

Edgar Filing: ALSTOM - Form 6-K

PRESS RELEASE

Paris, 27 January 2005

THIS OFFER AND THE DISTRIBUTION TO THE PUBLIC OF AN OFFERING MEMORANDUM ARE SUBJECT TO THE APPROVAL OF THE RELEVANT STOCK EXCHANGE AUTHORITIES

The distribution of any offer document or other offering material relating to the Exchange Offer (as defined herein), the execution of and the participation in the Exchange Offer and the sale of the New Bonds (as defined herein), may in certain countries be subject to specific regulations or legal or regulatory restrictions. The Exchange Offer is not aimed, directly or indirectly, at persons subject to such restrictions, and is not capable of acceptance from persons in a country in which the Exchange Offer is subject to such restrictions. The exchange offer is not being made, directly or indirectly, in the United States and is not available to persons located in the United States or to U.S. persons.

PUBLIC EXCHANGE OFFER IN RESPECT OF TWO BONDS ISSUED BY ALSTOM

650,000,000 5% BONDS DUE 2006
(ISIN: FR0000495673)

250,000,000 SUBORDINATED AUCTION RATE BONDS DUE 2006
(ISIN: XS0118660009)

FOR

FIXED RATE BONDS DUE 3 MARCH 2010 TO BE ISSUED BY ALSTOM

ARRANGED BY

BNP PARIBAS AND MERRILL LYNCH INTERNATIONAL (THE "DEALER MANAGERS AND BOOKRUNNERS") AND

BNP PARIBAS SECURITIES SERVICES AND BNP PARIBAS SECURITIES SERVICES, LUXEMBOURG
BRANCH
(AS EXCHANGE AGENTS)

OFFER PERIOD : FROM 9.00 (PARIS TIME) ON 8 FEBRUARY 2005 TO 17.00 (PARIS TIME)
ON 15 FEBRUARY 2005 WITH RESPECT TO INSTITUTIONAL INVESTORS
FROM 9.00 (PARIS TIME) ON 17 FEBRUARY 2005 TO 17.00 (PARIS TIME)
ON 24 FEBRUARY 2005 WITH RESPECT TO INDIVIDUALS

Beginning on 8 February 2005, ALSTOM intends to propose to the bondholders of each of the above-mentioned series of bonds (the "EXISTING BONDS"), to exchange their Existing Bonds for new bonds due 3 March 2010 to be issued by ALSTOM (the "NEW BONDS"). The settlement date of the New Bonds is expected to be 3 March 2005.

ALSTOM is undertaking this public exchange offer (the "EXCHANGE OFFER") to take advantage of current favourable market conditions in terms of interest rates and credit spreads, to extend the average maturity of the ALSTOM Group's debt.

The Exchange Offer is expected to take the form of a public exchange offer in France, in Luxembourg and (for Swiss residents) in Switzerland and the New Bonds are expected to be listed on Euronext Paris S.A. and on the Luxembourg Stock Exchange.

Edgar Filing: ALSTOM - Form 6-K

The Exchange Offer which will be submitted to the approval of the French AUTORITÉ DES MARCHÉS FINANCIERS (the "AMF") will be described in a French offering document (NOTE D'INFORMATION) which will set out the nature, timetable and terms of the Exchange Offer.

WITHDRAWAL THRESHOLD AND ADDITIONAL ISSUE

ALSTOM shall be entitled to withdraw the Exchange Offer at the end of the offer period for institutional investors in the event that the total principal amount of Existing Bonds submitted for exchange by such institutional investors amounts to less than 300 million. Any such decision by ALSTOM to withdraw the Exchange Offer will be published in a notice (AVIS) of Euronext Paris S.A. and in a press release published on the respective websites of the AMF and ALSTOM on 16 February 2005, as well as in a press release in LA TRIBUNE on 17 February 2005.

To the extent permitted by market conditions, ALSTOM may procure the subscription for cash of further bonds of the same series and with the same terms and conditions as the New Bonds (the "ADDITIONAL BONDS"). These Additional Bonds, if any, will form part of the same series as the New Bonds issued in the Exchange Offer.

The subscription of any Additional Bonds will not be available to the public. Any Additional Bonds will be privately placed.

The admission of any Additional Bonds to trading on the PREMIER MARCHÉ of Euronext Paris S.A. will require the preparation of a French prospectus pursuant to articles 211-1 to 211-42 of the General Regulations of the AMF.

The proceeds of any Additional Bonds will be for the benefit of ALSTOM Holdings which will use any such proceeds for the general corporate purposes of the ALSTOM Group.

NUMBER OF BONDS TO BE EXCHANGED

The Exchange Offer relates to all Existing Bonds outstanding as at 7 February 2005, being a total of 652,500 bonds (650,000 5% bonds, due July 2006 in denomination of 1,000 each and 2,500 subordinated auction rate bonds, due September 2006 in a denomination of 100,000 each).

ALSTOM has not repurchased any of the Existing Bonds. All of the Existing Bonds are outstanding at the date hereof.

TERMS OF THE EXCHANGE OFFER

Bondholders submitting their Existing Bonds for exchange will receive (a) a number of New Bonds calculated on the basis of the exchange prices (excluding accrued interest) of Existing Bonds submitted and (b) the accrued interest on such bonds, payable in cash.

DETERMINATION OF THE EXCHANGE PRICES (EXCLUDING ACCRUED INTEREST) OF THE EXISTING BONDS, AND THE ISSUE PRICE AND COUPON OF THE NEW BONDS

The exchange prices (excluding accrued interest) of the Existing Bonds will be determined on 16 February 2005 at 16.00 (Paris time):

- o with respect to the 5% July 2006 bonds, on the basis of the yield on the French Treasury Note benchmark (as described below) and on the basis of the exchange spread, as compared to the French Treasury Note benchmark; and

Edgar Filing: ALSTOM - Form 6-K

o with respect to the subordinated auction rate September 2006 bonds, on the basis of the three-month Euribor rate fixed on 16 February 2005 and of the exchange spread (with respect to three-month Euribor) as compared with such Euribor rate.

The issue price and the coupon of the New Bonds will also be determined on 16 February 2005 at 16.00 (Paris time) by reference to the yield on the French Treasury Note benchmark as mentioned below and on the basis of the New Bond spread, as compared to the French Treasury Note benchmark.

The exchange spreads shall be determined on the basis of factors including ALSTOM's risk premium and the terms and conditions of each issue.

As the coupon shall be quoted in increments of 1/8 (0.125%), the coupon of the New Bonds will be such incremental rate which is directly below the yield of such New Bonds. Accordingly, the issue price of each New Bond, rounded to the third decimal place, will be slightly below par, with the difference between the coupon and the yield of the New Bonds being a maximum of 0.124%.

The final exchange spreads and the New Bond spreads will be determined on 7 February 2005 and will be contained in the NOTE D'INFORMATION relating to the Exchange Offer which will be the subject of a press release to be published in LA TRIBUNE on 8 February 2005.

The yields of the French Treasury Note benchmark and the three-month Euribor rate will be determined on the day following the end of the offer period for institutional investors (16 February 2005) pursuant to the terms set out in the NOTE D'INFORMATION.

The rounding of yields or interest shall be determined by reference to the French COMITÉ DE NORMALISATION OBLIGATAIRE. The nth decimal place shall be rounded upwards when the (n+1)th decimal place is greater than or equal to five, failing which it shall be rounded downwards.

FINAL EXCHANGE SPREADS SHALL BE WITHIN THE RANGES SET FORTH BELOW:

CALCULATION TABLE FOR THE PROVISIONAL EXCHANGE PRICES (EXCLUDING ACCRUED INTEREST) OF THE EXISTING BONDS

THE YIELD OF THE FRENCH TREASURY NOTE BENCHMARK AND THE THREE-MONTH EURIBOR RATE IN THE TABLES BELOW ARE FOR ILLUSTRATIVE PURPOSES ONLY AND ARE IN NO WAY INDICATIVE OF THE YIELDS WHICH WILL BE USED IF THE EXCHANGE OFFER PROCEEDS. THE SAME APPLIES TO THE GROSS ANNUAL YIELD OF THE 650,000,000 5% BONDS, THE EQUIVALENT ANNUAL YIELD OF THE SUBORDINATED AUCTION RATE BONDS AND THE EXCHANGE PRICES (EXCLUDING ACCRUED INTEREST) OF THESE BONDS.

		PROVISIONAL EXCHANGE PRICE (EXCLUDING ACCRUED INTEREST) OF EXISTING BONDS (RANGE)	
FRENCH TREASURY NOTE BENCHMARK		PROVISIONAL EXCHANGE SPREAD AS AT	24 JANUARY
ALSTOM	-----	24 JANUARY	-----
BONDS	Provisional	2005	Exchange price
	yield as at	(%)	(excluding accrued
	BTAN	24 January	interest) as at 3
		(20 BASIS	Yield as at 24

Edgar Filing: ALSTOM - Form 6-K

	2005 (%)	POINT RANGE)	January 2005 (%)	March 2005 (%)
5% bonds due 26 July 2006	4.5%			
	BTAN			
	due 12 July 2006	2.266	+0.900	3.166
			+0.700	2.966
				102.456
				102.733

ALSTOM BONDS	REFERENCE RATE	PROVISIONAL EXCHANGE SPREAD (1) AS AT 24 JANUARY 2005 (30 BASIS POINT RANGE)	PROVISIONAL YIELD AS AT 24 JANUARY 2005 (%)	PROVISIONAL EXCHANGE PRICE (EXCLUDING ANNUAL INTEREST) OF EXISTING BONDS (RANGE)	
				Equivalent annual yield as at 24 January 2005 (%)	Exc... pri... (ex... acc... int... as... Mar... (
Subordinated auction rate 29 September 2006 bonds, three-month Euribor + 4.99%	Three-month Euribor	2.141	3.441	3.535	1
		+1.300	3.141	3.223	1
		+1.000			

1. With respect to three-month Euribor

CALCULATION TABLE FOR THE PROVISIONAL ISSUE PRICE AND COUPON OF THE NEW BONDS

THE YIELD OF THE BENCHMARK BTAN (BONS À TAUX FIXE ET INTÉRÊT ANNUEL) IS FOR ILLUSTRATIVE PURPOSES ONLY AND IS IN NO WAY INDICATIVE OF THE YIELD WHICH WILL

BE USED IF THE EXCHANGE OFFER PROCEEDS. THE SAME APPLIES TO THE GROSS ANNUAL YIELD, THE ISSUE PRICE AND THE COUPON OF THE NEW BONDS.

FRENCH TREASURY NOTE BENCHMARK	PROVISIONAL NEW BOND SPREAD AS AT 24 JANUARY 2005 (%) (80 BASIS POINT RANGE)	PROVISIONAL CHARACTERISTICS OF THE NEW BONDS (RANGE)
BTAN	BTAN	BTAN
3% BTAN due 12 January 2010	2.936	99.743
	+3.000	99.542
	+3.800	6.736

Edgar Filing: ALSTOM - Form 6-K

EXCHANGE RATIO AND NUMBER OF NEW BONDS OFFERED IN EXCHANGE FOR EXISTING BONDS AND PAYMENT IN CASH OF ACCRUED INTEREST ON THE EXISTING BONDS

For each bondholder, a calculation will be made of the whole number of New Bonds to be delivered in exchange for the Existing Bonds brought to the Exchange Offer.

For each series of Existing Bonds, each bondholder submitting Existing Bonds for exchange will, on the settlement date, receive a number of New Bonds equal to the product of:

- o the exchange ratio applicable to that series (the "EXCHANGE RATIO");

multiplied by

- o the aggregate nominal amount of Existing Bonds exchanged (nominal amount of Existing Bonds x number of Existing Bonds submitted for exchange per series), divided by the nominal value of the New Bonds (1)

rounded upwards to the next whole number of New Bonds.

For each series of Existing Bonds, this Exchange Ratio will be determined by dividing the exchange price of the Existing Bonds (excluding accrued interest) by the issue price of the New Bonds, rounded by convention to the sixth decimal place.

Each bondholder having exchanged Existing Bonds will receive a cash amount equal to the amount of accrued interest on such Existing Bonds to, but not including, the settlement date, as set out in the "CALCULATION TABLE FOR THE PROVISIONAL EXCHANGE PRICES (EXCLUDING ACCRUED INTEREST) OF THE EXISTING BONDS" above. Each bondholder will receive, with respect to each series of Existing Bonds, an amount corresponding to the accrued interest due (in euro) on all Existing Bonds exchanged, rounded by convention to the second decimal place.

EXCHANGE OFFER PERIOD AND PROCEDURE FOR SUBMISSION OF ORDERS

WITH RESPECT TO INSTITUTIONAL INVESTORS:

Institutional investors holding Existing Bonds who wish to exchange their Existing Bonds on the proposed terms, must submit their exchange orders, at any time from 9.00 (Paris time) on 8 February 2005 to 17.00 (Paris time) on 15 February 2005, in accordance with the procedures described in the paragraph "COMMON PROCEDURE FOR SUBMISSION OF ORDERS FOR INSTITUTIONAL INVESTORS AND INDIVIDUALS" below.

Exchange orders from institutional investors shall be revocable provided that the relevant Exchange Agent is notified thereof, directly or indirectly prior to 17.00 (Paris time) on 15 February 2005 in accordance with the procedures described in the paragraph "COMMON PROCEDURE FOR SUBMISSION OF ORDERS FOR INSTITUTIONAL INVESTORS AND INDIVIDUALS" below.

WITH RESPECT TO INDIVIDUALS:

Individuals holding Existing Bonds who wish to exchange their Existing Bonds on the proposed terms, must submit their exchange orders at any time from 9.00 (Paris time) on 17 February 2005 to 17.00 (Paris time) on 24 February 2005, in accordance with the procedures described in the paragraph "COMMON PROCEDURE FOR

Edgar Filing: ALSTOM - Form 6-K

SUBMISSION OF ORDERS FOR INSTITUTIONAL INVESTORS AND INDIVIDUALS" below.

Individuals' exchange orders shall be revocable, provided the relevant Exchange Agent is notified thereof, directly or indirectly, prior to 17.00 (Paris time) on 24 February 2005 in accordance with the procedures described in the paragraph "COMMON PROCEDURE FOR SUBMISSION OF ORDERS FOR INSTITUTIONAL INVESTORS AND INDIVIDUALS" below.

COMMON PROCEDURE FOR SUBMISSION OF ORDERS FOR INSTITUTIONAL INVESTORS AND INDIVIDUALS

Orders must be received by the relevant Exchange Agent at the latest at 17.00 (Paris time) on 15 February 2005 for institutional investors and at the latest at 17.00 (Paris time) on 24 February 2005 for individuals.

The Company will not be held responsible if the parties concerned do not comply with the procedures described below:

- (i) Procedure applicable to the 650,000,000 5% fixed rate bonds due July 2006 - ISIN code: FR0000495673 (the "FIXED RATE BONDS")

HOLDERS OF FIXED RATE BONDS WHO ARE NOT DIRECT PARTICIPANTS IN EUROCLEAR BANK S.A./N.V., CLEARSTREAM BANKING S.A. LUXEMBOURG OR EUROCLEAR FRANCE MUST CONTACT THEIR AUTHORISED INTERMEDIARIES WHO WILL FOLLOW THE PROCEDURE APPLICABLE TO FIXED RATE BONDS ON THEIR BEHALF.

- (x) Bonds held through Euroclear France

Participants in Euroclear France must submit, on their behalf or on behalf of their clients, by fax, the Paper Acceptance Notice (as defined below) to the Paris Exchange Agent and, as soon as the Paper Acceptance Notice has been sent, transfer the Fixed Rate Bonds held on their behalf or on behalf of their clients, to Euroclear France, account No. 30, account type 051, of BNP Paribas Securities Services.

- (y) Bonds held through Euroclear Bank S.A./N.V. or Clearstream Banking S.A. Luxembourg

Participants in Euroclear Bank S.A./N.V. or Clearstream Banking S.A. Luxembourg must submit their orders, on their behalf or on behalf of their clients, directly to the relevant clearing system where the bonds are held, in accordance with the applicable procedures of that clearing system.

Upon receipt of the orders, the relevant clearing system will send, on behalf of the participant or on behalf of the participant's client, by fax, the Paper Acceptance Notice (as defined below) to the Paris Exchange Agent and simultaneously transfer the Fixed Rate Bonds to be exchanged, on behalf of the participant or on behalf of the participant's clients, to Euroclear France, account No. 30, account type 051, of BNP Paribas Securities Services.

The exchange orders included in the Paper Acceptance Notice (as defined below) sent by the holders of the Fixed Rate Bonds (or, if the holder is not a direct participant, by the intermediary authorised to act on his behalf) may be revoked by the holder. Revocation orders must be sent to the Paris Exchange Agent prior to the revocation deadline as set forth in the paragraphs "WITH RESPECT TO INSTITUTIONAL INVESTORS"

Edgar Filing: ALSTOM - Form 6-K

and "WITH RESPECT TO INDIVIDUALS" above, and in accordance with the procedures applicable to the submission of orders described in, as the case may be, paragraphs (x) and (y) above.

In all cases, participants in Euroclear France must provide the acceptance notice to the Paris Exchange Agent in such form as shall be provided to them by the Paris Exchange Agent (the "PAPER ACCEPTANCE NOTICE"). This Paper Acceptance Notice must contain the information, confirmations and instructions which will be set out in the NOTE D'INFORMATION including, in particular, the Tracking Code assigned by one of the Dealer Managers and Bookrunners (for orders equal to or in excess of 1,000,000 nominal amount);

If a participant in Euroclear France is not able to provide such information, confirmations and instructions, such participant must contact the Paris Exchange Agent immediately. The Paris Exchange Agent will inform the Company as soon as possible who will then determine whether the Paper Acceptance Notice is valid.

All questions as to form, content and validity (including the date of receipt) of any Paper Acceptance Notice will be determined solely by the Company. All determinations by the Company as to the validity of a Paper Acceptance Notice, its date of receipt or the validity of any revocation shall be final and binding.

The Paris exchange agent is BNP Paribas Securities Services, GCT, Immeuble Tolbiac, 25 quai Panhard et Levassor, 75013 Paris, France, tel. : +33 (0)1 55 77 61 60, fax : +33 (0)1 55 77 95 53.

- (ii) Procedure applicable to the 250,000,000 subordinated auction rate bonds due September 2006 - ISIN code: XS0118660009 (the "AUCTION RATE BONDS")

Holders of Auction Rate Bonds wishing to participate in the Exchange Offer must submit, either directly or through their authorised intermediary, at the latest on the date described in the paragraphs "WITH RESPECT TO INSTITUTIONAL INVESTORS" or "WITH RESPECT TO INDIVIDUALS" above, as the case may be, a duly completed electronic instruction notice (the "ELECTRONIC INSTRUCTION NOTICE") containing the Tracking Code assigned by one of the Dealer Managers and Bookrunners

for orders equal to or in excess of 1 million to the clearing system through which their bonds are held prior to the deadline specified by the relevant clearing system. The submission of Auction Rate Bonds for exchange by a holder of Auction Rate Bonds will be deemed to have occurred upon receipt by the relevant clearing system of an Electronic Instruction Notice delivered in accordance with the requirements of such clearing system.

The receipt of an Electronic Instruction Notice by the relevant clearing system will result in the Auction Rate Bonds being blocked in the relevant clearing system so that no transfers of such Auction Rate Bonds may be made after receipt of such Electronic Instruction Notice.

ONLY DIRECT PARTICIPANTS IN EUROCLEAR BANK S.A./N.V. OR CLEARSTREAM BANKING S.A. LUXEMBOURG (THE "DIRECT PARTICIPANTS") MAY SUBMIT ELECTRONIC INSTRUCTION NOTICES. IF THE HOLDER OF AUCTION RATE BONDS IS NOT A DIRECT PARTICIPANT, SUCH HOLDER MUST ARRANGE FOR THE AUTHORISED INTERMEDIARY THROUGH WHICH SUCH HOLDER HOLDS THE AUCTION RATE BONDS TO

Edgar Filing: ALSTOM - Form 6-K

FOLLOW THE PROCEDURES DESCRIBED ABOVE IN ACCORDANCE WITH THE APPLICABLE REQUIREMENTS AND PRIOR TO THE DEADLINES SPECIFIED BY THE RELEVANT CLEARING SYSTEM.

The attention of the holders of Auction Rate Bonds wishing to participate in the Exchange Offer, and in particular the attention of those who hold such Auction Rate Bonds through an authorised intermediary, is drawn to the required deadlines of the clearing systems and, as the case may be, those of the authorised intermediary, to transmit Electronic Instruction Notices to the Luxembourg Exchange Agent before the date and time set forth in the paragraphs "WITH RESPECT TO INSTITUTIONAL INVESTORS" or "WITH RESPECT TO INDIVIDUALS" above, as the case may be.

An Electronic Instruction Notice delivered by a holder of Auction Rate Bonds (or if such holder is not a Direct Participant, by the intermediary authorised to act on such holder's behalf), may be revoked by such holder or the intermediary authorised to act on such holder's behalf, prior to the revocation deadline set forth in the paragraphs "WITH RESPECT TO INSTITUTIONAL INVESTORS" or "WITH RESPECT TO INDIVIDUALS" above, as the case may be, by submitting an electronic withdrawal instruction to the relevant clearing system.

By submitting a valid Electronic Instruction Notice to the relevant clearing system in accordance with the applicable requirements of the relevant clearing system, holders of Auction Rate Bonds or, if such holder is not a Direct Participant, the intermediary authorised to act on such holder's behalf, shall be deemed to have provided to the Company, the Luxembourg Exchange Agent and the Dealer Managers and Bookrunners the information, confirmations and instructions set out in the NOTE D'INFORMATION.

If a holder of Auction Rate Bonds or, if such holder is not a Direct Participant, the intermediary authorised to act on such holder's behalf, is not able to provide such information, confirmations and instructions, the holder of Auction Rate Bonds or, as the case may be, the intermediary authorised to act on such holder's behalf, must contact the Luxembourg Exchange Agent immediately. The Luxembourg Exchange Agent will inform the Company as soon as possible, who will then determine whether the Electronic Instruction Notice is valid.

All questions as to the form, content and validity (including the date of receipt) of an Electronic Instruction Notice will be determined solely by the Company. All determinations by the Company as to the validity of an Electronic Instruction Notice, its date of receipt or the validity of its revocation shall be final and binding

The receipt of an Electronic Instruction Notice by the relevant clearing system, subject to the notice not having been revoked and provided the Company has not withdrawn the Exchange Offer, will constitute instructions to debit on the settlement date the securities account of the holder of Auction Rate Bonds exchanged in the Exchange Offer for New Bonds and cash payments of accrued interest due to the holder of the Auction Rate Bonds.

The Luxembourg exchange agent is BNP Paribas Securities Services, Luxembourg Branch, 23 avenue de la Porte Neuve, L-2085 Luxembourg, attn: Global Corporate Trust, tel: +352 2696 2549 / +352 2696 2518, fax: +352 2696 9757.

Edgar Filing: ALSTOM - Form 6-K

THE INDICATIVE TIMETABLE OF THE EXCHANGE OFFER WILL BE AS FOLLOWS:

7 FEBRUARY 2005	<ul style="list-style-type: none">o Determination of the exchange spreads and New Bond spread with respect to the Existing Bonds and the New Bondso AMF VISA on the NOTE D'INFORMATION
8 FEBRUARY 2005	Publication of a press release announcing the launch of the Exchange Offer in LA TRIBUNE and on the website of the AMF, and publication of the AVIS of Euronext Paris S.A.
8 FEBRUARY 2005 AT 9.00 (PARIS TIME)	Start of the offer period with respect to institutional investors
15 FEBRUARY 2005 AT 17.00 (PARIS TIME)	End of the offer period with respect to institutional investors
16 FEBRUARY 2005 AT 16.00 (PARIS TIME)	Determination of the exchange prices (excluding accrued interest) with respect to the Existing Bonds and the issue price and coupon with respect to the New Bonds; decision on whether to proceed with the issue of the Additional Bonds and decision on whether to withdraw the Exchange Offer.
17 FEBRUARY 2005	Publication in LA TRIBUNE of the exchange price (excluding accrued interest) of the Existing Bonds and the coupon and issue price of the New Bonds, as well as any decision to issue Additional Bonds or to withdraw the Exchange Offer
17 FEBRUARY 2005 AT 9.00 (PARIS TIME)	Start of the offer period with respect to individuals
24 FEBRUARY 2005 AT 17.00 (PARIS TIME)	End of the offer period with respect to individuals
3 MARCH 2005	Settlement date and listing date of the New Bonds on the PREMIER MARCHÉ of Euronext Paris S.A. and on the Luxembourg Stock Exchange

INVESTOR CONTACTS

BNP PARIBAS:

Tel: +33 1 42 98 17 90

Tel: +44 207 595 8668

MERRILL LYNCH CAPITAL MARKETS (FRANCE)

Tel: +33 1 53 65 58 76

SAS:

Tel: +44 207 995 3715

INVESTOR CONTACT AT ALSTOM

Mrs Emmanuelle Chatelain, Investor Relations:

Tel : +33 1 41 49 37 38

o UNITED STATES RESTRICTIONS RELATING TO THE EXCHANGE OFFER :

The Exchange Offer is not being made, and will not be made, directly or

Edgar Filing: ALSTOM - Form 6-K

indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States or to U.S. persons. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. Accordingly, copies of the NOTE D'INFORMATION and any other documents or materials relating to the Exchange Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded in or into the United States or to any U.S. person. Any purported offers to exchange Existing Bonds pursuant to the Exchange Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and offers to exchange made by a resident of the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or any U.S. person will not be accepted.

The NOTE D'INFORMATION is not an offer of securities for sale in the United States. The New Bonds may not be offered or sold in the United States absent registration or an exemption from registration. The New Bonds have not been and will not be registered under the U.S. Securities Act of 1933 ("SECURITIES ACT"), or with any securities laws of any state or jurisdiction of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States.

The New Bonds are only being offered for exchange outside the United States to persons that are not U.S. persons, pursuant to Regulation S under the Securities Act. The purpose of the NOTE D'INFORMATION is limited to the Exchange Offer and the NOTE D'INFORMATION may not be sent or given to a person in the United States. Each holder of Existing Bonds participating in this Exchange Offer will represent that it (i) is not located in the United States and is not a U.S. person, (ii) is not giving an order to participate in the Exchange Offer from the United States or on behalf of a U.S. person and (iii) understands that the New Bonds may not be reoffered, resold or delivered, directly or indirectly, in the United States or to U.S. persons, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

In addition, until the expiration of 40 days after the commencement of the Exchange Offer, an offer or sale of the New Bonds within the United States by a dealer that is not participating in the Exchange Offer may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the Securities Act.

o UNITED KINGDOM RESTRICTIONS RELATING TO THE EXCHANGE OFFER :

The Exchange Offer is not being made to persons in the United Kingdom except to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995, as amended.

The communication of this press release is not being made and this press release has not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (FSMA).

Accordingly, this press release is not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of this press release as a financial promotion is only being made to those persons

Edgar Filing: ALSTOM - Form 6-K

in the United Kingdom falling within the definition of Investment Professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001 (the "Order")) or persons who are within Article 43 of the Order or any person to whom it may otherwise lawfully be made.

o SPANISH RESTRICTIONS:

The Exchange Offer has not been registered with the Spanish Securities Market Regulator (the "CNMV") and therefore it is not available to any resident of Spain. Accordingly, residents of Spain may not submit for exchange the Existing Bonds in the Exchange Offer nor may the New Bonds be offered, sold or delivered in Spain and neither may the NOTE D'INFORMATION nor any other offering material relating to the Exchange Offer, the Existing Bonds, or the New Bonds be distributed or made available in Spain save in compliance and in accordance with the provisions of Law 24/1988 of 28 July 1988, on the Securities Market and Royal Decree 291/1992, of 27 March 1992, on Issues and Public Offers of Securities, both as amended, and the regulations issued thereunder.

o ITALIAN RESTRICTIONS:

The Exchange Offer is not being made in the Republic of Italy and has not been submitted to the clearance procedure of the COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (CONSOB) and/or the Bank of Italy pursuant to Italian laws and regulations. Accordingly, holders of Existing Bonds are hereby notified that, to the extent such holders are Italian residents or persons located in the Republic of Italy, the Exchange Offer is not available to them and they may not submit for exchange the Existing Bonds in the Exchange Offer nor may the New Bonds be offered, sold or delivered in the Republic of Italy and, as such, any acceptances received from such persons shall be ineffective and void, and neither the NOTE D'INFORMATION nor any other offering material relating to the Exchange Offer, the Existing Bonds or the New Bonds may be distributed or made available in the Republic of Italy.

o SWEDISH RESTRICTION:

The NOTE D'INFORMATION has not and will not be registered with the Swedish Financial Supervisory Authority pursuant to the Swedish Financial Instruments Trading Act (1991:980, as amended). The New Bonds may only be marketed and offered for sale in Sweden for a minimum investment consideration per investor of at least SEK 300,000 (or the equivalent in the relevant currency).

o GERMAN RESTRICTIONS:

The NOTE D'INFORMATION has not been and will not be filed with the German Federal Financial Supervisory Authority (BUNDESANSTALT FÜR FINANZDIENSTLEISTUNGSAUFSICHT) and may not be published or circulated in the Federal Republic of Germany. The New Bonds may only be offered in the Federal Republic of Germany (i) for an aggregate purchase price per purchaser of at least 40,000 (or the foreign currency equivalent) or such other amount as may be stipulated by applicable German law or (ii) otherwise in compliance with the provisions of the German Securities Sales Prospectus Act of 9 September 1998, as amended (WERTPAPIER-VERKAUFSPROSPEKTGESETZ) or any other laws applicable in the Federal Republic of Germany governing the sale and offering of securities.

o BELGIAN RESTRICTIONS:

The NOTE D'INFORMATION and related documents are not intended to constitute a public offer in Belgium within the meaning of Belgian Law of 22 April 2003 on the Public Offering of Securities and may not be distributed to the Belgian

Edgar Filing: ALSTOM - Form 6-K

public. The Belgian Commission for Banking, Finance and Insurance has not reviewed nor approved this document or commented on its accuracy or adequacy or recommended or endorsed the Exchange Offer. Only qualifying professional investors within the meaning of Article 3.2 of the Belgian Royal Decree of 7 July 1999 (qualifying professional investors) on the Public Nature of Financial Transactions who act for their own account are eligible to accept the Exchange Offer.

o NETHERLANDS RESTRICTIONS:

The Exchange Offer may not be made, directly or indirectly, to persons established, resident or domiciled in the Netherlands, except for individuals or legal entities who or which trade or invest in securities in the conduct of their profession or trade (which includes banks, investment institutions, securities intermediaries, insurance companies, pension funds, other institutional investors and treasury departments and finance companies of large enterprises).

o FINNISH RESTRICTIONS:

The Exchange Offer is not being made, directly or indirectly, in the Republic of Finland. Accordingly, the New Bonds may not be offered or sold, directly or indirectly, to any resident of the Republic of Finland or in the Republic of Finland, except (i) for an aggregate purchase price per purchaser of at least 50,000 (or the foreign currency equivalent) or (ii) otherwise pursuant to applicable Finnish laws and regulations. Neither the NOTE D'INFORMATION nor any other offering material relating to the Exchange Offer, the Existing Bonds or the New Bonds may be distributed or made available in the Republic of Finland.

* * * * *

This report on Form 6-K includes materials that make reference to a public exchange offer being made in France, Luxembourg and Switzerland and to certain other proposed issuances of securities by ALSTOM. No copy of this document may be distributed in the United States. The exchange offer is not being made, directly or indirectly, in the United States and is not available to persons located in the United States or to U.S. persons. The securities referenced herein may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended or exempt from registration. The securities referenced in these materials have not been and are

not being registered under the U.S. Securities Act and neither ALSTOM nor any other person intends to make a public offer of securities of ALSTOM in the United States.

These materials are not an offer to sell securities or the solicitation of an offer to buy securities, nor shall there be any offer or sale of securities in any jurisdiction in which such offer or sale would be unlawful.