

ALSTOM

ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING – 10 JULY 2019

Results of the vote of the resolutions and summary minutes of the Shareholders Meeting

Alstom held its ordinary and extraordinary Shareholders Meeting at New Cap Event Center, 3 quai de Grenelle, 75015 Paris, on 10 July 2019 at 2:00 pm under the chairmanship of Mr Henri Poupart-Lafarge.

This Meeting gathered shareholders holding 148,401,922 shares, *i.e.* 66.15% of the total number of shares, and 154,763,827 voting rights.

| | |
|--|---|
| Total number of shares | 224,322,932 |
| Total number of voting rights | 232,110,215 |
| Number of attending, voting by proxy or by mail shareholders | Ordinary part: 5,049 Extraordinary part: 5,049 |
| Number of shares held by shareholders attending, voting by proxy or by mail | Ordinary part: 148,401,922 Extraordinary part: 148,401,922 |
| Number of voting rights held by shareholders attending, voting by proxy or by mail | Ordinary part: 154,763,827 Extraordinary part: 154,763,827 |

During this Meeting, Mr Henri Poupart-Lafarge first reported on the main events of the fiscal year 2018/19, emphasized the success of the 2020 strategy and presented the new strategic plan of Alstom which was announced on 24 June 2019.

Then, Mr Marc Granger, Chief Strategy Officer, highlighted the importance of innovation, green mobility and digital.

Mr Laurent Martinez, Chief Financial Officer, thereafter commented on the Group's financial results for the fiscal year ended on 31 March 2019.

Mr Henri Poupart-Lafarge presented the Company governance and invited the Chairs of the Committees to take the floor.

Mr Yann Delabrière, Lead Independent Director, thus presented the activity report of the Nominations and Remuneration Committee he chairs as well as the components of the remuneration of Mr Henri Poupart-Lafarge for the fiscal year ended on 31 March 2019 and the remuneration policy of corporate officers, effective as from the Shareholders Meeting.

Ms Sylvie Rucar and Ms Sylvie Kandé de Beaupuy, on their side presented the activity reports of the Committees they chair, respectively the Audit Committee and the Ethics, Compliance and Sustainability Committee.

Lastly, the statutory auditors presented their reports.

At the end of these presentations, the Chairman opened discussions and answered shareholders' questions.

Ms Emmanuelle Petrovic, General Counsel and Secretary of the *Bureau* of the Meeting, then presented the resolutions and submitted them to shareholders' vote.

The result of the vote on each resolution is detailed below:

Detail of votes per resolution

| Resolutions within the competence of the Ordinary Shareholders Meeting | | | | | | | |
|---|---|------------------------|----------|------------------------|----------|------------------------|----------|
| N° | Results | For | | Against | | Abstention | |
| | | Number of votes | % | Number of votes | % | Number of votes | % |
| 1 | Approval of the statutory financial statements and operations for the fiscal year ended on 31 March 2019 | | | | | | |
| | Approved | 154,734,540 | 99.98% | 24,763 | 0.02% | 4,524 | <0.01% |
| 2 | Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2019 | | | | | | |
| | Approved | 154,496,476 | 99.83% | 262,468 | 0.17% | 4,883 | <0.01% |
| 3 | Proposal for the allocation of the result for the fiscal year ended on 31 March 2019 and distribution of a dividend | | | | | | |
| | Approved | 153,523,115 | 99.20% | 1,234,914 | 0.80% | 5,798 | <0.01% |
| 4 | Renewal of Mr Henri Poupart-Lafarge's appointment as a Director | | | | | | |
| | Approved | 134,949,494 | 87.20% | 15,623,248 | 10.09% | 4,191,085 | 2.71% |
| 5 | Renewal of Ms Sylvie Kandé de Beaupuy's appointment as a Director | | | | | | |
| | Approved | 154,597,298 | 99.89% | 158,130 | 0.10% | 8,399 | 0.01% |
| 6 | Renewal of Ms Sylvie Rucar's appointment as a Director | | | | | | |
| | Approved | 153,885,028 | 99.43% | 869,084 | 0.56% | 9,715 | 0.01% |
| 7 | Approval of commitments relating to a non-compete covenant in favour of Mr Henri Poupart-Lafarge in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code ⁽¹⁾ | | | | | | |
| | Approved | 148,872,048 | 96.27% | 5,754,277 | 3.72% | 9,222 | 0.01% |
| 8 | Approval of commitments relating to defined contribution pension schemes in favour of Mr Henri Poupart-Lafarge in accordance with the provisions of Article L. 225-42-1 of the French Commercial Code ⁽¹⁾ | | | | | | |
| | Approved | 150,658,660 | 97.43% | 3,969,893 | 2.57% | 6,994 | <0.01% |
| 9 | Approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to the Chairman and Chief Executive Officer for fiscal year ended on 31 March 2019 | | | | | | |
| | Approved | 139,329,784 | 90.03% | 15,415,015 | 9.96% | 19,028 | 0.01% |

⁽¹⁾ Mr Henri Poupart-Lafarge was excluded from the vote

| | | | | | | | |
|-----------|---|-------------|--------|------------|-------|--------|--------|
| 10 | Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total compensation and benefits of any kind that may be granted to the Chairman and Chief Executive Officer for fiscal year 2019/20 and applicable as from this General Meeting | | | | | | |
| | Approved | 139,663,702 | 90.24% | 15,080,418 | 9.75% | 19,707 | 0.01% |
| 11 | Authorisation to be given to the Board of Directors to trade the Company's shares | | | | | | |
| | Approved | 151,449,775 | 97.86% | 3,308,788 | 2.14% | 5,264 | <0.01% |

| Resolutions within the competence of the Extraordinary Shareholders Meeting | | | | | | | |
|--|---|------------------------|----------|------------------------|-------|------------------------|----------|
| N° | Results | For | | Against | | Abstention | |
| | | Number of votes | % | Number of votes | | Number of votes | % |
| 12 | Delegation of competence to the Board of Directors to increase the Company's share capital through issues of shares or securities with cancellation of the shareholders' preferential subscription right to the benefit of members of a Company or Group savings plan | | | | | | |
| | Approved | 153,145,175 | 98.95% | 1,611,877 | 1.04% | 6,775 | 0.01% |
| 13 | Delegation of competence to the Board of Directors to increase the share capital of the Company with cancellation of the shareholders' preferential subscription right to the benefit of a category of beneficiaries | | | | | | |
| | Approved | 153,061,690 | 98,90% | 1,681,685 | 1,09% | 20,452 | 0,01% |
| 14 | Authorisation to the Board of Directors to make free allotments of existing or future shares of the Company up to a limit of 5,000,000 shares of which a maximum amount of 200,000 shares to the corporate officers (<i>dirigeants mandataires sociaux</i>) of the Company; with cancellation of the shareholders' preferential subscription right | | | | | | |
| | Approved | 142,134,684 | 91.84% | 8,436,922 | 5.45% | 4,192,221 | 2.71% |
| 15 | Authorisation to implement the Shareholders Meeting's decisions and complete the related formalities | | | | | | |
| | Approved | 154,685,176 | 99.95% | 73,934 | 0.05% | 4,717 | <0.01% |

Shareholders' Information

All documents and information to be published pursuant to Article R.225-73-1 of the French Commercial Code were made available to shareholders within applicable timeframe/deadlines on the website www.alstom.com, Investors / Shareholders' Meeting section.

The Registration Document was distributed at the Meeting to attending shareholders who requested it. It has also been made available on the Company's website (www.alstom.com) since 28 May 2019, *i.e.* 43 days prior to the Shareholders' Meeting, and on the AMF's website (www.amf-france.org). Copies are available at the Company Headquarters, 48 rue Albert Dhalenne, 93400 Saint-Ouen (France). Shareholders can also obtain a copy by sending a letter to the Investor Relations' team at the same address.