

FIRST SUPPLEMENT DATED 25 JUNE 2013
TO THE BASE PROSPECTUS DATED 20 JUNE 2013



(incorporated as a *société anonyme* in France)

Euro 2,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) is a supplement for the purposes of Article 13.1 of Chapter 1 of Part II of the Luxembourg Act on prospectuses for securities dated 10 July 2005, as amended (the “**Prospectus Act**”).

This Supplement constitutes a supplement to and must be read in conjunction with the base prospectus dated 20 June 2013 (the “**Base Prospectus**”) prepared by ALSTOM (the **Issuer** or “**ALSTOM**”) with respect to the Euro 2,000,000,000 Euro Medium Term Note Programme of the Issuer (the “**Programme**”). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

Application has been made to the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) in Luxembourg for approval of this Supplement in its capacity as competent authority under the Prospectus Act, which implements Directive 2003/71/EC of 4 November 2003 (as amended by Directive 2010/73/EU of 24 November 2010) on the prospectus to be published when securities are offered to the public or admitted to trading (the “**Prospectus Directive**”).

To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect the import of such information. The Issuer accepts responsibility for the information contained in this Supplement.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 13 of the Prospectus Act for the purposes of updating the “Description of ALSTOM” section of the Base Prospectus (see pages 65 to 67 of the Base Prospectus) as follows:

- The paragraph “Rating” (see page 66 of the Base Prospectus) is deleted in its entirety and replaced by the following paragraphs:

“The senior unsecured long term debt of the Issuer has been rated BBB (negative outlook) by Standard & Poor’s. On 20 June 2013, Moody’s changed the long-term rating from Baa2 (negative outlook) to Baa3 (stable outlook) and the short term rating from P-2 to P-3.”

Copies of this Supplement will be available (i) without charge from the specified offices of the paying agent as described in the Base Prospectus, (ii) on the website of the Luxembourg Stock Exchange (www.bourse.lu) and (iii) on the website of the Issuer (www.alstom.com/fr/investisseurs).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated in the Base Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Save as disclosed in this Supplement, there has been no significant change in the financial and trading position of ALSTOM since 31 March 2013.