

ALSTOM
ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
28 JUNE 2011

PRESENTATION OF THE RESOLUTIONS

All the information that must be published within the framework of this Shareholders' Meeting pursuant to Article R 225-73-1 of the French Commercial Code will be made available to the shareholders within legal time limits on the Alstom internet website (www.alstom.com / Investors / Shareholders Meeting). Additional information will be given notably in the Notice of Meeting relating to this Shareholders' Meeting and in the Alstom Registration Document for fiscal year 2010/11.

Ordinary part of the Shareholders' Meeting

Approval of financial statements

(First and second resolutions)

The shareholders will be asked in these resolutions after reviewing the Board of Directors and Independent Auditors' reports, to approve the transactions and statutory and consolidated financial statements for the fiscal year ended 31 March 2011 as presented to them.

Proposal for the allocation of net income (Proposed dividend: €0.62 per share)

(Third resolution)

The fiscal year ended 31 March 2011 records a profit which amounts to €216 382 005.91. After allocation to the legal reserve of €404 115.60 it is proposed to distribute a dividend of a total amount of €182 539 968.48 corresponding to €0.62, per share of €7 nominal value, to be paid on 5 July 2011.

The shares would trade ex-dividend as of 30 June 2011 and the record date would be on 4 July 2011.

The shareholders are reminded that the following dividends were distributed in respect of the previous fiscal years:

Fiscal Year	2009/10 (euros)	2008/09 (euros)	2007/08 (euros) ⁽¹⁾
Dividend per share ⁽²⁾	1.24	1.12	0.80

⁽¹⁾ Figures have been restated to take into account the two-for-one stock split completed on 7 July 2008 after payment of the dividend related to the fiscal year 2007/08.

⁽²⁾ Amount eligible for the tax reduction of 40% resulting from Article 158-3-2 of the French General Tax Code.

Renewing Mr Patrick Kron, Mrs Candace Beinecke, Mr Jean-Martin Folz, Mr James W. Leng, Mr Klaus Mangold and Mr Alan Thomson's appointments as Directors

(Fourth to Ninth resolutions)

The mandates of Mr Patrick Kron, Mrs Candace Beinecke, Mr Jean-Martin Folz, Mr James W. Leng, Mr Klaus Mangold and Mr Alan Thomson will expire at the end of this General Meeting. Therefore the shareholders are requested in these fourth, fifth, sixth, seventh, eighth and ninth resolutions to approve the renewal of their mandates for a four-year period until the end of the Ordinary General Meeting which shall approve the accounts for the fiscal year ending on 31 March 2015.

Mr Jean-Martin Folz, Mr James W. Leng, Mr Klaus Mangold and Mr Alan Thomson have been qualified as independent Directors by the Board of Directors in its meeting held on 3 May 2011 following its annual review of the Directors' independence completed on the basis of the AFEP-MEDEF criteria.

Structure of the Management of the Company

At its meeting dated 3 May 2011, the Board of Directors decided to keep the positions of Chairman and Chief Executive Officer combined as one and to renew the term of office of Mr Patrick Kron in his position as Chairman and Chief Executive Officer during its meeting to be held following the General Shareholders' Meeting dated 28 June 2011, subject to the renewal of his term of office as Director.

In reaching this conclusion, the Board of Directors did not consider it necessary or appropriate to opt for the separation of the duties of Chairman and Chief Executive Officer to improve the management of the Alstom group or the operation of the Board. It considered that this mode of governance, which has proved to be highly effective since its implementation in 2003, is still appropriate and should be retained in order to maintain the reactive and efficient structure as it faces the competitive environment of today and tomorrow.

Acquisition by the Company of its own shares (Maximum purchase price: €70 per share)

(Tenth resolution)

The Shareholders' Meeting of 22 June 2010 authorised to the Board to acquire the Company's shares for eighteenth months. This authorisation was not used during the course of the past fiscal year.

It is proposed to renew the authorisation given by the Shareholder's Meeting of 22 June 2010 which will expire on 22 December 2011 so that the Company is allowed to purchase its shares at any time. This authorisation shall be valid for eighteenth months as from this Shareholders' Meeting.

As in the last year's authorisation, this authorisation may be used:

- with the purpose to cancel the shares acquired, (within the framework of a valid Shareholders' Meeting's authorization),
- 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 through an authorised investment services provider within the framework of a liquidity contract complying with a code of ethics agreed upon by the French Stock Market Authority ("AMF"),
- as well as in the context of the active and optimised management of the Company's stockholders' equity and stockholders.

The purchase, sale, transfer or exchange of these shares may be effected, in accordance with the rules set by the relevant regulatory bodies, on or off the market, by any means, including through block transfer or the use or exercise of any financial instruments, derivative products, particularly, through optional transactions such as the purchase and sale of put and call 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 maximum unit purchase price of shares remain fixed at €70.

The number of shares which may be purchased pursuant to the present authorisation cannot exceed 10% of the share capital as of 31 March 2011, i.e. a theoretical maximum number of 29,441,930 shares of €7 par value and a theoretical maximum amount of €2,060,935,100 based upon the maximum purchase price set above.

Extraordinary part of the Shareholders' Meeting

Reduction of the share capital by cancellation of shares purchased

(Eleventh resolution)

The eleventh resolution is intended to authorise the Board of Directors, for a period of twenty-four months, to reduce the share capital of up to 10% of its amount by cancelling all or part of the shares that would be purchased by the Company within the scope of any share buyback authorisation granted by the Shareholders' Meeting, and in particular the tenth resolution of this Meeting submitted for your approval.

It would replace the authorisation given by the Ordinary and Extraordinary Shareholders' Meeting of 23 June 2009, in its eleventh resolution which is expiring and has never been used.

Formalities

(Twelfth resolution)

Finally, the purpose of the twelfth and last resolution is to enable the performance of legal formalities following this Shareholders' Meeting.