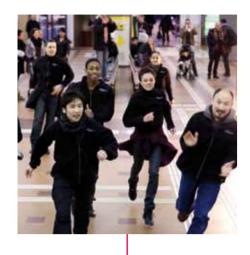






2012 AT A GLANCE



JANUARY

Impromptu: Ballet at Mulhouse

The 33 dancers of the Ballet of the Opéra National du Rhin stage a flash mob event in the station's concourse



FEBRUARY

New name for Versailles station The Versailles Rive-Gauche station

is renamed Versailles-Château, and its windows, which are on UNESCO's world heritage list, are renovated to bring more light into



MARCH

New life for Paris-Saint-Lazare station

After ten years of works, the new station offers renovated public spaces, access to multiple forms of transport, and a unique collection



Cross-Channel terminal opens in Paris-Nord station

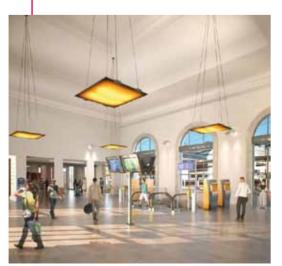
Expanded reception and security facilities will allow increased traffic to the United Kingdom.



AUGUST

Multimodal hub for Toulon

Station renovation continues, showcasing the building's historic features and creating a new ticket sales area.



SEPTEMBER

Experiment with free WiFi

Gares & Connexions launches a year-long experiment, offering free WiFi in some 100 stations.

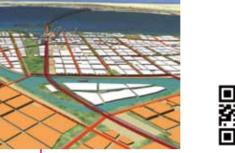




APRIL

AREP designs a new city for Saudi Arabia

The new city of Al Khobar is created to meet three needs: family-friendly tourism; innovative businesses and mixed-use development; and sustainable mobility.



MAY

New chair for innovative station

Gares & Connexions partners with École des Ponts ParisTech and Fondation des Ponts to establish a new Chair: Reinventing the Station for the 21st Century.



JUNE

Multimodal hub at Rennes

A major modernization programme will address multiple challenges as part of a sweeping urban integration plan.

OCTOBER

Stations celebrate Nuit Blanche festival

The Paris-Austerlitz, Paris-Bercy and Metz stations throw an allnight party on Saturday, 6 October 2012.





NOVEMBER

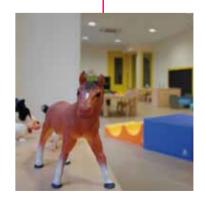
New childcare centre at Paris-Nord station

Paris-Nord becomes the first station in the Paris region to open a childcare centre. Managed by Babilou, it can serve a total of 30

DECEMBER

Hubiz opens in Épinay-Villetaneuse station

The product of a partnership with Relay and Casino, the new convenience store offers food and consumer products.





2012: EXCITEMENT _____



Théâtre du Centaure at Paris-Saint-Lazare station, 21 March 2012

STATIONS 2012: IN THEIR OWN W ORDS



Getting shops into stations is all about asking the right questions. What services and shops do the passengers need? Which retailers are right for this station—a bakery, a bookstore, a clothing boutique? Putting the right shop in the right place is the secret to

Delivering higha vibrant station.

Véronique Lequien, Marketing specialist for in-station space, A2C



tinations in themselves. Architects are the creators of tomorrow's stations, constantly reinventing spaces and materials. And we never stop thinking about the client.

Delphine Rada, Architect, AREP Group



Making sure that stations run well and deliver quality service—that they're clean and safe, that you can get to

Mediterranean Stations Management Office

quality services and

and our partners.

Gilles Ballerat,

projects for the 300 stations in our territory

takes real teamwork. You have to know how

to trust other people, how to motivate them,

and—above all—how to take the right deci-

sions. The right decision is a win for every-

one: the passengers, the local community

your train easily, that the shops are well managed from day to day all of that takes constant attention and a lot of flexibility.

Thierry Jacquinod, Stations Manager





II All year long, we offer passengers a broad range of cultural events: a mobile museum, public declarations of love on Valentine's Day, modern dance, Les Souffleurs de Poésie performances and more. We want passengers to experience the station as an invitation to an imaginary world—an invitation to travel.

Caroline Duquenoy, Communication Manager, **Stations Management Office**



ponding rapidly, and evacuating the public if necessary these are daily concerns for our network of experts, safety practitioners, and fire safety teams, who support all of our designers and operators.

Laurence Leguy, Head of Fire Safety, Operations Department



Whether you're updating a station or creating it out of thin air, you need all the imagination you can get to project yourself into the future. Suc-

cessful projects often involve five or ten vears of close teamwork with everyone involved.

Valérie Verhaest-Cochery, Project Manager, Development Department



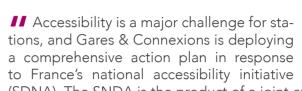
and get easy access to all available services. To do that, we need to produce clear, simple, easily identifiable and understandable visual and audio messages, and broadcast them in real time.

Gilles Privé, Passenger Information Programme Manager, In-Station Services Department



Making travel easy for passengers and ensuring that the various transport modes connect at the station requires constant coordination between the experts at Laurent Colin, Gares & Connexions and our regional offices. In fulfilling this mission, our biggest job is pooling all the requests and providing targeted advice to the offices on how best to integrate new forms of mobility into the station.

Special adviser for Intermodality and New Mobilities, In-Station Services Department



(SDNA). The SNDA is the product of a joint effort between associations for the disabled and SNCF dating back to 2006. It sets out the timeline—and the improvements and facilities that stations should have in place by 2015.

Station Accessibility Architect, AREP Group



Our goal is for the ESBEs to become full partners in delivering client service. When there's a power outage, water damage, or damage to station facilities, we're ready to work with station personnel to deliver quality in-station services.

Béatrice Milan. Manager, Construction and Energy Services Unit (ESBE)



We also work with other teams to continue training station personnel to treat all operators equally, day in and day out.

Claire Offredo. Coordinator—New Railway Undertakings, Strategy and Finances Department



The goals in our agreement with the Paris public transport organizing authority are unprecedented. To meet them, we've invested in over 200 projects in nearly 150 stations in the Paris region,

installing CCTV surveillance, improving passenger information, reducing congestion, and making stations accessible. Every day, 176 employees work with our subsidiaries to deploy this wide-ranging programme.

Deputy Manager, Transilien Stations Department

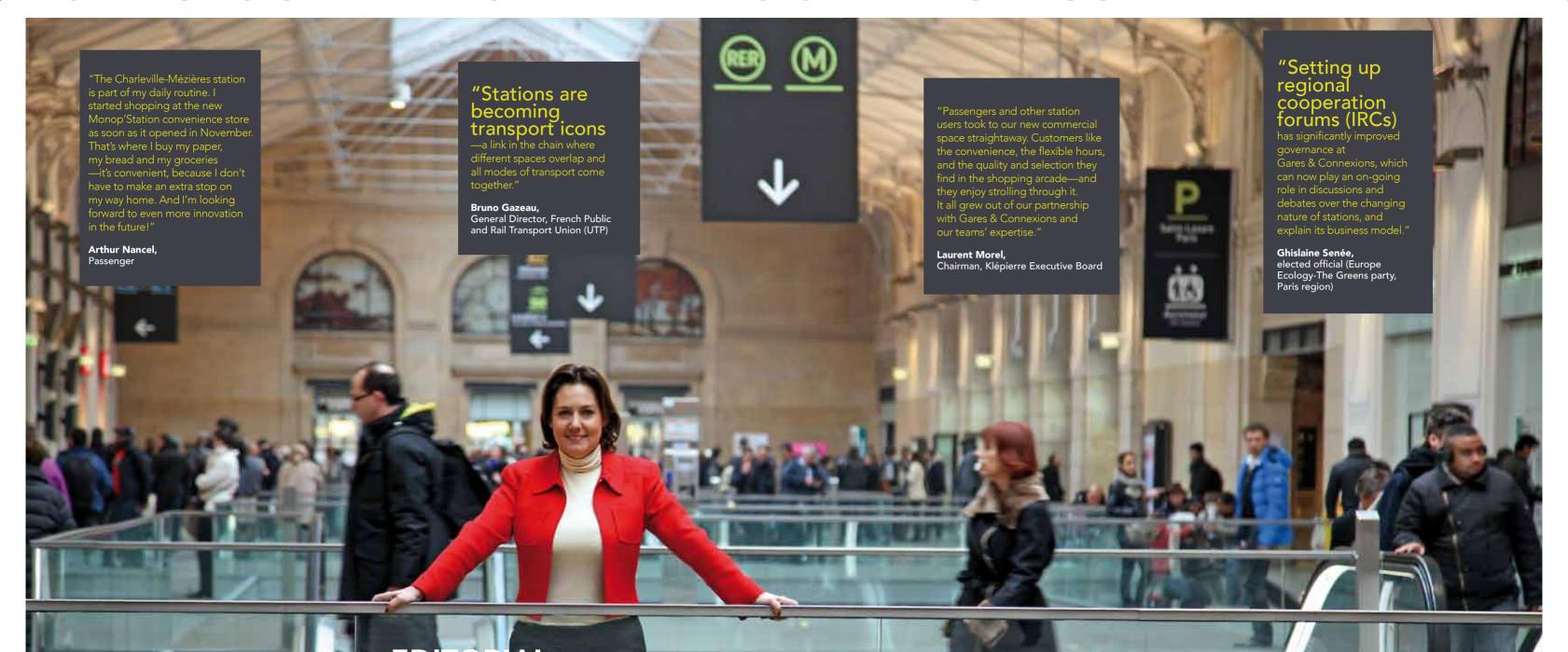


operations and marketing, and 434 responsible for stations and taking them into the future.

Dominique Chevènement, Human Resources Director

There's a wide variety of expertise at Gares & Connexions. site and portfolio management. Since 1 January We have nearly 1,750 employees, with 1,248 em- 2013, we've added 1,600 employees for station ployed by the state-owned industrial and commercial maintenance and engineering works. It adds up enterprise (EPIC), and the rest by our subsidiaries: to employees who bring unflagging commitment 436 at AREP Group, and 58 at A2C. Overall, our to their work, conviction to their decision-making, 2012 workforce was up 3.5% from 2011. And our talent and imagination to our projects, and bold, division has all the right skills to do its job, with some focused ideas to our mission—all traits that make a 600 people handling development, 230 working on powerful contribution to our success in managing

STATIONS ON THE MOVE—WITH YO U AND FOR YOU



RACHEL PICARD Managing Director, Gares & Connexions

Tourism and web expert Rachel Picard, holds a degree from the HEC Paris business school and was appointed Managing Director of Gares & Connexions in June 2012. Early in her career, she managed large projects, in France and abroad. In 2004, she joined voyagessncf.com, becoming the site's Managing Director in 2007, and was named head of Thomas Cook France in 2010. She is 45 years old.

How would you describe 2012?

We rolled out many innovative projects during the year. One was the new Paris-Saint-Lazare station, a stunning illustration of the outstanding talent and expertise our teams bring to the table. Paris-Saint-Lazare is clearly a showcase for Gares & Connexions. And it clearly speaks to its target users, as we've seen from very high passenger satisfaction ratings—plus awards from French and international experts in areas ranging from accessibility to retail space and architecture.

Today you can see that same innovative flair in regional stations where we're focusing on new shops, new experiences and new customer relationships—with signage, Boutiques du Quotidien convenience stores, on-site childcare facilities and more. Our creative talent is also on display outside France: this year our subsidiary AREP will unveil a whole range of urban and rail projects on international markets.

Like our users and the world around us, today's train stations are changing rapidly. At Gares & Connexions, we've opted to focus on enhancing mobility—making stations simpler and more multimodal. That's why we've launched 80 hub projects to facilitate transport in city centres and create new public spaces in towns

and cities like Rennes, Grenoble, Cannes and Créteil-Pompadour in the Paris region, to name only a few. The challenges we face have led us to revamp our own approach and shift our positions formance, we've set up an all-new unit called DDGT (Direction Déléquée des Gares Transiliennes), dedicated to managing the 383 stations in the Paris region. We've also integrated new maintenance teams from ABE (Agences Bâtiment Energie) to round out our expertise in building operation and maintenance.

How will the 2012 Station Decree change governance at Gares & Connexions?

We're at a turning point. Our future hinges on our ability to work with stakeholders to create a new model for managing our operations and shaping our future. To live up to our mission, each station has to keep pace with changing lifestyles and changing regional needs, acting as hub, multimodal transfer point, public space and downtown area rolled into one.

In 2012, we began promoting dialogue with our regional partners through bilateral meetings and our regional stakeholder forums (IRCs, or Instances Régionales de Concertation). But that's just a

first step; going forward, we want station management and investments to be even more transparent, making it easier for railway undertakings and transport organizing authorities to plan ahead on some key issues. For example, to enhance efficiency and perand take timely decisions. This is one of our priorities for 2013, and we'll be proposing new solutions to respond better to our

What projects does Gares & Connexions have in the pipeline for 2013?

Managing 3,000 French railway stations is a constant challenge. It demands flawless day-to-day operation and requires us to connect with each of our passengers. But it also means managing crowd and passenger flow over the long term—looking ahead with urban development projects like refurbishing our Paris-Austerlitz station, which will be renovated top to bottom. In 2013, our first aim is to make our customers happy. Our second is to secure new sources of financing to update our properties and enhance their value. We'll also keep working to optimize our methods and become even more efficient. In 2013, all of the teams at Gares & Connexions will be working with you to create a new mobility experience.

DELIVERING QUALITY EVERY DAY



Concourse 2 at Paris-Lyon station

ur aim is to deliver quality service in smart, innovative services to make travel Our stations every day. Obviously our easier—and to surprise and delight our track record on cleanliness, comfort, safety, clients. We regularly evaluate the quality information and accessibility has to be im- of our offer by combining diagnostics with peccable. But those are just the basics. In passenger surveys, so we're getting better addition, Gares & Connexions is developing at meeting their expectations all the time.

If our employees don't have the right information, they can't provide it to clients. That's why we're working with rail transport companies to rethink Escale, our range of service tools. We're also developing new applications that will do a better job of meeting client expectations.

stations earned quality certification in 2012

Deputy Executive Manager, Operations, Gares & Connexions

STAYING ATTUNED TO PASSENGERS

Caligare—measuring passenger satisfaction

Our Caligare passenger satisfaction programme has two components. The first evaluates service quality based on internal diagnostics: in 2012, we ran 1,500 tests. The second assesses client perceptions, using a satisfaction survey that determines whether we've fully kept our ten service promises. Last year we conducted the survey in our 170 biggest stations.

Stations that achieve the highest level of performance in the diagnostics and survey are certified for quality service. The first Caligare certifications were awarded to 68 stations in June 2011, and in 2012 the number rose to 237. Certification must be earned again each year, which means stations watch quality carefully.

2012 CLIENT SURVEY*

•	OVERALL SATISFACTION	7.4
<u>i</u>	How easy was it to identify the services available in the station?	7.3
	How easy was it to find your train today?	8.2
	How easy is it to reach this station?	7.6
.	How good is the information provided during disruptions?	6.7
ÿ	How easy is it to move around the station?	7.1
-	How clean is the station?	7.6
<u>.</u>	How comfortable are you when waiting in this station?	6.5
	How safe is this station?	7.3
*	How clean are the toilets in this station?	6.9
**	How satisfied are you with the shops and restaurants in this station?	6.9

*We asked 34,884 people to rate their satisfaction for each of our 10 service promises. Score (out of 10, where 1 is low and 10 is high)

Certification isn't just a reward. It's also a commitment to keep listening—to stay attuned to our clients' everyday needs.

Nathalie Lerer, **Station Services Manager**



"Station Guarantee" QR code at Paris-Montparnasse station

Our Station Guarantee: Getting clients involved

In 2012 we tested a few smart, simple ways to improve day-to-day service quality. Take our "Happy or not?" terminals: at the touch of a button, passengers can tell us whether they're happy with our services or not. We also experimented with the Station Guarantee programme, a real-time alert system that passengers can use to inform station personnel when equipment is out of order, simply by scanning a QR code or sending an

SMS. Passengers can opt to be notified once the problem is solved and equipment is back in working order. We're also using QR codes and text messages to get real-time feedback on experiments with new services like We-Bike, self-service computers and printing solutions, free WiFi, and data streaming making the passenger an active partner in modernizing our stations. All of these innovations will be expanded to more French stations in 2013.

This initiative puts the client at the centre of the station. We want to move toward an interactive station—a place that listens to passengers and talks to them, too. We're establishing quick, easy exchanges with clients so they can let us know when they run into a problem.

Muriel Vossart. Project Manager, Station Services Division

MAKING STATIONS MORE WELCOMING

Passenger information a top priority

For passengers, the first question is always whether their train has been posted. That's why we're installing new dynamic screens in our stations between now and 2017. Signage is another key source of information, so we've reworked the distribution and positioning of directional signs based on passenger flows through stations. But we've also revisited the wording, colour-coding and pictograms to make signs easier to read, and had them tested and approved by a panel of users.



At Gares & Connexions, making people with disabilities feel welcome is a priority. Our interactive call-box system is tailored to various types of disability, making it easier to contact our support personnel. We've also installed audio locator signals and special sound loops to help the visually impaired get information and find their way around stations. And Jade, our virtual interpreter, converts station announcements into sign language on screens.



To prepare for the 2012 Olympic Games—just across the Channel in Britain—and make our clients more comfortable, we launched a major upgrade of our Lille-Europe station. Key steps included completely renovating signage and information media, updating over 80 TFT screens, installing banners and kiosks, and renaming areas. All of these services make it easier for travellers to find their way around

With more than 750,000 services provided in 2012—and demand rising—we've made quality assistance to disabled passengers and people with limited mobility one of our top priorities for 2013.

Christelle Miranda, Product Manager, Station Accessibility Services

SERVICE: GOING THE EXTRA MILE

Simplifying your daily routine

At Gares & Connexions, we have two goals sq m of space in our busiest stations and transform these areas into vibrant centres smart services for commuters. For example, some 60 stations. passengers can now pick up packages in some 20 stations thanks to our partnership with Kiala.

And we've worked with local communities to bring a number of public services into our stations—from job placement and training, to applications for healthcare and other government benefits, and signing up for water and electricity.

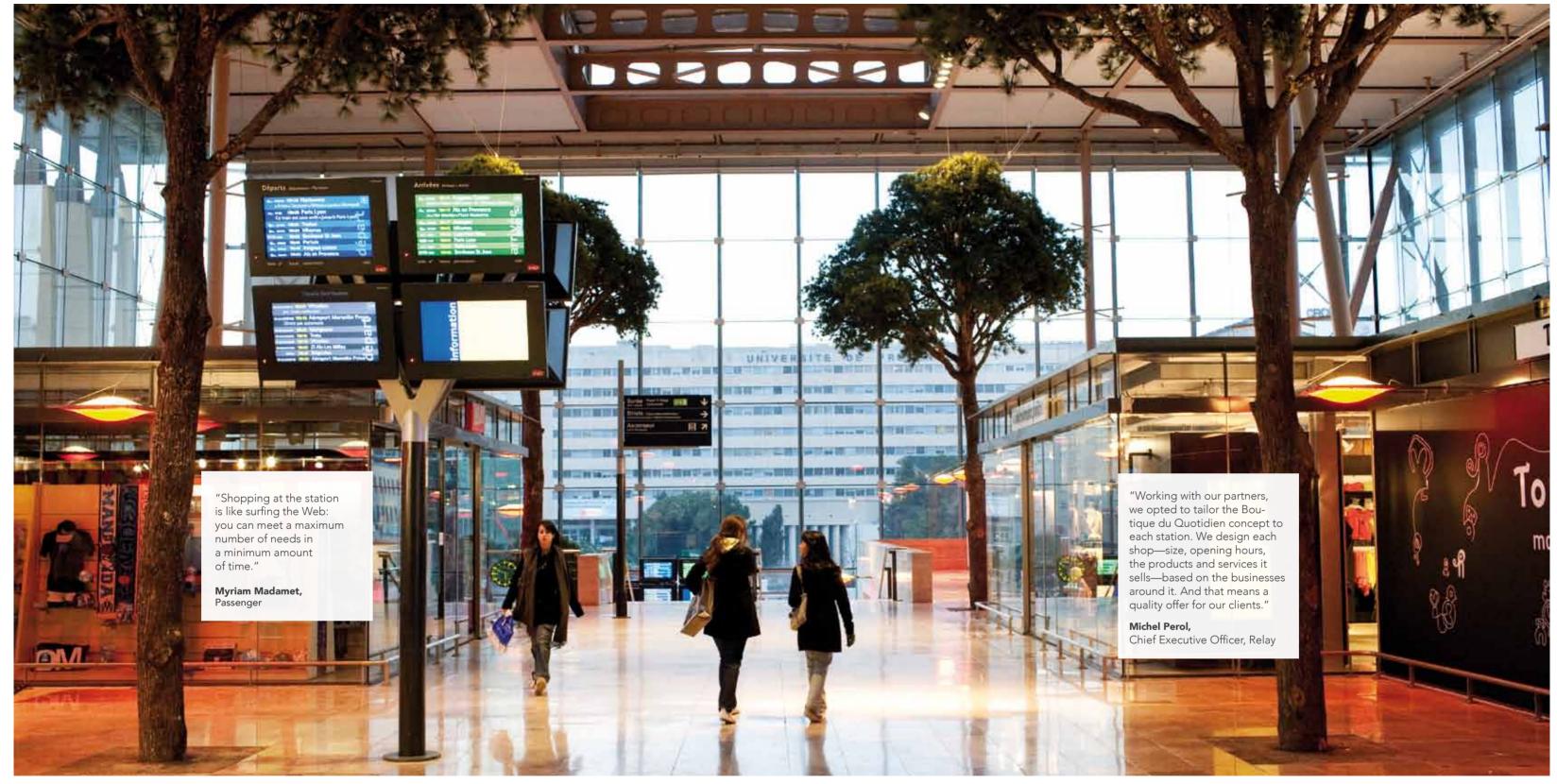
Staying connected while you wait

We're renovating our waiting areas, one by for expanding our range of in-station ser- one. The challenge: adjust the number of vices. The first is to free up 30,000-40,000 seats, make the areas more comfortable and attractive, and also offer new services—for example, power sockets for charging mobile of urban life. The second is to offer more devices and free WiFi, already available in



Free WiFi in the Aix-TGV station

REINVENTING STATIONS FOR EVE RYONE



Shops at Marseille's Saint-Charles station

t Gares & Connexions, we focus on making their waiting time to get things done or just hair salons and more. With more businesses cultural events for passengers to enjoy. and services on hand, passengers can use

every station a convenient and surprising relax. For the same reason, since 2009 we've place with shoe repair shops, mini-markets, increased the number of in-station art and

180 000, sq m of in-station shops and services

2012 was a particularly good year for commercial development. We finalized several projects, including Boutiques du Quotidien, but also tried a few experiments on the cutting edge of innovation. By getting these projects off the drawing board and into the station, A2C has succeded in offering convenient, useful services to passengers.

Sébastien Van Hoove, Deputy General Manager, Gare & Connexions subsidiary A2C

A STEP FORWARD FOR COMMERCE

Our A2C subsidiary shares our ambition to new shopping arcade at Paris-Saint-Lazare transform stations into vibrant centres of station. Europe's second-busiest station in urban life—attractive, convenient shops terms of passenger traffic, Paris-Saint-Lazare and services in an environment that's com- now has 80 shops and boutiques to serve fortable and pleasant for travellers, but also a wide range of customers. And at Parisfor people who live and work nearby. With Montparnasse station, passengers who its sales and marketing specialists, property are pressed for time can stop by Beauty management professionals and technical Bubble for a quick haircut at a budget price. experts, A2C has the right combination of Another concept we're experimenting with skills and know-how to give each station a is the pop-up store: for two months during full range of services. In 2012, for example, the 2012 year-end holiday season, on-line we opened the first Boutiques du Quotidien, toy store Oxybul Éveil et Jeux welcomed shops that sell food, last-minute essentials, newspapers and magazines, books, and other convenient services. Another very telling example—on a grand scale—is the

shoppers seven days a week in the forecourt of Paris-Lyon station.



Beauty Bubble at Paris-Montparnasse station

BEAUTIFY AND RENOVATE

cultural value. In Tours, for example, we're the people who live and work nearby. renovating the Main Hall and the glass in the

REINVENTING THE STATION

Since May 2012, the École des

Ponts ParisTech, the Fondation des

Ponts, and Gares & Connexions

have pooled their skills and ex-

pertise to establish an academic chair: "Reinventing the Station for the 21st Century". One purpose is to improve our understanding of passenger behaviours that affect the size, features and management of station spaces. The initiative grew out of a shared commitment

to look ahead and undertake a

long-term review of the challenges

involved in designing and ope-

rating railway stations and multi-

modal hubs.

FOR THE 21ST CENTURY

The earliest train stations were built nearly roof and front windows. Other renovation 150 years ago, during the industrial revo- projects include the historic Paris-Austerlitz lution. Today they are an integral part of station, where a massive renovation began in the cultural heritage of many cities, and it's 2011 as the result of a partnership linking the essential to maintain and value them as the City of Paris, our parent company SNCF, and historic monuments they are. Which is why RFF, owner of the French railway network. Gares & Connexions is developing renova- Works will provide better access between tion programmes that bring out their unique the underground and street-level portions local character. Our aim: to update equip- of the station, bring significant commercial ment and make operations safer and more development to the neighbourhood, and punctual without losing sight of stations' create a shared space for passengers and

€2.5 BILLION invested in stations between now and 2020



Main Hall at Tours station

STATIONS AS CENTRES OF CULTURE

Since 2009, we've been delighting passen-posters at Lyon-Perrache station to mark the gers with an increasing number of cultural Lumière film festival. And that's not all. At the events in stations. From photography to Avignon-TGV station, passengers enjoyed music to art, stations have become venues a sneak preview of the annual Rencontres for creative expression of all kinds, and d'Arles photography festival, and at Paris-Gares & Connexions hosts these exhibits Lyon a rock chorus performed on their way to throughout the year. Highlights of 2012 the Eurockéennes de Belfort music festival. included a photo exhibition featuring horse- Innovative events like these spark conversation drawn carriages from Versailles at Paris- and offer new experiences for passengers, Nord station, the Photoreporter Festival who play an active role in bringing the staat Saint-Brieuc station, Architecture sans tion to life and making it a meeting place for Frontières at Strasbourg station, and cult-film culture and ideas.



For the second year in a row, Gares & Connexions participated in Chartres en Lumières, an annual festival that showcased 26 historic sites in Chartres with coloured spotlights every night from May to mid-September. Three stations publicized the event by exhibiting huge photographs of the illuminated sites.



At Paris-Saint-Lazare station, passengers and SNCF employees helped create "Plastic Bags" under the supervision of plastics artist Pascale Marthine Tayou. Between 15 and 21 May 2012, the volunteers tied some 25,000 plastic bags to a net. one by one. The artist used bags in five different colours, reflecting the diversity of the people from all over the world who cross paths in the station each day.

By offering cultural events, we want to take passengers beyond the perception of time as strictly limited by the constraints of travel, and help them see their station as a centre of urban life and culture.

Caroline de Jessey, Communication Director, Gares & Connexions

CONNECTING STATIONS TO CITIES AND REGIONS



Multimodal connections at Saint-Jean station, Bordeaux

obility is changing. With more and cal role in the emergence of new forms of more passengers and modes of trans-mobility. Flow management. Designing, port, regions must keep pace by adapting building and operating multimodal hubs. their infrastructures to the needs of their Developing eco-friendly options. With recoresidents. The station is at the heart of each gnized expertise in all of these areas, Gares region: it's the link between rail and other & Connexions is meeting the needs of both modes of transport, and it plays a criti- passengers and regions.

II Stations have made considerable progress toward multimodality—connections with urban transport networks, real-time multimodal information, ticket offices for multiple modes of transport, integrated bike- and car-sharing schemes, and more.

Frédéric Michaud, Director of Development

RISE in passenger traffic in stations since 2000

THE HEART OF INTERMODAL TRANSPORT

our stations by automobile, tram, bus, metro, modes of transport and connect them all to bicycle—even on foot. As modes of transport the station making stations more intermodal. Between in developing regional hubs. The multimoits transport network: it facilitates travel and makes the railway station the junction that authorities and our regional partners. connects each urban neighbourhood to the

Today's passengers want to be able to reach next. And the challenge is to identify existing

proliferate, it's our job to manage them by At Gares & Connexions, we're keen to encourage sustainable mobility, and we're 2012 and 2014, €350 million will be invested expanding operators' experiments with vehicle-sharing, electric scooters, electric dal hub is the interface between the city and taxis and many other options, working in close partnership with transport organizing

multimodal hub projects are carried out each year on average

€350 MILLION

will be invested in developing regional multimodal hubs between 2012 and 2014



On 27 November 2012, our station in Annecy inaugurated its multimodal hub —a major step in urban renewal that makes it the nerve centre of the city.

This project focused on making different transport modes complementary, and we worked closely with all of the local stakeholders. The new station and its multimodal hub will make a major contribution to the city.

Julien Angel, Head of multimodal hub project

We're installing charging stations to accommodate the first fleet of electric taxis to serve railway stations in Paris.

Philippe Perez, Head of Innovative Intermodality Unit, **In-Station Services**



In 2012 Gares & Connexions designed the forecourt of the Nice-Thiers railway station as part of a multimodal hub project. Now a pedestrian-only area, it promotes eco-friendly mobility by accommodating all modes of transport serving the city and its environs: buses, coaches, car-sharing, bike-sharing and more.

GRAND PARIS SETS THE PACE FOR REGIONAL MOBILITY

The Grand Paris project is also part of the trend towards multimodal transport. With three new automated metro lines being built around Paris and Line 14 being extended to the north, nearly 70 new stations will be created, and 27 of them will be interconnected with existing rail lines. It's a real challenge for the Transilien Stations Department, which builds stations in the French national network that are now being remodelled to interconnect with the Grand Paris Express network. The Department is involved in all Grand Paris project sites that affect railway stations, conducting pre-feasibility studies, contributing to public surveys and analysing legal and financial arrangements.



In Gravigny-Balizy, Gares & Connexions' Transilien Stations Department designed an environmentally sustainable railway stop based on an innovative concept. The first of its kind in the Paris region, the stop has a planted roof covered with photovoltaic panels and equipped with a rainwater collection system. Made of wood, the building features a presence detector that turns the lighting down when it is unoccupied.

€300 MILLION

were invested in stations in the Paris region between 2012 and 2014.

MAKING TRAVEL SIMPLER

More and more people are using mass transport, and they're getting to stations in new ways. How can we move them smoothly through the system and give them access to the services they need? The first step in successful forecasting and adaptation is a thorough understanding of today's conditions. Using diagnostic tools and analysis of survey and count data collected in the field, AREP's Flows and Mobility unit determines appropriate dimensions for each space and anticipates mobility needs. In this, AREP works closely with Gares & Connexions' Project Planning department, which forecasts rail traffic developed in cooperation with other station stakeholders, including city government, transport organizing authorities, regional councils and Réseau Ferré de France, the French rail network owner.

AREP'S FLOW MANAGEMENT EXPERTISE RECOGNIZED IN NEW AREAS

The prime contractor for Besancon's university hospital centre has tapped AREP to assess user flow patterns through the hospital.

We can accurately project each station's needs and size in the short, medium and long term—and that's the key to quality service and comfort for travellers.

Catherine Gatineau. Head of Flows and Mobility, AREP

EXPORTING OUR KNOW-HOW



sports and cultural facilities, office and resi- Russia to Saudi Arabia. dential space, shopping centres and more. It

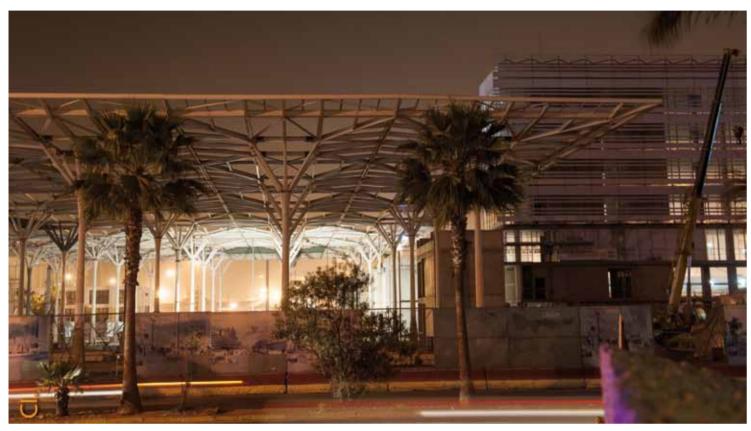
esigning stations—and many other has contributed know-how to over 450 procontemporary urban spaces—is AREP's jects in France and around the world, and mission. A multidisciplinary engineering and the expertise of its architects, urban plandesign firm and a Gares & Connexions sub- ners, designers and engineers is on display sidiary, AREP specializes in urban planning, in projects from Morocco to China and from

II AREP contributes to many stations, but also to facilities and new cities all over the world. Every project is a new adventure that we share with many other stakeholders. Naturally that means local governments, transport companies and private operators, but we also partner with architects, urban planners and consulting firms that work on the station itself or on other urban facilities.

PROJECTS IN FRANCE AND WORLDWIDE

Chairman, Management Board, AREP Group

RETHINKING PUBLIC SPACES TO KEEP PACE WITH CHANGE



Casa Port, Morocco

AREP's approach is grounded in an unwav- The new Casa Port station ering focus on the history and geography of each site and careful attention to local culture, past and present. Its experts design spaces that not only respond to client concerns but also meet the demands of today's society in terms of lifestyle, sustainable development and preservation of local character.

in Morocco

Designed in cooperation with G3A group, this project is part of a comprehensive urban remodelling study for a Casablanca neighbourhood bordering the port, between the city's historic quarter and its northern



A centre of excellence in Russia

Located south of Moscow, the Skolkovo Innovation Centre consists of a university campus, a start-up enterprise zone, and a cluster of research laboratories and businesses, as well as housing, shops and a wealth of social and cultural amenities. AREP, which is planning 2 million sq m of building space for 20,000 residents and 30,000 professionals, is handling the project in partnership with Michel Desvigne & Setec.

2012 PROJECTS IN CHINA

Designing a new station for the local community

The city of Qingdao, on China's east coast, is one of the country's largest ports. The new station faces the sea, its lines inspired by sailboats and majestic seabirds.



Construction at Qingdao station, China

Renovating a Beijing neighbourhood

In Dashilan, a historic neighbourhood of Beijing, AREP Ville has partnered with the Beijing Institute of Architectural Design (BIAD) to provide urban planning, restructure preserved historic buildings, and propose an architectural style for new construction. The 138,000-sq m development will include construction of a shopping centre, restaurants and shops, as well as museums and galleries.





Jinqiao, Shanghai

Building a residential neighbourhood above rail infrastructure

In Eastern Shanghai, AREP is designing a distinctly modern neighbourhood covering 100 hectares of largely man-made ground. The new development will dovetail closely with the surrounding environment.

Beijing's Dashilan neighbourhood



A new city for Saudi Arabia

city hosts some 100,000 jobs.

Designed in partnership with Saudi group

Abiat, Artelia Group and Détente, the city of

Al Khobar is home to 350,000 residents and

combines balanced, sustainable growth with

a strong focus on tourism. A mix of housing, industry, tourism and leisure activities, the



AREP projects around the world

A NEW MODEL OF GOVERNANCE



Gares & Connexions convention for executives and managers

bilateral meetings and our first regional stake- future. holder forums (IRCs, or Instances Régionales

inancial and public-sector clients are also de Concertation). In each case, our aim was our first partners. When France's new to build a trust-based model of governance "Stations Decree" (see page 33) took effect that gives stakeholders a say in decisionin January 2012, we immediately organized making and in building the stations of the

We've deployed nationwide programmes to promote cooperation, and we've built a new governance model, starting with the IRCs and bilateral meetings in each region. These efforts have strengthened our links with our main partners—the regions, the Transport Organizing Authorities, the local communities and the transport operators.

REGIONAL STAKEHOLDER FORUMS (IRCS) were held in 2012

Pierre Lacombe, Director, Business Strategy and Finance

TRANSFORMING STATIONS THROUGH DIALOGUE AND COOPERATION

Stakeholder involvement: the key to transparent management

Under the Stations Decree of 2012, Gares & Connexions remains within SNCF, but we are an independent entity with separate accounts. Our mission is to manage train stations for both railway undertakings and passenger services. The Decree also introduced a new governance system that brings all stakeholders into the debate on shaping the stations of the future.

Each year we partner with Réseau Ferré de France, owner of the French rail network, to produce a special report for railway undertakings and transport organizing authorities, describing the services we offer and our fee structures. This reflects the separation of our accounts from those of transport operation proper. In addition, we consult local authorities, transport operators and institutional partners each year, and they contribute to our station investment programmes. Our overall management activity is also supervised by ARAF, the French office for rail regulation. And in 2012, we created DDGT (Direction Déléguée des Gares Transiliennes), a special new unit for Greater Paris, designed to improve our handling of requests from the region's transport organizing authority (STIF) under a new agreement between STIF and SNCF.

Investment projects and fees—shared decisions

We're changing our governance model, giving our partners a greater role in management decisions. The IRCs and bilateral meetings we held in 2012 underscored the importance of a range of stakeholders in station management and investment initiatives, and gave these players—in particular regional representatives—a forum for debating key station service issues, investment projects and fares. We also include transport operators such as thello in our IRCs and in decisions on upcoming investments.

For regions, stations are a key asset—and a part of our cultural heritage. Which is why elected officials have high expectations for our relationship with Gares & Connexions—to preserve these assets and upgrade them to meet modern needs.

Fabrice Morenon, Director, Public Affairs



For Gares & Connexions, local and regional authorities are essential financial partners in developing multimodal hubs and TER regional rail stations. Under France's Stations Decree, these local entities have become key partners for us, and we consult them regularly at IRCs and other meetings. As a result, regional authorities are contributing to upgrades at Montpellier-Saint-Roch, Toulon, Nice-Thiers and other stations.

Other valued partners include cities, urban communities, mayors' associations, and GART (Groupement des Autorités Responsables de Transport), the national association of transport authorities. All now weigh in on the development issues facing stations and their surrounding neighbourhoods, and all have a priority in common: increasing intermodality.

rail station investment programmes managed in 2012, totalling over €3 million.

THE PERFECT PARTNERSHIP FOR A MULTIMODAL HUB IN RENNES

In Rennes in western France, we've teamed up with partners including the French State, regional and departmental authorities, Rennes Métropole development agency, the City of Rennes, Syndicat Mixte de la Gare Routière and RFF to transform the city's train station into a multimodal transport hub. The new facility addresses three vital challenges: capacity, intermodality and urban development.



Western France: future multimodal transport hub in Rennes



Reims station in Eastern France

WORKING WITH STAKEHOLDERS AT EVERY LEVEL

Partnering for progress with transport operators

Railway undertakings are the primary consumers of our services—and we deliver innovation to each and every one, adding value to our offering and helping them grow. At Gares & Connexions, we are committed to ensuring fair and transparent access to station facilities, and that means understanding each party's priorities and needs, then harnessing this knowledge to work together, designing and adapting a range of services with shared, clearly-defined goals and resources. In this spirit, we work closely with railway undertakings to promote high quality rail service.

We've introduced regular cooperative initiatives with railway operators to create lasting ties built around a shared aim: providing outstanding station services.

Béatrice Jarrige, Head of new railway undertakings, Business Strategy and Finance

Advancing with institutional partners

We regularly share information and views with our institutional environment, starting with ARAF, whose role as French railway regulator was strengthened by the Stations Decree. ARAF also monitors effective deployment of the Decree as the European rail industry opens up to competition.

Developing a new model for station-based businesses

At Gares & Connexions, we work very closely with our commercial partners, whose support is essential to increasing our financing capacity and developing additional revenue streams in stations. By joining forces, we are able to invest in new station services and fuel innovative momentum to accelerate growth in commercial activities.

Designing the stations of the future

Since 2010, we have convened regular station forums called Ateliers de la Gare. Last year marked our third season, and the chosen theme was stations. Attendance rose in 2012, with livelier participation in discussions and events held outside Paris. Speakers addressed a wide variety of subjects, including design, management and the cultural value of stations. The 2013 season—our fourth—is off to a strong start, with sessions focusing on the theme "Stations in 2023".





Les Ateliers de la Gare

NEW CHALLENGES, NEW STRUCTU RE

ONE MISSION, THREE PRIORITIES

Since 2009, Gares & Connexions has had and their clients. We do this by focusing on full responsibility for operating, outfitting three priorities: and developing France's 3,029 passenger • modernizing, renovating and promoting stations. Under Act No. 2009-1503 of 8 December 2009 and the Stations Decree of 20 January 2012, our mission is now to provide fair and transparent access to station facilities and services for all railway undertakings

- improving service quality for all clients • playing an active role in opening up international passenger rail markets in France

CHANGING TO MEET PASSENGER NEEDS

Taking maintenance up a gear

of space more quickly and efficiently, we've the closest possible contacts with operamerged 23 building maintenance agencies tions teams, their partners and their clients. into Gare & Connexions. The 1,600 new employees who joined us on 1 January 2013 lity service, traceability and responsiveness. were already working closely with our division under the agencies, and are now grouped tomers, adding value to our real-estate into three regional ESBEs (Établissements policy and keeping costs under control," de Services Bâtiment Énergie): one for Greanotes Rachel Picard, Managing Director of ter Paris, and one each for Western and Gares & Connexions.

Eastern France. Each ESBE unit has a head To clean and maintain over 2 million sq m office and regional delegations to maintain Their three goals for 2013 include qua-"All while strengthening ties with our cus-



Gares & Connexions head office



Transilien station in Paris Champs-de-Mars

Improving the station experience for Paris region commuters

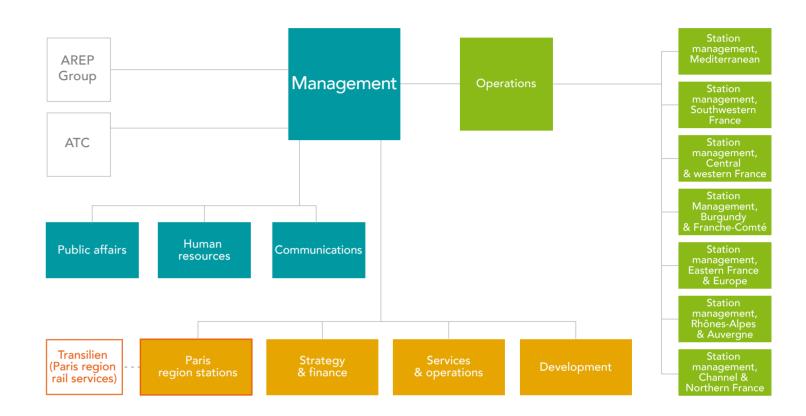
Our new DDGT department will focus on upgrading stations in the Paris region, a over 5 million passengers a day in 2012. Its safety. brief includes coordinating renovations and

making stations more accessible to people with reduced mobility. A DDGT agreement with STIF, the region's transport organizing authority, includes a major investment pronetwork of 383 stations and stops that served gramme to enhance passenger comfort and

Our innovative management model includes dual governance structures that have allowed us to integrate priorities for transport operators and station management into our business development and maintenance services at stations in the Paris region. We've also adopted a project-based structure that is more flexible and more efficient at operations level.

Director, Direction Déléguée des Gares Transiliennes (DDGT)

GARES & CONNEXIONS: HOW WE WORK



DEVELOPING SPECIALIZED SKILLS AT INSTITUT GARES

Founded one year ago, Institut Gares is currently developing specialized skills for nearly 6,000 employees at SNCF. Its curriculum was designed in conjunction with operations managers and includes three types of courses for station staff: "Gares & Connexions basics", "specialized expertise" and "individual skills". Certified as an official training centre by the French Minister for Labour and Employment, Institut Gares is now an essential component of SNCF's overall career development offering. It has even exported its expertise, setting up a joint ONCF/SNCF railway training centre as part of the high-speed rail project that will one day link Tangier and Casablanca.

Our aims? We want to develop a client-oriented business culture in our division, showcase our skill in managing busy public venues, and set the standard for training.

Pierre Flicoteaux **Director, Institut Gares**



OUR 2012 RESULTS

KEY 2012 FIGURES FOR THE GARES & CONNEXIONS DIVISION (Audit Committee meeting on 13 February 2013)

€ million	31/12/12	31/12/11	31/12/10
Revenue	969	1 166	1 134
Operating margin (EBITDA)	183	175	175
EBITDA/Revenue	19%	15%	15%
Current operating profit	55	64	76
Investments funded by SNCF equity	-139	-135	-128
Free cash flow	10	-7	-2
Net debt	615	870	804
Net debt/EBITDA	4	5	5

FINANCIAL STATEMENTS FOR **GARES & CONNEXIONS DIVISION** (AS PER IFRS)

Income statement

€ million	31/12/12	31/12/11	31/12/10
Revenue	969	1 166	1 134
Purchasing and external costs & other income	-627	-819	-807
Payroll costs	-111	-122	-109
Taxes and duties	-48	-51	-43
EBITDA	183	175	175
Operating profit	62	69	80
Financial profit	-23	-40	-35
Net income from ordinary activities	25	20	29
Net income for financial year	25	19	29
Less depreciation and provisions	127	108	99
Less income from sale of assets	-7	-6	-4
Operating cash flow after net financial debt and taxes	146	121	123

Balance sheet

€ million	31/12/12	31/12/11	31/12/10
Intangible assets	11	9	8
Property, plant and equipment	2 702	2 637	2 488
Investment subsidies	-1 023	-981	-922
Non-current assets	1 692	1 666	1 575
Operating assets	152	129	117
Cash and cash equivalents	18	17	17
Current assets	170	146	134
Total assets	1 861	1 812	1 710
Group equity	1 015	724	713
Non-current provisions	8	8	5
Non-current financial liabilities	633	878	344
Non-current liabilities	642	886	349
Current provisions	18	13	16
Operating liabilities	187	180	154
Current financial liabilities	-	9	478
Current liabilities	205	202	648

Cash flow statement

€ million	31/12/12	31/12/11	31/12/10
Operating cash flow after net financial debt and taxes	146	121	123
Changes in WCR	11	20	-42
Changes in tax accounts	0	-14	-1
Less net financial debt	23	40	35
Cash flow from operations	179	167	116
Acquisition of tangible and intangible assets	-209	-171	-162
Sale of tangible and intangible assets	4	7	3
Transfers between activities and changes in scope	-31	-56	-457
Investment subsidies received	64	35	33
Cash flow from investments	-172	-184	-582
Changes in borrowing	-243	534	-16
Dividends paid	-6	-8	-16
Cash flow from financing activities	4	487	-67
Impact of change in method	1	-	-
Changes in cash position	12	469	- 534

RELEVANT LAW

EC regulation:

Regulation No. 1370/2007 of the European Parliament and of the Council of 23 October owned industrial and commercial enterprise

EC Directive:

Directive No. 2001/14/EC of the European Parliament and of the Council of 26 February

French Transport Code:

Articles L.2000-1 to L.2252-1.

French Legislation:

Act No. 82-1153 of 30 December 1982 providing a framework for French domestic transport.

Act No. 97-135 of 13 February 1997 establishing the state-owned railway enterprise "Réseau Ferré de France" to revive rail transport

Act No. 2009-1503 of 8 December 2009 relating to the organization and regulation of rail transport and various transport provisions.

French Decrees:

Decree of 22 March 1942 providing government regulations for the policing, safety and operation of railways in the general and local

Decree No. 83-109 of 18 February 1983 on the Articles of Association of the state-(EPIC) known as "Société Nationale des Chemins de Fer français" (SNCF).

Decree No. 83-817 of 13 September 1983 approving the terms of reference for SNCF. Decree No. 83-816 of 13 September 1983 on property entrusted to SNCF.

Decree No. 97-444 of 5 May 1997 on the missions and Articles of Association of Réseau Ferré de France (RFF).

Decree No. 97-445 of 5 May 1997 constituting the initial assets of the state-owned enterprise Réseau Ferré de France.

Decree No. 97-446 of 5 May 1997 on fees for use of the French national rail network collected on behalf of RFF.

Decree No. 2001-1116 of 27 November 2001 on the transfer of authority for regional public transport

Decree No. 2003-194 of 7 March 2003 on use of the French national rail network.

Decree No. 2012-70 of 20 January 2012 on passenger stations and other railway network service infrastructures.

Order of 9 July 2012 applying Article 13-1 of Decree No. 2003-194 of 7 March 2003 on use of the French national rail network.

Opinions and decisions of ARAF (Autorité de Régulation des Activités Ferroviaires, the French regulatory authority for the rail sector):

Opinion No. 2012-014 of 13 June 2012 on the proposed order applying Decree No. 2003-194 of 7 March 2003, as amended, on determining thresholds for defining passenger stations as a category.

Opinion and decision No. 2012-016 of 11 July 2012 on the cost of capital used in assigning fees for regulated passenger station services under the 2014 timetable.

Decision No. 2012-024 of 7 November 2012 finding no basis for sanction proceedings against SNCF for failure to comply with French Transport Code provisions on maintaining separate accounts for passenger station management activities.

Decision No. 2012-023 of 7 November 2012 approving guidelines to be used by SNCF in maintaining separate accounts for passenger station management activities.

Opinion No. 2012-025 of 14 November 2012 on the draft reference document on passenger stations for the 2014 timetable.

LOOKING AHEAD TO 2013 _____







MORE CONNECTIONS

In March, the Biot and Villeneuve-Loubet stations will inaugurate multimodal hubs with High Environmental Quality buildings and photovoltaic panels. June will mark the official opening of Paris-Lyon station's Concourse 2, newly renovated with a striking glass roof. In November, Chalon-sur-Saône station will unveil a new walkway and parking area only a year after inaugurating a comfortable new waiting area. At Dijon-Ville station, passengers will transfer easily between trains, trams, buses and bike-sharing.

MORE RENOVATION

Calais-Ville station will begin renovation works, and continue through 2013 and 2014 to make platforms more accessible and give passengers more amenities.

In May, renovation of Abbeville station will be complete. A French historic monument, the station has been under renovation since 2007 and will participate in SNCF's Accès Plus programme, a special service for people with limited mobility.

Works at the Créteil-Pompadour station will be finalized at the end of the year, laying the groundwork for a new building serving the future RER line D. When the new line is complete, this major Paris-region hub will handle more than 30,000 passengers a day.













MORE CONVENIENCE

In January, Annecy becomes the first station to host Boutique du Quotidien Chez Jean, a new retail chain created jointly by Relay and Casino.

Phase 1 of works at Montpellier-Saint-Roch will be completed, linking the station to the Polygone shopping centre. An archway supported by a 200-m metal frame will lead pedestrians from the station to the shops.

In October, Le Mans station will open its first Regus business centre, making life simpler for professionals in an increasingly mobile world.

MORE CULTURE

Beginning in May, France's Regional Contemporary Art Funds will mark their thirtieth anniversary. To celebrate, stations will host exhibits of special commissions and existing works from the regional collections.

In July Belfort-Ville and Paris-Est stations will become music stages, as Gares & Connexions partners with the Eurockéennes de Belfort music festival for the third year running

In another major summer event, stations in southern France will showcase the annual Rencontres d'Arles photography festival. Avignon-TGV, Montpellier, Nîmes, Marseille-Saint-Charles and Arles will display works by well-known photographers and talented newcomers.







Download Gares & Connexions publications from our website: www.gares-connexions.com
- Proceedings of Les Ateliers de la Gare — 2010, 2011,

- 2012 and 2013
- Proceedings of our Villes et Gares conferences -2010, 2011 and 2013
- Our annual reports for 2010, 2011 and 2012

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