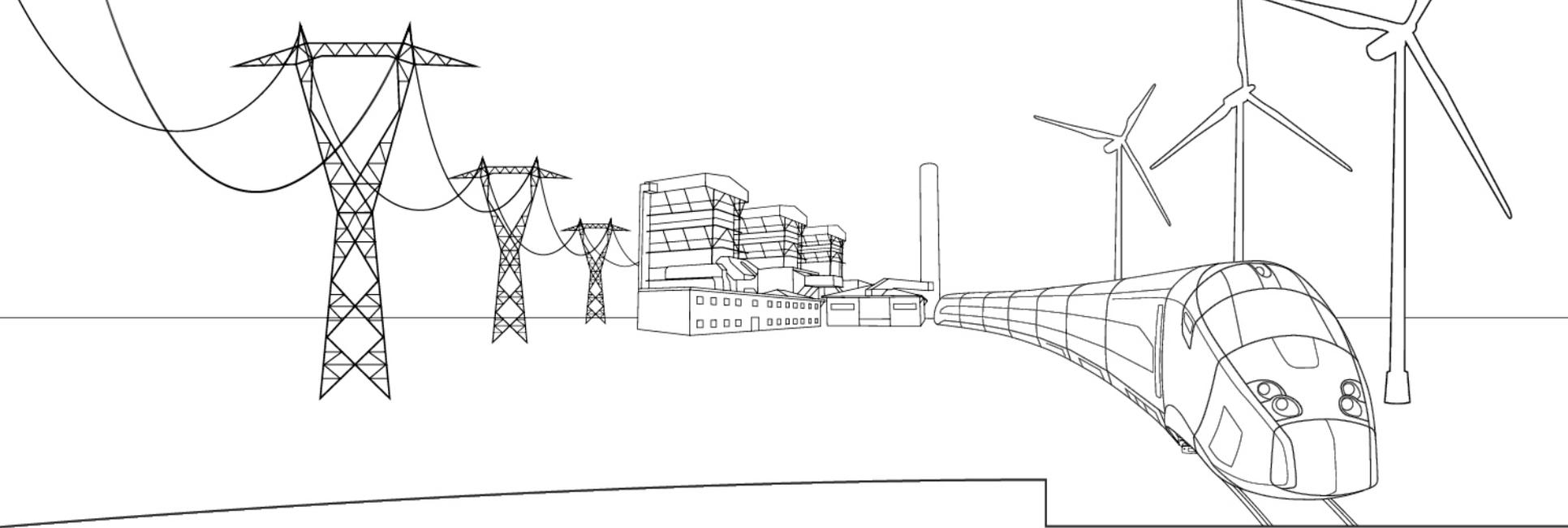


EXTRAORDINARY GENERAL MEETING

19 December 2014

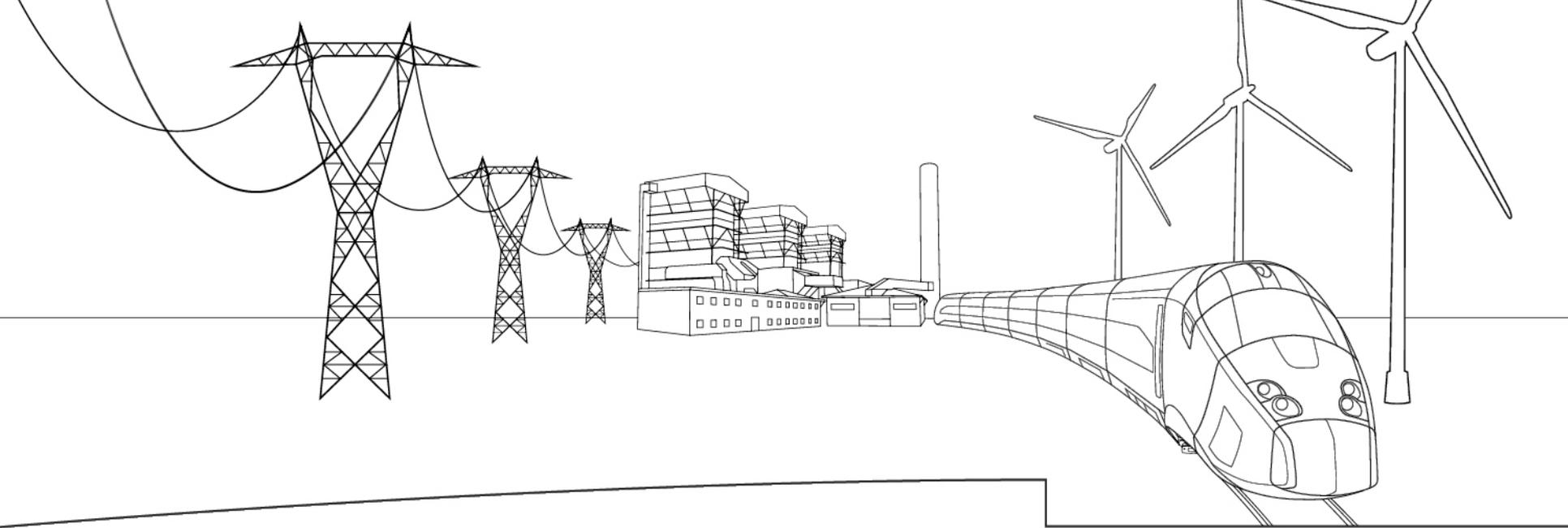
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INTRODUCTION

Patrick KRON

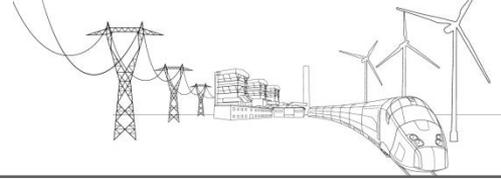
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Opening

Karen CEINTRE – Company Secretary

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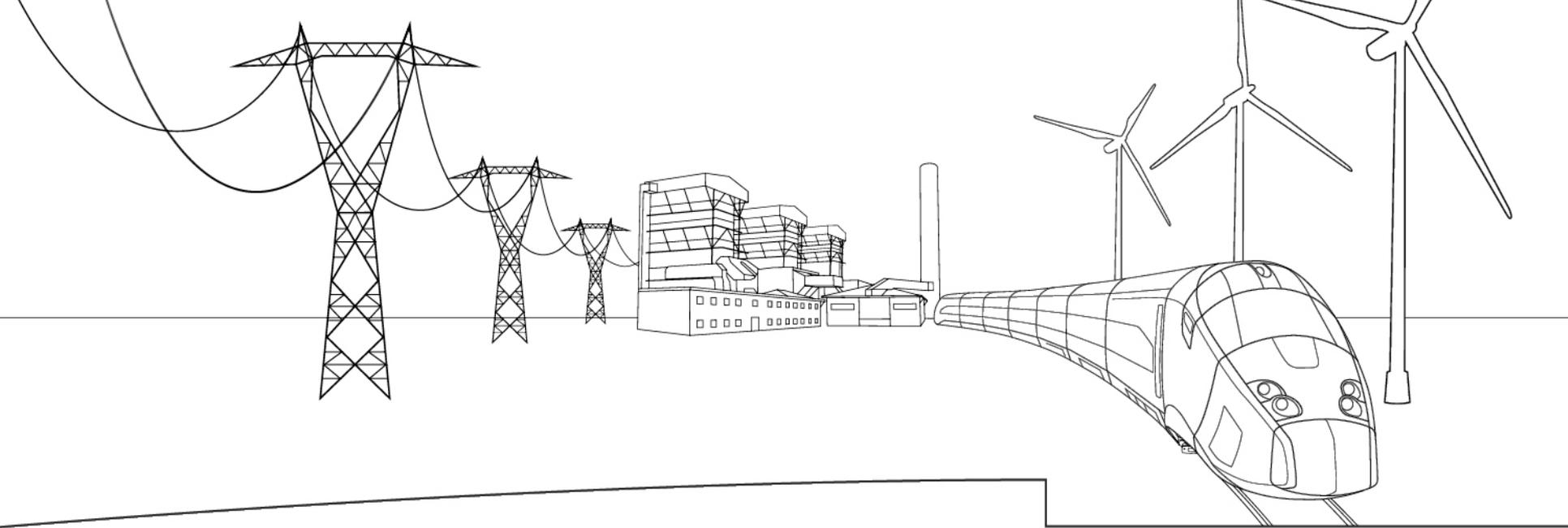


- **Agenda of the Shareholders' Meeting:**

Notice of meeting, page 3

- **Resolutions:**

Notice of meeting, page 16

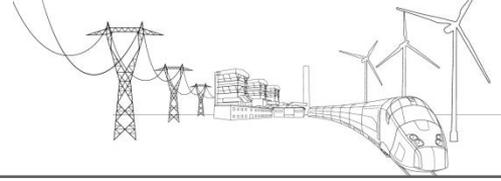


PRESENTATION

Patrick KRON

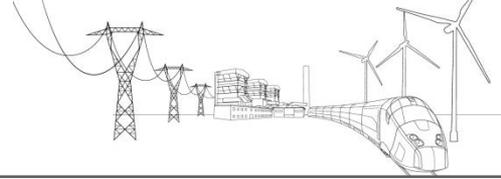
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Agenda



- **Project with General Electric in Energy**
- Transport perspectives

General Electric's binding offer on Energy



GE to acquire Alstom Energy

- **Scope:** Thermal Power, Renewable Power & Grid, central and shared services
- **Price** of €12.35 billion (with **some ongoing adjustments**, estimated **as having globally no material impact** on the transaction)
- **Around 1/3** of proceeds expected to be distributed **to shareholders**

Joint ventures creation

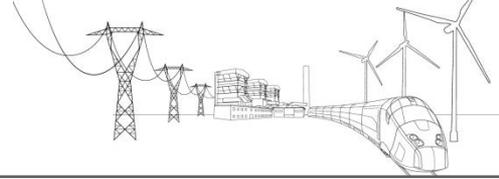
- **Grid:** combination of Alstom Grid and GE Digital Energy
- **Renewable energy:** Alstom's hydro, offshore wind and tidal energy business
- **Global nuclear and French steam:** conventional islands for nuclear power plants globally and steam turbines in France

- Investments of **€2.6 billion** in the joint ventures
- Alstom to benefit from liquidity rights and downside protection at entry price

Deal well perceived by financial markets

- **Alstom share price outperforming CAC 40 index**

Reminder of the transaction scope



ALSTOM

TRANSPORT

Sales



5.9

Employees



28

- Trains
- Signalling
- Services
- Systems

THERMAL POWER

Sales



3.8

Employees



36

- Gas power
- Coal power
- Nuclear power
- Services

RENEWABLE POWER

Sales



1.8

Employees



9

- Hydro
- Wind
- New energies

GRID

Sales



3.8

Employees



17

- High voltage
- Power electronics
- Automation & smart grid

CENTRAL & SHARED SERVICES

Employees



3

Alstom Energy:

- Sales: €14.4 billion
- Employees: 65,000

Sales 2013/14, in € billion
Employees in '000 as at March 2014

Strong industrial rationale in Energy



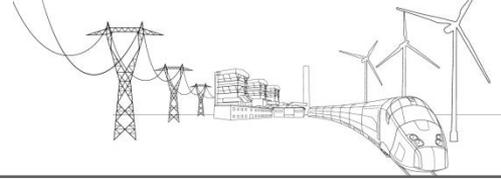
Reinforced growth perspectives

- Critical size
- Diversification of geographical exposure
- Capacity to finance heavy investments

Value maximisation

- Complementarity of offers: products, systems, services
- Financial solidity and GE's global commercial network

Project with GE: key milestones completed



29 April 2014

- Initial offer from General Electric
- Start of the in-depth examination of the offer by the committee of independent directors chaired by the lead independent director

20 June 2014

- Unanimously favourable opinion of the Board of Directors on revised offer of General Electric

31 October 2014

- Positive opinion from European Works Council and opinion received for each legal entity

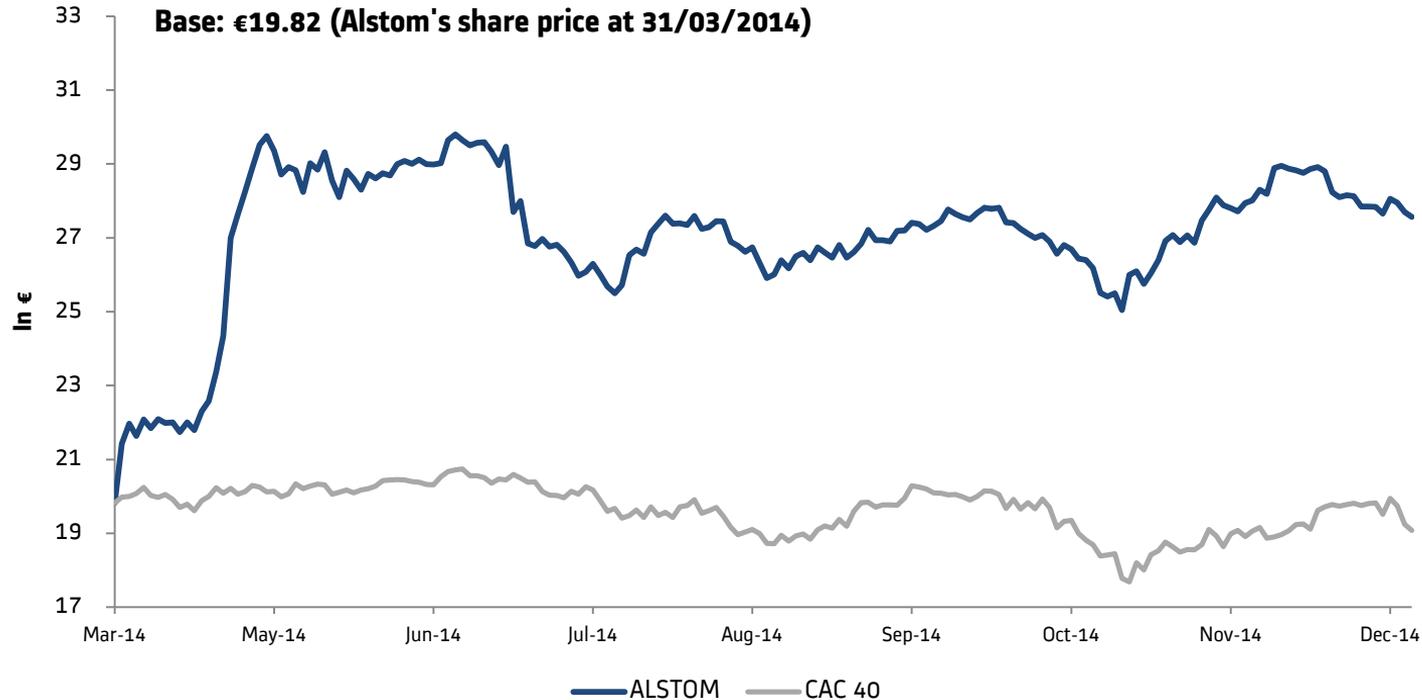
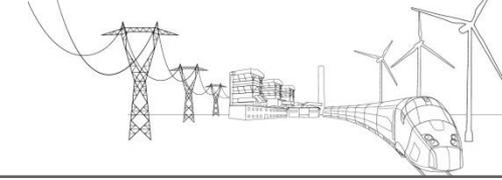
4 November 2014

- Signing of all the agreements with GE

5 November 2014

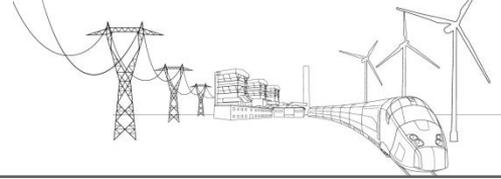
- French Foreign Investment authorisation obtained

A transaction welcomed by financial markets



- **Shares outperforming** CAC 40 index by c. 40% since the start of FY 2014/15

Use of proceeds



- **Support development of the Group**
 - €0.6 billion for the GE Signalling acquisition
 - €2.6 billion in the JVs with GE
- **Provide the Group with a solid balance sheet structure**
 - Cash & cash equivalents, after reinvestment, offsetting gross financial debt
 - Pension deficit reduced to €0.35 billion (versus €1.5 billion)
- **Maintain strong liquidity**
 - Ample liquidity at closing
 - Reimbursement of part of the outstanding debt before maturity (€1 to 2 billion envisaged, as opportunities arise)

2/3 of proceeds reinvested in the Group & 1/3 returned to shareholders

Alstom post transaction



ALSTOM TRANSPORT (incl. GE Signalling)

<p>100%</p>	<ul style="list-style-type: none"> • 2013/14 pro-forma sales: €6.2 billion • Employees: around 29,500 		
<p>Joint ventures</p>	<p>GRID (Alstom Grid + GE Digital Energy)</p> <p>50% - 1 share</p> <ul style="list-style-type: none"> • Acquisition price: €1.9 billion • Sales: €4.9 billion* • Employees: around 21,000* 	<p>RENEWABLE POWER (Hydro, offshore wind, tidal energy)</p> <p>50% - 1 share</p> <ul style="list-style-type: none"> • Acquisition price: €0.6 billion • Sales: €1.3 billion* • Employees: around 7,600* 	<p>NUCLEAR (+ STEAM France) (Conventional islands, EPC in France)</p> <p>20% - 1 share**</p> <ul style="list-style-type: none"> • Acquisition price: €0.1 billion • Sales: €1.4 billion* • Employees: around 4,300*
<p>Liquidity rights in JVs</p>	<ul style="list-style-type: none"> • Sept. 2018 or Sept. 2019 *** • Exit price not to be lower than acquisition price +3% per year 		<ul style="list-style-type: none"> • For 3 months after the 5th and 6th anniversaries of the joint venture*** • Exit price not to be lower than acquisition price +2% per year

* On the basis of 100%

** Specific governance rights for the French state

*** Under certain conditions

Alstom's future governance



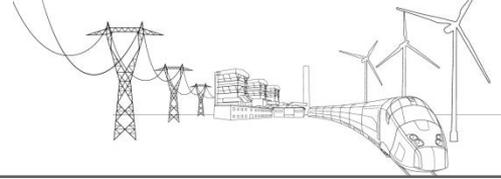
- **Board**

- Mandate of six Directors to expire at the next Annual General Meeting
- Agreement between Bouygues and the French State: after cash return to shareholders, Bouygues to support the appointment of two Directors designated by the French State, one of which would replace one of the two Bouygues's representatives

- **Executive Management**

- Evolution of the Group's Executive Management after the transaction

Next key steps



Today

- Extraordinary Shareholders' Meeting to vote on the transaction

Ongoing

- Antitrust and regulatory authorisations process

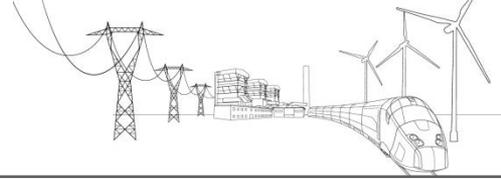
H1 2015

- Closing

Cash to be returned to shareholders after closing:

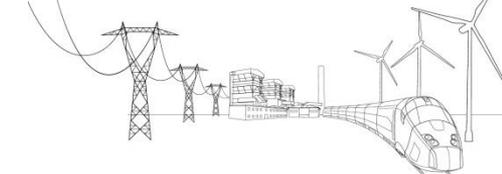
Indicative range of € 3.5-4 billion

Agenda



- Project with General Electric in Energy
- **Transport perspectives**

Alstom Transport – strong position in a solid market



Rail: a large, resilient and growing market

1

Solid growth expected in Signalling, Services and Urban trains as well as in Emerging countries

Alstom Transport: uniquely positioned to address critical client requirements

2

Customer-focused geographical footprint

3

Complete range of products and solutions

4

Differentiation through innovation and technology

Translating into profitable growth

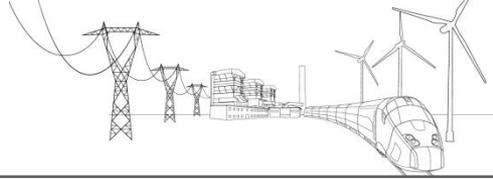
5

Profitability improvement

6

Convincing strategy of global expansion

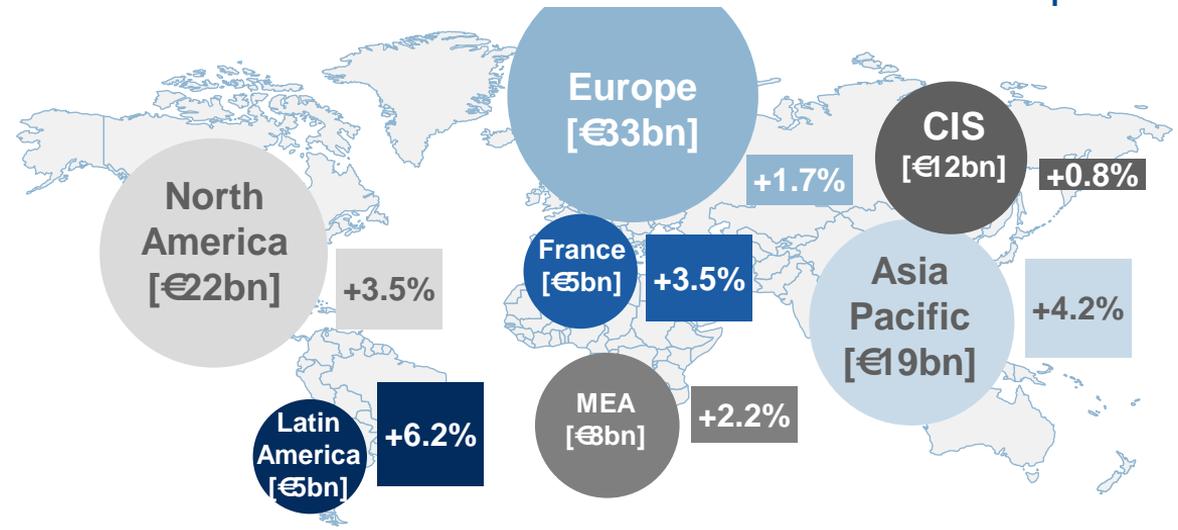
1 A growing worldwide market



DRIVERS



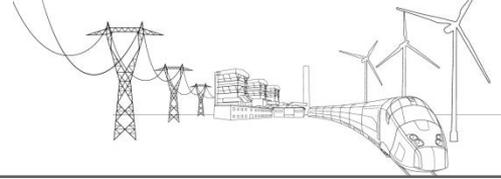
2.8% market CAGR for 2011/13 – 2017/19 period



Source: UNIFE 2014

Note: size of the bubble reflects market size in 2011/13; % equals CAGR between 2011/13 and 2017/19

Alstom: a multi-local approach, focused on customers



Global footprint

- Capture the full potential of fast growing markets
- Mitigate local cycles
- Generate economies of scale, increase standardisation
- Serve globalising clients

Multi-local approach

- Strong requests for local content
- Customer proximity

South Africa: Suburban trains and maintenance services

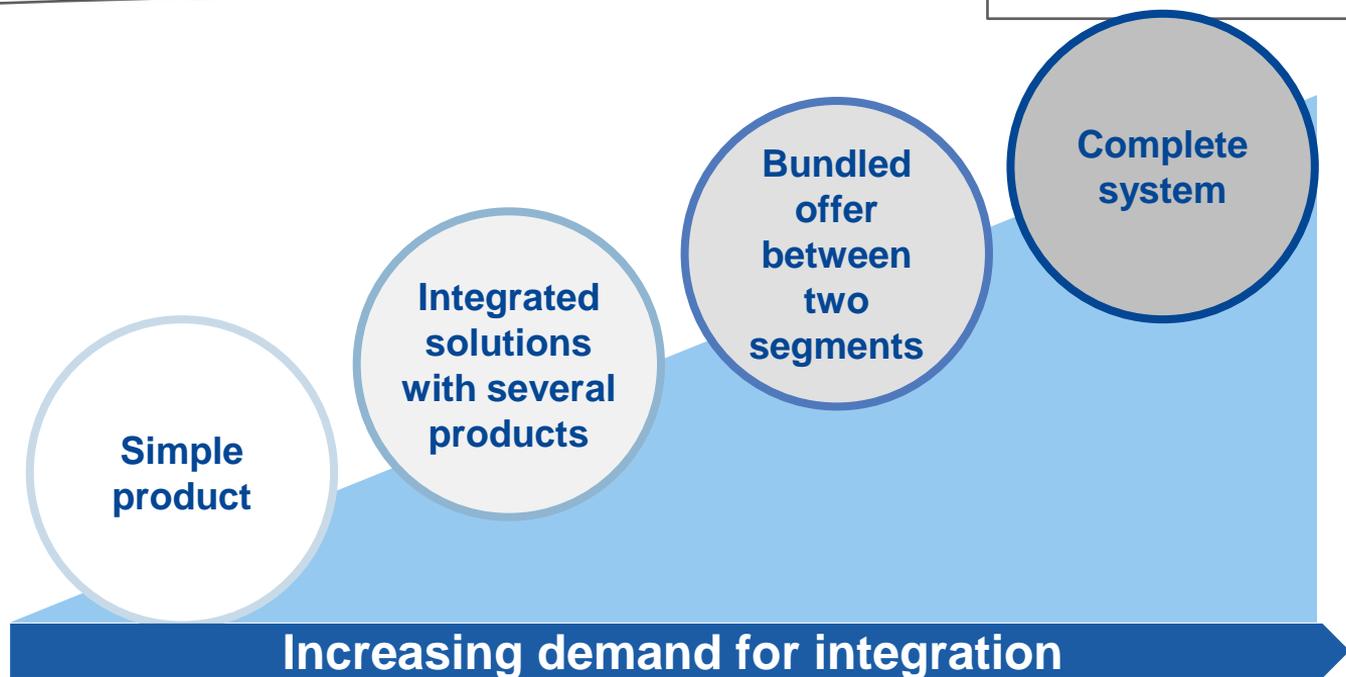
- Based on **X'Trapolis platform** adapted to South African gauge
- First trains exported from Brazil
- A **manufacturing site** under construction near **Johannesburg**
- **65% of local content**

India: Metropolis train sets and tracks for Chennai

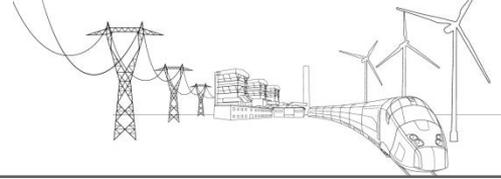
- Industrial base built in Sricity
- Recent award of a new metro contract in Kochi
- Factory to be used as an export base

3

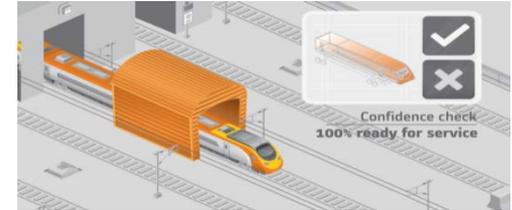
Alstom: a complete range of products and solutions



- A **complete portfolio** of activity to meet all customer needs



- Offering **best-in-class technology**
 - Safety and performance
 - Sustainable mobility
 - Passenger experience
- Strengthening the **offer**
 - Lowering total cost of ownership for customers
- Entering **new markets**



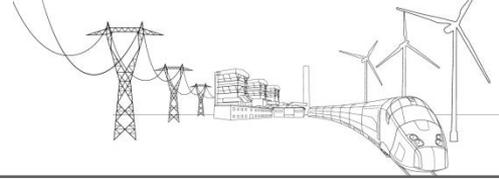
Health Hub



Atlas 400 / Atlas 500



Axonis metro system



Energy savings

- Most recent HESOP system leading to **significant energy savings** (99% brake energy recovery)
- Energy costs may represent up to 20% of operating costs

Maintenance

- One of the largest footprint in Rail **Services**
- Launch of predictive maintenance tool HealthHub (up to 30% **reduction in maintenance cost**)
- Maintenance on trains built by competitors

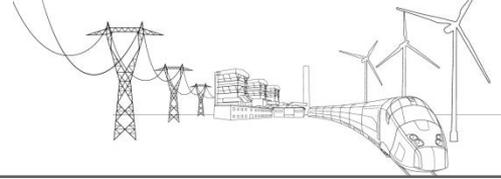
PRASA (South Africa) contract:

- Technical support and spare parts for 18 years
- Use of latest Alstom technology, e.g., Traintracer
- Guarantee of reliability and of lifecycle cost for spares (price per km)

Minuetto (Italy) contract:

- 6 years full maintenance contract for 214 regional trains
- Management of 22 depots
- Average daily availability +11% since the start of the contract in 2011

5 Profitability improvement



Sound levers

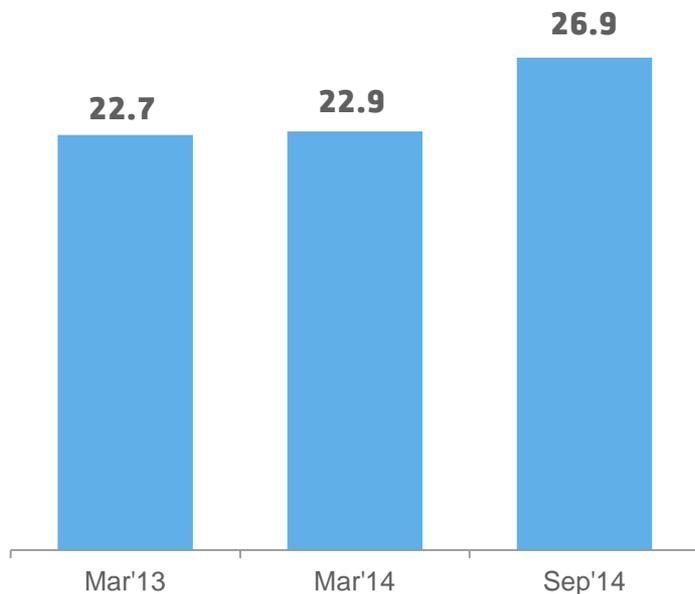
- **Record backlog** providing for highly visible growth
- Growing share of **services** and **signalling** based on current market trends
- Innovative offering of **total cost of ownership** adapted to latest customer demands
- Tight cost control and cost savings through **d2e performance plan**
- Product **standardisation** allowing for economies of scale and easier local adaptations

Record backlog supported by commercial successes



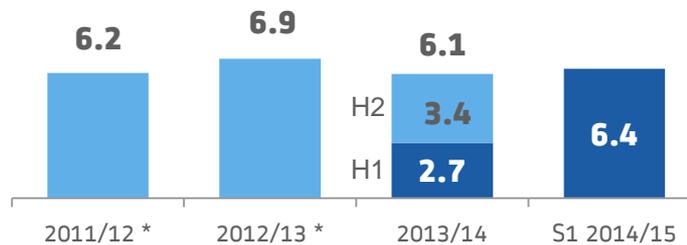
Backlog

In € billion



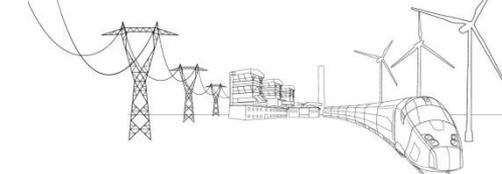
Order intake

In € billion



* Indicative pro-forma, non-audited figures

5 Investing for future growth

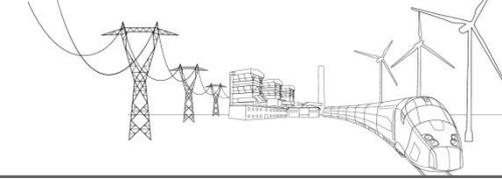


- R&D spending of around € **130 million per year**
 - **Axonis** and **Urbalis Fluence**, major innovative solutions in metro systems and signalling
 - New **Citadis** trams
 - **HealthHub**, a new predictive maintenance tool

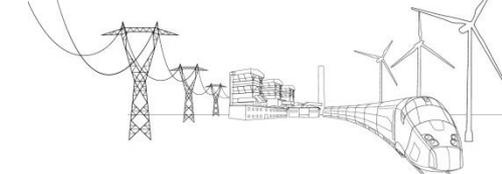


Investing for future growth

- Over **€ 100 million** per year invested in expansion of manufacturing footprint during the last three years
 - **Metro** factory in Chennai, **India**
 - **Bogie** manufacturing plant in Sorel-Tracy, **Canada**
 - **Tramway** manufacturing facility in Tabaté, **Brazil**

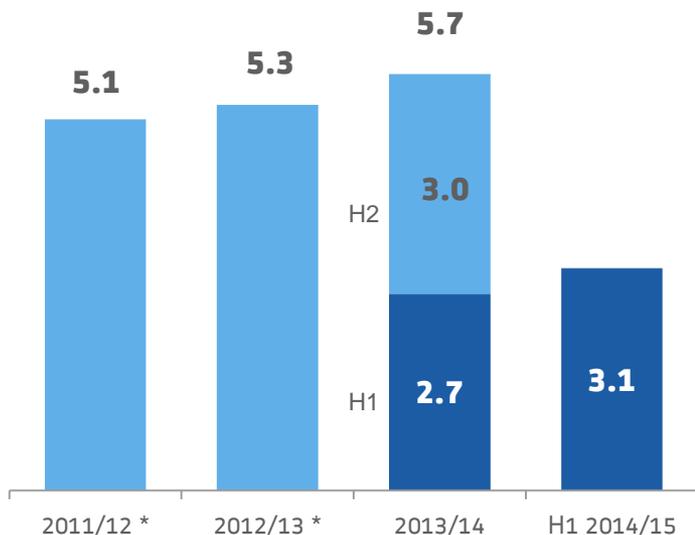


5 Progress of sales and operating profit



Sales

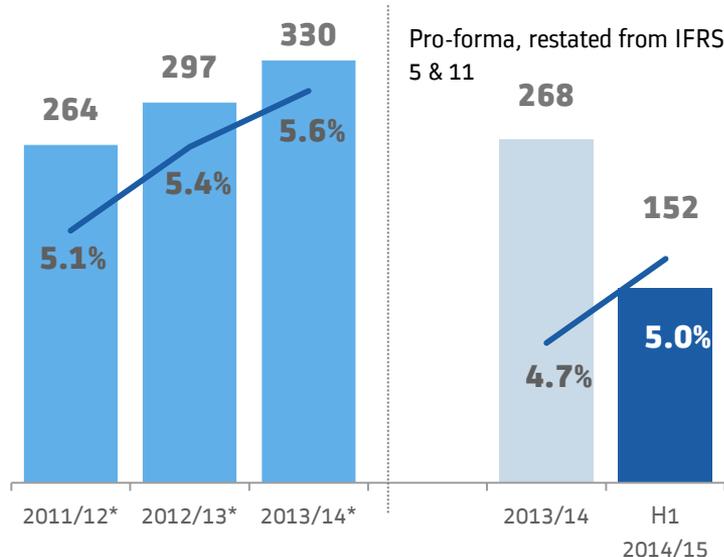
In € billion



* Former Alstom Transport Sector

Operating profit and margin

In € million/in % of sales



■ IFO — IFO Margin

Convincing strategy of global expansion



1986 
 • **CASCO (China):** JV signalling
 1999
 • **SATCO & SATEE** JVs (China)

1995 
 • Acquisition of **CMW (Brazil)**, beginning of production in Lapa

2000 
 • **Fiat Ferroviaria (Italy):** trains, propulsion and bogies as well as maintenance

2007 
 • JV with **Balfour Beatty Rail Projects (UK):** signalling

2011 
 • **CITAL (Algeria):** JV tramways
 • Manufacturing site in Annaba

2014-15 
 • Acquisition of **GE Signalling (USA)**

1990

2000

2010

2014

1994 
 • Linke-Hofmann-Busch
 • Metro-Cammell
 • ACEC
 • Jeumot Schneider's traction

1998/99  
 • Sites of **Reichshoffen & Hornell**
 • Acquisitions in **Canada & Italy**  

2001 
 • Engineering site in **Bangalore (India)**

2009-11  
 • 25% acquisition in **TMH (Russia)**
 • **EKZ:** JV with KTZ and TMH (**Kazakhstan**)

2012-14  
 • Manufacturing site for metros in **Chennai (India)** and tramways in **Taubaté (Brazil)**

2014-15 
 • Manufacturing site construction in **South Africa** for suburban trains

Expansion

Acquisitions

Partenariats stratégiques

Acquisition of GE Signalling and Global Rail Alliance with GE



GE Signalling: a strategic acquisition*

- Sales of around €400 million (1,200 employees)
- Reinforcing Alstom's global position in Signalling
- Attractive synergies

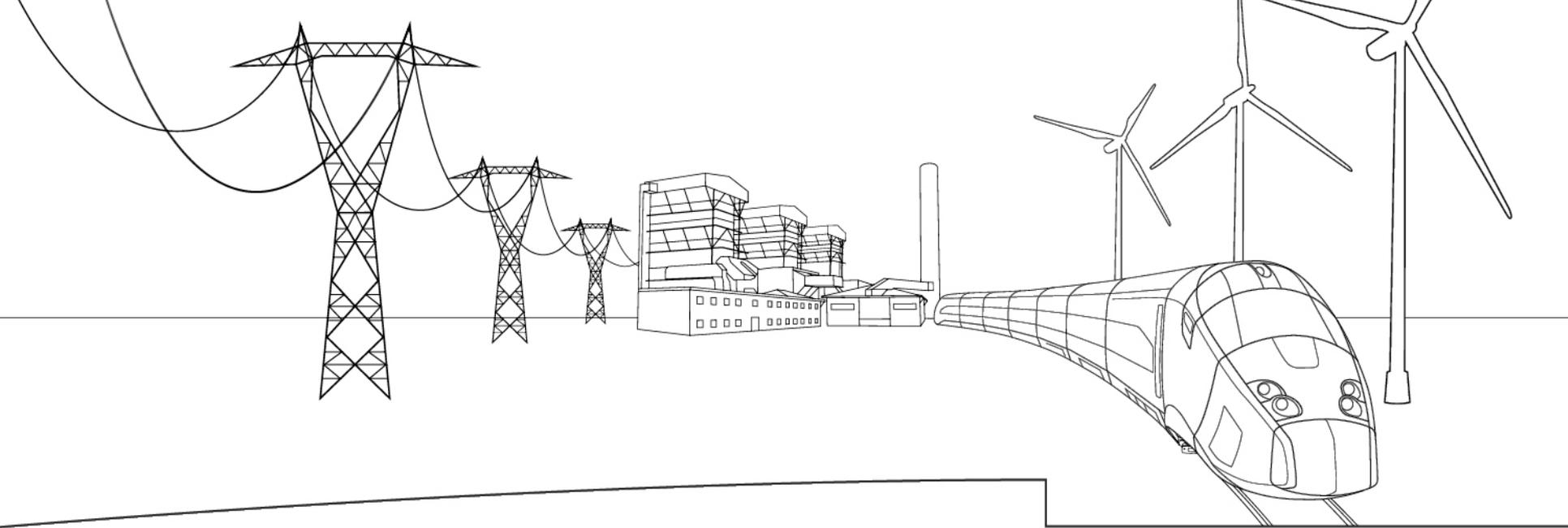
Global Rail Alliance

- Commercial support from GE in selected geographies (notably in the USA)
- Service by Alstom of GE's installed base of locomotives in selected regions outside the USA
- Mutual or joint sourcing and development of new products, technology and programmes
- GE Capital to support Alstom through financing solutions on a case by case basis

* Subject to closing, expected in Half-Year 2015

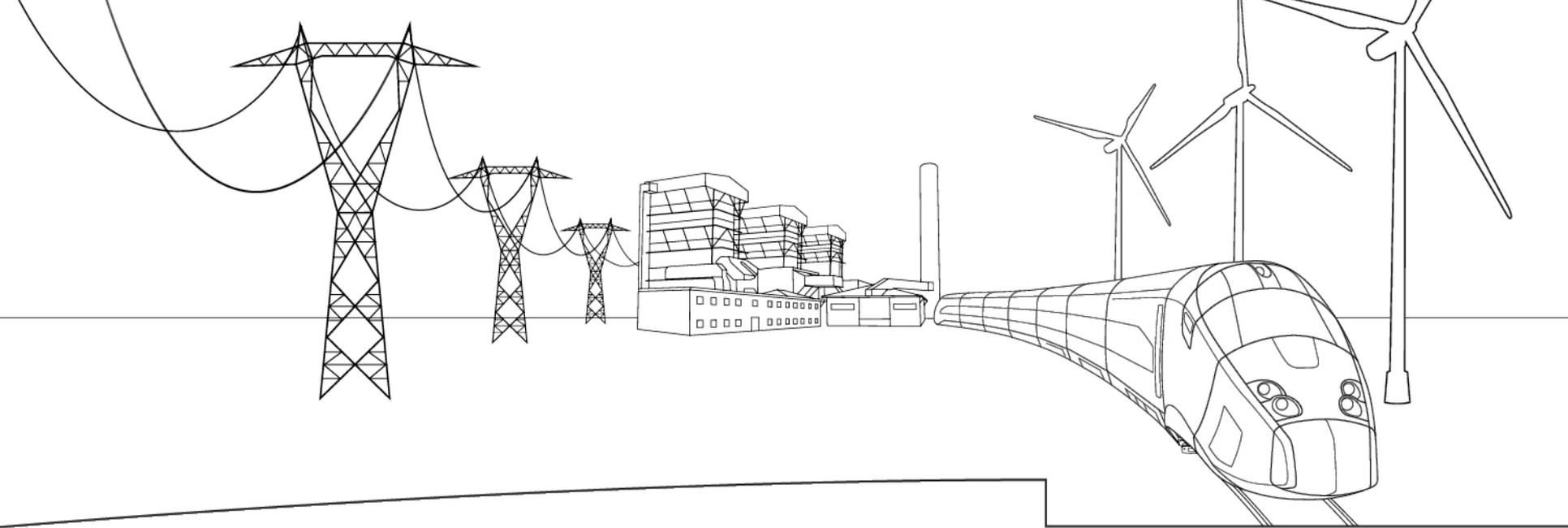


- **Sales and operating profit to increase**
 - Organic sales growth over 5% per year
 - Gradual improvement of the operating margin within the 5-7% range
- **A solid balance sheet after deal closing and cash to be returned to shareholders**
 - Debt-free company with strong equity capital
 - Ample liquidity



DIALOGUE WITH SHAREHOLDERS

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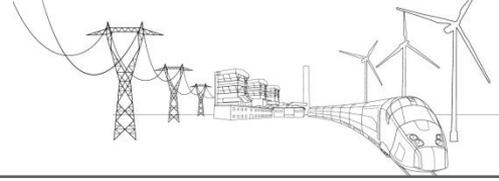


VOTE OF THE RESOLUTIONS

Kareen CEINTRE- Company Secretary

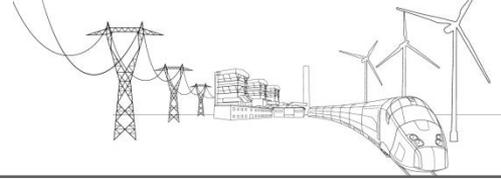
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1st resolution

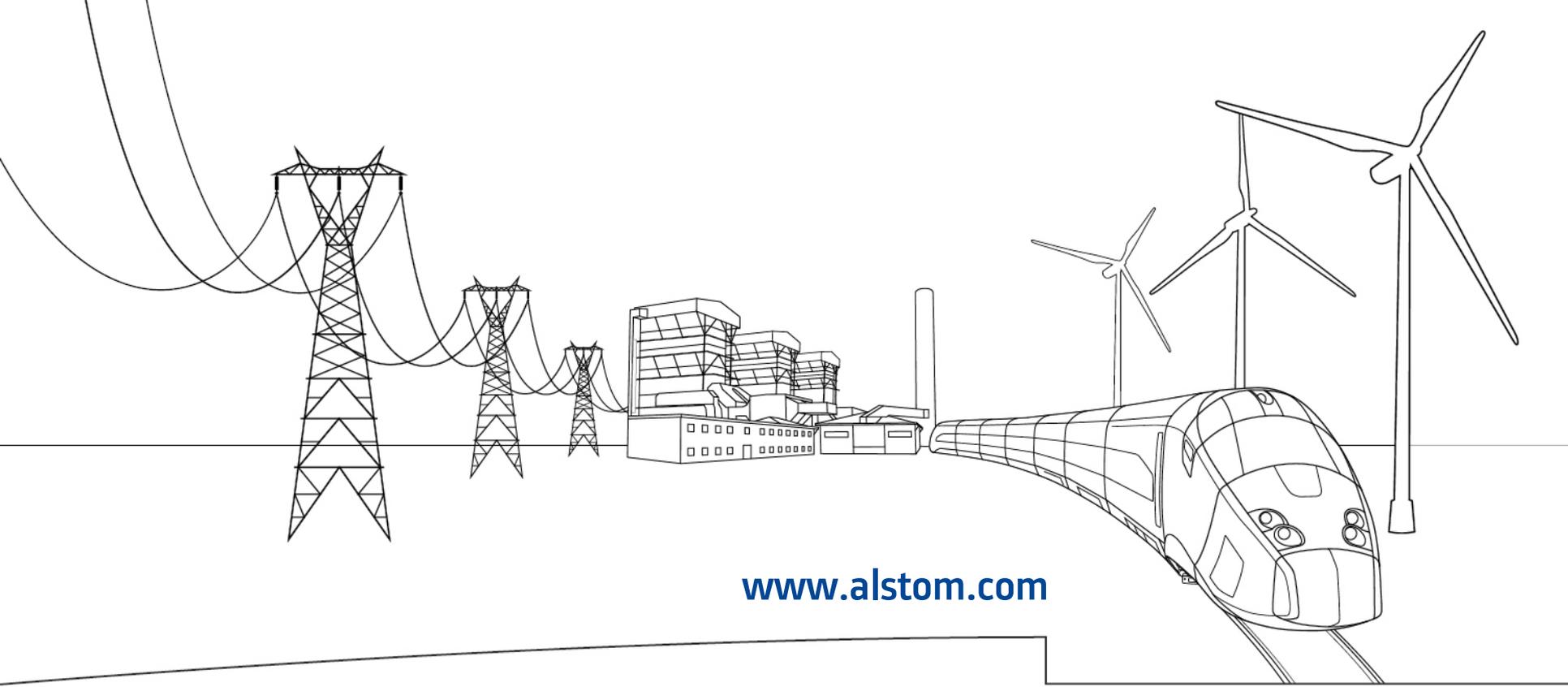


- **Approval of the sale of the Energy (Power and Grid) businesses and corporate and shared services of Alstom to General Electric.**

2nd resolution



- **Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities.**



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