the provisional results communicated by Banca IMI S.p.A., in its capacity as Intermediary Responsible for Coordinating the Collection of Offer Subscriptions, as of the date hereof, 12,832,398 ordinary shares of Ansaldo have been tendered in the Offer, equal to 6.416% of the Issuer’s share capital and to 10.705% of the ordinary shares of Ansaldo subject to the Offer.

The payment of the consideration due to the holders of the ordinary shares of the Issuer tendered during the Offer Period, equal to Euro 9.68 per share, will take place on March 21, 2016, corresponding to the fifth trading day following the end of the Offer Period, at the same time as the transfer of ownership of such shares to the Offeror.

Please note that, between the Offer Document Date and the date hereof, the Offeror and the persons acting in concert with the Offeror have not purchased, either directly or indirectly, ordinary shares of Ansaldo outside of the Offer.

Considering the ordinary shares of Ansaldo tendered in the Offer, on the basis of the above provisional results of the Offer (if confirmed), and the 80,131,081 ordinary shares of Ansaldo, equal to 40.07% of the Issuer’s share capital, already directly held by the Offeror as of the Offer Document Date, the Offeror will hold a total of 92,963,479 ordinary shares of Ansaldo, equal to 46.482% of the Issuer’s share capital.

Since the Offeror has reached a shareholding lower than 90% of the Issuer's share capital, the legal requirements for the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF, and for the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF and the Right to Purchase pursuant to article 111 of the TUF have not been met.

Furthermore, since the Offeror has reached a shareholding lower than one half of the Issuer's share capital, in accordance with Warning A.9.1. and Section F, Paragraph F.1.1, of the Offer Document, the requirements for the Re-opening of the Offer Period, pursuant to article 40-*bis* the Issuers' Regulation, have not been met.

With a notice to be released by March 21, 2016, pursuant to article 41, paragraph 6, of the Issuers' Regulation, the Offeror will disclose the final results of the Offer following the end of the Offer Period.

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For further information:

Media contacts for the Offeror
Comin & Partners

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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 disseminated 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.

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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.0804-37

Numero di Pagine: 5