

QUESTIONS & ANSWERS

MANDATORY TENDER OFFER

PROMOTED BY HITACHI RAIL ITALY INVESTMENTS S.R.L.	HITACHI Inspire the Next	ON THE SHARES OF ANSALDO STS S.P.A.	Ansaldo STS
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The Offer is being launched in Italy and in the United States of America and is directed to all holders of the Shares of Ansaldo STS S.p.A.

It is prohibited by law to divulge any further information, directly or indirectly, to shareholders resident in Canada, Australia, Japan or in any country where restrictions apply.

THIS DOCUMENT IS NOT SUBJECT TO THE REVIEW OF THE *COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA (CONSOB)*, NOR DOES IT REPLACE THE OFFER DOCUMENT, WHICH IS THE ONLY DOCUMENT CONTAINING ALL THE NECESSARY INFORMATION THAT WILL ALLOW INVESTORS TO MAKE AN INFORMED JUDGEMENT ON THE OFFER.

Before tendering in the Offer, investors must read the Offer Document, available for consultation to the public at the Offeror's registered office, Via Tommaso Gulli 39, 20147, Milan, the Issuer's registered office, Via Paolo Mantovani no. 3-5, 16151, Genoa, the registered office of Banca IMI, the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions, Largo Mattioli 3, 20121, Milan, at Borsa Italiana, and at the registered offices of the Appointed Intermediaries.

The Offer Document is also available on the website of the Issuer, www.ansaldo-sts.com and the website of the Global Information Agent, www.sodali-transactions.com.

Capitalized terms used but not defined herein have the meanings assigned to them in the Offer Document.

WHAT IS THIS OFFER ABOUT?

The transaction is a **mandatory public tender offer** launched by **Hitachi Rail Italy Investments S.r.l.** ("Hitachi" or the "Offeror") over the shares of **Ansaldo STS S.p.A.** ("Ansaldo" or the "Issuer").

WHY DOES HITACHI WANT TO ACQUIRE ANSALDO'S SHARES?

The Acquisition and the Offer represent a key milestone in Hitachi Group's strategy to become a global leader in total rail solutions. Whilst significantly expanding its global footprint, the Acquisition and the Offer will enable Hitachi Group to strengthen its position in signaling / traffic management systems, expand turnkey operations and enlarge its portfolio with world class products. The Shareholding acquired is strategically important for Italy and the combination with Ansaldo will also provide a unique opportunity to pursue untapped growth potential in new markets.

The Acquisition and the Offer aim to create a new business model benefitting from a much-sought-after global platform to support Hitachi's future ambitions in rail solutions.

WILL ANSALDO BE DELISTED AFTER COMPLETION OF THE TENDER OFFER?

Hitachi's objective is to acquire the entire share capital of Ansaldo and to achieve the revocation of Ansaldo's shares from listing on the MTA (*mercato telematico azionario*) (the "**Delisting**") in order to allow the Hitachi Group to fully integrate the activities of Ansaldo in an effective and efficient manner. If the Delisting is not achieved at the end of the Offer, Hitachi will consider the possibility of a merger of Ansaldo with and into Hitachi or another unlisted entity of the Hitachi Group, causing the Delisting of Ansaldo's shares (the "**Merger**"). Therefore, the shareholders would face a lack of liquidity of their investment if they do not tender their shares and the two companies merge.

WHAT IS THE OFFER PERIOD?

The Offer Period has been agreed with Borsa Italiana as the period from **8:30 a.m.** (Italian time) on **4 January 2016** to **5:30 p.m.** (Italian time) on **5 February 2016** inclusive, and it shall be reopened for five Trading Days where the Offeror, when the Notice on the Offer Results is published, communicates to have reached a shareholding greater than one half of Ansaldo's share capital.

WILL HITACHI RE-OPEN THE OFFER PERIOD?

Pursuant to Article 40-*bis* of the Issuers' Regulation, within the Trading Day following the Payment Date, the Offer Period will be re-opened for a subsequent five Trading Days, and namely for the sessions of **15, 16, 17, 18 and 19 February 2016**, if Hitachi, when the Notice on the Offer Result is published, communicates it has reached a shareholding greater than one half of Ansaldo's share capital.

IN WHICH CIRCUMSTANCES WILL THE RE-OPENING OF THE OFFER PERIOD NOT OCCUR?

- In case Hitachi, by the fifth Trading Day prior to the end of the Offer Period, discloses to the market that it has reached a shareholding greater than one half of the Issuer's share capital; or
- In case Hitachi, following the end of the Offer Period, holds a shareholding triggering the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF (*i.e.* greater than 90% of the share capital of Ansaldo), or the Right to Purchase pursuant to Article 111 of the TUF and the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF (*i.e.* equal to at least 95% of the share capital of Ansaldo).

HOW ARE THE SHARES TENDERED?

The subscription to the Offer shall occur by virtue of the subscription and delivery to an Appointed Intermediary of the appropriate "**Subscription Form**", duly completed in all of its parts, with simultaneous delivery of the Shares to such Appointed Intermediary.

The Subscription Form and the Shares may also be delivered to your Depository Intermediary (Bank, Broker, etc.), provided that the delivery is performed in time to allow the Depository Intermediary to file the shares with the Appointed Intermediary within and not later than the last day of the Offer Period.

WHO NEEDS TO SIGN THE SUBSCRIPTION FORM?

The beneficial owner of the Shares or a custodian or entity acting on behalf of the beneficial owner and who has been duly authorized to complete the form.

The Depository Intermediaries, acting as agents, shall countersign the Subscription Forms. The risk that the Depository Intermediaries do not deliver the Subscription Forms, and/or do not file the shares by the end of the Offer Period, will be borne by the shareholders.

Subscriptions by minors or persons under guardianship or receivership, pursuant to the applicable laws, which are executed by the person in charge of the parental authority, or by the guardian or receiver, will be accepted under condition and not taken into account for the purpose of determining the percentage of the subscriptions to the Offer if they are not accompanied by the authorization of the guardianship or receivership court, and they will be paid only after such authorization is received.

WHERE CAN I FIND THE SUBSCRIPTION FORM?

The Subscription Form is available at the registered office of the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions, the registered office of the Appointed Intermediaries and at the registered office of the Offeror and Ansaldo.

WHAT IS THE PRICE OFFERED FOR THE SHARES?

Hitachi will pay to each shareholder tendering in the Offer a Consideration equal to Euro **9.50** for each tendered share.

WHAT IS THE DEADLINE TO TENDER THE SHARES?

The Offer Period, agreed upon with Borsa Italiana, will begin at 8:30 a.m. (Italian time) on **4 January 2016** and end at 5:30 p.m. (Italian time) on **5 February 2016** (included), subject to extensions.

Within the Trading Day following the Payment Date - **12 February 2016** - the Offer Period will be reopened for five Trading Days where the Offeror, when the Notice on the Offer Results is published, communicates that it has reached a shareholding greater than one half of Ansaldo's share capital.

In both cases, make sure to ask your intermediary (Bank or Broker etc.) what its internal deadline is with sufficient advance notice to ensure the timely delivery of your Subscription Form.

IS THERE ANY COMMISSION/CHARGES PAYABLE ON TAKING UP THE TENDER OFFER?

No, the Consideration is net of stamp duty where due, and cost, commissions and fees that will be borne by Hitachi, while the capital gains tax, where due, will be payable by the tendering shareholders.

HOW AND WHEN WILL I RECEIVE THE PAYMENT?

The Consideration shall be paid in cash in national currency to the shareholders who have tendered their shares in the Offer, at the same time as the transfer of the ownership of such shares. The payment of the Consideration will take place on the fifth Trading Day following the end of the Offer Period and, therefore, on **12 February 2016**.

In the event of Re-opening of the Offer Period, the Offer Consideration for the shares tendered during the Re-opening of the Offer Period shall be paid on the fifth Trading Day following the end of the Re-opening of the Offer Period, *i.e.* on **26 February 2016**.

The payment will be made through the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions to the Appointed Intermediaries and transferred by them to the Depositary Intermediaries for crediting to the bank accounts of the respective clients, in accordance with the instructions provided by the shareholders tendering in the Offer.

HOW CAN I KNOW HOW MANY SHARES I ACTUALLY OWN AND CAN TENDER?

If you hold shares outright, you will be receiving detailed information regarding the Offer and how to find out how many shares you own. If you own shares through more than one plan or brokerage account you will receive multiple packages; therefore, it is important that you read each package in detail.

WHAT ARE THE CONDITIONS OF THE OFFER?

Since the Offer is a mandatory public tender offer pursuant to Article 106, paragraph 1-*bis*, of the TUF, it is **not subject to any condition** precedent and no allotment is provided.

WHAT HAPPENS IF I ACCEPT THE OFFER AND TENDER MY SHARES?

If the Offer is accepted, you will receive an Offer Consideration equal to Euro **9.50** for each share tendered in the Offer.

WHAT HAPPENS IF I DON'T TENDER MY SHARES?

If you do not tender your shares during the Offer Period (including any extension or the possible Re-opening of the Offer Period), you could face one of the possible scenarios as described below:

- *Hitachi holds a shareholding not greater than 90% of the share capital of Ansaldo*

The Delisting is one of Hitachi's objectives in consideration of the rationale for the transaction and the future plans of Hitachi.

Therefore, if following the completion of the Offer, including the possible Re-opening of the Offer Period, Hitachi holds, as a result of tenders in the Offer and the possible purchases outside of the Offer, in compliance with the applicable laws, within the Offer Period, as possibly reopened due to the Re-opening of the Offer Period, an overall shareholding not greater than 90% of Ansaldo's share capital and therefore the Delisting is not carried out, Hitachi will consider the possibility of proceeding with the Merger with subsequent Delisting.

Where the Merger is carried out, the shares of Ansaldo will be delisted from the MTA and therefore the Shareholders who have not tendered their Shares and have not voted in favor of the resolution approving the Merger will be solely **entitled to exercise the withdrawal right**, as in this case they will receive in exchange shares of a non-listed company, in the context of the Merger. The withdrawal price for the shares will be determined on the basis of the arithmetic average of the closing prices within the six (6) months before the publication or the receipt of the notice of call of the shareholders' meeting convened in order to approve the Merger.

Hitachi will evaluate the possibility of completing a merger of Ansaldo with and into Hitachi or another unlisted entity of the Hitachi Group even if the shares of Ansaldo have already been delisted. In this case, the Shareholders will not be entitled to exercise any withdrawal right, for the case indicated in the paragraph above, in relation to this merger.

Hitachi has not taken any decision with reference to possible mergers involving Ansaldo nor to the relevant modalities of execution.

Please note that, where following the completion of the Offer, including the possible Re-opening of the Offer Period, the amount of floating shares is greater than 10% but lower than 20% of Ansaldo's share capital, it cannot be excluded, as of the Offer Document Date, that such amount of floating shares will not satisfy the requirements of sufficient amount of floating shares necessary for remaining in the STAR segment, pursuant to Borsa Rules.

- *Hitachi holds a shareholding greater than 90% but lower than 95% of the share capital of Ansaldo*

If, following the completion of the Offer, including the possible Re-opening of the Offer Period, as a result of tenders in the Offer and the possible purchases outside of the Offer, in compliance with the applicable laws, Hitachi holds a shareholding greater than 90% but lower than 95% of the share capital of Ansaldo as of that date, Hitachi, since it does not intend to restore a sufficient amount of floating shares to ensure a regular trading within 90 days, will be subject to the Obligation to Purchase. In this case, the Shareholders who have not tendered their Shares will be entitled to request Hitachi to purchase their Shares at a price equal to the Consideration.

Where the Shareholders who have not tendered their Shares do not request Hitachi to purchase their Shares, following the Delisting ordered by Borsa Italiana, they will hold financial instruments which are not traded in any regulated market, consequently **facing a lack of liquidity of their investment**.

➤ *Hitachi holds a shareholding at least equal to 95% of the share capital of Ansaldo*

If, following the completion of the Offer, including the possible Re-opening of the Offer Period, as a result of tenders in the Offer and the possible purchases outside of the Offer, in compliance with the applicable laws, within the Offer Period, as possibly reopened due to the Re-opening of the Offer Period, and in compliance with the Obligation to Purchase, Hitachi holds an overall shareholding at least equal to 95% of the share capital of Ansaldo as of that date, Hitachi will initiate the Joint Procedure. In this case, the Shareholders who have not tendered their Shares will be **obliged to transfer ownership of their Shares** to Hitachi and they will receive for each Share a price equal to the Consideration.

Following the occurrence of the requirements for the Obligation to Purchase and the Right to Purchase, Borsa Italiana will order the delisting of the shares of Ansaldo from the MTA. In case of exercise of the Right to Purchase, Borsa Italiana will suspend from listing and/or delist the shares of Ansaldo, taking into account the time required to exercise of the Right to Purchase.

IS IT POSSIBLE TO REVOKE THE ACCEPTANCE?

No. Tenders during the Offer Period by owners of the shares (or by a representative having the power to do so) are irrevocable, except in case of revocation, permitted by applicable law, to tender in competing offers.

WHEN AND HOW WILL THE RESULTS OF THE OFFER BE COMMUNICATED?

Until the last payment date of the Consideration, the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions will communicate to Borsa Italiana on a daily basis the data relating to the tenders received during the day and the total number of shares tendered in the Offer, as well as the percentage that those quantities represent with respect to the aggregate amount of shares under the Offer.

In addition, if by the Payment Date Hitachi purchases, directly and/or indirectly, additional shares outside of the Offer, Hitachi will give notice thereof within the same day to CONSOB and the market.

When the Notice on the Offer Results is published, Hitachi will disclose the occurrence of the conditions triggering the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF or the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF and/or the Right to Purchase, as well as the information relating to the Delisting.

WHERE CAN I GET THE OFFER DOCUMENT?

Investors can download a copy of the Offer Document from the websites: www.ansaldo-sts.com or www.sodali-transactions.com