



SPAFID CONNECT

Informazione Regolamentata n. 0804-39-2017	Data/Ora Ricezione 29 Marzo 2017 08:25:01	MTA - Star
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Societa' : ANSALDO STS

Identificativo : 87048

Informazione
Regolamentata

Nome utilizzatore : ANSALDON07 - Razeto Andrea

Tipologia : IRED 02

Data/Ora Ricezione : 29 Marzo 2017 08:25:01

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Diffusione presunta

Oggetto : Ansaldo STS Notice of call of ordinary and
extraordinary general Shareholder meeting

Testo del comunicato

Vedi allegato.

ANSALDO STS S.P.A.
REGISTERED OFFICE IN GENOA, VIA PAOLO MANTOVANI 3 – 5
SHARE 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 AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

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

AGENDA:

Ordinary Session:

- 1. Financial Statements as of 31 December 2016.**
 - 1.1 Financial Statements for the year ended on 31 December 2016; Reports of the Board of Directors, of the Board of Statutory Auditors and of the auditing firm. Related and consequent resolutions.
 - 1.2 Allocation of the annual net income. Related and consequent resolutions.
- 2. First Section of the Report on remuneration. Related and consequent resolutions.**
- 3. Appointment of the Board of Statutory Auditors.**
 - 3.1 Appointment of three regular Auditors and three alternate Auditors
 - 3.2 Appointment of the Chairman of the Board of Statutory Auditors
 - 3.3 Determination of the remuneration of the members of the Board of Statutory Auditors.
- 4. Authorisation to purchase and dispose of own shares. Related and consequent resolutions.**
- 5. Approval of the Ansaldo STS Stock Grant Plan for employees. Related and consequent resolutions.**

Extraordinary Session:

Proposal of By-laws amendment on the closing date of the financial year. Related and consequent resolutions.

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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. Every ordinary share entitles to one vote in the Shareholders' Meeting.

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 days, 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.

This report must be delivered to the Board of Directors by the deadline for submission of the request for the addition. The Board of Directors will make the report available to the public, accompanied by any assessments, when publishing disclosure of the addition to the agenda or the presentation of further proposals for resolution on items already on the agenda, in the same ways envisaged for the documentation relating to the General Meeting.

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 with the same methods used for the publication of 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 By-laws, 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.* 2 May 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 time to facilitate the registration process, which will begin at 10:00 AM.

Those entitled to vote can opt to be represented at the meeting by a proxy granted in writing pursuant to applicable legislation or by a 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 "11 May 2017 Shareholders' Meeting".

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.

If the representative delivers or forwards a copy of the proxy form 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, free of charge, with instructions on voting on all or some resolutions 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 the same company, by the end of the second market business day

prior to the date of the meeting (*i.e.* 9 May 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.* 9 May 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 "11 May 2017 Shareholders' Meeting".

Please note that the attendance of the General Meeting via electronic means is not envisaged, nor the option to exercise voting rights by correspondence or by email notification.

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 8 May 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.

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.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors of the Company shall be made in accordance with the provisions of article 27 of the By-laws, to which reference is expressly made for any matters not dealt with below.

In particular, pursuant to article 27.1 of the By-laws, the Ordinary General Meeting elects the Board of Statutory Auditors, consisting of three regular auditors, and it also elects three alternate auditors. The Statutory Auditors and Alternate Auditors are appointed based on lists presented by Shareholders who, alone or together with other Shareholders, represent at least 1% of the share capital.

Each Shareholder may submit - alone or together with other Shareholders - one list only, and may vote on one list only. Shareholders belonging to the same group and Shareholders who take part to a Shareholders' agreement relating to the Company's shares may not submit or vote on more than one list, whether through an intermediary person or trust company or otherwise.

With specific regard to the preparation of the lists and the composition of the Board of Statutory Auditors, the following provisions are reminded.

Each candidate may submit his or her name on only one list, on pain of ineligibility.

The lists must be divided into two sections: one for candidates for the position of Statutory Auditor and one for candidates for the position of Alternate Auditor, within which the candidates should be numbered in progressive order. In any case the number of candidates shall not exceed the number of members to be elected. The first candidate in each section must be entered in the register of certified auditors and have performed statutory audit activities for a period of not less than three years.

Moreover, in compliance with applicable regulations relating to gender balance, lists which - taking into account both sections - have a number of candidates equal to or greater than three must include - in the first two places of both aforementioned sections of the list - candidates of different genders.

Candidates for the office of Auditor must satisfy the requirements of professionalism and integrity as provided for by the Decree of the Minister of Justice of 30 March 2000, no. 162. For the purposes of article 1, para. 2 of the said Decree, matters relating to commercial and tax law, business economics and corporate finance are deemed to be strictly pertinent to the scope of the Company's activities.

The candidates must also satisfy the independence requirements set forth by law. Relevant regulatory and legislative provisions apply in relation to situations of ineligibility and with regard to the limits imposed on the numbers of offices as director or auditor that can be held by members of the Board of Auditors.

The lists of candidates must be filed by the Shareholders at least 25 days before the General Meeting, that means within April, 15, 2017 (the first business day which follows, taking into account that April 16, 2017, is Sunday) as follows: (i) by hand delivery to the registered office of the Company, Via Paolo Mantovani, 3-5, 16151 Genoa, to the "Corporate Affairs" unit during normal office hours, (ii) by fax to the number + 39 010/6552055, or (iii) by certified email to 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 based on the shares that are registered in favour of the Shareholder 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 twenty-one days prior to the date of the Meeting (i.e. by April 20, 2017) - by notice issued by an authorised 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 applicable rules. To this end, the following should be filed together with the lists: (i) information relating to the identity of the Shareholders who submitted the lists, specifying the total percentage held, (ii) full information relating to the personal and professional qualities of the candidates, as well as declarations by which the individual candidates accept their candidacy and attest, under their own responsibility, that they satisfy the independence requirements laid down by law and (iii) a declaration by Shareholders other than the Shareholders who hold, also jointly, a controlling or majority participation, attesting to the absence of any relationship or connection within the meaning of article 144-*quinquies* of *Consob* Resolution no. 11971 of 14 May 1999 ("Issuers Regulation") with the latter (also considering the recommendations drawn up by *Consob* in its Communication no. DEM/9017893 of 26 February 2009).

Moreover, all relevant information should be included within the CVs of each candidate filed together with the lists, taking account of the fact that - pursuant to article 2400, last paragraph, of the Civil Code - the offices of director and auditor held by the candidates in other companies must be let known at the General Meeting at the time of appointment of the Auditors and prior to the acceptance of this office, and also taking into account the provisions relating to the limits on the number of positions that can be held, as set forth by article 148-*bis* of Legislative Decree no. 58/98.

If - at the expiry of the aforementioned deadline for the filing of lists (April 15, 2017) - only one list has been filed or only lists which are submitted by Shareholders in connection with each other within the meaning of article 144-*quinquies* of the Issuers Regulation, lists may be submitted up until the fourth day after that date (i.e. until April 19, 2017). In this case, the participation threshold for the submission of lists will be reduced by half, and will thus be 0.5% of the share capital.

For further information on the appointment of the Board of Statutory Auditors, please make reference to the report on the relevant item on the agenda, drawn up by the Board of Directors pursuant to article 125-*ter* of Legislative Decree no. 58/98, and made available to the public by the deadlines and in accordance with the procedures provided for by applicable rules.

APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS

In accordance with article 148, paragraph 2-*bis* of Legislative Decree no. 58/98 and article 27.2, last paragraph, of the By-laws - the Chairman of the Board of Statutory Auditors is appointed by the Ordinary General Meeting as the regular Auditor appointed by the minority (i.e. by the minority Shareholders who

have no relationship or connection - even indirect - with the Shareholders who submitted or voted on the list that received the highest number of votes).

This being understood, if only one list or no list is submitted, the Chairman of the Board of Auditors is appointed by the General Meeting by the majorities provided for by law (cf. article 27.2, last paragraph, of the Articles of Association).

DOCUMENTATION

The documentation relating to the Shareholders' meeting, including the explanatory reports drawn up by the Board of Directors and the proposals for resolution on the items 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 "11 May 2017 Shareholders' Meeting" and on the storage mechanism www.emarketstorage.com.

Genoa, 29 March 2017

For the Board of Directors

The Chairman

(Alistair Dormer)

Fine Comunicato n.0804-39

Numero di Pagine: 7