

## ALSTOM

***Société Anonyme* with share capital of € 2,063,658,912**  
**Headquarters : 3, avenue André Malraux – 92300 Levallois-Perret, France**  
**RCS 389 058 447 Nanterre**

### **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – 26 JUNE 2012**

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

The ordinary and Extraordinary Shareholders' Meeting held at Paris La Défense on 26 June 2012 under the chairmanship of Mr Patrick Kron has approved all the resolutions proposed by the Board of Directors.

This Meeting gathered shareholders holding 193,530,554 shares, i.e. 65.65% 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	294,808,416
Total number of voting rights	294,808,416
Number of shareholders attending, voting by proxy or by mail	5,830
Number of shares attending, voting by proxy or by mail	193,530,554
Number of voting rights of shareholders attending, voting by proxy or by mail	193,530,554

At this Meeting, Mr Patrick Kron gave an overview of Alstom's activity during 2011/12, strategy and governance. The four Sectors' Presidents also presented the latest events in their respective Sectors (Thermal Power, Renewable Power, Grid and Transport). Mr Nicolas Tissot, Chief Financial Officer, commented the Group's results for the fiscal year ended 31 March 2012.

Lastly, Independent Auditors commented their reports.

No written question was sent to the Company.

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

Shareholders approved statutory and consolidated accounts for fiscal year 2011/12. They also approved a dividend of €0.80 per share, the payment of which will be made in cash on 3 July 2012. The shares will trade ex-dividend as of 28 June 2012.

Shareholders also approved, insofar as necessary, the renewal without any change of the commitments towards the Chairman and Chief Executive Officer, Mr Patrick Kron, previously approved by the Shareholders' Meeting held on 23 June 2009.

The Shareholders also renewed Mr Jean-Paul Béchat's, Mr Pascal Colombani's and Mr Gérard Hauser's directorships for a four-year period. All three are independent Directors.

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

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

The Shareholders' Meeting then approved the renewal of all of the delegations to issue capital securities which will expire in 2012.

Within the framework of the proposed financial delegations, the total amount of authorised capital increases (ninth, tenth, eleventh, twelfth and thirteenth resolutions including employee shareholding transactions issuances as per the fourteenth and fifteenth resolutions) will remain subject to a ceiling of €600 million (overall limit), or 29.1% of the share capital as of 31 March 2012, including a maximum of €300 million or 14.6% of the share capital as of 31 March 2012 for capital increases with no preferential subscription right (through public offers or private placements), which include the capital increases in consideration of contributions in kind (thirteenth resolution) for which the 10% ceiling does not autonomously apply. The delegation of authority given in the context of the twelfth resolution to increase the amount of the initial issuance by up to 15% with or without preferential subscription rights, is not autonomous and is therefore included in the aggregate ceiling authorised for the initial issuance and in the overall ceiling set under the ninth resolution.

Lastly, shareholders approved the authorisations related to capital increases relative to employee shareholding transactions (fourteenth and fifteenth resolutions) with a specific ceiling, which is set at 2% of the share capital as of the day of the Shareholders' Meeting and reduces the overall capital increase limit of €600 million set in the ninth resolution.

### Details of the vote per resolution

Total number of shares with voting rights	294,808,416
Number of shareholders attending, voting by proxy or by mail	5,830
Number of voting rights <sup>(6)</sup> of shareholders attending, voting by proxy or by mail	193,530,554
Quorum	65.65 %

<b>Resolutions within the competence of the Ordinary Shareholders' Meeting</b>							
N°	Results	For		Against		Abstention	
		Number of votes	%	Number of votes	%	Number of votes	%
1	<b>Approval of the statutory financial statements</b>						
	Approved	193,343,408	99.90	168,526	0.09	18,620	0.01
2	<b>Approval of the consolidated financial statements</b>						
	Approved	192,329,575	99.38	168,718	0.09	1,032,261	0.53
3	<b>Allocation of the net income</b>						
	Approved	193,332,131	99.90	182,278	0.09	16,145	0.01
4	<b>Approval of the commitments towards the Chairman and Chief Executive Officer</b>						
	Approved *	184,313,024	95.24	9,194,947	4.75	13,570	0.01
5	<b>Renewal of Mr Jean-Paul Béchat's appointment as a Director</b>						
	Approved	190,837,565	98.61	2,679,759	1.38	13,230	0.01
6	<b>Renewal of Mr Pascal Colombani's appointment as a Director</b>						
	Approved	190,496,844	98.43	3,020,462	1.56	13,248	0.01
7	<b>Renewal of Mr Gérard Hauser's appointment as a Director</b>						
	Approved	190,723,786	98.55	2,791,830	1.44	14,938	0.01
8	<b>Authorisation to trade the Company's shares</b>						
	Approved	187,883,430	97.08	4,619,042	2.39	1,028,082	0.53

\* Beneficiary's shares excluded from the quorum and the vote

<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>9</b>	<b>Authorisation to issue any security giving access to the capital of the Company or one of its subsidiaries, with <u>maintenance</u> of the Preferential Subscription Rights</b>						
	Approved	189,793,221	98.07	3,722,414	1.92	14,919	0.01
<b>10</b>	<b>Authorisation to issue any security giving access to the capital of the Company or one of its subsidiaries, with <u>cancellation</u> of the Preferential Subscription Rights and <u>a public offer</u></b>						
	Approved	168,980,752	87.31	24,535,778	12.68	14,024	0.01
<b>11</b>	<b>Authorisation to issue any security giving access to the capital of the Company or one of its subsidiaries, with <u>cancellation</u> of the Preferential Subscription Rights and <u>private placement</u></b>						
	Approved	163,268,864	84.36	30,246,600	15.63	15,090	0.01
<b>12</b>	<b>Authorisation to increase the initial issue in case of a share capital increase with or without Preferential Subscription Rights</b>						
	Approved	165,553,471	85.54	27,960,903	14.45	16,180	0.01
<b>13</b>	<b>Authorisation to increase the share capital in consideration of contributions in kind</b>						
	Approved	183,261,888	94.69	10,249,505	5.30	19,161	0.01
<b>14</b>	<b>Authorisation to increase the share capital under a Company's saving plan</b>						
	Approved	187,652,481	96.96	5,861,368	3.03	16,705	0.01
<b>15</b>	<b>Authorisation to increase the share capital with waiver of the Preferential Subscription Rights for the benefit of a category of beneficiaries</b>						
	Approved	187,614,176	96.94	5,896,220	3.05	20,158	0.01
<b>16</b>	<b>Authorisation to implement the Shareholders' Meeting's decisions and complete formalities</b>						
	Approved	193,342,896	99.90	172,642	0.09	15,016	0.01

## Composition of the Board of Directors as of 26 June 2012

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>Jean-Paul Béchat</b>	Director	√	√ Chairman		
<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>Alan Thomson</b>	Director	√	√		
<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 Article R.225-73-1 of the French Commercial Code were made available to shareholders within applicable legal delay 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, France. Shareholders can also obtain a copy by sending a mail to the Investor Relations team at the same address.