

Bit Market Services

Informazione Regolamentata n. 0804-153-2016	Data/Ora Ricezione 19 Dicembre 2016 08:04:08	MTA - Star
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Societa' : ANSALDO STS

Identificativo : 83018

Informazione
Regolamentata

Nome utilizzatore : ANSALDON07 - Razeto Andrea

Tipologia : IRED 02

Data/Ora Ricezione : 19 Dicembre 2016 08:04:08

Data/Ora Inizio : 19 Dicembre 2016 08:19:09

Diffusione presunta

Oggetto : Ansaldo STS NOTICE OF CALL OF
ORDINARY GENERAL MEETING
JANUARY 19 2017

Testo del comunicato

Vedi allegato.

ANSALDO STS S.p.A.
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 – 5
REGISTERED CAPITAL €100,000,000.00, FULLY SUBSCRIBED AND PAID UP
REGISTRATION NUMBER AT THE GENOA COMPANY REGISTER AND TAX IDENTIFICATION NUMBER 01371160662
SUBJECT TO THE DIRECTION AND COORDINATION OF HITACHI LTD.

NOTICE OF CALL OF ORDINARY GENERAL MEETING

The persons entitled to attend and exercise their voting rights are convened to attend an Ordinary General meeting to be held on 19 January 2017, in single call, at 11:00 AM, in Genoa, at the office of Fondazione Ansaldo - Finmeccanica Group, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), to discuss and resolve on the following:

AGENDA:

1. Resignation of the auditing company KPMG S.p.A. and appointment of the new external auditor

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INFORMATION ON REGISTERED CAPITAL AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up registered capital is 100,000,000.00 EUR, represented by 200,000,000 ordinary shares with a par value of 0.50 EUR each.

ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS

Pursuant to Article 126-*bis* of Legislative Decree No. 58/98, shareholders who individually or jointly represent at least one-fortieth of registered capital can request, within ten days from the publication of this notice, the addition to the list of items to be discussed, indicating in their requests the additional proposed items, or submit draft resolutions on items already on the agenda in this notice of call.

Shareholders for whom the company has received a specific notice from an intermediary authorised in accordance with applicable legislation are entitled to request the addition of items to the agenda or to submit new draft resolutions.

Within the above-mentioned term of ten day, proposing shareholders must submit a report stating the reasons for the draft resolutions on the new items that they propose be discussed or the reasons for the additional draft resolutions submitted on the items already on the agenda.

Additions to the agenda are not permitted for items on which by law the General Meeting must adopt resolutions based on a proposal of the directors or on a plan or report prepared by them.

Requests to add items to the agenda and additional draft resolutions must be submitted in writing and delivered to the company by registered mail addressed to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, or by fax to number + 39 010/6552055 or certified email to assemblea.ansaldosts@legalmail.it.

The Company reserves the right not to accept requests to add items to the agenda or additional draft resolutions sent by fax or certified email that are illegible or transmitted with damaged or otherwise illegible files. Please specify the sender's telephone number, fax number or email address in the message accompanying the request for a further item.

The company will give notice of any items added to the agenda or the submission of additional draft resolutions by the same publication procedures used for this notice, at least fifteen days before the scheduled date of the General meeting.

ATTENDANCE RIGHT AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* of Legislative Decree no. 58/98 and Article 12.1 of the Articles of Association, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a notice issued by an intermediary authorised in accordance with applicable legislation, certifying ownership of the shares on the basis of its accounting records as of the end of the accounting day corresponding to the seventh market day prior to the date of the Shareholders' Meeting in single call (*i.e.* 10 January 2017). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the General meeting.

Persons entitled to participate in the meeting are asked to arrive before the scheduled start time to facilitate the registration process, which will begin at 10:00 AM.

Those entitled to vote may be represented at the meeting by proxy granted in writing pursuant to applicable legislation or by document signed in electronic form pursuant to Article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005. To this end, shareholders can use the proxy form available at the company's registered office and on the website www.ansaldo-sts.com, in the section "Shareholders' Meeting 2017 appointing the External Auditor".

Proxy forms may be submitted by registered mail to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, by fax to + 39 010/6552055, by electronic notice to the certified email address assemblea.ansaldosts@legalmail.it, or by using the specific section of the company's website, www.ansaldo-sts.com, dedicated to the "Shareholders' Meeting 2017 appointing the External Auditor".

If the representative delivers or forwards a copy of the proxy to the company on an electronic or other medium, the representative must certify, assuming personal responsibility, that it is a true copy of the original proxy form and confirm the principal's identity.

The proxy may be issued, at no cost to the principal, with voting instructions on all or some of the proposals on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. - Foro Buonaparte 10, Milan - as the company's designated representative pursuant to Article 135-*undecies* of Legislative Decree no. 58/98, provided that the original is delivered to that same company, by the end of the second market business day prior to the date of the meeting (*i.e.*, by 17 January 2017). Without prejudice to the requirement to send the original proxy form, it may also be submitted in electronic form to the certified email address assemblee@pec.spafid.it.

Any proxy granted to Società per Amministrazioni Fiduciarie Spafid S.p.A. will not be valid with respect to proposals for which no voting instructions have been provided. The proxy and voting instructions may be revoked up to the end of the second market business day before the scheduled date of the meeting (*i.e.* 17 January 2017).

The proxy form, along with the instructions for completing and submitting it, is available at the company's registered office and website, www.ansaldo-sts.com, in the section "Shareholders' Meeting appointing the External Auditor 2017".

RIGHT TO ASK QUESTIONS BEFORE THE GENERAL MEETING

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, persons entitled to vote in the meeting can ask questions before the meeting on items on the agenda, provided that the company has received a specific notice from an intermediary authorised in accordance with applicable legislation. Questions must be submitted to the company in writing, by registered letter to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, by fax to no. + 39 010/6552055, or to the certified email address assemblea.ansaldosts@legalmail.it. Questions must be received by the company by 16 January 2017.

The company reserves the right to issue a single response to questions regarding the same item. Answers to questions received before the meeting will be given during the Meeting at the latest.

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, no response will be given, either before or during the meeting, to questions asked before the meeting, if the information requested is already

available in "question and answer" form in the specific section of the company's website or if the answer has been published on the website.

Moreover, answers given in print form and made available to all entitled to vote at the beginning of the meeting will be regarded as provided during the meeting.

RESIGNATION OF THE AUDITING COMPANY KPMG S.P.A. AND AWARD OF NEW MANDATE FOR STATUTORY AUDIT

Following the resignation of the auditing company KPMG S.p.A., received on 14 November 2016, and in accordance with the provisions of Article 13, paragraph 5, of Legislative Decree no. 39/2010 and Article 6, paragraph 2, of Ministerial Decree no. 261/2012, in order to avoid discontinuity of auditing activity, the meeting is called upon to adopt a resolution on the appointment of a new auditor to perform the statutory audit of the company's accounts.

In this regard, reference is made to the Board of Statutory Auditors' proposal for the Ordinary Shareholders' meeting to award the new mandate for the statutory audit of the accounts for the period 2016-2024 and for the determination of the related consideration.

DOCUMENTATION

The documentation relating to the Shareholders' meeting, including the explanatory report by the Board of Directors and the proposal for resolution on the item on the agenda, will be made available to the public under the terms and conditions set out in applicable legislation. Shareholders and those entitled to vote may also obtain a copy.

The said documentation will be made available at the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays, from Monday to Friday, from 9:00 AM to 1:00 PM and from 3:00 PM to 5:00 PM), and on the company's website at the address www.ansaldo-sts.com, in the section "Shareholders' Meeting 2017 appointing the External Auditor" and on the storage mechanism www.emarketstorage.com.

Genoa, 19 December 2016

For the Board of Directors

The Chairman

(Alistair Dormer)

Fine Comunicato n.0804-153

Numero di Pagine: 5