

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

Registered office: Via Tommaso Gulli 39, 20147, Milan
Register of enterprises of Milan/VAT: 09194070968

NOTICE

pursuant to article 42, paragraph 3, of the Issuers' Regulation

Mandatory tender offer launched by Hitachi Rail Italy Investments S.r.l. on ordinary shares of Ansaldo STS S.p.A.

ADJUSTMENT OF THE CONSIDERATION OF THE OFFER

Milan, March 23, 2016 – Reference is made to the mandatory tender offer (the “**Offer**”) launched, pursuant to articles 102 and 106, paragraph 1-*bis*, of the TUF, by Hitachi Rail Italy Investments S.r.l. (the “**Offeror**”) for 119,868,919 ordinary shares of Ansaldo STS S.p.A. (the “**Issuer**” or “**Ansaldo**”), each with a nominal value of Euro 0.50 and equal to 59.93% of the Issuer’s share capital, listed on the Electronic Stock Market (*Mercato Telematico Azionario*) organised and managed by Borsa Italiana. The offer period in relation to the Offer ended on March 14, 2016 (the “**Offer Period**”). The payment of the consideration due to the holders of the ordinary shares of the Issuer tendered during the Offer Period, equal to Euro 9.68 (the “**Consideration of the Offer**”), took place on March 21, 2016, at the same time as the transfer of such shares to the Offeror. At the end of the Offer Period, 12,832,398 ordinary shares of Ansaldo have been tendered in the Offer, equal to 6.416% of the Issuer’s share capital and to 10.705% of the ordinary shares of Ansaldo subject to the Offer.

All capitalized terms not defined in this notice have the same meaning as in the offer document approved by CONSOB with resolution No. 19457 of December 5, 2015 and published on December 9, 2015 (the “**Offer Document**”) and in the supplement to the Offer Document approved by CONSOB with resolution No. 19513 of February 12, 2016 (the “**Supplement**”).

The Offeror hereby announces that, since on the date hereof it has acquired, through Intermonte, 6,936,764 ordinary shares of Ansaldo (the “**Purchased Shares**”) at a price per share equal to Euro 10.50, the Offeror will adjust the Consideration of the Offer to such latter higher price, pursuant to article 42, paragraph 3, of the Issuers’ Regulation.

The Offeror reserves to carry out further purchases in compliance with the applicable rules and disclosure obligations.

As a result, the Offeror will pay to the subscribers to the Offer an adjustment of the price equal to the amount of Euro 0.82 for each share tendered in the Offer (the “**Adjustment**”).

Furthermore, the Offeror has undertaken to pay to the sellers of the Purchased Shares, were the Offeror to acquire shares of the Issuer or to sell the majority of its participation held in the capital of the Issuer or to sell a participation of 25% or 30%, as the case may be, of the Issuer's share capital resulting in a tender offer on the Issuer's shares by a third party, in each case at a price higher than Euro 10.50 within two (2) years from the date hereof, an amount equal to the positive difference between such higher price and Euro 10.50, for each of the Purchased Shares (the "**Potential Adjustment**").

Consequently, the Offeror undertakes to pay the Potential Adjustment to the subscribers to the Offer and at the same conditions as above, *i.e.* were the Offeror to acquire shares of the Issuer or to sell the majority of its participation held in the capital of the Issuer or to sell a participation of 25% or 30%, as the case may be, of the Issuer's share capital resulting in a tender offer on the Issuer's shares by a third party, in each case at a price higher than Euro 10.50 within two (2) years from the date hereof.

The Adjustment will be paid in cash by April 1, 2016, corresponding to the fifth trading day following the date hereof.

The Adjustment will be paid by the Offeror on the bank account indicated by the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions and then it will be transferred to the Appointed Intermediaries. The Appointed Intermediaries will transfer the funds to the Depository Intermediaries to be credited to the bank accounts of their respective clients, in accordance with the instructions issued by the shareholders tendering in the Offer.

The obligation of the Offeror to pay the Adjustment shall be deemed to have been fulfilled when the relevant amounts are transferred to the Appointed Intermediaries.

The risk that the Appointed Intermediaries and the Depository Intermediaries do not transfer the abovementioned amounts to the person entitled to receive them, or delay the aforementioned transfer, shall be borne by the shareholders tendering in the Offer.

In the event that the condition for the payment of the Potential Adjustment is met, the modalities of payment of such Potential Adjustment will be disclosed to the market through a separate notice.

Finally, with reference to the pending proceeding before the Lazio Administrative Court (*Tribunale Amministrativo Regionale del Lazio*) initiated upon appeal by the Offeror against CONSOB's decision to increase the consideration of the Offer, the Offeror reiterates the correctness of its conduct and its intention to continue to pursue any action in court in order to protect its rights.

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For further information:

Media contacts for the Offeror
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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 disseminated the Offer Document as required by applicable law and shareholders of the Issuer should review such document carefully.

The Offer has been 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 that is the subject of this notice and 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.

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.