

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

Registered office: Via Tommaso Gulli 39, 20147, Milan  
Share capital: Euro 10,000.00  
Register of enterprises of Milan/VAT: 09194070968  
R.E.A. Milan: 2075042

**NOTICE**

**Pursuant to Article 38, paragraph 1, of the Consob Regulation adopted with resolution no. 11971 of 14 May 1999, (the “Issuers’ Regulation”)**

Mandatory public tender offer (the “Offer”) launched pursuant to Articles 102 and 106, paragraph 1-*bis*, of Italian Legislative Decree no. 58 of 24 February 1998 (the “TUF”) by Hitachi Rail Italy Investments S.r.l. (the “Offeror”) on the ordinary shares of Ansaldo STS S.p.A. (the “Issuer”)

**NOTICE ON THE RE-OPENING OF THE TERM**

*Milan, December 2, 2015* – In relation to the offer document (the “Offer Document”) filed with CONSOB (*Commissione Nazionale per le Società e la Borsa*) by the Offeror on November 4, 2015, and following the notice on the suspension of the term dated November 17, 2015, please note that on December 2, 2015, CONSOB communicated the re-opening of the term for their approval of the Offer Document related to the Offer starting from December 1, 2015, pursuant to Article 102, paragraph 4, of the TUF. The end of term for the approval of the Offer Document is due on December 5, 2015.

**For further information:**

Media contacts for the Offeror  
Comin & Partners

Riccardo Acquaviva  
Tel: +39 348 0811485  
[riccardo.acquaviva@cominandpartners.com](mailto:riccardo.acquaviva@cominandpartners.com)

Ansaldo STS S.p.A.

External Communications  
Andrea Razeto  
Tel: +39 010 6552068  
[andrea.razeto@ansaldo-sts.com](mailto:andrea.razeto@ansaldo-sts.com)

Investor Relations  
Roberto Corsanego  
Tel: +39 010 6552076  
[roberto.corsanego@ansaldo-sts.com](mailto:roberto.corsanego@ansaldo-sts.com)

\* \* \*

*The Offer is exclusively launched in Italy and in the United States of America, and has not and shall not be promoted or distributed in Canada, Japan and Australia, and in any other country where such distribution is not permitted without authorization from the competent authorities or other fulfillments by the Offeror.*

**NOTICE TO U.S. RESIDENT HOLDERS**

*The Offer regards the shares of the Issuer, an Italian company with shares listed exclusively on the MTA, and is subject to Italian disclosure and procedural requirements, which are different from those of the United States of America.*

*This Notice is neither an offer to purchase nor a solicitation to sell shares of the Issuer. Prior to the beginning of the offer period, the Offeror will disseminate the Offer Document as required by applicable law and shareholders of the Issuer should review such document carefully.*

*The Offer is being promoted in the United States of America pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act, subject to the exemptions provided by Rule 14d-1(d) under the U.S. Securities Exchange Act, and in any case in accordance with the requirements of Italian law.*

*Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and laws.*

*To the extent possible under applicable laws and regulations, in accordance with ordinary Italian law and market practice and so long as the conditions under Rule 14e-5(b)(12) of the U.S. Securities Exchange Act are satisfied, the Offeror, the Issuer, their affiliates and their financial advisors and brokers (acting as agents for the Offeror, the Issuer or any of their respective affiliates, as applicable) have purchased since February 24, 2015 and may purchase from time to time after the date of this notice, the shares or any securities that are convertible into, exchangeable for or exercisable for the shares of the Issuer outside of the Offer.*

*No such purchases have been made prior to the date of this notice other than the purchase of 80.131.081 ordinary shares of the Issuer, equal to 40.07% of the Issuer's share capital, previously held by Finmeccanica S.p.A., by the Offeror.*

*Any such purchases outside of the Offer will not be made at a price higher than the Offer consideration unless the Offer consideration is increased accordingly, to match the price paid outside of the Offer.*

*To the extent that information about such purchases or arrangements to purchase is made public in Italy, such information will be disclosed in the United States of America, by means of a press release, pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation, or other means reasonably selected to inform U.S. shareholders of the Issuer.*

*Neither the SEC nor any securities commission of any State of the United States of America has (a) approved or disapproved the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in the Offer Document. Any representation to the contrary is a criminal offence in the United States of America.*

\* \* \*

**Notice released by Hitachi Rail Italy Investments S.r.l. and distributed by Ansaldo STS S.p.A. on request of Hitachi Rail Italy Investments S.r.l.**