

(This document is a free translation of the original French version published on 12 May 2014 in the French legal newspaper "BALO", which is available upon request)

ALSTOM

Société Anonyme with a share capital of € 2 160 936 022
Head Office: 3, Avenue André Malraux – 92300 Levallois-Perret
Registration number: 389 058 447 Nanterre

NOTICE OF MEETING

The shareholders of ALSTOM will be convened to participate in the Ordinary and Extraordinary Shareholder's Meeting which will be held on Tuesday 1 July 2014 at 2:00 p.m., at the CNIT, Paris La Défense, on first call, to deliberate on the following agenda and draft resolutions.

AGENDA

Deliberating as an Ordinary Shareholders' Meeting

- Board of Directors' report.
- Independent Auditors' report on the annual statutory accounts for the fiscal year ended on 31 March 2014.
- Independent Auditors' report on the consolidated financial statements for the fiscal year ended on 31 March 2014.
- Independent Auditors' report on related-party agreements and commitments.
- Approval of the statutory financial statements and operations for the fiscal year ended on 31 March 2014.
- Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2014.
- Allocation of income for the fiscal year ended on 31 March 2014.
- Independent Auditors' special report on related party agreements and commitments.
- Renewal of Bouygues Company's appointment as a Director.
- Renewal of Mr Olivier Bouygues' appointment as a Director.
- Renewal of Mrs Lalita Gupte's appointment as a Director.
- Renewal of Mrs Katrina Landis' appointment as a Director.
- Appointment of Mrs Bi Yong Chungunco as a Director.
- Advisory vote on the elements of remuneration due or attributed to Mr Patrick Kron in the fiscal year 2013/14.
- Determination of the amount of the Directors' fees.
- Authorisation to be given to the Board of Directors to trade the Company's shares.

Deliberating as an Extraordinary Shareholders' Meeting

- Board of Directors' report.
- Special Independent Auditors' reports.
- Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares or of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries, with maintenance of the preferential subscription right, and/or by incorporating premiums, reserves, profits, or others.
- Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares or of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription right by a public offer.
- Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares or of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription rights by a private placement as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code.
- Delegation of competence to the Board of Directors to increase the number of securities to be issued in case of a capital increase with maintenance or cancellation of the preferential subscription right.
- Delegation of authority to the Board of Directors to increase the share capital of the Company by up to 10% to remunerate contributions in kind of shares or securities giving access to the share capital.
- Delegation of competence to the Board of Directors to increase the Company's share capital by issues of shares or securities with no shareholder preferential subscription right in favor of members of a company savings plan.
- Delegation of competence to the Board of Directors to increase the share capital of the Company with waiver of the preferential subscription rights to a category of beneficiaries.
- Amendment of Article 15.3 of the bylaws to introduce a clause preserving single voting rights.
- Addition of a new Article 18 "General Bondholders' Meetings" and according renumbering of Articles 18 to 23 of the bylaws as currently in force.
- Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities.

DRAFT RESOLUTIONS

ORDINARY PART

First resolution

(Approval of the statutory financial statements and operations for the fiscal year ended on 31 March 2014)

Voting under the quorum and majority rules for Ordinary General Meetings, after reviewing the reports of the Board of Directors and of the Independent Auditors and the statutory financial statements for the fiscal year ended on 31 March 2014, the shareholders approve the accounts as drafted and presented to them.

The shareholders specifically approve the amount of non-deductible charges (Article 39-4 of the French General Tax Code) shown in the financial statements.

The shareholders also approve the operations shown in these statutory financial statements and/or referred to in the reports.

Second resolution

(Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2014)

Voting under the quorum and majority rules for Ordinary General Meetings, after reviewing the reports of the Board of Directors and of the Independent Auditors and the consolidated financial statements for the fiscal year ended on 31 March 2014, the shareholders approve the consolidated financial statements as drafted and presented to them.

The shareholders also approve the operations shown in these financial statements and/or referred to in the reports.

Third resolution

(Proposal for the allocation of income for the fiscal year ended on 31 March 2014)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders after having noted the loss of €(852,314,976.99) for the fiscal year ended 31 March 2014, approves the proposal of the Board of Directors to apply this loss for an amount of € (644,975,628.64) on the account "income carried forward" which as a result will amount to zero and for an amount of € (207,339,348.35) on the account "general reserve" which as a result will amount to € 7,263, 072, 309.65.

As a result, no dividend will be paid to the Shareholders in respect of the fiscal year ended 31 March 2014.

The Shareholders' Meeting duly notes that, in accordance with the law, the following dividends were distributed in respect of the last three fiscal years:

| Fiscal Years | 2012/13 <i>(in €)</i> | 2011/12 <i>(in €)</i> | 2010/11 <i>(in €)</i> |
|--|---------------------------------|---------------------------------|---------------------------------|
| Dividend per share ⁽¹⁾ | 0.84 | 0.80 | 0.62 |
| <i>(1) Amount eligible for the tax reduction of 40% resulting from Article 158-3-2 of the French General Tax Code.</i> | | | |

Fourth resolution

(Independent Auditors' special report on related party agreements and commitments)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders, having read the special report of the Independent Auditors established pursuant to Article L.225-40 of the French Commercial Code, approve this report which relates to agreements and commitments previously entered into and approved by the Shareholders' Meeting.

Fifth resolution

(Renewal of the term of office of the Bouygues Company)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders agree to renew the term of Bouygues Company as a Director for a period of four years, until the end of the Ordinary General Meeting called to vote on the accounts for fiscal year 2017/2018.

Sixth resolution

(Renewal of the term of office of Mr Olivier Bouygues)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders agree to renew the term of Mr Olivier Bouygues as a Director for a period of four years, until the end of the Ordinary General Meeting called to vote on the accounts for fiscal year 2017/2018.

Seventh resolution

(Renewal of the term of office of Mrs Katrina Landis)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders agree to renew the term of Mrs Katrina Landis as a Director for a period of four years, until the end of the Ordinary General Meeting called to vote on the accounts for fiscal year 2017/2018.

Eighth resolution

(Renewal of the term of office of Mrs Lalita Gupte)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders agree to renew the term of Mrs Lalita Gupte as a Director for a period of four years, until the end of the Ordinary General Meeting called to vote on the accounts for fiscal year 2017/2018.

Ninth resolution

(Renewal of the term of office of Mrs Bi Yong Chungunco)

Voting under the quorum and majority rules for Ordinary General Meetings, the shareholders agree to renew the term of Mrs Bi Yong Chungunco as a Director for a period of four years, until the end of the Ordinary General Meeting called to vote on the accounts for fiscal year 2017/2018.

Tenth resolution

(Advisory vote of the Shareholders on the elements of remuneration due or attributed to Mr Patrick Kron in the fiscal year 2013/14)

The General Shareholders' Meeting, consulted under the recommendation of paragraph 24.3 of the AFEP-MEDEF Code of June 2013, which is the reference code of the Company pursuant to Article L. 225-37 of the French Commercial Code, acting under the quorum and majority conditions required at Ordinary Shareholders' Meetings, issues a favorable opinion on the elements of remuneration due or attributed to Mr Patrick Kron in his capacity as an executive Director of the Alstom Group for the fiscal year 2013/14 as presented in the preamble of this resolution.

Eleventh resolution

(Determination of the amount of the Directors' fees)

The General Shareholders' Meeting, acting under the quorum and majority conditions required at Ordinary Shareholders' Meetings, and after having read the report of the Board of Directors, sets at €1,300,000 the maximum annual amount of Directors' fees which can be distributed among the members of the Board of Directors as from the fiscal year beginning 1 April 2014 and for each of the following fiscal years, until it is differently decided on it.

Twelfth resolution

(Authorisation to be given to the Board of Directors to trade the Company's shares)

Voting under the quorum and majority rules for Ordinary General Meetings, after reviewing the Board of Directors' report, the shareholders authorise the Board of Directors pursuant to the terms of Articles L. 225-209 *et seq.* of the French Commercial Code as well as European Regulation No. 2273/2003 of 22 December 2003 implementing European Directive No. 2003/6 of 28 January 2003, to purchase Company shares up to the number of shares that represent 10% of the Company's share capital as of 31 March 2014, *i.e.*, a theoretical maximum number of €30,870,214 shares of € 7 nominal value, and a theoretical maximum aggregate purchase price of €1,852,212,840 based on the maximum purchase price per share set hereafter.

This authorisation may be used:

- with the purpose to cancel the shares acquired, under the conditions laid down by law and notably the eighth resolution of the Shareholder's Meeting of July 2 2013;

- with the purpose of allocating or selling shares to employees, former employees or corporate officers of the Company and its affiliated companies as defined in Articles L. 225-180 and L. 233-16 of the French Commercial Code, in particular through employee purchase schemes stock option plans or free allocations of shares under the conditions specified by law;
- in order to hold the shares purchased, or sell, transfer or exchange the shares purchased as part of or following any external growth transactions within the limit set forth in the 6th paragraph of Article L. 225-209 of the French Commercial Code;
- in order to deliver shares upon the exercise of rights attached to securities giving access to the share capital;
- to ensure the liquidity of the market and to lead the Company's market within the framework of a liquidity contract through an authorised investment services provider complying with a code of ethics agreed upon by the French Stock Market Authority ("AMF");
- as well as in order to implement any market practice that could potentially be allowed by the French Stock Market Authority and, more generally, to carry out any other transaction in compliance with applicable regulations.

The purchase, sale, transfer or exchange of these shares may occur, in whole or in part, in accordance with the rules set by the relevant regulatory bodies, on regulated markets or off the market, including via multilateral trading facilities (MTFs) or via a systematic internaliser, by any means, including block transfer, the use or exercise of financial instruments, derivatives and, in particular through optional transactions such as the purchase and sale of options, and at any time within the limits set forth by laws and regulations, excluding during any take-over period on the Company's share capital.

The purchase price may not exceed €60 (excluding costs) per share, subject to adjustments relating to transactions affecting the Company's share capital. In the event of transactions dealing with the Company's share capital and, in particular, in the event of an increase in the share capital by the incorporation of reserves and the allocation of shares, free of charge, as well as in the event of a split or a consolidation of the shares, the price listed above shall be adjusted by a multiplying ratio equal to the number of shares included in the share capital before the transaction divided by the number of these shares after the transaction.

This authorisation shall cancel and replace the authorisation granted by the seventh resolution approved by the Shareholders' Meeting of 2 July 2013, and shall be valid for an eighteen month period as from the Shareholder's Meeting.

The shareholders hereby grant full powers to the Board of Directors, with authority to delegate such powers, to make all stock market orders, on any market or undertake any off-market transactions, conclude all agreements, in particular for keeping records of the purchase and sale of shares, allocate or reallocate the shares acquired for different purposes within applicable legal and regulatory conditions, prepare all documents, sign any agreement to carry out all formalities and make all declarations for and to all bodies and, generally, to do all that is necessary to implement this resolution.

EXTRAORDINARY PART

Thirteenth resolution

(Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares or of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries, with maintenance of the referential subscription rights, and/or by incorporating premiums, reserves, profits, or others in the maximum par value capital increase amount of €1,080 million, or approximately 50% of the share capital as of 31 March 2014, it being specified that the amounts set forth in resolutions fourteenth through nineteenth of this Shareholders' Meeting will be deducted from this maximum overall amount)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors' report and pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-129 to L. 225-129-6, L. 225-130, L. 228-92 and L. 228-93, the shareholders hereby:

1. delegate to the Board of Directors, for a twenty-six month period from the date of this Meeting, the competence to decide the issuance, in one or more times, both in France and abroad, of ordinary shares and any other securities, including warrants issued autonomously with or without consideration, which give immediate and/or future access by all means to ordinary shares in the Company, either existing or to be issued, which have the same rights as those attached to existing shares except as the case may be, for the date at which they give rise to a dividend, or in a company in which it directly or indirectly holds more than half of capital, to be subscribed, either in cash or by offsetting debts. The above-mentioned securities will be denominated in euros, or with respect to securities other than shares, in euros or in any other currency which is legal tender, or in any other unit of account established with reference to several currencies;

The share capital increases can also be performed by incorporating reserves, profits, premiums or others which are allowed to be capitalised, in the form of free share allocations and/or increases in the nominal value of existing shares.

2. decide that:

- the aggregate nominal amount of the Company's shares that may be issued immediately and/or at a later date by virtue of this delegation, including by incorporating premiums, reserves, profits, or others, shall not exceed €1,080 million, to which may be added, if necessary, the nominal amount of the additional shares to be issued in order to preserve, in accordance with the relevant legal and regulatory provisions, and any contractual provisions setting other cases of adjustments if any, the rights of the holders of securities giving access to the Company's shares, provided that the nominal amount of share capital

increase issued immediately or at a later date pursuant to the fourteenth, fifteenth, sixteenth, seventeenth, eighteenth and nineteenth resolutions of this Shareholders' Meeting (before any adjustments) will be deducted from this maximum overall amount of share capital increase;

- the aggregate nominal amount of the securities that are representatives of debt of the Company and which may be issued by virtue of this delegation, shall not exceed €3 billion or the exchange value of this amount in any other currency or in any unit of account, provided that the nominal amount of securities representative of debt issued pursuant to the fourteenth, fifteenth and sixteenth resolutions of this Shareholders' Meeting will be deducted from this maximum limit;

3. decide that in the event of an offer to subscribe for securities, the shareholders will be allowed to exercise their irreducible preferential subscription right for excess shares in accordance with the conditions set out by law by virtue of this authorisation. In addition, the Board of Directors will have the power to grant the shareholders the reducible right to subscribe further securities in order to obtain a greater number than that to which they are entitled by virtue of their irreducible preferential subscription rights, in accordance with the provisions of the law.

If subscriptions by way of exercise of irreducible preferential rights and, if necessary, reducible preferential rights, do not account for the whole issuance, the Board of Directors may, in accordance with the conditions set out by law and in the order that it shall decide, exercise one or several of the following options:

- freely allot all or part of the unsubscribed shares to anyone it chooses;
- limit the amount of the issue to the amount of subscriptions received, as long as these come to at least three quarters of the amount originally proposed;
- offer all or part of the unsubscribed shares to the public on the French or international market;

4. decide that, in the event of free allocation of shares or warrants to shareholders, the Board of Directors shall have the power to decide that rights to fraction of warrants will not be negotiable and that the corresponding securities will be sold, the proceeds of the sale being allocated to those entitled to such rights at the latest within thirty days of the date of registration of the number of securities allotted to them in their accounts;

5. note that this delegation implies the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, the automatic waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities issued by virtue of this delegation may give right;

6. decide that the amount paid or owed to the Company for each share issued or to be issued under the aforementioned authorisation shall be at least equal to the nominal value of the share at the date of issue of such securities;

7. decide that the Board of Directors will have full powers, with authority to subdelegate such powers within the limits of the law, to implement this delegation, and in particular to:
- set the dates and the terms and conditions of issues, the subscription price, characteristics and the method of paying up the securities to be issued immediately or in the future, if necessary, the terms for buying back or exchanging them, as well as the conditions under which they will give entitlement to the existing or future shares in the Company or in a subsidiary;
 - in particular, set the subordinate nature, or not, of securities that are representative of debt, their repayment method and price which can be fixed or variable, with or without premium, their fixed or indefinite term, their interest rate as well as, if necessary, the terms and conditions for subordinating the principal and/or interest and their priority ranking as well as the terms and methods for amortisation;
 - set the date (which may be retroactive) on which the shares to be issued will pay dividends,
 - determine in accordance with the legal and regulatory provisions, and any contractual provisions setting other cases of adjustments if any, the terms and conditions whereby the rights of holders of securities giving access to a percentage of the Company's share capital in the future are preserved;
 - record the completion of the share capital increases, amend the Articles of Association accordingly and carry out all the publicity formalities required;
 - generally take any measures necessary, carry out all formalities and conclude all agreements for the completion of the issuances.
8. take note that this delegation cancels, for the unused portion, if any, the prior delegation having the same purpose granted by the General Shareholders' Meeting of 26 June 2012 in the ninth resolution.

Fourteenth resolution

(Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares or of any type of securities which gives immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription rights and a public offer in the maximum par value capital increase amount of €215 million, or approximately 10% of the share capital as of 31 March 2014 (overall limit for issuances without preferential subscription right), it being specified that this amount is deducted from the overall limit set forth in the thirteenth resolution of this Shareholders' Meeting and that the amounts set forth in the fifteenth, sixteenth and seventeenth resolutions of this Shareholders' Meeting will be deducted from this amount)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors' report and pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-192 to L. 225-139-6, L. 225-135, L. 225-136, L. 225-148, L. 228-92 and L. 228-93, the shareholders hereby:

1. delegate to the Board of Directors, for a twenty-six month period from the date of this Meeting, the competence to decide the issuance through public offer, in one or more times, both in France and abroad, of ordinary shares and any other securities, including warrants issued autonomously with or without consideration, which give immediate and/or future access by all means to ordinary shares in the Company, either existing or to be issued, which have the same rights as those attached to existing shares except, as the case may be, for the date at which they give rise to a dividend, or in a company in which it directly or indirectly holds more than half of the share capital, to be subscribed, either in cash or by offsetting debts. The abovementioned securities will be denominated in euros or with respect to securities other than shares, in euros or in any other currency which is legal tender, or in any other unit of account established with reference to several currencies;
2. decide to cancel the preferential subscription rights of the shareholders to the securities to be issued under this delegation;
3. decide that:
 - the aggregate nominal amount of the Company's shares that may be issued immediately and/or at a later date by virtue of this delegation shall not exceed €215 million, to which may be added, if necessary, the nominal amount of the additional shares to be issued in order to preserve, in accordance with legal and regulatory provisions, and any contractual provisions setting other cases of adjustments, if any, the rights of the holders of securities giving future access to the Company's shares, provided that any nominal amount issued pursuant to the fifteenth, sixteenth and seventeenth resolutions shall be deducted from this overall limit and that any nominal amount issued pursuant to this delegation (before any adjustments) shall be deducted from the maximum share capital increase limit fixed in the thirteenth resolution of this Shareholders' Meeting so that the amount of the share capital increase which may result from the thirteenth to nineteenth resolutions of this Shareholders' Meeting does not exceed €1,080 million (before any adjustments),
 - the aggregate nominal amount of the securities that are representative of debt of the Company and which may be issued by virtue of this delegation, shall not exceed €1.5 billion or the exchange value of this amount in any other currency or in any unit of account, provided any nominal amount of securities representative of debt issued pursuant to the fifteenth and sixteenth resolutions of this Shareholders' Meeting shall be deducted from this amount and that any nominal amount issued pursuant to this delegation shall be deducted from the aggregate maximum nominal amount of the securities that are representative of debt fixed in the thirteenth resolution of this Shareholders' Meeting so that the aggregate nominal amount which may result from both the thirteenth to sixteenth resolutions of this Shareholders' Meeting does not exceed €3 billion;

4. decide that the Board of Directors may elect to grant the shareholders priority of subscription for all or part of the issue, for a period and under the terms and conditions which the Board of Directors will set, pursuant to Article L. 225-135 paragraph 2 of the French Commercial Code;
5. decide that if subscriptions by the shareholders and the general public do not account for the whole issuance of securities, the Board of Directors may, in the order that it shall determine, exercise either or both of the following options:
 - limit the amount of the issue to the amount of the subscriptions received provided that these reach at least three quarters of the issue agreed;
 - freely allot all or part of the securities which have not been subscribed;
 - offer all or part of the unsubscribed securities to the public on the French or international market;
6. note that this delegation implies the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, the automatic cancellation by the shareholders of their preferential subscription rights to the Company's securities to which the securities issued by virtue of this delegation may give right;
7. decide that the amount to which the Company is or may be entitled for each of the shares issued or to be issued in the context of this delegation, after having taken into account in the event of an issue of equity warrants, not attached to any securities, the issue price of such warrants, will be at least equal to the minimum value as stated by the applicable law, i.e. currently the average of the quoted price of the shares of the Company on the Euronext Paris market during the last three stock exchange sessions prior to the issue price setting that can possibly be cut down by a maximum discount of 5%, after adjustment of this average, where applicable, in the event of a difference in the dates of entitlement to dividends;
8. decide that the Board of Directors can issue ordinary shares and/or securities, up to the aggregate limit for increases in share capital authorised in paragraph 3 above, giving immediate or future access to the Company's existing or future shares, to remunerate the shares which are contributed in a public exchange offer initiated by the Company, within the limits and conditions stipulated in Article L. 225-148 of the French Commercial Code;
9. decide that the Board of Directors will have full powers, with authority to subdelegate such powers within the limits of the law, to implement this delegation, and in particular to:
 - set the dates and the terms and conditions of issues, the subscription price, characteristics and the method of paying up the securities to be issued immediately or in the future, if necessary, the terms for buying back or exchanging them, as well as the conditions under which they will give entitlement to the existing or future shares in the Company or in a subsidiary;

- set in particular the subordinate nature, or not, of securities that are representative of debt, their repayment method and price which can be fixed or variable, with or without premium, their fixed or indefinite term, their interest rate as well as, if necessary, the terms and conditions for subordinating the principal and/or interest and their priority ranking as well as the terms and methods for amortisation;
 - set the date (which may be retroactive) on which the shares to be issued will pay dividends;
 - set in accordance with the legal and regulatory provisions, and any contractual provisions setting other cases of adjustments, if any, the terms and conditions whereby the rights of holders of securities giving access to a percentage of the Company share capital in the future are preserved;
 - record the completion of the share capital increases, amend the Articles of Association accordingly and carry out all the publicity formalities required;
 - take generally any necessary measures, carry out all the formalities and conclude all agreements for the completion of the issuances.
10. acknowledge that this delegation cancels, for its unused portion, if any, the previous delegation having the same purpose granted by the General Shareholders' Meeting of 26 June 2012 in its tenth resolution.

Fifteenth resolution

(Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares or of any type of securities which gives immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription right and a private placement as described in paragraph II of Article L. 411-2 of the French Commercial Code in the maximum par value capital increase amount of €215 million, or approximately 10% of the share capital as of 31 March 2014, it being specified that this amount is deducted from the overall limit set forth in the thirteenth resolution of this Shareholders' Meeting and that the amounts set forth in the fourteenth, sixteenth and seventeenth resolutions of this Shareholders' Meeting will be deducted from this amount)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors' report and pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-192 to L. 225-129-6, L. 225-135, L. 225-136, L. 225-148, L. 228-92 and L. 228-93, the shareholders hereby:

1. delegate to the Board of Directors, for a twenty-six month period from the date of this Meeting, the competence to decide the issuance through a private placement as described in paragraph II of Article L. 411-2 of the French Commercial Code, in one or more times, both

in France and abroad, of ordinary shares and any other securities, including warrants issued autonomously with or without consideration, which give immediate and/or future access by all means to ordinary shares in the Company, either existing or to be issued, which have the same rights as those attached to existing shares except, as the case may be, for the date at which they give rise to a dividend, or in a company in which it directly or indirectly holds more than half of the share capital, to be subscribed, either in cash or by offsetting debts. The abovementioned securities will be denominated in euros or with respect to securities other than shares, in euros or in any other currency which is legal tender, or in any other unit of account established with reference to several currencies;

2. decide to cancel the preferential subscription rights of the shareholders to the securities to be issued under this delegation;
3. decide that:
 - the aggregate nominal amount of the Company's shares that may be issued immediately and/or at a later date by virtue of this delegation shall not exceed €215 million, to which may be added, if necessary, the nominal amount of the additional shares to be issued in order to preserve, in accordance with legal and regulatory provisions, and any contractual provisions setting other cases of adjustments, if any, the rights of the holders of securities giving future access to the Company's shares, provided that any nominal amount issued pursuant to the fourteenth, sixteenth and seventeenth resolutions shall be deducted from this overall limit and that any nominal amount issued pursuant to this delegation (before any adjustments) shall be deducted from the maximum share capital increase limit fixed in the thirteenth resolution of this Shareholders' Meeting so that the amount of the share capital increase which may result from the thirteenth to nineteenth resolutions of this Shareholders' Meeting does not exceed €1,080 million (before any adjustments),
 - the aggregate nominal amount of the securities that are representative of the Company's debt and which may be issued by virtue of this delegation, shall not exceed €1.5 billion or the exchange value of this amount in any other currency or in any unit of account, provided that any nominal amount issued pursuant the fourteenth and sixteenth resolutions of this Shareholders' Meeting shall be deducted from this amount and that any nominal amount issued pursuant to this delegation shall be deducted from the aggregate maximum nominal amount of the securities that are representative of debt fixed in the thirteenth resolution of this Shareholders' Meeting so that the aggregate nominal amount which may result from the thirteenth to sixteenth resolutions of this Shareholders' Meeting does not exceed €3 billion;
4. decide that if the subscriptions do not account for the whole issuance of securities, the Board of Directors may limit the amount of the issue to the amount of the subscriptions received provided that these reach at least three quarters of the issue agreed;

5. note that this delegation implies the benefit of holders of securities issued pursuant to this resolution and giving access to the share capital of the Company, the automatic cancellation by the shareholders of their preferential subscription rights to the Company's securities to which the securities issued by virtue of this delegation may give right;
6. decide that the amount to which the Company is or may be entitled for each of the shares issued or to be issued in the context of this delegation, after having taken into account in the event of an issue of equity warrants, not attached to any securities, the issue price of such warrants, will be at least equal to the minimum value as stated by the applicable law, i.e. currently the average of the quoted price of the shares of the Company on the Euronext Paris during the last three stock exchange sessions prior to the issue price setting that can possibly be cut down by a maximum discount of 5%, after adjustment of this average, where applicable, in the event of a difference in the dates of entitlement to dividends;
7. decide that the Board of Directors will have full powers, with authority to subdelegate such powers within the limits of the law, to implement this delegation, and in particular to:
 - set the dates and the terms and conditions of issues, the subscription price, characteristics and the method of paying up the securities to be issued immediately or in the future, if necessary, the terms for buying back or exchanging them, as well as the conditions under which they will give entitlement to the existing or future shares in the Company or in a subsidiary;
 - set in particular the subordinate nature, or not, of securities that are representative of debt, their repayment method and price which can be fixed or variable, with or without premium, their fixed or indefinite term, their interest rate as well as, if necessary, the terms and conditions for subordinating the principal and/or interest and their priority ranking as well as the terms and methods for amortization;
 - set the date (which may be retroactive) on which the shares to be issued will pay dividends;
 - set in accordance with the legal and regulatory provisions, and any contractual provisions setting other cases of adjustments, if any, the terms and conditions whereby the rights of holders of securities giving access to a percentage of the Company share capital in the future are preserved;
 - record the completion of the share capital increases, amend the Articles of Association accordingly and carry out all the publicity formalities required;
 - take generally any necessary measures, carry out all the formalities and conclude all agreements for the completion of the issuances.
8. note that this delegation invalidates, where appropriate, the unused portion of the previous similar authorization granted by the Shareholders' Meeting of 26 June 2012 in the eleventh resolution.

Sixteenth resolution

(Delegation of competence to the Board of Directors to increase the number of securities to be issued in case of a capital increase with maintenance or cancellation of the preferential subscription right within the limits of both 15% the amount of the initial issue and the maximum amount of capital increase which applies to the initial issue).

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors' report and pursuant to the provisions of Article L. 225-135-1 of the French Commercial Code, the shareholders hereby:

1. delegate the competence to the Board of Directors, for a duration of twenty-six months as from the date of this Shareholders' Meeting, and with the ability to sub-delegate under the conditions provided for by law, for the purpose of increasing the number of securities to be issued in each of the issuances decided on by virtue of the thirteenth fourteenth and fifteenth resolutions of this Shareholders' Meeting, up to the limit of the percentage of the initial issuance imposed under the legal and regulatory provisions in force at the time of the issuance, which currently corresponds to 15% of the initial issuance.
2. decide that the nominal amount of the share capital increases decided on by virtue of this delegation will be deducted from the specific share capital increase ceiling applicable to the initial issuance set in accordance with the terms of the fourteenth and fifteenth resolutions of this Shareholders' Meeting, as the case may be, and from the aggregate share capital increase ceiling specified in the thirteenth resolution of this Shareholders' Meeting.
3. acknowledge that this delegation cancels, for its unused part, if any, the prior delegation having the same purpose granted by the General Shareholders' Meeting of 26 June 2012 in the twelfth resolution.

Seventeenth resolution

(Delegation of authority to the Board of Directors to increase the share capital of the Company by up to 10% to remunerate contributions in kind of shares or securities giving access to the share capital it being specified that this amount is deducted from the overall limit set forth in the thirteenth resolution of this Shareholders' Meeting and from those that may be issued in the fourteenth and fifteenth resolutions of this Shareholders' Meeting)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors' report and pursuant to the provisions of Article L. 225-147 of the French Commercial Code, the shareholders hereby:

1. delegate to the Board of Directors, for a twenty-six month period from the date of this Shareholders' Meeting, the powers to decide, based on the report of external auditors on contributions, one or more increases in the share capital, by the issuance of Company's ordinary shares or of securities which give immediate and/or future access by all means to shares in the Company, to compensate contributions in kind to the Company and consisting of shares or securities granting access to shares, when the provisions of Article L. 225-148 of the French Commercial Code are not applicable;

2. decide, as needed, to cancel the preferential subscription rights of the shareholders to shares that may be issued by virtue of this authorisation, to the benefit of the holders of the shares or securities granting access to shares which are contributed in kind;
3. decide that the aggregate nominal amount of shares that may be issued immediately or in the future pursuant to this authorisation is set at 10% of the share capital and shall be deducted from the maximum limit of share capital increase without preferential subscription rights set forth in the fourteenth and fifteenth resolutions of this Shareholders' Meeting and from the maximum limit of share capital increase set forth in the thirteenth resolution of this Shareholders' Meeting;
4. decide that the Board of Directors will have full powers, with authority to subdelegate such powers within the limits of the law, to implement this authorisation, in particular to determine the terms and conditions of the authorised transactions, to fix the number of securities to be issued in exchange for contributions and the date of issuance of such securities, to deliberate on the valuation of the contributions, and on the grant of specific advantages, as the case may be; to deduct, if applicable, any necessary sums from the issuance premiums and, in particular, all of the costs incurred in connection with the share capital increase, as well as to deduct any necessary sums from the issuance premium in order to increase the legal reserve to one tenth of the new share capital amount, to record the completion of the share capital increases, amend the Articles of Association accordingly and carry out all formalities and declarations required, and generally do whatever is necessary;
5. decide that this delegation cancels, for its unused part, if any, the prior delegation having the same purpose granted by the General Shareholders' Meeting of 26 June 2012 in the thirteenth resolution.

Eighteenth resolution

(Delegation of competence to the Board of Directors to increase the Company's share capital by issues of shares or securities giving access to the Company's share capital without shareholder preferential subscription right in favor of members of a company's savings plan up to a limit of 2% of the share capital, it being specified that this amount is deducted from the one set forth in the thirteenth resolution of this Shareholders' Meeting)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors report, in accordance with the provisions, on the one hand, of Articles L. 3332-1 et seq. of the French Work Code and, on the other, the French Commercial Code, particularly Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1, the shareholders hereby:

1. delegates to the Board of Directors, for a period of twenty-six months from the date of this Meeting, the competence to decide to increase the share capital, on one or more occasions, by issuing new shares and/or other securities in euros or any other currency, giving access to

the Company's share capital, reserved for members of a savings plan of the Company and/or of its affiliated companies and economic interest groups in France or outside France, as defined under Article L. 225-180 and Article L. 233-16 of the French Commercial Code within the limit of a maximum number of shares representing 2% of the Company's share capital on the day of this Shareholders' Meeting, to which may be added, if necessary, the additional shares to be issued in order to preserve, in accordance with the relevant legal and regulatory provisions, the rights of the beneficiaries, provided that shares issued pursuant to the nineteenth resolution of this Shareholders' Meeting shall be deducted from this limit and that any nominal amount issued pursuant to this delegation (before adjustments) will be deducted from the overall share capital increase ceiling set forth in the thirteenth resolution of this Shareholders' Meeting;

2. decide that the issue price of the shares issued pursuant to this authorisation shall not be more than 20% lower than the average of the quoted price of the shares of the Company on the Euronext Paris market during the twenty trading days preceding the decision setting the subscription opening date, or higher than that average; decide however that the Board of Directors shall be entitled to reduce or cancel any discount so granted in order to take into account, inter alia, legal, social, tax or accountancy regulatory frameworks applicable outside France;
3. decide that the features of the other securities giving access to the Company's share capital shall be determined by the Board of Directors under the conditions laid down by applicable regulations;
4. decide that the Board of Directors may also provide for the free allocation of shares or other securities giving access to the Company's share capital issued or to be issued, by incorporation of reserves, profits or premiums, in replacement of all or part of the discount mentioned in paragraph 2 and/or company's attribution, within the limits of the provisions of Article L. 3332-21 of the French Work Code;
5. decide to waive, for the benefit of these above mentioned beneficiaries, the Shareholders' preferential subscription rights to the shares or other securities giving access to the share capital issued pursuant to this authorisation, and to the Company's shares to which the securities issued pursuant to this authorisation may give right; the shareholders also waive, in case of free allocation of shares or other securities giving access to the Company's share capital, any right to these shares or securities including to the part of the reserves, benefits or premiums which would be capitalised;
6. decide that the Board of Directors will have full powers, with authority to delegate or subdelegate such powers within legal limits, to implement this authorisation within the limits and under the conditions mentioned above, and in particular to:
 - determine the perimeter of the share capital increase reserved to members of a savings plan,

- set the dates, terms and conditions of each issue and particularly the amount and terms of the securities to be issued, the issue price, the date (which may be retroactive) on which the shares to be issued will pay dividends, the method and schedule of payment of the issue price, the dates of opening and closing of subscription period, the deadline given to the subscribers to pay up their shares;
 - decide if the securities can be subscribed directly or indirectly through mutual funds or other entities permitted by current laws or regulations;
 - determine in case of free allocation of securities, the terms of such allocation, and if any, the amount and nature of the reserves, benefits or premiums to be incorporated to the share capital;
 - record the completion of the share capital increases in accordance with the amount of shares actually subscribed and amend the Articles of Association accordingly;
 - enter into any agreements, carry out, directly or through a representative, any operations and formalities;
 - offset expenses against the amount of the issue premium if the need arises, in particular, all of the costs incurred in connection with the share capital increase, as well as deduct any necessary sums from the issuance premium in order to increase the legal reserve to one tenth of the new share capital amount;
 - take any measures necessary to complete the issues, carry out all formalities following the capital increases and generally do whatever is necessary;
7. decide that this authorisation cancels and replaces, for its unused part, if any, the authorisation granted by the General Shareholders' Meeting of 26 June 2012 in the fourteenth resolution.

Nineteenth resolution

(Delegation of competence to the Board of Directors to increase the share capital of the Company with waiver of the preferential subscription rights to a category of beneficiaries enabling employees of the Group's foreign subsidiaries to benefit from an employee savings transaction comparable to the one offered pursuant to the previous resolution, up to a limit of 0.5% of the share capital, it being specified that this amount is deducted from those set forth in the eighteenth and thirteenth resolutions of this Shareholders' Meeting)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Independent Auditors' report and pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-129-2 and L. 225-138, the shareholders hereby:

1. delegate to the Board of Directors the competence to decide to increase the share capital of the Company, in one or more times, through the issue of ordinary shares within the limit of a maximum number of shares representing 0.5% of the Company's share capital on the day of this Meeting, to which may be added, if necessary, the nominal amount of the additional shares to be issued in order to preserve, in accordance with the relevant legal and regulatory provisions the rights of the beneficiaries, these issues being reserved to the category of beneficiaries defined hereafter;
2. decide(i) that the total number of shares that may be issued by virtue of this delegation shall be deducted from the maximum number of shares that may be issued fixed in the eighteenth resolution of this Meeting so that the amount of the share capital increase which may result from the eighteenth and nineteenth resolution of this Shareholders' Meeting does not exceed 2% of the Company's share capital on the day of this Shareholders' Meeting (before adjustments) and that (ii) any par value amount issued pursuant to this delegation (before adjustments) will be deducted from the overall share capital increase ceiling set forth in the thirteenth resolution of this Shareholders' Meeting;
3. decide to cancel the preferential subscription rights of the shareholders to the shares to be issued under this delegation and to reserve the subscription to the category of beneficiaries having the following characteristics: (i) any entity held by a bank or any bank, which, at the request of the Company, participates in the implementation of a structured offer for employees and corporate officers of entities affiliated to the Company under the conditions set out in Art. L. 225-180 and Art. L. 233-16 of the French Commercial Code, incorporated outside France; (ii) or/and employees and corporate officers of entities affiliated to the Company under the conditions set out in Art. L. 225-180 and Art. L. 233-16 of the French Commercial Code, incorporated outside France; (iii) or/and mutual funds (OPCVM) or any other entity invested in the Company's securities and whose shareholders will be the persons referred to in (ii) above;
4. decide that the issue price of the shares issued pursuant to this delegation shall not be more than 20% lower than the average of the quoted price of the shares of the Company on Euronext Paris during the twenty trading days preceding the decision setting the subscription opening date to a capital increase realised by virtue of the eighteenth resolution, or higher than that average; the Board of Directors shall be entitled to decide to reduce or cancel any discount so granted in order to take into account, inter alia, legal, social, tax or accountancy regulatory frameworks applicable locally outside France;
5. decide that the Board of Directors will have full powers, with authority to subdelegate such powers within the limits of the law, to implement this delegation, and in particular to:
 - set the date and the subscription price of the shares to be issued, as well as the other terms and conditions of the issues, including, the date (which may be retroactive) on which the shares to be issued will pay dividends, and the method and schedule of payment of the issue price;

- set the list of beneficiaries of the cancellation of the preferential subscription rights within the category above defined as well as the number of shares to be subscribed by each of them;
- offset expenses against the amount of the issue premium if the need arises, in particular, all of the costs incurred in connection with the share capital increase, as well as deduct any necessary sums from the issuance premium in order to increase the legal reserve to one tenth of the new share capital amount;
- take any measures necessary to complete the issues, carry out all formalities following the capital increases and generally do whatever is necessary;

6. decide that this delegation is granted for eighteen months as from the date of this Meeting.

Twentieth resolution

(Amendment of Article 15.3 of the bylaws to introduce a clause to preserve single voting rights)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report, the shareholders hereby:

1. decide, in order to maintain single voting rights, to complete the first paragraph of Article 15.3 of the bylaws as follow:

"No double voting rights shall be conferred to those conferred on other shares, with regard to the percentage of share capital they represent, on fully paid shares for which it is justified to have been registered for two years in the name of the same shareholder."

2. the rest of Article 15 shall remain the same.

Twenty-first resolution

(Addition of a new Article 18 "General Bondholders' Meeting" and renumbering accordingly Articles 18 to 23 of the bylaws as currently in effect)

Voting under the quorum and majority rules for Extraordinary General Meetings, after reviewing the Board of Directors' report, the shareholders hereby:

1. decide to enable bondholders to attend and vote at General Meetings by videoconference or any other means of telecommunication allowing their identification to introduce In the Company's bylaws a new Article 18 "General Bondholders' Meeting", reading as follows:

"Article 18 - General Bondholders' Meeting

The Board of Directors may organize, under the conditions provided for by law, the participation and voting of bondholders at General Meetings by videoconference or any other means of telecommunication allowing their identification. Where applicable, the

decision of the Board shall be communicated in the convening notice and/or notice of meeting. Bondholders participating in meetings by videoconference or by any other such means shall be deemed present for the calculation of the quorum and the majority."

2. decide therefore to renumber the Articles 18 to 23 of the bylaws as currently in effect as 19 to 24, inclusive;
3. finally, decide to replace the references to "sections 20 and 22 below" referred to in Article 8 as currently in force as "Articles 21 and 23 below."

Twenty-second Resolution

(Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities)

Voting under the quorum and majority rules for Extraordinary General Meetings, the shareholders hereby give full authority to the holder of an original, copy or extract of the minutes of this Meeting to perform all legal or administrative formalities and to proceed with all required filings and publications.

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Participating to the Shareholders' Meeting

1. Conditions for participating

Each shareholder, irrespective of the number of shares held, may participate to the Shareholders' Meeting by either attending it in person, or authorising another shareholder or his/her spouse or the partner to whom the shareholder is bound by a Civil Solidarity Pact to represent him/her at the Meeting. The shareholder may also authorise any other individual or legal entity selected by him/her to represent him/her at the Meeting (Article L. 225-106 of the French Commercial Code) or vote by mail. However, the only shareholders entitled to participate in the Meeting are those who have demonstrated that they hold shares in accordance with Article R. 225-85 of the French Commercial Code as follows.

For **holders of registered shares** (meaning that the shares are registered in the shareholder's name in the shares register maintained by BNP Paribas Securities Services for the account of ALSTOM), their shares must be registered in ALSTOM's shares register, at the latest the third business day preceding the Meeting at midnight, i.e. 26 June 2014 at midnight (Paris time);

For **holders of bearer shares**, their shares must be registered in the accounts held by the authorised financial intermediary ("*intermédiaire financier habilité*") maintaining their shares account, at the latest the third business day preceding the Meeting at midnight, i.e. 26 June 2014 at midnight (Paris time). This registration is evidenced by a statement of participation ("*attestation de participation*") provided by the financial intermediary.

2. To attend the Shareholders' Meeting in person

2.1 Requesting an attendance card by post

To attend in person, shareholders should apply for an attendance card ("*carte d'admission*") as early as possible to receive the card in due time.

Holders of registered shares should cross the box A of the form enabling to vote by mail or by proxy which is sent to them together with the brochure of the AGM. They should send this form back, duly signed and dated, to BNP Paribas Securities Services (CTS – Service Assemblées – 9 rue du Débarcadère 93 761 Pantin Cédex - France), at the latest on 30 June 2014 at 3.00 p.m. (Paris time).

Holders of bearer shares should either cross the box A of the voting form and send it, duly signed and dated, to their financial intermediary, or request their financial intermediary an attendance card. The financial intermediary shall provide evidence of the shareholder's status directly to BNP Paribas Securities Services, by producing a statement of participation ("*attestation de participation*"). If a shareholder has not received an attendance card in due time, he/she should request to his/her financial intermediary a statement of participation that will evidence its status as shareholder at the reception desk of the Meeting.

The attendance card will be sent by post.

2.2 Requesting an attendance card online for holders of registered shares

Shareholders holding registered shares and wishing to attend the Meeting in person may request an attendance card online, while filing an application in the secured platform Votaccess. This platform can be accessed from the Planetshares website at the following address <https://planetshares.bnpparibas.com>.

Shareholders holding shares in direct registered form ("*nominatif pur*") must log on to the Planetshares website with their usual access codes. Shareholders holding shares in intermediary registered form ("*nominative administré*") will receive a mailing specifying their username. This username will allow them to access the Planetshares website.

In case the shareholder misplaces his/her username or password, he/she should call the following number: 0 800 509 051 from France / 00331 4014 8005 from abroad.

After logging on the Planetshares website, the shareholder can access Votaccess via "My shareholder space" by clicking on "My Annual General Meetings". A summary of his/her voting rights will be displayed allowing him/her to click on the link "Access electronic voting" in the information bar on the right. The shareholder will then be redirected to the online voting page Votaccess, where he/she can request an attendance card.

The attendance card will then be sent to the shareholder either by electronic mail or by post, at his/her choice.

The Votaccess platform will be opened as from 11 June 2014. The deadline for requesting an attendance card online is 30 June 2014, at 3:00 pm (Paris time).

It is recommended not to wait until the day before the Meeting to request an attendance card.

3. To vote by mail or by proxy

3.1 Voting or appointing a proxy by post

Holders of registered shares automatically receive the form enabling to vote by mail or by proxy, together with the brochure of the AGM. They should complete and sign this form, and send it back to BNP Paribas Securities Services (CTS – Service Assemblées – 9 rue du Débarcadère – 93 761 Pantin Cédex - France).

Holders of bearer shares must send the voting form, duly signed and completed, back to their financial intermediary holding their shares. The financial intermediary shall provide evidence of the shareholders' status and return this form back to BNP Paribas Securities Services, together with a statement of participation ("*attestation de participation*").

In order to be taken into account, forms must be received by BNP Paribas Securities Services, at least the day before the Meeting, at 3 p.m., i.e. at the latest on 30 June 2014 at 3 p.m. (Paris time).

Each shareholder who has expressed his/her vote by mail, send a proxy or requested an attendance card cannot choose another method of participation but may sell all or part of his/her shares.

3.2 Voting or appointing a proxy online for registered shareholders

Shareholders holding registered shares and wishing to vote or appoint a proxy online may log on to the platform Votaccess, which can be accessed from the Planetshares website at the following address <https://planetshares.bnpparibas.com>.

Shareholders holding shares in direct registered form ("*nominatif pur*") must log on to the Planetshares website with their usual access codes. Shareholders holding shares in intermediary registered form ("*nominative administré*") will receive a mailing specifying their username. This username will enable them to log onto the Planetshares website and obtain their password.

In case the shareholder misplaces his/her username or password, he/she can call the following number: 0 800 509 051 from France / 00331 4014 8005 from abroad.

After logging on the Planetshares website, the shareholder can access Votaccess via “My shareholder space” by clicking on “My Annual General Meetings”. A summary of his/her voting rights will be displayed allowing him/her to click on the link “Access electronic voting” in the toolbar on the right. The shareholder will then be redirected to the online voting page Votaccess, where he/she can register his/her voting instructions, or designate/revoke a proxy. From this website, he/she can also consult the documentation relating to the Shareholders’ Meeting.

In accordance with Article R. 225-79 of the French Commercial Code, **notification of designation or of revocation of a proxy can also be done by Internet.**

Registered shareholders must send their request on the BNP Paribas Securities Services website: PlanetShares/My Shares (www.planetshares.bnpparibas.com) with their usual login and password by navigating to the page “My Shareholder Space – My General Meetings” and clicking on the button “Designate/Revoke a proxy”.

Bearer shareholders :

- must send their request by e-mail to paris.bp2s.france.cts.mandats@bnpparibas.com. This e-mail will have to include the following information: last name, first name, address and exhaustive bank account details of the shareholder, as well as last name, first name and if possible address of the proxy.
- must ask their financial intermediary maintaining their shares account to send a written confirmation by regular mail to BNP Paribas Securities Services – CTS – Service Assemblées – 9 rue du Débarcadère – 93761 Pantin Cedex – France).

Only notifications of designation or revocation of proxies should be sent to the above electronic address, all other requests or notifications related to another subject will not be processed.

For the due process of electronic designations or revocations of proxies, emails and/or written confirmation from financial intermediaries should be received by BNP Paribas as above stated, at the latest the day before the Meeting at 3.00 p.m. (Paris time) i.e. at the latest on 30 June 2014 at 3.00 p.m. (Paris time).

The Votaccess platform will be opened as from 11 June 2014. The possibility to request an attendance card via internet before the Meeting will end on 30 June 2014 at 3:00 pm (Paris time).

It is recommended not to wait the day before the Meeting to request for an attendance card.

Each shareholder who has expressed his vote by mail, send a proxy or requested an attendance card cannot choose another method of participation but may sell all or part of his/her shares.

4. Requests for inclusion of additional items or resolutions in the agenda of the Meeting

Requests for inclusion of additional items or resolutions in the agenda of the Meeting must be sent by the shareholders complying with the requirements of Article R.225-71 of the French Commercial Code, to ALSTOM's headquarters (Attention: Président du Conseil d'administration d'ALSTOM – « Points ou Projets de résolution à l'Assemblée » – 3, avenue André Malraux 92 300 Levallois-Perret) by registered letter with acknowledgement of receipt or by electronic means at the following address "investor.relations@chq.alstom.com", and must arrived at the at the latest 25 calendar days prior to the Meeting i.e. at the latest on 6 June 2014, being specified that they must be sent within 20 days as from the publication of this notice,.

Each request must be accompanied by the item to be put on the agenda and its motivation, or by the text of the draft resolution, possibly with a brief explanation, and if applicable by the information requested pursuant to the 8th paragraph of Article R.225-71 of the French Commercial Code. Each request must also be accompanied by a statement evidencing the ownership or the representation of the amount of the share capital requested by Article R.225-71 of the French Commercial Code*.

The Company will acknowledge receipt of the request by registered letter, within five calendar days as from its reception. In order to have the proposed additional item or resolution being submitted to the Meeting, the person proposing such item or resolution shall provide a new statement evidencing the registration of the shares in the same account at the latest the third business day preceding the Meeting at midnight, i.e. 26 June 2014 at midnight (Paris time). be accompanied by a statement evidencing the ownership or the representation of the amount of the share capital requested by Article R.225-71 of the French Commercial Code*.

5. Written questions

Each shareholder may ask questions in writing, to which the Board of Directors will answer during the Shareholders' Meeting. Written questions must be sent to ALSTOM's headquarters (Attention: Président du Conseil d'administration d'ALSTOM – « Questions écrites à l'Assemblée » – 3, avenue André Malraux 92300 Levallois-Perret) by registered letter with acknowledgement of receipt or by electronic means at the following address "investor.relations@chq.alstom.com", at the latest the fourth business day preceding the Meeting, i.e. 25 June 2014. Written questions must be accompanied by a statement evidencing the ownership of the shares in the ALSTOM's registered shares account or in the shares account maintained by the financial intermediary.

Pursuant to applicable legislation, a common answer can be given to several questions if they have the same content or bear on the same topic. The answer to a written question will be deemed answered if it is in the ALSTOM's Internet website at www.alstom.com / Investors / Shareholders Meeting.

6. Information and documents available to shareholders

Pursuant to applicable law, documents that must be made available to shareholders in relation to this Shareholders Meeting will be available at ALSTOM's headquarters, 3, avenue André Malraux, 92 300 Levallois Perret, France, from the publication of the notice of meeting and at least 15 days prior to the Meeting date, ie 16 June 2014.

This notice as well as a presentation of the resolutions submitted to the Meeting are available on the ALSTOM Internet website at www.alstom.com / Investors / Shareholders Meeting.

In addition all documents and information provided for in Article R.225-73-1 of the French Commercial Code will be available on ALSTOM Internet website at the same address, at the latest on the 21th day preceding the Meeting, i.e. 10 June 2014. If applicable, the items or draft resolutions proposed by shareholders will be published on the same address.

There will be a live web cast and a replay of this Shareholders Meeting on the ALSTOM Internet website.

The Board of Directors.

**** Note (for information of non-French shareholders):***

One or several shareholders holding shares representing at least € 11,003,430 of the Company's share capital as provided by Article R.225-71 of the French Commercial Code, or a duly qualified association of shareholders fulfilling the conditions set forth by article L. 224-123 of the French Commercial Code may propose additional resolutions to be voted on at the meeting. Proof of possession or representation of shareholdings in this amount in respect of registered shares is made by reference to the Company's share register or, in respect of bearer shares, by a statement of participation (attestation de participation) obtained from the authorised financial intermediary.