

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

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

**NOTICE**

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

**EXTENSION OF THE OFFER PERIOD AND ADJUSTMENT OF THE CONSIDERATION**

*Milan, February 4, 2016* – With reference 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**”) on up to a maximum of 119,868,919 ordinary shares of Ansaldo STS S.p.A. (the “**Issuer**” or “**Ansaldo**”), equal to 59.93% of the Issuer’s share capital, please note that Consob, by resolution no. 19508 of February 3, 2016, has ordered the extension of the offer period in relation to the Offer (the “**Offer Period**”), pursuant to article 40, paragraph 4, of the Regulation adopted by Consob with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the “**Issuers’ Regulation**”) for a further period of ten (10) trading days.

The Offer Period will therefore end at 5:30 pm on February 19, 2016 (included). The end of the Offer Period was initially expected on February 5, 2016.

As a result, the Payment Date of the consideration of the Offer originally expected on February 12, 2016, is now scheduled for February 26, 2016 (the “**New Payment Date**”).

In the event that the conditions under article 40-*bis*, paragraph 1, of the Issuers’ Regulation, occur, the Offer Period will be re-opened for five trading days starting from the trading day following the New Payment Date, and namely for the sessions of 29 February, 1, 2, 3, and 4 March 2016. In such case, the Consideration for the shares tendered during the Re-opening of the Offer Period will be paid to the subscribers on March 11, 2016.

Finally, please note that, as of the date hereof, 4,826,174 ordinary shares of Ansaldo have been tendered in the Offer, equal to 2.41% of the Issuer’s share capital.

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**”).

All of the terms and conditions of the Offer remain unchanged as indicated in the Offer Document, which contains a detailed description of the terms and conditions of the Offer, and is available on the websites of the Issuer, [www.ansaldo-sts.com](http://www.ansaldo-sts.com), and of the Global Information Agent, [www.sodali-transactions.com](http://www.sodali-transactions.com), and is also available to the public for consultation: (i) at the registered office of the Offeror, Via Tommaso Gulli, 39, 20147,

Milan; (ii) at the registered office of the Issuer, Via Paolo Mantovani 3-5, 16151, Genoa; (iii) at the registered office of Banca IMI S.p.A., the Intermediary Responsible for Coordinating the Collection of Offer Subscriptions, Largo Mattioli 3, 20121, Milan; (iv) at the registered offices of the Appointed Intermediaries; and (v) at the registered office of Borsa Italiana.

The following table illustrates the new calendar of the next main events relating to the Offer, as amended as a result of the abovementioned extension.

DATE	EVENT	Form of communication and legal basis
By the evening of the last day of the Offer Period and, in any case, by 7:59 a.m. (Italian time) of the first Trading Day following the end of the Offer Period	Notice on the provisional results of the Offer	Notice pursuant to Article 114 of the TUF and Article 66 of the Issuers' Regulation (notice on the provisional results of the Offer)
By the Payment Date, <i>i.e.</i> by February 26, 2016	Notice on the Offer Results and communication on (i) (if applicable) the occurrence of the requirements for the Re-opening of the Offer Period; (ii) (if applicable) the occurrence of the requirements for the Obligation to Purchase pursuant to Article 108, paragraph 2, of the TUF, or for the Obligation to Purchase pursuant to Article 108, paragraph 1, of the TUF and/or for the Right to Purchase; and (iii) the procedures and timing relating to the possible Delisting of the Issuer's shares	Notice pursuant to Article 41, paragraph 6, of the Issuers' Regulation
The fifth Trading Day following the end of the Offer Period, <i>i.e.</i> by February 26, 2016	Payment of the Consideration for the Shares tendered in the Offer during the Offer Period	-

Please also note that, on the same date, by resolution no. 19507 of February 3, 2016 (the "**Resolution**"), Consob has increased the Consideration of the Offer, pursuant to articles 106, paragraph 3, letter d), number 2) of the TUF and 47-*octies* of the Issuers' Regulation, from Euro 9.50 to Euro 9.899 for each tendered share of Ansaldo.

The Offeror hereby announces that it is evaluating the possibility to appeal to the competent judicial authorities against such decision of Consob, in order to enforce its rights and to obtain the ascertainment of the correctness of its behaviour, in accordance with the terms and modalities prescribed by the provisions of applicable law provisions.

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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 relates to 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 is being made 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.*

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***Notice released by Hitachi Rail Italy Investments S.r.l. (the Offeror) and distributed by Ansaldo STS S.p.A. (the Issuer) on request of the same Hitachi Rail Italy Investments S.r.l.***