

 **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

CONSOB has approved the Offer Document related to the mandatory tender offer launched by Hitachi Rail Italy Investments S.r.l. on ordinary shares of Ansaldo STS S.p.A.

The offer period will commence on January 4, 2016 (inclusive) and will end on February 5, 2016 (inclusive), unless extended

Milan, December 5, 2015 – With reference to the mandatory tender offer (the “**Offer**”), launched, pursuant to Articles 102 and 106, paragraph 1-*bis*, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**TUF**”) by Hitachi Rail Italy Investments S.r.l. (the “**Offeror**”) on the ordinary shares of Ansaldo STS S.p.A. (the “**Issuer**” or “**Ansaldo**”), disclosed to the market pursuant to Article 102, paragraph 1, of the TUF on November 2, 2015, the Offeror announces that CONSOB, with resolution no. 19457 on December 5, 2015, approved the document relating to the Offer (the “**Offer Document**”), pursuant to Article 102, paragraph 4, of the TUF.

Please find below a description of the main features of the Offer, as described in greater detail in the Offer Document.

Shares under Offer

The Offer concerns no. 119,868,919 ordinary shares of the Issuer, equal to 59.93% of the Issuer’s share capital and corresponding to the total of the ordinary shares issued by the Issuer, excluding the no. 80,131,081 ordinary shares of the Issuer, equal to 40.07% of the Issuer’s share capital, already held by the Offeror. Please note that the Issuer does not hold any treasury shares (*azioni proprie*).

Consideration Offered

The consideration that will be paid in cash by the Offeror for each share tendered in the Offer is equal to Euro 9.50 (the “**Consideration**”). The payment of the Consideration will take place on the fifth trading day following the end of the offer period (as defined below), and, therefore, on February 12, 2016, subject to extensions, at the same time as the transfer to the Offeror of ownership of the shares tendered in the Offer.

The total maximum value of the Offer, calculated on the total number of shares under Offer, and therefore assuming that all the shares under Offer are tendered, is equal to Euro 1,138,754,731.

Offer Period

Pursuant to Article 40, paragraph 2, of the Regulation adopted by CONSOB with its resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”), the Offer Period, agreed with Borsa Italiana S.p.A., will commence at 8:30 a.m. (Italian time) on January 4, 2016 (inclusive), and will end at 5:30 p.m. on February 5, 2016 (inclusive), unless such period is extended or re-opened pursuant to applicable laws (the “**Offer Period**”).

In the absence of any extension or re-opening pursuant to applicable laws, February 5, 2016 will be, therefore, the end of the Offer Period.

Possible Re-opening of the Offer Period

Where the applicable legal requirements are met, pursuant to Article 40-*bis* of the Issuers’ Regulation, the

Offer Period will be re-opened for five trading days from the trading day following the payment date of the Consideration, and specifically for the sessions of 15, 16, 17, 18 and 19 February 2016, from 8:30 a.m. (Italian time) on February 15, 2016 (inclusive) to 5:30 p.m. (Italian time) on February 19, 2016 (inclusive).

In case of the re-opening of the Offer Period, the payment of the Consideration in relation to the shares tendered during the re-opening of the Offer Period will take place on the fifth trading day following the end of the re-opening of the Offer Period, at the same time as the transfer of ownership of those shares to the Offeror, and therefore on February 26, 2016, unless the Offer Period is extended.

Terms and Conditions for Subscribing to the Offer

The subscription to the Offer shall occur by virtue of the subscription and the delivery to an intermediary responsible for the collection of Offer subscriptions of a subscription form, duly completed in all of its parts, with simultaneous delivery of the shares to such intermediary responsible for the collection of Offer subscriptions.

The shareholders of the Issuer who intend to subscribe to the Offer can also deliver the abovementioned subscription form and the shares specified therein to the depositary intermediaries, provided that the delivery is performed in time to allow the depositary intermediaries to file the shares with the intermediary responsible for the collection of Offer subscriptions and not later than the last day of the Offer Period.

Banca IMI S.p.A., with registered office at Largo Mattioli 3, 20121 Milan, has been appointed as the intermediary responsible for coordinating the collection of Offer subscriptions (the “**Intermediary Responsible for Coordinating the Collection of Offer Subscriptions**”). A list of all of the intermediaries responsible for the collection of Offer subscriptions (the “**Appointed Intermediaries**”) is provided in the Offer Document.

Publication

The Offer Document containing a detailed description of the terms and conditions of the Offer, will be published on December 9, 2015 and will be available to the public for consultation at: (i) the registered office of the Offeror, Via Tommaso Gulli, 39, 20147, Milan; (ii) the registered office of the Issuer, Via Paolo Mantovani 3-5, 16151, Genoa; (iii) the registered office of the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions, Largo Mattioli 3, 20121, Milan; (iv) the registered offices of the Appointed Intermediaries; and (v) Borsa Italiana S.p.A.; (v) on the dedicated section of the website of the Issuer, www.ansaldo-sts.com/it/investor-relations/offerta-pubblica-dacquisto; and (vi) on the website of the Global Information Agent www.sodali-transactions.com.

The publication and the methods of distribution of the Offer Document will be disclosed to the public by means of an *ad hoc* press release.

Issuer’ Statement

The Issuer’s statement pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers’ Regulation is not attached to the Offer Document. The Issuer’s statement will be disclosed to the market with the modalities indicated in Article 39 of the Issuers’ Regulation.

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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.

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For further information:

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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.