

[This is an English courtesy translation of the original documentation prepared in Italian language. Please consider that only the original version in Italian language has legal value]

Ansaldo STS S.p.A.

Via Paolo Mantovani, 3-5

16151 - Genova

Attn. Corporate Affairs Office

Via certified email: assemblea.ansaldosts@legalmail.it

Genoa, April 12, 2017

RE: Filing of the slate of candidates for the appointment of the Board of Statutory Auditors of Ansaldo STS pursuant Article 27 of the Bylaws

Dear Sirs,

on behalf of the shareholders Elliott International, L.P. e The Liverpool Limited Partnership - collectively holding no. 45,086,943 ordinary shares (equal to 22.5435% of the share capital) of Ansaldo STS S.p.A. - we hereby file the slate of candidates for the appointment of the Board of Statutory Auditors of Ansaldo STS S.p.A. proposed by the abovementioned shareholders in sight of the shareholders' meeting convened for May 11, 2017, in single call, at 11.00, in Genoa, at the offices of Fondazione Ansaldo, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo).

Kind regards.

Signed by: Matteo M. Pratelli

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

Elliott International, L.P. e The Liverpool Limited Partnership, in their capacity as shareholders of Ansaldo STS S.p.A. (“**Ansaldo STS**” or the “**Company**”) as specified below:

Shareholder	No. of shares	% of the share capital
Elliott International, L.P.	31,012,105	15.5061%
The Liverpool Limited Partnership	14,074,838	7.0374%
Total	45,086,943	22.5435

whereas

- the shareholders’ meeting of Ansaldo STS has been called for 11 May 2017, in single call, at 11:00 AM, in Genoa, at the offices of Fondazione Ansaldo, Corso F.M. Perrone 118 (Villa Cattaneo dell’Olmo) in order to resolve, *inter alia*, through slate voting, on the appointment of the members of the Board of Statutory Auditors,

taking into account

- the rules set forth by applicable law (and regulations), Ansaldo STS’s Bylaws, and Borsa Italiana Corporate Governance Code (*Codice di Autodisciplina*) (to which the Company adhered) for the submission of the slate of candidates for the abovementioned appointment, including the regulation of the connections between majority shareholders and minority shareholders

hereby submit

- the following slate of candidates for the appointment of the Board of Statutory Auditors of the Company with the following order

SLATE OF CANDIDATES FOR THE APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Section I - Standing Statutory Auditors

No.	Surname	Name
1	Zecca	Antonio

* * *

Section II - Alternate Statutory Auditors

No.	Surname	Name
1	Proserpio	Cristiano

hereby declare

- that there are no substantial connections or relationships, also pursuant to Consob Communication no. DEM/9017893 of February 26, 2009, with the shareholders who - also jointly - own a controlling or a relative majority shareholding, as provided under Article 144-

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quinquies of the Issuers Regulations approved by Consob with resolution no. 11971/1999 and, more in general, under the Bylaws and applicable law;

- their commitment to submit, upon Ansaldo STS S.p.A.'s request, the appropriate documentation in order to confirm the truthfulness of the information set out herein,

hereby appoint

Mr Gianpiero Succi (Fiscal code SCCGPR74S14F952U) and Mr Matteo Maria Pratelli (Fiscal code PRTMTM79P08D969P) - both domiciled at their Law Firm in Genoa, Via delle Casaccie no. 1 - so that the appointed attorneys, each of them severally, can submit, on behalf of Elliott International, L.P. e The Liverpool Limited Partnership, this slate of candidates for the appointment of the Board of Statutory Auditors of Ansaldo STS S.p.A. along with the relevant documentation, granting them the power to give notice of such submission to the competent authorities and to the stock exchange management company, if so required.

* * *

The following documentation is attached to the slate:

1. Certification attesting the ownership of shares in Ansaldo STS S.p.A. by Elliott International, L.P. e The Liverpool Limited Partnership;
2. Statement whereby each candidate accepts his candidacy and certifies, under his responsibility, the absence of causes of ineligibility and incompatibility, and the existence of the independence requirements, also pursuant to Article 148, par. 3, of Law Decree 24.2.1998, no. 58 and Article 3 of Borsa Italiana Corporate Governance Code (*Codice di Autodisciplina*), of the integrity and professional requirements pursuant to Ministerial Decree of 30.3.2000, no. 162 in accordance with Article 148, par. 4, Law Decree 24.2.1998, no. 58, and pursuant to the Bylaws, in order to be appointed as a Statutory Auditor;
3. *Curriculum vitae* the personal and professional characteristics of each candidate, including the list of the offices as director and as auditor held by each candidate and relevant under applicable law;
4. Copy of an identity document of each candidate.

* * *

For any clarification and/or information, please contact

Avv. Matteo M. Pratelli
BonelliErede Studio Legale
Tel.: +39 010 84621
Fax: +39 010 813849
matteomaria.pratelli@belex.com

Elliott International, L.P.
By Elliott International Capital Advisors Inc.
as attorney-in-fact

The Liverpool Limited Partnership
By The Liverpool Associates Ltd., as general
partner

Signed by: Elliot Greenberg, Vice President

Signed by: Elliot Greenberg, Vice President

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Certification attesting the ownership of shares in Ansaldo STS S.p.A. by Elliott International, L.P. e The Liverpool Limited Partnership



BNP PARIBAS
SECURITIES SERVICES

Succursale di Milano

Comunicazione ex artt. 23 del Provvedimento Post Trading

Intermediario che effettua la comunicazione

ABI 03479 CAB 1600
denominazione BNP Paribas Securities Services

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT)
denominazione

data della richiesta
12/04/2017

data di invio della comunicazione
12/04/2017

n.ro progressivo annuo
0000000549/17

n.ro progressivo della comunicazione che si intende rettificare/revocare

causale della rettifica/revoca

Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

Titolare degli strumenti finanziari:

cognome o denominazione LIVERPOOL LIMITED PARTNERSHIP

nome

codice fiscale

comune di nascita

provincia di nascita

data di nascita

nazionalità

Indirizzo CANONS COURT, 22 VICTORIA STREET

città HAMILTON

stato

BERMUDA

Strumenti finanziari oggetto di comunicazione:

ISIN IT0003977540

denominazione ANSALDO STS AOR

Quantità strumenti finanziari oggetto di comunicazione:

n. 505.977

Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

Natura vincolo 00 - senza vincolo

Beneficiario vincolo

data di riferimento termine di efficacia diritto esercitabile

12/04/2017

14/04/2017

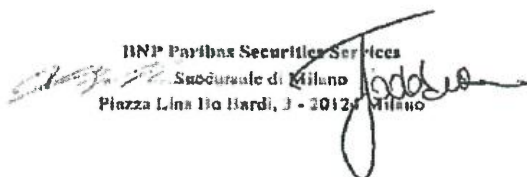
DEP - Deposito di lista per la nomina del Collegio Sindacale (art. 148 TUF)

Note

Certificazione per la presentazione della lista per la nomina del Collegio Sindacale di Ansaldo STS S.p.A.

Firma Intermediario

BNP Paribas Securities Services
Succursale di Milano
Piazza Lina Bo Bardi, 3 - 20124 Milano



**BNP PARIBAS**

SECURITIES SERVICES

Succursale di Milano

Comunicazione ex artt. 23 del Provvedimento Post Trading**Intermediario che effettua la comunicazione**

ABI: 03479 CAB 1600
 denominazione BNP Paribas Securities Services

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT)
 denominazione

data della richiesta
 12/04/2017

data di invio della comunicazione
 12/04/2017

n.ro progressivo
 annuo
 0000000548/17

n.ro progressivo della comunicazione
 che si intende rettificare/revocare

causale della
 rettifica/revoca

Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**Titolare degli strumenti finanziari:**

cognome o denominazione ELLIOTT INTERNATIONAL LP

nome

codice fiscale

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo PO BOX 309 UGLAND HOUSE

città GRAND CAYMAN

stato

CAYMAN ISLANDS

Strumenti finanziari oggetto di comunicazione:

ISIN IT0003977540

denominazione ANSALDO STS AOR

Quantità strumenti finanziari oggetto di comunicazione:

n. 1.027.285

Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

Natura vincolo 00 - senza vincolo

Beneficiario vincolo

data di riferimento termine di efficacia diritto esercitabile

12/04/2017

14/04/2017

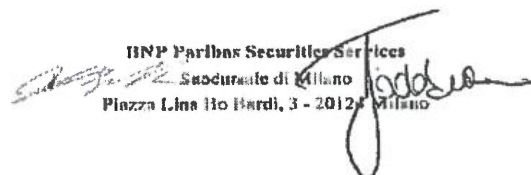
DEP - Deposito di liste per la nomina del Collegio Sindacale (art. 148 TUF)

Note

Certificazione per la presentazione della lista per la nomina del Collegio Sindacale di Ansaldo STS S.p.A.

Firma Intermediario

BNP Paribas Securities Services
 Succursale di Milano
 Piazza Lina Bo Bardi, 3 - 20123 Milano





BNP PARIBAS
SECURITIES SERVICES
 Succursale di Milano

Comunicazione ex artt. 23 del Provvedimento Post Trading

Intermediario che effettua la comunicazione

ABI 03479 CAB 1600
 denominazione BNP Paribas Securities Services

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT)
 denominazione

data della richiesta	data di invio della comunicazione
12/04/2017	12/04/2017
n.ro progressivo annuo	n.ro progressivo della comunicazione che si intende rettificare/revocare
0000000541/17	
	causale della rettifica/revoca

Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

Titolare degli strumenti finanziari:

cognome o denominazione ELLIOTT INTERNATIONAL L.P
 nome
 codice fiscale
 comune di nascita provincia di nascita
 data di nascita nazionalità
 Indirizzo PO BOX 309, UGLAND HOUSE
 città GRAND CAYMAN stato CAYMAN ISLANDS

Strumenti finanziari oggetto di comunicazione:

ISIN IT0003977540
 denominazione ANSALDO STS AOR

Quantità strumenti finanziari oggetto di comunicazione:

n. 24.813.093

Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

Natura vincolo 00 - senza vincolo
 Beneficiario vincolo

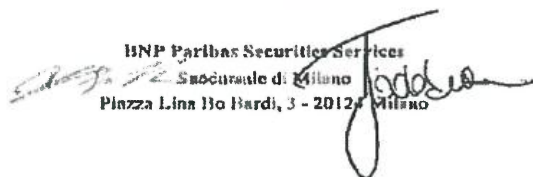
data di riferimento	termine di efficacia	diritto esercitabile
12/04/2017	14/04/2017	DEP - Deposito di liste per la nomina del Collegio Sindacale (art. 148 TUF)

Note

Certificazione per la presentazione della lista per la nomina del Collegio Sindacale di Ansaldo STS S.p.A.

Firma Intermediario

BNP Paribas Securities Services
 Succursale di Milano
 Piazza Lina Bo Bardi, 3 - 20124 Milano





BNP PARIBAS
SECURITIES SERVICES

Succursale di Milano

Comunicazione ex artt. 23 del Provvedimento Post Trading

Intermediario che effettua la comunicazione

ABI 03479 CAB 1600
denominazione BNP Paribas Securities Services

Intermediario partecipante se diverso dal precedente

ABI (n.ro conto MT)
denominazione

data della richiesta
12/04/2017

data di invio della comunicazione
12/04/2017

n.ro progressivo
annuo
000000540/17

n.ro progressivo della comunicazione
che si intende rettificare/revocare

causale della
rettifica/revoca

Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari

Titolare degli strumenti finanziari:

cognome o denominazione THE LIVERPOOL LIMITED PARTNERSHIP

nome

codice fiscale

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo CANONS COURT, 22 VICTORIA STREET

città HAMILTON

stato

BERMUDA

Strumenti finanziari oggetto di comunicazione:

ISIN IT0003977540

denominazione ANSALDO STS AOR

Quantità strumenti finanziari oggetto di comunicazione:

n. 11,956,212

Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione

Natura vincolo 00 - senza vincolo

Beneficiario vincolo

data di riferimento

termine di efficacia

diritto esercitabile

12/04/2017

14/04/2017

DEP - Deposito di liste per la nomina del Collegio Sindacale (art. 148 TUF)

Nota

Certificazione per la presentazione della lista per la nomina del Collegio Sindacale di Ansaldo STS S.p.A.

Firma Intermediario

BNP Paribas Securities Services
Succursale di Milano
Piazza Lina Bo Bardi, 3 - 20121 Milano

**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

2. Intermediario partecipante se diverso dal precedente

ABI (n. conto MT)
denominazione

3. Data della richiesta

ggmmssaa

4. Data di invio della comunicazione

ggmmssaa

5. N.ro progressivo annuo**6. N.ro progressivo della comunicazione che si intende rettificare/revocare(2)****7. Causale della rettifica/revoca(2)****8. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari****9. Titolare degli strumenti finanziari**

Cognome o denominazione ✓
Nome
Codice Fiscale
Comune di Nascita Provincia di nascita
Data di nascita (ggmmaa) Nazionalità
Indirizzo ✓
Citta'

10. Strumenti finanziari oggetto di comunicazione

ISIN ✓
denominazione

11. Quantita' strumenti finanziari oggetto di comunicazione

✓

12. Voci o annotazioni sugli strumenti finanziari oggetto di comunicazione :

Natura
Beneficiario Vincolo

13. Data di riferimento

ggmmssaa

14. Termine di Efficacia

ggmmssaa

15. Diritto esercitabile**16. Note**

✓



L' INTERMEDIARIO
Cibank, N.A. Milano



Citibank NA- Milano



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

2. Intermediario partecipante se diverso dal precedente

ABI (n. conto MT)
denominazione

3. Data della richiesta

ggmmssaa

4. Data di invio della comunicazione

ggmmssaa

5. N.ro progressivo annuo

6. N.ro progressivo della comunicazione che si intende rettificare/revocare(2)

7. Causale della rettifica/revoca(2)

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

9. Titolare degli strumenti finanziari

Cognome o denominazione
Nome
Codice Fiscale
Comune di Nascita Provincia di nascita
Data di nascita (ggmmaa) Nazionalità
Indirizzo
Città

10. Strumenti finanziari oggetto di comunicazione

ISIN
denominazione

11. Quantita' strumenti finanziari oggetto di comunicazione

12. Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione :

Natura
Beneficiario Vincolo

13. Data di riferimento

ggmmssaa

14. Termine di Efficacia

ggmmssaa

15. Diritto esercitabile

16. Note

SI RILASCI LA PRESENTE CERTIFICAZIONE AI FINI DELLA PRESENTAZIONE DI UNA LISTA PER LA NOMINA DEL COLLEGIO SINDACALE

L'INTERMEDIARIO
Citibank, N.A. Milano

(2) Campi da valorizzare in caso di comunicazioni ex art 24 del Provvedimento

**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

2. Intermediario partecipante se diverso dal precedente

ABI (n. conto MT)
denominazione

3. Data della richiesta

ggmmssaa

4. Data di invio della comunicazione

ggmmssaa

5. N.ro progressivo annuo**6. N.ro progressivo della comunicazione che si intende rettificare/revocare(2)****7. Causale della rettifica/revoca(2)****B. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari****B. Titolare degli strumenti finanziari**

Cognome o denominazione
Nome
Codice Fiscale
Comune di Nascita Provincia di nascita
Data di nascita (ggmmaa) Nazionalità'
Indirizzo
Città' ✓

10. Strumenti finanziari oggetto di comunicazione

ISIN
denominazione ✓

11. Quantità strumenti finanziari oggetto di comunicazione

✓

12. Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione :

Natura
Beneficiario Vincolo

13. Data di riferimento

ggmmssaa

14. Termine di Efficacia

ggmmssaa

15. Diritto esercitabile**16. Note**

SI RILASCIA LA PRESENTE CERTIFICAZIONE AI FINI DELLA PRESENTAZIONE DI UNA LISTA PER LA NOMINA DEL COLLEGIO SINDACALE ✓

L' INTERMEDIARIO
Cibank, N.A. Milano

**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

2. Intermediario partecipante se diverso dal precedente

ABI (n. conto MT)
denominazione

3. Data della richiesta

ggmmssaa

4. Data di invio della comunicazione

ggmmssaa

5. N.ro progressivo annuo**6. N.ro progressivo della comunicazione che si intende rettificare/revocare(2)****7. Causale della rettifica/revoca(2)****8. nominativo del richiedente, se diverso dal titolare degli strumenti finanziari****9. Titolare degli strumenti finanziari**

Cognome o denominazione ✓
Nome
Codice Fiscale
Comune di Nascita Provincia di nascita
Data di nascita (ggmmaa) Nazionalità
Indirizzo ✓
Citta'

10. Strumenti finanziari oggetto di comunicazione

ISIN
denominazione

11. Quantita' strumenti finanziari oggetto di comunicazione

✓

12. Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione :

Natura
Beneficiario Vincolo

13. Data di riferimento

ggmmssaa

14. Termine di Efficacia

ggmmssaa

15. Diritto esercitabile

✓

16. Note

SI RILASCIA LA PRESENTE CERTIFICAZIONE AI FINI DELLA PRESENTAZIONE DI UNA LISTA PER LA NOMINA DEL COLLEGIO SINDACALE ✓

L'INTERMEDIARIO
Cibank, N.A. Milano

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STATEMENT OF ACCEPTANCE AND EXISTENCE OF THE LAW REQUIREMENTS

The undersigned **ANTONIO ZECCA**, born in Lecce, on September 25, 1975, fiscal code: ZCCNTN75P25E506M, resident in Assago (MI), Via Leopardi, n. 1

Whereas

- (A) the undersigned has been designated as candidate for the office of standing statutory auditor of Ansaldo STS S.p.A. in the slate proposed by the shareholders Elliott International, L.P. e The Liverpool Limited Partnership for the election of the members of the Board of Statutory Auditors of Ansaldo STS S.p.A. to be made by the shareholders' meeting which will be held in single call on May 11, 2017 at 11:00 AM, in Genoa, at the offices of Fondazione Ansaldo, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo);
- (B) the undersigned is aware of the requirements which applicable law and the Bylaws prescribe for the appointment to the office of statutory auditor of Ansaldo STS S.p.A.

now therefore

the undersigned, under his own and exclusive responsibility, pursuant to the Law and the Bylaws, including Article 76 of the President of Republic's Decree 28.12.2000, no. 445 in case of forgery and false statements

declares

- to be enrolled in the register of the auditors and to have carried out the auditing activity for no less than three years;
- the non-existence of causes of ineligibility and incompatibility, and the existence of the independence requirements, set forth under Article 148, par. 3, of Law Decree 24.2.1998, no. 58 and Article 3.C.1 and 8.C.1 of Borsa Italiana Corporate Governance Code (*Codice di Autodisciplina*), of the integrity and professional requirements set forth also under Ministerial Decree of 30.3.2000, no. 162 and in any case under the applicable Law and the Bylaws in order to be appointed as Statutory Auditor;
- not to hold offices as director or as statutory auditor in a measure equal or superior to the limit set by the applicable law. To this purpose the undersigned declares to hold currently the offices as director and as statutory auditor listed in the document hereby enclosed;
- to file the *curriculum vitae*, apt to provide a comprehensive information on his personal and professional features, enclosed with a list of all the offices as director and as auditor held in other companies pursuant to the Law, consenting to their public release as of now;
- to commit to promptly communicate to Ansaldo STS S.p.A. and, more specifically, to its Board of Directors and its Board of Statutory Auditors possible changes of the statement as of the date of the shareholders' meeting;
- to be informed, pursuant Article 13 of Law Decree 30.6.2003 n. 196 and to consent that the personal data collected are processed by Ansaldo STS S.p.A., also with IT tools, in the procedure for which the present statement is made.

furthermore declares

to accept the candidacy and the possible appointment to the office of standing statutory auditor of Ansaldo STS S.p.A.

In faith

Signed by: Antonio Zecca

Milan, April 11, 2017

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CURRICULUM VITAE ANTONIO ZECCA

WORK EXPERIENCE

- **SINCE SEPTEMBER 2010**

CHARTERED ACCOUNTANT, PARTNER AT SPADA PARTNERS (FORMERLY STUDIO SPADACINI ASSOCIAZIONE PROFESSIONALE)

DIRECT RESPONSIBILITY FOR THE FOLLOWING ACTIVITIES: RESTRUCTURING & REORGANIZATION SERVICES, BUSINESS RECOVERY SERVICES, TREASURY MANAGEMENT, FINANCIAL CONTROL MANAGEMENT, TEMPORARY CFO, FINANCIAL DUE DILIGENCE, EVALUATION SERVICES, COMPANY LIQUIDATIONS, ASSEVERATION ACCORDING TO BANKRUPTCY LAW.

ACTING AS INDEPENDENT DIRECTOR AND STATUTORY AUDITOR IN SEVERAL MEDIUM AND LARGE ENTITIES.

- **DECEMBER 2006 – AUGUST 2010**

DELOITTE FINANCIAL ADVISORY SERVICES S.P.A. - DIRECTOR IN THE *REORGANIZATION & TRANSACTION SERVICES* DEPARTMENT.

- **JUNE 2005 – DECEMBER 2006**

DELOITTE & TOUCHE LLP – LONDON – MANAGER IN THE *REORGANIZATION & TRANSACTION SERVICE* DEPARTMENT.

- **SEPTEMBER 2001 – JUNE 2005**

DELOITTE FINANCIAL ADVISORY SERVICES S.P.A. – MILAN - SENIOR AND SUPERVISOR IN THE *REORGANIZATION & TRANSACTION SERVICES* DEPARTMENT.

- **DECEMBER 2000 - SEPTEMBER 2001**

ARTHUR ANDERSEN S.P.A. – MILAN – AUDITOR IN THE FINANCIAL SERVICES DEPARTMENT.

EDUCATION

- **2002**

CERTIFIED CHARTERED ACCOUNTANT

CERTIFIED PUBLIC ACCOUNTANT

- **1999**

DEGREE IN ECONOMIA E LEGISLAZIONE PER L'IMPRESA AT **BOCCONI UNIVERSITY**.

MAIN AREAS OF SPECIALIZATION: CORPORATE FINANCE, FINANCIAL MARKETS, ACCOUNTING AND BUSINESS LAW.

LANGUAGE SKILLS

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- **ITALIAN**

MOTHER TONGUE

- **ENGLISH**

FLUENT

- **SPANISH**

GOOD

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List of positions held by Mr. Antonio Zecca

- Accord Phoenix S.p.A., Effective Statutory Auditor;
- Bellatrix S.p.A. (Prada Group), Effective Statutory Auditor;
- Bertolotti S.p.A., Effective Statutory Auditor;
- BWT Italia S.r.l., Sole Statutory Auditor;
- Capitolo Cinque S.r.l. in liquidazione, Liquidator;
- Castiglioni Cartotecnica S.p.A., Effective Statutory Auditor;
- Comdata S.p.A., Effective Statutory Auditor;
- Conceria Gaiera Giovanni S.p.A., Auditor;
- Crest S.r.l., Effective Statutory Auditor;
- E' qui S.p.A., Effective Statutory Auditor;
- Era S.p.A., Effective Statutory Auditor;
- Inprint S.p.A., Member of the Board of Directors;
- Investinfood S.p.A., Effective Statutory Auditor;
- Litorama S.p.A. Member of the Board of Directors;
- LKQ Italia Bondco S.p.A., Effective Statutory Auditor;
- LKQ Italia S.r.l., Effective Statutory Auditor,
- Marelli Motori S.p.A., Effective Statutory Auditor;
- Motortecnica S.r.l., Sole Statutory Auditor;
- Oxygen S.r.l. in liquidazione, Special Attorney;
- Pane & Company S.r.l., Chairman of Board of Statutory Auditors;
- Panificio San Francesco S.p.A., Effective Statutory Auditor;
- Previmedical – Servizi per Sanità Integrativa S.p.A. - Member of the Board of Directors;
- Rhiag – Inter Auto Parts Italia S.p.A., Effective Statutory Auditor;
- Rhiag Engineering S.p.A., Effective Statutory Auditor;
- Rhino Bidco S.p.A., Effective Statutory Auditor;
- Tapi S.p.A., Effective Statutory Auditor;
- Tcap 1927 S.p.A., Effective Statutory Auditor;
- Tecnomeccanica S.p.A., Chairman of Board of Statutory Auditors;
- Tiemme Holding S.p.A., Chairman of Board of Statutory Auditors;
- Twiga Europe S.p.A., Chairman of Board of Statutory Auditors;
- Wega macchine per caffè S.r.l., Sole Statutory Auditor;

List of positions held by Mr. Antonio Zecca as Alternate Statutory Auditor

- Angel Lab S.p.A., Alternate Statutory Auditor;
- Bieffe Medital S.p.A., Alternate Statutory Auditor;
- Biolchim S.p.A., Alternate Statutory Auditor;
- Calliope Finance S.r.l. in liquidazione, Alternate Statutory Auditor;
- Capitoloquattro S.p.A. in liquidazione, Alternate Statutory Auditor;
- Mapfre Warranty S.p.A., Alternate Statutory Auditor;
- Moleskine S.p.A., Alternate Statutory Auditor;
- Motovario S.p.A., Alternate Statutory Auditor;
- Prada Holding S.p.A., Alternate Statutory Auditor;
- Primat S.p.A., Alternate Statutory Auditor;
- V.M.E. S.p.A., Alternate Statutory Auditor;

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- Valextra S.p.A., Alternate Statutory Auditor;

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STATEMENT OF ACCEPTANCE AND EXISTENCE OF THE LAW REQUIREMENTS

The undersigned **CRISTIANO PROSERPIO**, born in Milano, on October 14, 1975, fiscal code: PRSCST75R14F205Y, resident in Milano, Via Della Sila, n. 24

Whereas

- (C) the undersigned has been designated as candidate for the office of alternate statutory auditor of Ansaldo STS S.p.A. in the slate proposed by the shareholders Elliott International, L.P. e The Liverpool Limited Partnership for the election of the members of the Board of Statutory Auditors of Ansaldo STS S.p.A. to be made by the shareholders' meeting which will be held in single call on May 11, 2017 at 11:00 AM, in Genoa, at the offices of Fondazione Ansaldo, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo);
- (D) the undersigned is aware of the requirements which applicable law and the Bylaws prescribe for the appointment to the office of statutory auditor of Ansaldo STS S.p.A.

now therefore

the undersigned, under his own and exclusive responsibility, pursuant to the Law and the Bylaws, including Article 76 of the President of Republic's Decree 28.12.2000, no. 445 in case of forgery and false statements

declares

- to be enrolled in the register of the auditors and to have carried out the auditing activity for no less than three years;
- the non-existence of causes of ineligibility and incompatibility, and the existence of the independence requirements, set forth under Article 148, par. 3, of Law Decree 24.2.1998, no. 58 and Article 3.C.1 and 8.C.1 of Borsa Italiana Corporate Governance Code (*Codice di Autodisciplina*), of the integrity and professionalism requirements set forth also under Ministerial Decree of 30.3.2000, no. 162 and in any case under the applicable Law and the Bylaws in order to be appointed as Statutory Auditor;
- not to hold offices as director or as statutory auditor in a measure equal or superior to the limit set by the applicable law. To this purpose the undersigned declares to hold currently the offices as director and as statutory auditor listed in the document hereby enclosed;
- to file the *curriculum vitae*, apt to provide a comprehensive information on his personal and professional features, enclosed with a list of all the offices as director and as auditor held in other companies pursuant to the Law, consenting to their public release as of now;
- to commit to promptly communicate to Ansaldo STS S.p.A. and, more specifically, to its Board of Directors and its Board of Statutory Auditors possible changes of the statement as of the date of the shareholders' meeting;
- to be informed, pursuant Article 13 of Law Decree 30.6.2003 n. 196 and to consent that the personal data collected are processed by Ansaldo STS S.p.A., also with IT tools, in the procedure for which the present statement is made.

furthermore declares

to accept the candidacy and the possible appointment to the office of alternate statutory auditor of Ansaldo STS S.p.A.

In faith

Signed by: Cristiano Proserpio
Milan, April 11, 2017

Cristiano Proserpio

Born in Milan on 14th October 1975

Office in Milan, Corso Italia 22

20122 Milano

E-mail: cristiano.proserpio@spadapartners.it

PEC: cristiano.proserpio@odcecmilano.it

CURRICULUM VITAE

EDUCATION

- 1994 High School Diploma (scientific studies) at Liceo “A. Volta” di Milano
- 1999 Degree in Economics and Administration Laurea in Economia e Commercio – with specialization in Corporate Organization and Management at the “Università Cattolica del Sacro Cuore” of Milan. Final vote: 110/110
- 2003 Legally admitted to Milan’s Registry of Chartered Accountants and Certified Bookkeepers (registration number 6220)
- 2003 Registration number 131471, to the “Auditors Registry”, as provided by the regulation of 5th December 2003, published on the Official Gazette of the Italian Republic no. 97 – IV Special Series of 12th December 2003.
- 2016 Registration number 14021 to the Register of Technical Consultants of the Milan Court, Civil Section, Specializations "firm evaluations and extraordinary transaction"

PROFESSIONAL EXPERIENCE

1999-2003 Professional training at “Studio Poli e Associati” of Milan, “Studio Roberto Moro Visconti” and “Studio Timo” of Milan

2003-2006 Freelance Certified Public Accountant in Milan.

Until September 2004, collaborated with “Studio Timo” of Milan and “Studio Garbolino Milanese Ranalli” of Turin.

Since October 2004 until December 2007, collaborated with “Studio Spadacini Associazione Professionale” of Milan.

2007- today Since January 2007 partner of Spada Partner Associazione Professionale (previously named “Studio Spadacini Associazione Professionale”)

The activity has been mostly carried out as companies and finance advisor, specialized in M & A, debt restructuring, business plans, evaluations, in addition to the more traditional fiscal and accounting professional services.

During my professional experience I have carried out, by way of an example, the following activities:

- appraisals pursuant to articles 2343 and 2465 Italian Civil Code, voluntary company valuation;
- effective collaboration on and writing of fairness opinions on the industrial plans pursuant to article 2501-b Italian Civil Code;
- opinions pursuant to article 67/161/182 *bis* bankruptcy law;
- assistance in preparing financial statements and business plans of listed companies and subsidiaries of listed companies
- fiscal and accounting professional advice and assistance in preparing of financial statements of companies;
- assistance during the IPO process of industrial and telecommunication companies;

- assistance in preparing the accounting separation model of the Italian broadcasting corporation (RAI);
- assistance in preparing and formalizing management control systems of industrial companies;
- accounting and fiscal *due diligence*, aimed at the acquisition of industrial, financial and service companies;
- financial restructuring and bank relationship management;
- advisory to subjects in the investment services area and *private equity* funds;
- assistance in the transfer of companies with reference to the determination of the price and the drawing up of the contracts;
- assistance to public bodies, also in the arrangement of the securitization of the properties;
- collaboration on writing articles regarding Italian insurance companies and investment funds.

Ottobre 2013: Speaker at Master Ipsosa Scuola di Formazione “Domestic and International banking Law” about debt restructuring

Maggio 2014: Speaker at IUS Conference “Management of the companies crisis”

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Cristiano Proserpio

List of the offices

Statement, made pursuant 4° paragraph of Article 2400 of the Italian Civil Code, on the existence of other office sas auditor or auditor held in other companies

Moleskine S.p.A. Sede in Milano, viale Stelvio n.66	<i>Effective Auditor</i>
Fratelli Prada S.p.A. Registered office in Milano, via Spartaco 8	<i>Effective Auditor</i>
Gruppo Formula S.p.A. Registered office in Corsico (MI), via G. di Vittorio n. 10	<i>Chairman of the Board of Statutory Auditors</i>
InBetween SGR S.p.A. Registered office in Milano, via Gerolamo Morone n. 8	<i>Member of the Board of Directors</i>
Marzotto SIM S.p.A. Registered office in Milano, corso Como n. 15	<i>Effective Auditor</i>
Prada Holding S.p.A. Registered office in Milano, via Fogazzaro n 28	<i>Effective Auditor</i>
Redecam Group S.p.A. Registered office in Sesto San Giovanni (MI), piazza Indro Montanelli n. 20	<i>Effective Auditor</i>
Fondazione Prada Registered office in Milano, Largo Isarco, 2	<i>External Auditor</i>
Tip Trailer Services S.r.l. Registered office in Mantova, via Di Capi n.12	<i>Effective Auditor</i>
Mapfre Warranty S.p.A. Registered office in Milano, via San Martino n. 7	<i>Chairman of the Board of Statutory Auditors</i>
Biolchim S.p.A. Registered office in Medicina (BO), via San Carlo n. 2130	<i>Effective Auditor</i>
IPI Logistica S.r.l. (Gruppo Prada) Registered office in Terranuova B.ni (AR), via Poggilupi n. 992/998	<i>Effective Auditor</i>
Artisans Shoes S.r.l. (Gruppo Prada) Registered office in Montegranaro (FM), via Alpi n. 97	<i>Effective Auditor</i>
CIFO S.p.A. Registered office in San Giorgio di Piano (BO), via	<i>Effective Auditor</i>

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Oradour 6	
Controls S.p.A. Registered office in Liscate (MI), Via Salvo D'Acquisto n. 2/4	<i>Effective Auditor</i>
TMCI Padovan S.p.A. Registered office in Vittorio Veneto (TV), via caduti del Lavoro	<i>Effective Auditor</i>
Imprima S.p.A. Registered office in Milano, Corso Italia 22	<i>Effective Auditor</i>
Alere S.r.l. Registered office in Scorzè (VE), via Drizzagno n. 11	<i>Chairman of the Board of Statutory Auditors</i>
Primat S.p.A. Registered office in Milano, Corso Italia 22	<i>Chairman of the Board of Statutory Auditors</i>
Atotech Italia S.r.l. Registered office in Lainate (MI), via Lecco n.6	<i>Single Auditor and Member of the Supervisory Board</i>
Guarisco Class S.r.l. Registered office in Grandate (CO), s.s. dei Giovi 66	<i>Effective Auditor</i>
Gestione Industrie Tessili S.p.A. Registered office in Grandate (CO), s.s. dei Giovi 66	<i>Effective Auditor</i>
GSL S.r.l. Registered office in Luisago (CO), via Gorizia 14	<i>Effective Auditor</i>
Ludo S.r.l. Registered office in Milano, via Fogazzaro n. 28	<i>Single Auditor</i>
Mirar S.r.l. Registered office in Milano, Piazza Filippo Meda n.3	<i>Single Auditor</i>
Rigel S.r.l. Registered office in Milano, Piazza Filippo Meda n.3	<i>Single Auditor</i>
Niinivirta Transport S.p.A. Registered office in Milano, via Torino n. 61	<i>Effective Auditor</i>
Robilant & Associati S.p.A. Registered office in Milano, via Vigevano n. 41	<i>Effective Auditor</i>
Design Value S.r.l. Registered office in Milano, Corso Italia 22	<i>Effective Auditor</i>
Colcom Group S.r.l. a socio unico Registered office in Nave (BS), via degli Artigiani 56	<i>Effective Auditor</i>
TMC Italia S.p.A.	<i>Effective Auditor</i>

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Registered office in Milano, via Lattuada Serviliano 16	
Elitechgroup S.p.A. Registered office in Trezzano sul Naviglio (MI), via C. Colombo 49	<i>Effective Auditor</i>
Stella Partecipazioni di Gianni e Giorgio Chiarva S.a.p.A. Registered office in Cuneo, via Porta Mondovì n. 3	<i>Effective Auditor</i>
Stella Holding di Gianni e Giorgio Chiarva S.a.p.A. Registered office in Cuneo, via Porta Mondovi n. 3	<i>Effective Auditor</i>
Viridio S.a.p.a. Registered office in Milano, via Piazza Sant'Ambrogio n. 8	<i>Effective Auditor</i>
BC Finanziaria S.p.A. Registered office in Milano, via Pietro Mascagni n. 14	<i>Effective Auditor</i>
Selin S.p.A. Registered office in Milano, via Montenapoleone n.16	<i>Chairman of the Board of Statutory Auditors</i>
Holding Piergiorgio Coin S.r.l. Registered office in Milano, Corso Italia 22	<i>Chairman of the Board of Statutory Auditors</i>
Emmepiemme Holding S.r.l. Registered office in Milano, Corso Italia 22	<i>Chairman of the Board of Statutory Auditors</i>
Capitolocinque S.r.l. con unico socio in liq. Registered office in Milano, Corso Italia 22	<i>Chairman of the Board of Statutory Auditors</i>
Valdadige Costruzioni S.p.A. in liq. in conc. prey. Registered office in Verona, via Pancaldo 70	<i>Chairman of the Board of Statutory Auditors</i>
Luzzo8 S.p.A. Registered office in Milano, via Pietro Mascagni n 14	<i>Effective Auditor</i>
Scalbe S.r.l. Registered office in Milano, Corso Italia 22	<i>Member of the Board of Directors</i>
Mikla S.r.l. Registered office in Milano, Corso Italia 22	<i>Effective Auditor</i>
Fondazione Furio Solinas - ONLUS Registered office in Milano, via Pietro Mascagni n. 14	<i>Chairman of the Board of Statutory Auditors</i>