

## ALSTOM

### ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – 2 July 2013

#### Results of the vote of the resolutions and summary minutes of the Meeting

The ordinary and Extraordinary Shareholders' Meeting, held in Paris at the Palais des Congrès on 2 July 2013 under the chairmanship of M. Patrick Kron, has approved all the resolutions proposed by the Board of Directors.

This Meeting gathered shareholders holding 194,299,369 shares, i.e. 63% of the total number of shares and voting rights. To every share composing the share capital corresponded a voting right at this Meeting.

Total number of shares	308,405,122
Total number of voting rights <sup>(*)</sup>	308,405,122
Number of attending, voting by proxy or by mail shareholders	Ordinary part : 5,237 Extraordinary part : 5,237
Number of attending, voting by proxy or by mail shares	Ordinary part : 194,299,369 Extraordinary part : 194,299,369
Number of voting rights <sup>(*)</sup> of attending, voting by proxy or by mail shareholders	Ordinary part : 194,299,369 Extraordinary part : 194,299,369

<sup>(\*)</sup>No share without voting right

At this Meeting, Mr Patrick Kron presented Alstom's share capital structure and the main events of fiscal year 2012/13. The Innovation within Alstom was the object of a particular focus by Mr Ronan Stephan, Group Chief Innovation Officer. Mr Jérôme Pecresse, President of the Renewable Power Sector and Mr Grégoire Poux-Guillaume, President of the Grid Sector, presented two innovation examples. Mr Nicolas Tissot, Chief Financial Officer, then commented the Group's results for the fiscal year ended 31 March 2013. Then Mr Patrick Kron exposed the outlook before concluding on the Group governance.

Lastly, Independent Auditors commented their reports.

No written question was sent to the Company.

At the end of these presentations, the President opened the debates and answered shareholders' questions.

Shareholders approved statutory and consolidated accounts for fiscal year 2012/13. They also approved a dividend of €0.84 per share, the payment of which will be made in cash on 9 July 2013. The shares will trade ex-dividend as of 4 July 2013.

Shareholders also authorised the related party agreement to which Article L. 225-38 of the French Commercial Code relates, which was authorised by the Board of Directors on 1 October 2012, namely the underwriting and placement agreement concluded between the Company and a group of banks related to the share capital increase through a private placement for a total amount of around €350 million, issue premium included, completed on 4 October 2012.

Shareholders then appointed Mrs Amparo Moraleda as an independent Director, for a four-year period, following the decision taken by Mr Jean-Paul Béchat to put an end to his term of office as Director, after twelve years. Mrs. Amparo Moraleda is joining the Audit Committee. The Audit Committee will be chaired by Mr Alan Thomson succeeding to Mr Jean-Paul Béchat.

The Alstom Board of Directors' composition following this Meeting is presented on page 5 of this document.

Shareholders decided to set the overall maximum amount to be distributed among Directors at €1,000,000 per fiscal year.

Shareholders also authorised the Company to trade its own shares, up to the number of shares that represents 10% of the capital and at a maximum purchase price of €70 per share. This authorisation is granted for an 18-month period.

Lastly, shareholders decided to renew the authorisations given to the Board of Directors to carry out free allocations of shares and to grant stock-options, capped at 1% of the share capital for free allocations of shares and 2.5% for stock-options. The total maximum amount of the share capital increase that may result from these two authorisations is limited to 2.5% of the share capital.

## Details of the vote per resolution

Total number of shares with voting rights	308,405,122
Number of attending, voting by proxy or by mail shareholders	Ordinary part : 5,237 Extraordinary part : 5,237
Number of voting rights <sup>(*)</sup> of attending, voting by proxy or by mail shareholders	Ordinary part : 194,299,369 Extraordinary part: 194,299,369
Quorum	63%

<sup>(\*)</sup> No share without voting right

Resolutions within the competence of the Ordinary Shareholders' Meeting							
N°	Results	For		Against		Abstention	
		Number of votes	%	Number of votes	%	Number of votes	%
1	<b>Approval of the statutory financial statements</b>						
	Approved	194,161,482	99.93%	114,782	0,06 %	23,105	0.01%
2	<b>Approval of the consolidated financial statements</b>						
	Approved	194,158,828	99.93%	115,352	0.06 %	25,189	0.01%
3	<b>Allocation of the net income</b>						
	Approved	194,182,426	99.94%	101,530	0.05 %	15,413	0.01%
4	<b>Independent Auditors' special report on related party agreements and commitments</b>						
	Approved	193,401,116*	99.54%	876,646	0.45 %	19,625	0.01%
5	<b>Appointing Mrs Amparo Moraleda as a Director</b>						
	Approved	193,529,897	99.60%	745,820	0.38 %	23,652	0.01%
6	<b>Determination of the amount of the Directors' fees</b>						
	Approved	191,328,949	98.47%	2,937,657	1.51 %	32,763	0.02%
7	<b>Authorisation to trade the Company's shares</b>						
	Approved	191,319,909	98.47%	2,947,804	1.52 %	31,656	0.02%

\* Exclusion of 982 and 1,000 shares held by Mr Chodron de Courcel and Mr Jean-Martin Folz respectively.

<b>Resolutions within the competence of the Extraordinary Shareholders' Meeting</b>							
<b>N°</b>	<b>Results</b>	<b>For</b>		<b>Against</b>		<b>Abstention</b>	
		<b>Number of votes</b>	<b>%</b>	<b>Number of votes</b>	<b>%</b>	<b>Number of votes</b>	<b>%</b>
<b>8</b>	<b>Authorisation to reduce the share capital by cancellation of shares</b>						
	Approved	193,768,802	99.73%	514,697	0.26 %	15,870	0.01%
<b>9</b>	<b>Authorisation to freely allocate shares of the Company</b>						
	Approved	143,215,785	73.71%	51,053,332	26.28%	30,252	0.02%
<b>9</b>	<b>Authorisation to grant stock options</b>						
	Approved	144,783,513	74.52%	49,495,205	25.47%	20,651	0.01%
<b>11</b>	<b>Authorisation to implement the Shareholders' Meeting's decisions and complete formalities</b>						
	Approved	194,186,066	99.94%	86,135	0.04%	27,168	0.01%

### Composition of the Board of Directors as of 1 July 2013

Name	Mandate	Independent Director	Committees		
			Audit	N&R <sup>(1)</sup>	EC&S <sup>(2)</sup>
<b>Patrick Kron</b>	Chairman and CEO Director				
<b>Candace K. Beinecke</b>	Director			√	
<b>Olivier Bouygues</b>	Director			√	
<b>Georges Chodron de Courcel</b>	Director		√		
<b>Pascal Colombani</b>	Director	√	√		√
<b>Jean-Martin Folz</b>	Director	√			√ Chairman
<b>Lalita D. Gupte</b>	Director	√	√		
<b>Gérard Hauser</b>	Director	√		√	
<b>Katrina Landis</b>	Director	√			√
<b>James W. Leng</b>	Director	√		√ Chairman	
<b>Klaus Mangold</b>	Director	√		√	
<b>Amparo Moraleda</b>	Director	√	√		
<b>Alan Thomson</b>	Director	√	√ Chairman		
<b>Bouygues SA represented by Philippe Marien</b>	Director		√		

*(1) Nominations and Remuneration Committee*

*(2) Ethics, Compliance and Sustainability Committee*

The rate of independent Directors:

- 64% within the Board of Directors ;
- 67% within the Audit Committee;
- 60% within the Nominations and Remuneration Committee; and
- 100% within the Ethics, Compliance and Sustainability Committee.

Each Committee of the Board is chaired by an independent Director.

## **Shareholders' Information**

All documents and information to be published pursuant to Article R.225-73-1 of the French Commercial Code were made available to shareholders within applicable legal timeframe/deadlines on the website [www.alstom.com](http://www.alstom.com), Investors/Annual General Meeting section.

The Registration Document was distributed at the Meeting to attending shareholders who requested it. It is available on the Company's website ([www.alstom.com](http://www.alstom.com)) since 25 June 2012 and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)). Copies are available at the Company Headquarters, 3 avenue André Malraux – 92300 Levallois Perret. Shareholders can also obtain a copy by sending a mail to the Investor Relations' team at the same address.