



SPAFID CONNECT

Informazione Regolamentata n. 0804-12-2018	Data/Ora Ricezione 29 Marzo 2018 09:07:52	MTA - Star
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Societa' : ANSALDO STS

Identificativo : 101178

Informazione
Regolamentata

Nome utilizzatore : ANSALDON07 - Razeto Andrea

Tipologia : 3.1

Data/Ora Ricezione : 29 Marzo 2018 09:07:52

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Diffusione presunta

Oggetto : Ansaldo STS Notice of call Ordinary and
Extraordinary Shareholders Meeting - May
10 2018

Testo del comunicato

Vedi allegato.

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

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The persons entitled to attend and exercise their voting rights are convened to attend an Ordinary and Extraordinary General Shareholders' meeting to be held on 10 May 2018, in single call, at 11:00 AM, in Genoa, at the office of Fondazione Ansaldo, Corso F.M. Perrone 118 (Villa Cattaneo dell'Olmo), to discuss and resolve on the following:

AGENDA:

Ordinary Session:

- 1. Financial Statements as of 31 December 2017.**
 - 1.1 Financial Statements for the year ended on 31 December 2017; Reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditors. 2017 Non financial statements. Related and consequent resolutions.
 - 1.2 Allocation of the annual net income. Related and consequent resolutions.
- 2. First Section of the Report on remuneration. Related and consequent resolutions.**
- 3. Authorisation to purchase and dispose of own shares. Related and consequent resolutions.**
- 4. Supplement to the compensation of the independent auditing mandate awarded to Ernst & Young S. p. A. with resolution of the Shareholders' Meeting of 19 January 2017. Related and consequent resolutions.**

Extraordinary Session:

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

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

The subscribed and paid-up registered capital is 100,000,000.00 EUR, represented by 200,000,000 ordinary shares with a par value of 0.50 EUR each. Every ordinary share entitles to one vote in the Shareholders' Meeting.

ADDITION TO THE AGENDA AND SUBMISSION OF NEW DRAFT RESOLUTIONS

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

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

Within the above-mentioned term of ten days, proposing shareholders must submit a report stating the

reasons for the draft resolutions on the new items that they propose be discussed or the reasons for the additional draft resolutions submitted on the items already on the agenda.

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

Additions to the agenda are not permitted for items on which, by law, the General Meeting must adopt resolutions based on a proposal of the directors or on a plan or report prepared by them. Requests to add items to the agenda and additional draft resolutions must be submitted in writing and delivered to the company by registered mail addressed to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, or by fax to number + 39 010/6552055 or certified email to assemblea.ansaldosts@legalmail.it.

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

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

ATTENDANCE RIGHT AND REPRESENTATION AT THE SHAREHOLDERS' MEETING

Pursuant to Article 83-*sexies* of Legislative Decree no. 58/98 and Article 12.1 of the By-laws, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a notice issued by an intermediary authorised in accordance with applicable legislation, certifying ownership of the shares on the basis of its accounting records as of the end of the accounting day corresponding to the seventh market day prior to the date of the Shareholders' Meeting in single call (*i.e.* 30 April 2018). Credit and debit entries to the accounts after that date are not relevant for the purposes of voting rights at the General meeting.

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

Those entitled to vote can opt to be represented at the meeting by a proxy granted in writing pursuant to applicable legislation or by a document signed in electronic form pursuant to Article 21, paragraph 2, of Legislative Decree no. 82 of 7 March 2005. To this end, shareholders can use the proxy form available at the company's registered office and on the website www.ansaldo-sts.com, in the section "10 May 2018 Shareholders' Meeting".

Proxy forms may be submitted by registered mail to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, by fax to + 39 010/6552055, by electronic notice to the certified email address assemblea.ansaldosts@legalmail.it, or by using the specific section of the company's website, www.ansaldo-sts.com, dedicated to the Shareholders' Meeting 2018.

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

The proxy may be issued, free of charge, with instructions on voting on all or some resolutions on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. - Foro Buonaparte 10, Milan - as the company's designated representative pursuant to Article 135-*undecies* of Legislative Decree no. 58/98, provided that the original is delivered to the same company, by the end of the second market business day prior to the date of the meeting (*i.e.* 8 May 2018). Without prejudice to the requirement to send the original proxy form, it may also be submitted in electronic form to the certified email address assemblea@pec.spafid.it.

Any proxy granted to Società per Amministrazioni Fiduciarie Spafid S.p.A. will not be valid with respect to proposals for which no voting instructions have been provided. The proxy and voting instructions may be revoked up to the end of the second market business day before the scheduled date of the meeting (*i.e.* 8 May 2018).

The proxy form, along with the instructions for completing and submitting it, is available at the company's registered office and website, www.ansaldo-sts.com, in the section "10 May 2018 Shareholders' Meeting".

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

RIGHT TO ASK QUESTIONS BEFORE THE GENERAL MEETING

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, persons entitled to vote in the meeting can ask questions before the meeting on items on the agenda, provided that the company has received a specific notice from an intermediary authorised in accordance with applicable legislation. Questions must be submitted to the company in writing, by registered letter to the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa, for the attention of the Corporate Affairs Office, by fax to no. + 39 010/6552055, or to the certified email address assemblea.ansaldosts@legalmail.it. Questions must be received by the company by 7 May 2018.

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

Pursuant to Article 127-*ter* of Legislative Decree no. 58/98, no response will be given, either before or during the meeting, to questions asked before the meeting, if the information requested is already available in "question and answer" form in the specific section of the company's website.

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

DOCUMENTATION

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

The said documentation will be made available at the company's registered office at Via Paolo Mantovani 3-5, 16151 Genoa (on weekdays, from Monday to Friday, from 9:00 AM to 1:00 PM and from 3:00 PM to 5:00 PM), and on the company's website at the address www.ansaldo-sts.com, in the section "10 May 2018 Shareholders' Meeting" and on the storage mechanism www.emarketstorage.com.

Genoa, 29 March 2018

For the Board of Directors

The Chairman

(Alistair Dormer)

Fine Comunicato n.0804-12

Numero di Pagine: 5