

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

Registered office: Via Tommaso Gulli 39, 20147, Milano  
A sole quotaholder company subject to the direction and  
coordination of Hitachi, Ltd.

Register of Enterprises of Milan/Tax Code:  
09194070968

TO

ANSALDO STS S.p.A.

Via Paolo Mantovani 3/5

16151 – Genoa

**RE: Ordinary Shareholders' meeting of ANSALDO STS S.p.A. of May 11, 2017 (single call).**

Dear Sirs:

with respect to the above, please find attached hereto, pursuant to article 27 of the Bylaws of Ansaldo STS S.p.A., the slate of candidates of Hitachi Rail Italy Investments S.r.l. for the appointment of the members of the Board of Statutory Auditors, which includes the prescribed documentation for each candidate, as well as copy of the certificate which confirms the ownership, by Hitachi Rail Italy Investments S.r.l., as at the date of submission of the slate, of the number of shares of Ansaldo STS S.p.A. required for the submission of the same slate.

Yours sincerely,

Signed by

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

By: Daniel Mark Phillips

As: Chief Executive Officer

**SLATE FOR THE APPOINTMENT OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS OF ANSALDO STS S.P.A.**

The undersigned Hitachi Rail Italy Investments S.r.l., shareholder of Ansaldo STS S.p.A., holder of no. 101,544,702 ordinary shares representing 50.772% of the corporate capital of Ansaldo STS S.p.A.,

**DECLARES**

to submit, for the appointment of the Board of Statutory Auditors of Ansaldo STS S.p.A., which will be carried out during the ordinary Shareholders' meeting called, in single call, for May 11, 2017, the following slate of candidates composed of the following persons and under the following order:

**BOARD OF STATUTORY AUDITORS' SLATE**

**Section I – Effective statutory auditors**

No.	Surname	Name	Date and place of birth	Gender (M/F)
1.	Naccarato	Giovanni	April 2, 1972, Rome	M
2.	Stabilini	Alessandra	November 5, 1970, Milan	F
3.	Mernone	Alfredo	December 10, 1955, Rome	M

**Section II – Alternate statutory auditors**

No.	Surname	Name	Date and place of birth	Gender (M/F)
1.	Speranza	Alessandro	February 23, 1976, Rome	M
2.	Galardi	Valeria	June 10, 1977, Rome	F
3.	Saponaro	Stefano	April 22, 1967, Rome	M

\* \* \* \* \*

Pursuant to Article 27 of the Bylaws and Article 144-*sexies*, paragraph 4, of the Issuers' Regulation, adopted through Consob Resolution no. 11971 of May 14, 1999, the slate includes the following documentation, whose publication by Ansaldo STS S.p.A., as far as it is concerned, together with this slate is hereby authorized:

- statement whereby each candidate accepts the candidature and states, under his/her own responsibility, the absence of any cause of ineligibility and incompatibility, as well as the existence of the requirements

(including the independence requirements) provided by the regulations in force and by the Bylaws in order to hold the office as statutory auditor of the Company;

- *curriculum vitae* concerning the personal and professional characteristics of each candidate, with the indication of the possible managing and control offices held in other companies;
- copy of an identification document of each candidate;
- certification which confirms the ownership, by Hitachi Rail Italy Investments S.r.l., as at the date of submission of the slate, of the number of shares of Ansaldo STS S.p.A. required for the submission of the same slate.

\* \* \* \* \*

Should Ansaldo STS S.p.A. need to contact Hitachi Rail Italy Investments S.r.l., please contact Daniel Mark Phillips, phone +442079474872, fax +442079702799, email [dan.phillips@hitachirail-eu.com](mailto:dan.phillips@hitachirail-eu.com).

London, April 13, 2017

Signed by

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

By: Daniel Mark Phillips

As: Chief Executive Officer

Statement for the candidate statutory auditor

The undersigned Giovanni NACCARATO, born in Rome, on April 2, 1972, tax code NCCGNN72D02H501N, resident in Rome, via della Giulia, no. 16

**WHEREAS**

- A) the undersigned – for the purposes of the appointment of the members of the Board of Statutory Auditors of ANSALDO STS S.p.A., which will be held during the ordinary Shareholders' meeting called, in single call, for May 11, 2017 – has been designated by the shareholder Hitachi Rail Italy Investments S.r.l. in the slate for the office as Effective Statutory Auditor of ANSALDO STS S.p.A.;
- B) the undersigned is aware of the requirements pursuant to the current legislation and to the Company's Bylaws for the office as Statutory Auditor of ANSALDO STS S.p.A.,

**Now, therefore**

The undersigned, under his own and exclusive responsibility, pursuant to Article 76 of the Decree of the President of the Republic no. 445 of December 28, 2000, concerning documents falsifications and false statements,

**DECLARES<sup>1</sup>**

- to be enrolled with the register of accounting auditors and to have carried out activity of auditing of the accounts for a period not less than three years;

[YES] (selected by Mr. Naccarato)

[NO]

- to have developed an overall expertise of at least a three-year period in the carrying out of:
  - (a) management and statutory auditing activity or managerial tasks in companies with a corporate capital not lower than Euro 2,000,000.00; or
  - (b) professional or academic activities in legal, economic, financial and technical-financial matters strictly connected to the Company's business; or
  - (c) managerial tasks in public authorities or public administrations carrying out banking, financial, and insurance activities or, in any case, in sectors strictly relating to the Company's business. Pursuant to the Company's Bylaws, are considered strictly related to the Company's business the matters concerning the commercial and tax law, the business economics and the corporate finance;

[YES] (selected by Mr. Naccarato)

[NO]

- the absence of reasons of ineligibility, forfeiture and incompatibility as well as the possession of the reputation, independence and professionalism requirements which are requested for the appointment to the aforesaid office, and in particular:
  - (a) not to be in the situations listed under Article 1, paragraphs 5 and 6, of the Ministerial Decree no. 162 of March 30, 2000; and

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<sup>1</sup> Please tick the appropriate box

Statement for the candidate statutory auditor

- (b) to have the reputation requirements set forth under Article 2 of the Ministerial Decree no. 162 of March 30, 2000; and
- (c) to have the independence requirements set forth under Article 148, paragraph 3, of the Legislative Decree no. 58 of February 24, 1998;

[YES] (selected by Mr. Naccarato) [NO]

- as well as to have the independence requirements set forth under the joint provisions of Articles 8.C.1 and 3.C.1 of the Corporate Governance Code;

[YES] (selected by Mr. Naccarato) [NO]

- to comply with the limits on the plurality of management and control offices which the statutory auditors of listed companies can hold in joint stock companies, partnerships partly limited by shares (*società in accomandita per azioni*) and limited liability companies, pursuant to Article 148-*bis* of Legislative Decree no. 58 of February 24, 1998 and Article 144-*duodecies* a 144-*quinquiesdecies* of the Regulations adopted through Consob's resolution no. 11971 of May 14, 1999;

[YES] (selected by Mr. Naccarato) [NO]

In this regard, and taking into account what is provided under Article 2400, last paragraph, of the Italian civil code, he declares to currently hold the management and control offices listed in his curriculum vitae attached to this statement;

- to undertake to promptly communicate to the Board of Directors and to the Board of Statutory Auditors of ANSALDO STS S.p.A. possible variations of this statement;
- to undertake to promptly provide, upon request of ANSALDO STS S.p.A., the documentation necessary to confirm the truthfulness of the declared data;
- to be aware, pursuant and with the purposes of Article 13 of Legislative Decree no. 196 of June 30, 2003, and to agree that the personal data collected in the context of the current candidature will be processed by the Company, also through informatics instruments, only in the context of the procedure with reference to which the current statement is made.

**FURTHER DECLARES**

- to accept the candidature and the possible appointment as Effective Statutory Auditor of ANSALDO STS S.p.A.

Rome, April 12, 2017

In faith

Signed by Mr. Giovanni Naccarato

# GIOVANNI NACCARATO

## IDENTIFYING DATA

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Born in Rome (Italy) on April 02, 1972

Residential Address: via Giulia, 16 – 00186 Rome (Italy)

Professional Address: Via Margutta, 54 – 00187 Rome (Italy)

## EDUCATION

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PhD in Business & Administration (University of Foggia);

Graduated in Business Administration (University of Rome - La Sapienza);

High School Diploma at Istituto Massimiliano Massimo of Rome (Italy).

## MEMBERSHIPS OF PROFESSIONAL ASSOCIATIONS

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Member of Certified Public Accountants, Auditors and Advisors of Rome since July 1996 - Registration number 6981;

Member of the Register of Statutory Auditors (Ministerial Decree of April 12, 1995, published on "Gazzetta Ufficiale della Repubblica Italiana, supplemento n. 100 – IV serie speciale – del 17.12.1999" no. 106162;

Member of the Register of Expert Witness of the Criminal and Civil Court of Rome.

## PROFESSIONAL EXPERIENCE

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From 1998 to 2015 he cooperated with Professor Enrico Laghi, tenured professor of Business Administration at the University of Rome "La Sapienza" – Member, among others, of the Board of Trustees of the Italian Valuation Body, carrying out advisory for: mergers and acquisitions; company and branch valuation in both public and private sectors; opinions on both separate and consolidated financial statements; debt restructuring. Since 2016 this activity is carried autonomously.

He was appointed as valuation expert, for M&A transactions and contributions of branches of companies listed on regulated markets and their subsidiaries.

### **Management of enterprise crisis**

He covered the role of certifier, advisor, coadjutor in bankruptcy and insolvency procedures for primary Italian Groups among which:

- Seat Pagine Gialle: he covered the role of judicial sub-commissioner in the going concern preventive conciliation procedure;

VIA MARGUTTA, 54 – 00187 ROME - ITALY  
C.F. NCCGNN72D02H501N – P.I.10252280580

- Italtel S.p.A.: he covered the role of advisor in the restructuring procedure under art. 182 bis of the Italian Bankruptcy Law;
- Società per Azioni Centrale Cementerie Italiane (SACCI) S.p.A.: he covered the role of expert certifier in the going concern preventive conciliation procedure;
- Gruppo Fenice Holding – Una S.p.A.: he covered the role of advisor in the debt restructuring procedures under art. 182 bis of the Italian Bankruptcy Law.

## **APPOINTMENTS**

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As of April 1, 2017 he covers the following roles:

### General Manager

- Ospedale Israelitico di Roma

### Sole director

- Gybe Consulting S.r.l.

### Chairman of the Board of Statutory Auditors

- Acea Produzione S.p.A. (ACEA Group)
- ICQ Holding S.p.A. (Ambienta Group)
- Properties Italia S.p.A.

### Member of the Board of Statutory Auditors or Independent Auditor

- Yoox Net A Porter Group S.p.A. (listed on the Star segment of Borsa Italiana)
- Acea Energia S.p.A. (ACEA Group)
- Consorzio Bancario SIR in liquidation (Cassa Depositi e Prestiti)
- Universal Pictures International Italy S.r.l.

### Member of the Supervisory Board

- BAT - British American Tobacco Italia S.p.A.

### Substitute Member of the Board of Statutory Auditors

- Cesare Fiorucci S.p.A.
- Banca Nazionale del Lavoro S.p.A.
- Piaggio & C. S.p.A.
- Fiorucci Food Service S.r.l.

Statement for the candidate statutory auditor

The undersigned Alessandra STABILINI, born in Milan, on November 5, 1970, tax code STBLSN70S45F205G, resident in Milan, via Leone Pancaldo, no. 1

**WHEREAS**

- A) the undersigned – for the purposes of the appointment of the members of the Board of Statutory Auditors of ANSALDO STS S.p.A., which will be held during the ordinary Shareholders' meeting called, in single call, for May 11, 2017 – has been designated by the shareholder Hitachi Rail Italy Investments S.r.l. in the slate for the office as Effective Statutory Auditor of ANSALDO STS S.p.A.;
- B) the undersigned is aware of the requirements pursuant to the current legislation and to the Company's Bylaws for the office as Statutory Auditor of ANSALDO STS S.p.A.,

**Now, therefore**

The undersigned, under her own and exclusive responsibility, pursuant to Article 76 of the Decree of the President of the Republic no. 445 of December 28, 2000, concerning documents falsifications and false statements,

**DECLARES<sup>1</sup>**

- to be enrolled with the register of accounting auditors and to have carried out activity of auditing of the accounts for a period not less than three years;

[YES] [NO] (selected by Ms. Stabilini)

- to have developed an overall expertise of at least a three-year period in the carrying out of:
  - (a) management and statutory auditing activity or managerial tasks in companies with a corporate capital not lower than Euro 2,000,000.00; or
  - (b) professional or academic activities in legal, economic, financial and technical-financial matters strictly connected to the Company's business; or
  - (c) managerial tasks in public authorities or public administrations carrying out banking, financial, and insurance activities or, in any case, in sectors strictly relating to the Company's business. Pursuant to the Company's Bylaws, are considered strictly related to the Company's business the matters concerning the commercial and tax law, the business economics and the corporate finance;

[YES] (selected by Ms. Stabilini) [NO]

- the absence of reasons of ineligibility, forfeiture and incompatibility as well as the possession of the reputation, independence and professionalism requirements which are requested for the appointment to the aforesaid office, and in particular:
  - (a) not to be in the situations listed under Article 1, paragraphs 5 and 6, of the Ministerial Decree no. 162 of March 30, 2000; and

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<sup>1</sup> Please tick the appropriate box



Statement for the candidate statutory auditor

- (b) to have the reputation requirements set forth under Article 2 of the Ministerial Decree no. 162 of March 30, 2000; and
- (c) to have the independence requirements set forth under Article 148, paragraph 3, of the Legislative Decree no. 58 of February 24, 1998;

[YES] (selected by Ms. Stabilini)

[NO]

- as well as to have the independence requirements set forth under the joint provisions of Articles 8.C.1 and 3.C.1 of the Corporate Governance Code;

[YES] (selected by Ms. Stabilini)

[NO]

- to comply with the limits on the plurality of management and control offices which the statutory auditors of listed companies can hold in joint stock companies, partnerships partly limited by shares (*società in accomandita per azioni*) and limited liability companies, pursuant to Article 148-*bis* of Legislative Decree no. 58 of February 24, 1998 and Article 144-*duodecies* a 144-*quinquiesdecies* of the Regulations adopted through Consob's resolution no. 11971 of May 14, 1999;

[YES] (selected by Ms. Stabilini)

[NO]

In this regard, and taking into account what is provided under Article 2400, last paragraph, of the Italian civil code, she declares to currently hold the management and control offices listed in her curriculum vitae attached to this statement;

- to undertake to promptly communicate to the Board of Directors and to the Board of Statutory Auditors of ANSALDO STS S.p.A. possible variations of this statement;
- to undertake to promptly provide, upon request of ANSALDO STS S.p.A., the documentation necessary to confirm the truthfulness of the declared data;
- to be aware, pursuant and with the purposes of Article 13 of Legislative Decree no. 196 of June 30, 2003, and to agree that the personal data collected in the context of the current candidature will be processed by the Company, also through informatics instruments, only in the context of the procedure with reference to which the current statement is made.

**FURTHER DECLARES**

- to accept the candidature and the possible appointment as Effective Statutory Auditor of ANSALDO STS S.p.A.

Milan, April 13, 2017

In faith

Signed by Ms. Alessandra Stabilini

Alessandra Stabilini

*Aggregate Professor (Professore Aggregato) of Corporate interest, corporate social responsibility and financial reporting — University of Milan*

*Confirmed Researcher (Ricercatore confermato) of Commercial Law — University of Milan*

*Equity Partner — NCTM Studio Legale Associato, Milan*

Born in Milan, where she lives, on 5 November 1970.

### **Education**

Degree (JD equivalent) in Law, University of Milan, 1995.

Master of Laws (LL.M.), The University of Chicago (Illinois, U.S.A.), 2000.

Ph.D in Commercial Law, Bocconi University, Milan, 2003.

### **Academic Position**

*Aggregate Professor (Professore Aggregato) of Corporate interest, corporate social responsibility and financial reporting (course taught in English), University of Milan (2016-present).*

*Aggregate Professor of International Corporate Governance (course taught in English), University of Milan (2011-2016).*

*Confirmed Researcher of Commercial Law, University of Milan, Department of Private Law and History of Law (from 2004, tenure confirmed in 2007).*

### **Professional career**

Admitted to the Milan Bar in 2001.

She collaborated with Nctm Studio Legale Associato, Milan, since 2015, previously as *Associate*, consequently as *Of Counsel* (2011-2015). Since 2015, she is Equity Partner of NCTM.

She specializes in company law, with specific regard to listed companies, in securities law and financial markets, including banking for regulatory and crisis profiles. She has acted and acts as legal counsel to Italian issuers in connection with: IPOs, rights issues, tender offers, corporate governance issues (legal issues in management and control, corporate regulations and procedures, shareholders' meetings, investor relations), market disclosure and price sensitive information, relations with Securities Authorities, administrative proceedings before Regulatory Authorities.

She assists unlisted companies in the areas of company and commercial law, including corporate litigation. She has assisted clients in arbitration proceedings and has acted as arbitrator in proceedings administered by the Arbitration Chamber of Milan.

### **Current corporate offices**

Statutory Auditor of Parmalat S.p.A. (listed in MTA — Borsa italiana) since July 2013 (confirmed in office by the shareholders' meeting in April 2014). The office *will* cease on April 28, 2017 (*ordinary shareholders' meeting*) and *will not be renewed*.

Statutory Auditor of Brunello Cucinelli S.p.A. (listed in MTA — Borsa Italiana) since April 2014. She *is a candidate for renewal in the majority shareholder slate*.

Statutory Auditor of Fintecna S.p.A. (100% Cassa Depositi e Prestiti S.p.A.) since April 2014 (expiry: shareholders' meeting for approval of 2016 annual accounts).

Independent Director of Banca Widiba S.p.A., since November 2014 (confirmed in office by the shareholders' meeting on April 9, 2017).

Non Executive Director of Librerie Feltrinelli s.r.l., since April 2014 (expiry: shareholders' meeting for approval of 2016 annual accounts).

Statutory Auditor of Nuova Banca delle Marche S.p.A. (Bridge Bank under BRRD, 100% Fondo di Risoluzione, Banca d'Italia) since November 2015 (expiry: cessation of the bridge bank).

Independent Director of COIMA RES SIIQ S.p.A. (listed in MTA — Borsa Italiana) since May 2016 (expiry: shareholder's meeting for approval of 2017 annual accounts).

### **Other Offices**

Liquidator (*Commissario liquidatore*) of TANK SGR S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, July 2014).

Member of the Surveillance Committee (*Comitato di Sorveglianza*) of GAA SIM S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, September 2013).

Member of the Supervisory Committee of ECU SIM S.P.A. in l.c.a. (appointed by Banca d'Italia, August 2015)

Formerly member of the Surveillance Committee of two financial intermediaries in crisis procedures pursuant to Article 56 of Leg. Decree No. 58/1998 (appointed by the Bank of Italy).

In March 2007, she was appointed by Decree of the Italian Minister of Finance as member of the Technical Committee supporting the Committee for the Italian Financial Market (*Comitato per la piazza finanziaria italiana*) chaired by the then-Deputy Minister On. Roberto Pinza.

### **Memberships and Acknowledgements**

Vice-President of *NED* Community, non-profit association of Non Executive and Independent Directors ([www.nedcommunity.it](http://www.nedcommunity.it)).

She was listed in the "Ready-for-Board Women" list compiled by the Professional Women's Association of Milan — 2011 Edition, and in the Database of Excellent Curricula compiled by the Marisa Bellisario Foundation (2011).

On May 17, 2012, she was awarded the Ambrogio Lorenzetti Prize for the governance of companies (3<sup>rd</sup> place in "Non Executive Directors" category), with the following motivation: "She spreads the culture of corporate governance and promotes its application for the renewal of corporate governance through teaching and writing".

### ***Selected recent publications***

- 2016 *Legal framework of banking governance and board's responsibilities*, in A. Carretta, M. Sargiacomo (eds.), *Doing Banking in Italy: Governance, Risk, Accounting and Auditing issues*, Mc Graw Hill Education, United Kingdom, pp. 53-78
- 2014 *Restrictive agreements. Dominant undertakings' Prohibited Practices*, in A. Toffoletto, A. Stabilini (eds.), *Competition Law in Italy*, Kluwer Law International, The Netherlands, pp. 117-182
- 2013 *The Shortcomings of Voluntary Conceptions of CSR*, in *Orizzonti del Diritto commerciale* (on-line review), n. 1/2013, <http://www.orizzontideldirittoconnnnmerciale.it/sag,qi/the-shortcomings-of-voluntary-conceptions-of-csr.aspx> (with Francesco Denozza)
- 2012 *Commento sub art. 133*, in AA. VV., *Il Testo Unico della Finanza*, a cura di M. Fratini e G. Gasparri, UTET, 2012 (with Alberto Toffoletto)
- 2012 *I soci non professionisti*, in AA. VV., *Società tra professionisti*, in *Società. Gli speciali, Digital edition*, Ipsa
- 2011 *L'abuso della regola di maggioranza nelle società di capitali. Itinerari della giurisprudenza*, in *Società*, n. 7/2011
- 2010 *Clausole di drag along e autonomia privata nelle società chiuse*, (with Matteo Trapani), in *Rivista del Diritto commerciale*, 2010, p. 949-1000
- 2009 *Il sistema dualistico in alcuni ordinamenti europei: un'analisi comparata*, in AA.VV., *Il modello dualistico. Dalla norma all'attuazione*, Il Sole 24 Ore, Milano
- 2008 *CSR and Corporate Law: The Case for Preferring Procedural Rules*, *Social Science Research Network* ([www.ssrn.com](http://www.ssrn.com)) (with Francesco Denozza)
- 2005 *La disciplina societaria e il ruolo degli stakeholder a livello internazionale e Previsioni del diritto societario per la tutela degli stakeholder*, in AA. VV., *Guida critica alla responsabilità sociale e al governo d'impresa*, Roma, 2005, 489 ss.
- 2003 *Virtù del mercato e scetticismo delle regole: note a margine della riforma del diritto societario*, in *Rivista delle società*, n. 1/2003, I ss. (with Guido Rossi)

I hereby authorize the processing of my personal data pursuant to law.

Milan, 13 April 2017

Statement for the candidate statutory auditor

The undersigned Alfredo MERNONE, born in Rome, on December 10, 1955, tax code MRNLRD55T10H501B, resident in Largo Giuseppe Leti, no. 8 – 00152 Rome

**WHEREAS**

- A) the undersigned – for the purposes of the appointment of the members of the Board of Statutory Auditors of ANSALDO STS S.p.A., which will be held during the ordinary Shareholders' meeting called, in single call, for May 11, 2017 – has been designated by the shareholder Hitachi Rail Italy Investments S.r.l. in the slate for the office as Effective Statutory Auditor of ANSALDO STS S.p.A.;
- B) the undersigned is aware of the requirements pursuant to the current legislation and to the Company's Bylaws for the office as Statutory Auditor of ANSALDO STS S.p.A.,

**Now, therefore**

The undersigned, under his own and exclusive responsibility, pursuant to Article 76 of the Decree of the President of the Republic no. 445 of December 28, 2000, concerning documents falsifications and false statements,

**DECLARES<sup>1</sup>**

- to be enrolled with the register of accounting auditors and to have carried out activity of auditing of the accounts for a period not less than three years;

[YES] (selected by Mr. Mernone)

[NO]

- to have developed an overall expertise of at least a three-year period in the carrying out of:
  - (a) management and statutory auditing activity or managerial tasks in companies with a corporate capital not lower than Euro 2,000,000.00; or
  - (b) professional or academic activities in legal, economic, financial and technical-financial matters strictly connected to the Company's business; or
  - (c) managerial tasks in public authorities or public administrations carrying out banking, financial, and insurance activities or, in any case, in sectors strictly relating to the Company's business. Pursuant to the Company's Bylaws, are considered strictly related to the Company's business the matters concerning the commercial and tax law, the business economics and the corporate finance;

[YES] (selected by Mr. Mernone)

[NO]

- the absence of reasons of ineligibility, forfeiture and incompatibility as well as the possession of the reputation, independence and professionalism requirements which are requested for the appointment to the aforesaid office, and in particular:
  - (a) not to be in the situations listed under Article 1, paragraphs 5 and 6, of the Ministerial Decree no. 162 of March 30, 2000; and

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<sup>1</sup> Please tick the appropriate box

Statement for the candidate statutory auditor

- (b) to have the reputation requirements set forth under Article 2 of the Ministerial Decree no. 162 of March 30, 2000; and
- (c) to have the independence requirements set forth under Article 148, paragraph 3, of the Legislative Decree no. 58 of February 24, 1998;

[YES] (selected by Mr. Mernone) [NO]

- as well as to have the independence requirements set forth under the joint provisions of Articles 8.C.1 and 3.C.1 of the Corporate Governance Code;

[YES] (selected by Mr. Mernone) [NO]

- to comply with the limits on the plurality of management and control offices which the statutory auditors of listed companies can hold in joint stock companies, partnerships partly limited by shares (*società in accomandita per azioni*) and limited liability companies, pursuant to Article 148-*bis* of Legislative Decree no. 58 of February 24, 1998 and Article 144-*duodecies* a 144-*quinquiesdecies* of the Regulations adopted through Consob's resolution no. 11971 of May 14, 1999;

[YES] (selected by Mr. Mernone) [NO]

In this regard, and taking into account what is provided under Article 2400, last paragraph, of the Italian civil code, he declares to currently hold the management and control offices listed in his curriculum vitae attached to this statement;

- to undertake to promptly communicate to the Board of Directors and to the Board of Statutory Auditors of ANSALDO STS S.p.A. possible variations of this statement;
- to undertake to promptly provide, upon request of ANSALDO STS S.p.A., the documentation necessary to confirm the truthfulness of the declared data;
- to be aware, pursuant and with the purposes of Article 13 of Legislative Decree no. 196 of June 30, 2003, and to agree that the personal data collected in the context of the current candidature will be processed by the Company, also through informatics instruments, only in the context of the procedure with reference to which the current statement is made.

**FURTHER DECLARES**

- to accept the candidature and the possible appointment as Effective Statutory Auditor of ANSALDO STS S.p.A.

Rome, April 13, 2017

In faith

Signed by Mr. Alfredo Mernone

STUDIO PROFESSIONALE  
**ALFREDO MERNONE**  
DOTTORE COMMERCIALISTA

To  
Ansaldo STS S.p.A.  
Via Paolo Mantovani no. 3/5  
16151 Genova

Rome, April 13, 2017

Dear Sirs,

I acknowledge that my name has been proposed as member of the board of statutory auditors of your company in view of the shareholders' meeting called to resolve upon the renewal of the board of statutory auditors. I am grateful for your attention and pursuant to Article 2400, paragraph 4, of the Italian civil code, hereby communicate that the management and control offices that I hold in other companies are, as of today, the following:

- Chairman of the Controlling Body of  
Associazione Bambino Gesù – ONLUS – Lungotevere Navi, no. 19 – 00196  
Rome; <http://www.associazionebambinogesu.org>
- Effective statutory auditor of  
Margaritelli Ferroviaria S.p.A. – Via Adriatica, no. 109 – 06135 Ponte San Giovanni  
(PG) <http://www.margaritelli.com/italia/>
- Alternate statutory auditor of  
Notartel S.p.A. – Via G. Vincenzo Gravina, no. 4 – 00196 Rome  
<http://www.notartel.it/>

In addition, I attach hereto my professional curriculum.

Best regards.

Signed by Mr. Alfredo Mernone

Annex: Professional curriculum

# PROFESSIONAL CURRICULUM of ALFREDO MERNONE

## DATI ANAGRAFICI

Born in Rome, on December 10, 1955, married, with a son.  
Office in Rome — Viale Liegi, no. 32 - 00198.

Telephone: 06 3240700 – E mail: [amernone@mcc-adv.it](mailto:amernone@mcc-adv.it)



## EDUCATION AND PROFESSIONAL QUALIFICATIONS

Classical High School Diploma at Liceo-Ginnasio E. Q. Visconti, Piazza del Collegio Romano, no. 2 - Rome.

Decree in Economics and Commerce at Università degli Studi "La Sapienza" of Rome.

Admitted to the exercise of the profession as Certified Public Accountant and subsequent enrollment with the relevant Register of Rome.

Enrollment with the Register of the technical consultants of the Civil and Criminal Court of Rome. Enrollment with the Register of experts of the Criminal Court of Rome.

Enrollment with the Register of Auditing Accountants with number 37902.

## PROFESSIONAL TRAINING

Since October 1, 1981 until December 31, 1982 – National military service carried out at the Financial Police (*Guardia di Finanza*), first with the attendance of the four-month AUC course, then as a Second Lieutenant of complement at the Research Department of the Tax Police School (*Scuola di Polizia Tributaria*) for a period of eleven months.

Since January 17, 1983 until June 7, 1987 – Officer of the auditing and accounts certification firm named Price Waterhouse s.a.s. – Rome office.

Since June 8, 1987 until March 31, 1990 – Professional person, as collaborator of Studio legale tributario A. Fantozzi - L. Biscozzi, Via Sicilia, no. 66 - 00187 Rome.

August-September 1989 — *Summer associate* at the New York office of Studio legale Gianni, Origoni, Tonucci.

## THE FIRM

Since 1990, he autonomously carries out the professional activity as certified public



accountant, both in an associated and individual manner, working in any case with the support of colleagues able to enhance the different culture of business economists and jurists.

Since April 1, 1990 until September 15, 1992 – Professional person, mainly involved as tax advisor of the Italian sub-holding company of a multinational pharmaceutical listed company. Office in via Ludovisi, no. 35 – Rome.

Since September 16, 1992 until April 30, 2010 – Founding partner and head of the Rome office of “Studio Associato Legale e Tributario Mernone, Corvaja, Clarich” (after Mernone, Corvaja, Martelli; consequently, Mernone, Corvaja & Partners), a professional firm of lawyers and certified public accountants with offices in Bologna, Catania, Milan and Rome. Office in Piazzale Flaminio, no. 9 – Rome.

Since May 1, 2010 until December 31, 2011 – Partner of “Studio Carnelutti, associazione professionale di avvocati e dottori commercialisti”, founded at the end of 1800. Office in via Parigi, no. 11 – Rome.

Since January 1, 2012 until January 31, 2016 – Professional person, as well as founding partner of Consultants Network. Such original structure coordinates the job of a network of professionals (lawyers, certified public accountants, engineers and notary publics), advisors and business managers, located throughout Italy, in the multidisciplinary analysis of complex corporate transactions. Office in via Parigi, no. 11 – Rome.

Since February 1, 2016 – He begins a deep collaboration with “Studio legale tributario Miccinesi e Associati”, in the context of the opening of the new Rome office, where he moved. Office in viale Liegi, no. 32 – Rome.

## PERFORMED ACTIVITIES

During the course of the years, he developed a significant experience in the solution of his own and entrepreneurs', companies' and entities', both Italian and foreign, problems.

Preferring a multidisciplinary approach, he guarantees:

- interventions tailored to the specific needs of the customer, in the areas of tax, corporate and commercial law, as well as in various economic and business matters;
- the verification of entrepreneurial strategies and projects, supplying scientific, technical and operative support in the planning and realization thereof.

The most regular tasks concern the following areas:

- advice in relation to issues concerning any aspect of tax laws;
- tax planning, tax Check-up, tax audit, due diligence;
- representation of tax payers before the several Offices of the Financial Administration and during proceedings before the Tax Commissions;
- advice in the formulation, drafting, analysis and verification of any kind of company financial statements;
- advice and assistance in the context of extraordinary corporate transactions;
- advice and assistance in contractual matters;
- assistance in the context of extra-judicial composition of litigations;
- evaluations and technical advices upon request of the civil and criminal Judicial Authority and of the parties in the proceedings.

Member of the Board of Directors, of the Board of Statutory Auditors and of the Supervisory Board of several companies (banking, financial, industrial and commercial groups, also listed), as well as of Non-profit institutions (*i.e.*, ONLUS) and Cultural Association, also upon designation by Public Institutions. Liquidator of companies and entities.

Professor at the Tax Police School of the Financial Police (*Scuola di Polizia Tributaria* of *Guardia di Finanza*), he lectures (*inter alia*) "*Tecnica di revisione aziendale*" (*i.e.*, technic of companies auditing) in the context of "*Corsi centralizzati per Ufficiali comandanti di Sezioni Speciali dei Nuclei Centrale e Regionali di P.T.*" (five academic years, since 1988 until 1993).

Speaker on tax and corporate matters, in seminars and conferences organized by the Association of Certified Public Accountants of Rome, by professional associations and training institutions.

Author of articles and publications in tax and business matters on specialized journals.

## CLIENTS

The company offices held so far are more than one hundred and are easily checkable.

The same concerned companies of any economic sector, any size, family-owned, with stake spread and listed, Italian and foreign; with offices throughout Italy.

The most prestigious offices are maybe those received within the Ferrovie dello Stato's group, Finmeccanica, Mondadori, Ferragamo.

In the banking and financial sector, it has been significant the role covered for Banca Antonveneta, when the latter hived off the real estate sector; for Banca d'Italia, in the context of the appointment of an external commissioner for Credito di Romagna; for the England-based Atlas Capital Group, in the context of opening of the Italian branch.

In the hotel industry sector, he was member, for a ten-year period, of the Board of Statutory Auditors of the companies of the Ciga-Starwood group, he is director of the Tuscan resort CdB, and he holds guarantee offices in the vehicle companies of Jolly Hotel.

In the business advice sector, are significant the roles played for the England-based High Point Rendel, for the Milan-based Galgano & Associati and for the Rome-based General Service Italia.

Consequently, he begins the Neomobile's activities, which is currently leader in the mobile commerce, and also the traditional activities of "Di Baio editore", whose journals are a landmark for any architect.

More numerous and complex are the advice tasks, covered in any context, which have never been disclosed.

Statement for the candidate statutory auditor

The undersigned Alessandro SPERANZA, born in Rome, on February 23, 1976, tax code SPRLSN76B23H501T, resident in Rome, via Guardistallo, no. 31

**WHEREAS**

- A) the undersigned – for the purposes of the appointment of the members of the Board of Statutory Auditors of ANSALDO STS S.p.A., which will be held during the ordinary Shareholders' meeting called, in single call, for May 11, 2017 – has been designated by the shareholder Hitachi Rail Italy Investments S.r.l. in the slate for the office as Alternate Statutory Auditor of ANSALDO STS S.p.A.;
- B) the undersigned is aware of the requirements pursuant to the current legislation and to the Company's Bylaws for the office as Statutory Auditor of ANSALDO STS S.p.A.,

**Now, therefore**

The undersigned, under his own and exclusive responsibility, pursuant to Article 76 of the Decree of the President of the Republic no. 445 of December 28, 2000, concerning documents falsifications and false statements,

**DECLARES<sup>1</sup>**

- to be enrolled with the register of accounting auditors and to have carried out activity of auditing of the accounts for a period not less than three years;

[YES] (selected by Mr. Speranza)

[NO]

- to have developed an overall expertise of at least a three-year period in the carrying out of:
  - (a) management and statutory auditing activity or managerial tasks in companies with a corporate capital not lower than Euro 2,000,000.00; or
  - (b) professional or academic activities in legal, economic, financial and technical-financial matters strictly connected to the Company's business; or
  - (c) managerial tasks in public authorities or public administrations carrying out banking, financial, and insurance activities or, in any case, in sectors strictly relating to the Company's business. Pursuant to the Company's Bylaws, are considered strictly related to the Company's business the matters concerning the commercial and tax law, the business economics and the corporate finance;

[YES] (selected by Mr. Speranza)

[NO]

- the absence of reasons of ineligibility, forfeiture and incompatibility as well as the possession of the reputation, independence and professionalism requirements which are requested for the appointment to the aforesaid office, and in particular:
  - (a) not to be in the situations listed under Article 1, paragraphs 5 and 6, of the Ministerial Decree no. 162 of March 30, 2000; and

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<sup>1</sup> Please tick the appropriate box

Statement for the candidate statutory auditor

- (b) to have the reputation requirements set forth under Article 2 of the Ministerial Decree no. 162 of March 30, 2000; and
- (c) to have the independence requirements set forth under Article 148, paragraph 3, of the Legislative Decree no. 58 of February 24, 1998;

[YES] (selected by Mr. Speranza) [NO]

- as well as to have the independence requirements set forth under the joint provisions of Articles 8.C.1 and 3.C.1 of the Corporate Governance Code;

[YES] (selected by Mr. Speranza) [NO]

- to comply with the limits on the plurality of management and control offices which the statutory auditors of listed companies can hold in joint stock companies, partnerships partly limited by shares (*società in accomandita per azioni*) and limited liability companies, pursuant to Article 148-*bis* of Legislative Decree no. 58 of February 24, 1998 and Article 144-*duodecies* a 144-*quinquiesdecies* of the Regulations adopted through Consob's resolution no. 11971 of May 14, 1999;

[YES] (selected by Mr. Speranza) [NO]

In this regard, and taking into account what is provided under Article 2400, last paragraph, of the Italian civil code, he declares to currently hold the management and control offices listed in his curriculum vitae attached to this statement;

- to undertake to promptly communicate to the Board of Directors and to the Board of Statutory Auditors of ANSALDO STS S.p.A. possible variations of this statement;
- to undertake to promptly provide, upon request of ANSALDO STS S.p.A., the documentation necessary to confirm the truthfulness of the declared data;
- to be aware, pursuant and with the purposes of Article 13 of Legislative Decree no. 196 of June 30, 2003, and to agree that the personal data collected in the context of the current candidature will be processed by the Company, also through informatics instruments, only in the context of the procedure with reference to which the current statement is made.

**FURTHER DECLARES**

- to accept the candidature and the possible appointment as Alternate Statutory Auditor of ANSALDO STS S.p.A.

Rome, April 13, 2017

In faith

Signed by Mr. Alessandro Speranza

# ALESSANDRO SPERANZA

Mob.+39 335 6682225

Office in via San Tommaso d' Aquino 47, 00136 Rome

E- mail: [alessandro.speranza@studiotributariosperanza.it](mailto:alessandro.speranza@studiotributariosperanza.it)

## EDUCATION AND TRAINING

2000: Degree in Business and Economics at the University of Rome "La Sapienza.

## PROFESSIONAL SKILLS

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- Enrolled with the Register of Certified Public Accountants, Auditors and Advisors of Rome since May 2, 2005.
- Enrolled with the Register of the Accounting Auditors (Number 141263) pursuant to Ministerial Decree 21/07/2006, published on the Italian Official Gazette no. 58 of August 1, 2006.

## EXECUTIVE POSITIONS

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**STATUTO LUX HOLDING RE S.R.L. (Statuto Group)**  
SOLE STATUTORY AUDITOR AND ACCOUNTING AUDITOR

**MDP HOLDING S.R.L. (STATUTO GROUP)**  
SOLE STATUTORY AUDITOR AND ACCOUNTING AUDITOR

**SLH HOTEL S.R.L. (STATUTO GROUP)**  
SOLE STATUTORY AUDITOR AND ACCOUNTING AUDITOR

**MONTENAPOLEONE RETAIL S.R.L. (STATUTO GROUP)**  
SOLE STATUTORY AUDITOR

**DANIELI PROPERTY S.R.L. (STATUTO GROUP)**  
**HOTEL DANIELI OF VENICE**  
SOLE STATUTORY AUDITOR AND ACCOUNTING AUDITOR

**SACLI SPA (CLINIC OF GUARNIERI GROUP)**  
CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND ACCOUNTING AUDITOR

**GUARNIERI S.P.A. (CLINIC OF GUARNIERI GROUP)**  
STATUTORY AUDITOR AND ACCOUNTING AUDITOR

**ARS MEDICA S.P.A. (CLINIC OF GUARNIERI GROUP)**  
STATUTORY AUDITOR AND ACCOUNTING AUDITOR

**SAN BASILIO MANAGEMENT HOLDING S.P.A.**  
CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND ACCOUNTING AUDITOR

**SAN BASILIO PROPERTY HOLDING S.P.A.**  
CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND ACCOUNTING AUDITOR

**SAB BASILIO PROPERTY S.P.A.**  
CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND ACCOUNTING AUDITOR

**SAB BASILIO MANAGEMENT S.P.A.**  
CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS AND ACCOUNTING AUDITOR

**BOSSI SCALA PROPERTY S.P.A.**

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**STATUTORY AUDITOR AND ACCOUNTING AUDITOR**

**YALLA YALLA S.P.A. IN LIQUIDAZIONE**

**LIQUIDATOR**

**BUSINESS ECONOMICS ADVISOR IN MATTERS CONCERNING:**

- ECONOMIC, FINANCIAL, TAX AND ADMINISTRATIVE MANAGEMENT OF INDUSTRIAL AND REAL ESTATE INTERNATIONAL GROUPS (SUCH AS POLYHEDRA GROUP PLC AND CESAL FINANCIERE SA);
- COMPANY CRISES (DEBT RESTRUCTURING AGREEMENTS AND COMPOSITION AGREEMENTS);
- REPORT PURSUANT TO ARTICLE 2501-BIS;
- EXTRAORDINARY TRANSACTIONS (MERGERS, DE-MERGERS, CONTRIBUTIONS, ACQUISITIONS, ETC.);
- REPORT OF BUSINESS EVALUATIONS;
- GROUP TAX PLANNING;
- HEAD OF THE COMPANY BUDGET AND OF EACH BUSINESS UNIT;
- MANAGEMENT OF ALL THE GROUP EXTRAORDINARY AND RESTRUCTURING TRANSACTIONS , M&A, TAX AND ACCOUNTING DUE DILIGENCE;
- FIXING OF THE FINANCIAL STRATEGIES OF THE GROUP'S SUBSIDIARIES, AIMED AT OBTAINING THE COLLECTION OF THE FINANCIAL MEANS AND AT GUARANTEEING THE BUSINESS DEVELOPMENT IN THE SHORT/MEDIUM/LONG TERM;
- OPERATIONAL MANAGEMENT OF THE FINANCIAL AGREEMENTS AND THE CASH FLOW, OPTIMIZING THE CONDITIONS AND SAFEGUARDING THE BALANCE OF THE FLOWS IN COMPLIANCE WITH THE COMPANY DIRECTIVES;
- ASSISTANCE IN THE FIXING AND DIRECTION OF THE ECONOMIC, FISCAL AND FINANCIAL GOVERNANCE SYSTEM, IN THE FORMULATION OF THE MANAGERIAL CONTROL POLICIES AND IN THE STRATEGIC PLANNING;
- IMPLEMENTATION OF THE MANAGEMENT CONTROL IN VIEW OF THE OPTIMIZATION OF THE DECISION-MAKING PROCEDURES BY SAFEGUARDING THE ECONOMIC AND FINANCIAL BALANCE OF THE COMPANIES;
- DRAFTING OF PERIODICAL REPORTS IN ORDER TO INFORM THE BOARD OF DIRECTORS OF THE DEVELOPMENT OF THE HEADED SECTORS, AGREEING AND IMPLEMENTING POSSIBLE IMPROVEMENTS AND AMENDMENTS;
- DEVELOPMENT OF THE INFORMATIVE SYSTEMS IN ORDER TO GUARANTEE THE CORRECT FUNCTIONING AND OPTIMIZING THE PERFORMANCE THEREOF;
- CONTROL OF THE COMPANY'S CREDIT EXPOSURE BY COLLECTING INFORMATION ON THE CLIENTS' SOLVENCY AND STARTING THE NECESSARY ACTION IN ORDER TO REACH THE OBJECTIVES;
- MANAGEMENT OF THE RELATIONSHIPS WITH BANKS AIMED TO THE REACHING OF DEBT RESTRUCTURING AGREEMENTS ALSO MAKING USE OF ARTICLE 67 AND ARTICLE 182-BIS OF THE BANKRUPTCY LAW;
- MANAGEMENT OF THE RELATIONSHIPS WITH THE FINANCIAL AND LEGAL ADVISORS AND OF THE RELATIONSHIPS WITH INTERNATIONAL AND NATIONAL INVESTMENT FUNDS.

**PRICEWATERHOUSE COOPERS S.P.A.,**

**Independent Auditor s 2001 to 2003**

**LANGUAGE AND IT SKILL**

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- **Good knowledge of English language**

- **Good knowledge of the personal computer, of the major operating systems on the market, and of the Office packages on Windows.**

## ***PERSONAL DATA***

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Born in Rome, 23<sup>RD</sup> February, 1976. Resident in: Via Guardistallo no. 31, 00189 Rome.  
Italian Citizenship. Married with three children.

I hereby allow the use and processing of my personal data according to Legislative Decree 196/2003 concerning the handling of personal data.

**SIGNED BY MR. ALESSANDRO SPERANZA**

To the Shareholders' Meeting

Rome, April 13, 2017

RE: **Statement pursuant to Article 2400, paragraph 4, of the Italian civil code: offices held in other companies.**

The undersigned Mr. ALESSANDRO SPERANZA, Certified Public Accountant, born in Rome, on February 23, 1976, Italian Citizen, domiciled in Rome – via San Tommaso D'Aquino no. 47, Tax Code SPRLSN76B23H501T, enrolled with the Register of Certified Public Accountants, Auditors and Advisors of Rome since May 2, 2005; enrolled with the Register of the Accounting Auditors (Number 141263) pursuant to Ministerial Decree 21/07/2006, published on the Italian Official Gazette no. 58 of August 1, 2006, following the proposal of appointment as alternate statutory auditor received from the company ANSALDO STS S.p.A.

DECLARES

pursuant to Article 2400, paragraph 4, of the Italian civil code, to hold the following offices in the companies listed below:

<b>COMPANY</b>	<b>OFFICE</b>
<b>STATUTO LUX HOLDING RE S.R.L.</b> Sole quotaholder company Registered office: Via XX Settembre, no 5 - Rome Tax and VAT Code: 11212821000	Sole Statutory Auditor and Accounting Auditor
<b>MDP Holding S.R.L.</b> Registered office: Via Borgonovo, no. 2 - Milan Registered with the Register of Enterprises of Milan – Tax Code and number of registration: 12462421004	Sole Statutory Auditor and Accounting Auditor
<b>SLH Hotels S.R.L.</b> Registered office: Via Borgonovo, no. 2 - Milan Registered with the Register of Enterprises	Sole Statutory Auditor and Accounting Auditor



of Milan – Tax Code and number of registration: 08605240962	
<b>Montenapoleone Retail S.R.L.</b> Registered office: Via Borgonovo, no. 2 - Milan Registered with the Register of Enterprises of Milan – Tax Code and number of registration: 08843900963	Sole Statutory Auditor
<b>Danieli Property S.R.L.</b> Registered office: Via XX Settembre, no. 5 - Rome Registered with the Register of Enterprises of Milan – Tax Code and number of registration: 08697711003	Sole Statutory Auditor and Accounting Auditor
<b>MDP Holding S.R.L.</b> Registered office: Via Borgonovo, no. 2 - Milan Registered with the Register of Enterprises of Milan – Tax Code and number of registration: 12462421004	Sole Statutory Auditor and Accounting Auditor
<b>ARS MEDICA S.p.A. UNICO SOCIO</b> Registered office: Via Cesare Ferrero di Cambiano, no. 29, Rome (RM) Tax Code and number of registration: 01453700583	Effective Statutory Auditor and Accounting Auditor
<b>SACLI - SOCIETA' CLINICHE S.p.A. UNICO SOCIO</b> Registered office: Via Olevano Romano, no 25 - Rome (RM) Registered with the Register of Enterprises of Rome Tax Code and number of registration: 02651490589	Chairman of the Board of Statutory Auditors and Accounting Auditor
<b>CASA DI CURA GUARNIERI S.R.L. UNICO SOCIO</b> Registered office: Via Tor De' Schiavi, no. 139 - Rome (RM) Registered with the Register of Enterprises of Rome Tax Code and number of registration: 08587551006	Effective Statutory Auditor and Accounting Auditor

<p><b><i>San Basilio Management S.p.A.</i></b>  Registered office: Via Borgonovo, no. 2 - Milan  Tax Code and number of registration: 08584110962</p>	Chairman of the Board of Statutory Auditors and Accounting Auditor
<p><b><i>San Basilio Management Holding S.p.A.</i></b>  Registered office: Via Borgonovo, no. 2 - Milan  Tax Code and number of registration: 09310410965</p>	Chairman of the Board of Statutory Auditors and Accounting Auditor
<p><b><i>San Basilio Property S.p.A.</i></b>  Registered office: Via Borgonovo, no. 2 - Milan  Tax Code and number of registration: 08603130967</p>	Chairman of the Board of Statutory Auditors and Accounting Auditor
<p><b><i>San Basilio Property Holding S.p.A.</i></b>  Registered office: Via Borgonovo, no. 2 - Milan  Tax Code and number of registration: 09310400966</p>	Chairman of the Board of Statutory Auditors and Accounting Auditor
<p><b><i>Bossi Scala Property S.p.A.</i></b>  Registered office: Via Borgonovo, no. 2 - Milan  Tax Code and number of registration: 09749410966</p>	Effective Statutory Auditor and Accounting Auditor

In faith

Signed by Mr. Alessandro Speranza

Statement for the candidate statutory auditor

The undersigned Valeria GALARDI, born in Rome, on June 10, 1977, tax code GLR VLR 77H50 H501N, resident in Rome, Piazza Annibaliano, no. 9

**WHEREAS**

- A) the undersigned – for the purposes of the appointment of the members of the Board of Statutory Auditors of ANSALDO STS S.p.A., which will be held during the ordinary Shareholders' meeting called, in single call, for May 11, 2017 – has been designated by the shareholder Hitachi Rail Italy Investments S.r.l. in the slate for the office as Alternate Statutory Auditor of ANSALDO STS S.p.A.;
- B) the undersigned is aware of the requirements pursuant to the current legislation and to the Company's Bylaws for the office as Statutory Auditor of ANSALDO STS S.p.A.,

**Now, therefore**

The undersigned, under her own and exclusive responsibility, pursuant to Article 76 of the Decree of the President of the Republic no. 445 of December 28, 2000, concerning documents falsifications and false statements,

**DECLARES<sup>1</sup>**

- to be enrolled with the register of accounting auditors and to have carried out activity of auditing of the accounts for a period not less than three years;

[YES] (selected by Ms. Galardi)

[NO]

- to have developed an overall expertise of at least a three-year period in the carrying out of:
  - (a) management and statutory auditing activity or managerial tasks in companies with a corporate capital not lower than Euro 2,000,000.00; or
  - (b) professional or academic activities in legal, economic, financial and technical-financial matters strictly connected to the Company's business; or
  - (c) managerial tasks in public authorities or public administrations carrying out banking, financial, and insurance activities or, in any case, in sectors strictly relating to the Company's business. Pursuant to the Company's Bylaws, are considered strictly related to the Company's business the matters concerning the commercial and tax law, the business economics and the corporate finance;

[YES] (selected by Ms. Galardi)

[NO]

- the absence of reasons of ineligibility, forfeiture and incompatibility as well as the possession of the reputation, independence and professionalism requirements which are requested for the appointment to the aforesaid office, and in particular:
  - (a) not to be in the situations listed under Article 1, paragraphs 5 and 6, of the Ministerial Decree no. 162 of March 30, 2000; and

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<sup>1</sup> Please tick the appropriate box

Statement for the candidate statutory auditor

- (b) to have the reputation requirements set forth under Article 2 of the Ministerial Decree no. 162 of March 30, 2000; and
- (c) to have the independence requirements set forth under Article 148, paragraph 3, of the Legislative Decree no. 58 of February 24, 1998;

[YES] (selected by Ms. Galardi)

[NO]

- as well as to have the independence requirements set forth under the joint provisions of Articles 8.C.1 and 3.C.1 of the Corporate Governance Code;

[YES] (selected by Ms. Galardi)

[NO]

- to comply with the limits on the plurality of management and control offices which the statutory auditors of listed companies can hold in joint stock companies, partnerships partly limited by shares (*società in accomandita per azioni*) and limited liability companies, pursuant to Article 148-*bis* of Legislative Decree no. 58 of February 24, 1998 and Article 144-*duodecies* a 144-*quinquiesdecies* of the Regulations adopted through Consob's resolution no. 11971 of May 14, 1999;

[YES] (selected by Ms. Galardi)

[NO]

In this regard, and taking into account what is provided under Article 2400, last paragraph, of the Italian civil code, she declares to currently hold the management and control offices listed in her curriculum vitae attached to this statement;

- to undertake to promptly communicate to the Board of Directors and to the Board of Statutory Auditors of ANSALDO STS S.p.A. possible variations of this statement;
- to undertake to promptly provide, upon request of ANSALDO STS S.p.A., the documentation necessary to confirm the truthfulness of the declared data;
- to be aware, pursuant and with the purposes of Article 13 of Legislative Decree no. 196 of June 30, 2003, and to agree that the personal data collected in the context of the current candidature will be processed by the Company, also through informatics instruments, only in the context of the procedure with reference to which the current statement is made.

**FURTHER DECLARES**

- to accept the candidature and the possible appointment as Alternate Statutory Auditor of ANSALDO STS S.p.A.

Rome, April 13, 2017

In faith

Signed by Ms. Valeria Galardi

## CURRICULUM VITAE



### PERSONAL INFORMATION

Name **Valeria Galardi**  
Address **PIAZZA ANNIBALIANO, 9 – 00198 ROMA**  
Phone **+39 339 7202350**  
Fax  
E-mail [valeriagalardi@gmail.com](mailto:valeriagalardi@gmail.com)  
Nationality Italian  
Date of birth 10/06/1977

### WORK EXPERIENCES

• Dates from 2011

• Name and address of employer

• Type of business or sector

• Main activities and responsibilities

#### PROFESSIONAL COLLABORATION

Professional Firm Rosati, La Commara & Partners

Accounting, tax and strategic consulting

Professional assistance and activities of:

- Business evaluations and drafting of business and financial plans.
- Accounting and tax services to SMEs.
- Drafting of individual and consolidated financial statements in accordance with the Italian accounting principles.
- Preparation of tax declarative models.
- Statements by individuals and partnerships.
- Corporate and commercial law.
- Activities as statutory auditor.
- Statutory audit of accounts.
- Management of tax litigations.

#### COVERED PROFESSIONAL OFFICES

- TELECONTACT CENTER S.P.A. (TELECOM ITALIA GROUP), EFFECTIVE STATUTORY AUDITOR SINCE 2016
- FONDAZIONE INSE, EFFECTIVE STATUTORY AUDITOR SINCE 2015;
- PIAGGIO AERO INDUSTRIES S.P.A., ALTERNATE STATUTORY AUDITOR;
- NOVERCA S.R.L. (TELECOM ITALIA GROUP), ALTERNATE STATUTORY AUDITOR;
- SACE BT S.P.A., EFFECTIVE STATUTORY AUDITOR SINCE 2013 UNTIL 2016;
- PUNTA TRAGARA S.P.A., EFFECTIVE STATUTORY AUDITOR SINCE 2015 UNTIL 2015

Dates from 2006 to 2011

• Name and address of employer

#### PROFESSIONAL COLLABORATION

Professional firm: LS Lexjus Sinacta

- Type of business or sector Accounting, tax and strategic consulting
- Main activities and responsibilities. Professional assistance and activities of:
  - Business evaluations and drafting of business and financial plans.
  - Drafting of individual and consolidated financial statements in accordance with the Italian accounting principles.
  - Preparation of tax declarative models.
  - Statements by individuals and partnerships.
  - Corporate and commercial law.
  - Statutory audit of accounts.
  - Management of tax litigations.

• Date from 2006 to 2011

## PROFESSIONAL COLLABORATION

• Name and address of employer

Professional Firm Tasco & Associati

• Type of business or sector

Accounting, tax and strategic consulting

• Main activities and responsibilities:

- Professional assistance and activities of:
- Business evaluations and drafting of business and financial plans.
  - Drafting of individual and consolidated financial statements in accordance with the Italian accounting principles.
  - Preparation of tax declarative models of companies and individuals.
  - Informatics assistance.
  - Bookkeeping of ordinary and simplified companies books.

## EDUCATION AND TRAINING

• Date from 2001- 1995

Degree in Economics and Business at the University of Rome "La Sapienza" with the vote of 105/110.

Qualification obtained

Classical High School Diploma at "Giulio Cesare" of Rome with the vote of 48/60.

Certified Public Accountant, enrolled since 2006 with the Register of Certified Public Accountants of Rome

Statutory Auditor, enrolled since 2007 with the Register of Statutory Auditors

Good knowledge of the English language, both written and spoken

## PERSONAL APTITUDE

Very inclined to interpersonal relationships and to the team working

Statement for the candidate statutory auditor

The undersigned Stefano SAPONARO, born in Rome, on April 22, 1967, tax code SPNSFN67D22H501R, resident in Rome, via Gerolamo Belloni, no. 94

**WHEREAS**

- A) the undersigned – for the purposes of the appointment of the members of the Board of Statutory Auditors of ANSALDO STS S.p.A., which will be held during the ordinary Shareholders' meeting called, in single call, for May 11, 2017 – has been designated by the shareholder Hitachi Rail Italy Investments S.r.l. in the slate for the office as Alternate Statutory Auditor of ANSALDO STS S.p.A.;
- B) the undersigned is aware of the requirements pursuant to the current legislation and to the Company's Bylaws for the office as Statutory Auditor of ANSALDO STS S.p.A.,

**Now, therefore**

The undersigned, under his own and exclusive responsibility, pursuant to Article 76 of the Decree of the President of the Republic no. 445 of December 28, 2000, concerning documents falsifications and false statements,

**DECLARES<sup>1</sup>**

- to be enrolled with the register of accounting auditors and to have carried out activity of auditing of the accounts for a period not less than three years;

[YES] (selected by Mr. Saponaro)

[NO]

- to have developed an overall expertise of at least a three-year period in the carrying out of:
  - (a) management and statutory auditing activity or managerial tasks in companies with a corporate capital not lower than Euro 2,000,000.00; or
  - (b) professional or academic activities in legal, economic, financial and technical-financial matters strictly connected to the Company's business; or
  - (c) managerial tasks in public authorities or public administrations carrying out banking, financial, and insurance activities or, in any case, in sectors strictly relating to the Company's business. Pursuant to the Company's Bylaws, are considered strictly related to the Company's business the matters concerning the commercial and tax law, the business economics and the corporate finance;

[YES] (selected by Mr. Saponaro)

[NO]

- the absence of reasons of ineligibility, forfeiture and incompatibility as well as the possession of the reputation, independence and professionalism requirements which are requested for the appointment to the aforesaid office, and in particular:
  - (a) not to be in the situations listed under Article 1, paragraphs 5 and 6, of the Ministerial Decree no. 162 of March 30, 2000; and

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<sup>1</sup> Please tick the appropriate box

Statement for the candidate statutory auditor

- (b) to have the reputation requirements set forth under Article 2 of the Ministerial Decree no. 162 of March 30, 2000; and
- (c) to have the independence requirements set forth under Article 148, paragraph 3, of the Legislative Decree no. 58 of February 24, 1998;

[YES] (selected by Mr. Saponaro) [NO]

- as well as to have the independence requirements set forth under the joint provisions of Articles 8.C.1 and 3.C.1 of the Corporate Governance Code;

[YES] (selected by Mr. Saponaro) [NO]

- to comply with the limits on the plurality of management and control offices which the statutory auditors of listed companies can hold in joint stock companies, partnerships partly limited by shares (*società in accomandita per azioni*) and limited liability companies, pursuant to Article 148-*bis* of Legislative Decree no. 58 of February 24, 1998 and Article 144-*duodecies* a 144-*quinquiesdecies* of the Regulations adopted through Consob's resolution no. 11971 of May 14, 1999;

[YES] (selected by Mr. Saponaro) [NO]

In this regard, and taking into account what is provided under Article 2400, last paragraph, of the Italian civil code, he declares to currently hold the management and control offices listed in his curriculum vitae attached to this statement;

- to undertake to promptly communicate to the Board of Directors and to the Board of Statutory Auditors of ANSALDO STS S.p.A. possible variations of this statement;
- to undertake to promptly provide, upon request of ANSALDO STS S.p.A., the documentation necessary to confirm the truthfulness of the declared data;
- to be aware, pursuant and with the purposes of Article 13 of Legislative Decree no. 196 of June 30, 2003, and to agree that the personal data collected in the context of the current candidature will be processed by the Company, also through informatics instruments, only in the context of the procedure with reference to which the current statement is made.

**FURTHER DECLARES**

- to accept the candidature and the possible appointment as Alternate Statutory Auditor of ANSALDO STS S.p.A.

Rome, April 13, 2017

In faith

Signed by Mr. Stefano Saponaro



## CURRICULUM VITAE

**STEFANO SAPONARO**, born in Rome, April 22 1967.

Chartered Accountant and Statutory Auditor, based in Rome - 00195 - 123,  
Viale G. Mazzini - Tel.: + 39 06 3725439 - Fax: + 39 06 58201185 - Mob. +39  
3355278615 - email [s.saponaro@fastwebnet.it](mailto:s.saponaro@fastwebnet.it) - pec [s.saponaro@pec.it](mailto:s.saponaro@pec.it)

Chartered Accountant since July 6 1993.

Statutory Auditor n. 107312, DM 25.11.1999 published on G.U. 17.12.1999.

### Skills:

- Firm, Company and Tax advisory, and particularly:
  - Operations of Company and Groups restructuring, reorganization and liquidation;
  - Bankruptcy proceedings;
  - Business evaluations;
  - Preparation of Business and Financial Plans even within proceedings *ex art. 67, art 182 bis Bankruptcy Law and Concordato Preventivo*;
  - Certification of Plans within proceedings *ex art. 67, art. 182 bis Bankruptcy Law and Concordato Preventivo*;
  - Assistance in criminal trials concerning Corporate, Bankruptcy and Fiscal Crimes;
  - tax consulting, assistance, and representation.
- Predisposition of Corporate Governance Models
- Predisposition of Organization and Control Models *ex D.Lgs. 231/2001*;

**In the context of his professional activity, he performed and performs offices as:**

- President of Boards of Statutory Auditors, Statutory Auditors and Independent Auditor in listed companies – also part of multinational listed Groups – limited liability companies, Cooperatives and Associations and ONLUS.
- Plan advisor or certifier in proceedings ex art. 67, 182 bis, and in agreements with creditors (concordato preventivo) of companies operating in several sectors (medical, retail, real estate, industrial, commercial, biotechnology, e-commerce, software house).
- President of the Supervisory Body ex D.Lgs. 231 in joint stock companies and companies which are part of multinational groups in the assurance and re-assurance sector.
- Expert appointed by the Civil and Criminal Court and the Public Prosecutor in criminal and civil trials;
- Technical Advisor of litigator parties in civil, criminal and administrative trials in corporate, criminal commercial, tax and financial matters.
- Liquidator of the joint stock company CIRIO FINANZIARIA S.p.A., charged by the bankruptcy department of the Court of Rome of the management activity of the Company in the context of extraordinary administration procedures of big sized companies in crises (*Amministrazione Straordinaria delle Grandi Imprese in Crisi*)

**Other Skills:**

- Lecturer at the School of Practitioner for Training Chartered Accountants.
- Speaker at conferences on corporate and business consulting organized by the Order of Chartered Accountants of Rome
- From 2013 - Member of the Consultative Commission "Insolvency" of the Order of Certified Public Accountants of Rome and former member of the commission "Business Consulting" (2008-2012), "Indirect Taxes" (2003-2007), "non-commercial entities" of the Order of Certified Public Accountants of Rome.
- Expert in "Methods and start up business techniques" at the University of Chieti and Pescara "G. D'Annunzio", Faculty of Management, Specialized Degree Course in Economics and Management (AA 2007/2008).
- Co-author of publications on the reform of Corporate Law.
- Author of articles on tax and banking matters on specialized journals (il Fisco, Italia Oggi, Bancaria - Mensile ABI).

Rome, April 2017

STEFANO SAPONARO  
CERTIFIED PUBLIC ACCOUNTANT  
ACCOUNTING AUDITOR

List of the offices as of April 13, 2017:

Liquidator:

- Porta di Roma S.r.l. in liquidazione
- Immobiliare Campana S.r.l. in liquidazione

Presidente Collegio Sindacale: SOA Container S.p.A.

Revisore Legale : Ass. CIDIM

Rome, April 13, 2017

Signed by Mr. Stefano Saponaro

Comunicazione ex artt. 23/24

**del Provvedimento Banca d'Italia/Consob del 22 febbraio 2008 modificato il 24 dicembre 2010**

1. Intermediario che effettua la comunicazione

ABI  CAB   
denominazione INTESA SANPAOLO S.P.A.

2. Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT) 

denominazione \_\_\_\_\_

3. data della richiesta

4. data di invio della comunicazione

5. n.ro progressivo annuo

6. n.ro progressivo della comunicazione che si intende rettificare/revocare (\*)

7. causale della rettifica (\*)

8. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

\_\_\_\_\_

9. titolare degli strumenti finanziari:

cognome o denominazione HITACHI RAIL ITALY INVESTMENTS

nome \_\_\_\_\_

codice fiscale

comune di nascita \_\_\_\_\_

provincia di nascita data di nascita nazionalità ITALIANAindirizzo VIA TOMMASO GULLI, 39città 20147 MILANO (MI)Stato ITALIA

10. strumenti finanziari oggetto di comunicazione:

denominazione ANSALDO STS SPA

11. quantità strumenti finanziari oggetto di comunicazione:

12. vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

natura  data di:  costituzione  modifica  estinzione 

Beneficiario vincolo \_\_\_\_\_

13. data di riferimento

14. termine di efficacia

15. diritto esercitabile

16. note

Intesa Sanpaolo Group Services Scpa  
per procura di FIDEURAM ISPB S.p.A.  
Ufficio Anagrafe Titoli ed Operazioni Societarie