

ALSTOM

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – 8 JULY 2020

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

The ordinary and extraordinary Shareholders' Meeting was held behind closed doors, at ALSTOM headquarters, 48 rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine, on 8 July 2020 at 2:00 pm under the chairmanship of Mr Henri Poupart-Lafarge.

This Meeting gathered shareholders holding 163,046,300 shares, *i.e.* 71.87% of the total number of shares, and 196,184,359 voting rights.

Total number of shares	226,859,500
Total number of voting rights	261,592,358
Number of voting by proxy or by mail shareholders	Ordinary part: 4,846 Extraordinary part: 4,846
Number of shares held by shareholders voting by proxy or by mail	Ordinary part: 163,046,300 Extraordinary part: 163,046,300
Number of voting rights held by shareholders voting by proxy or by mail	Ordinary part: 196,184,359 Extraordinary part: 196,184,359

During this Meeting, Mr Henri Poupart-Lafarge first reported on the main events of the fiscal year 2019/20, emphasized the success of the 2020 strategy and presented the new strategic plan of Alstom which was announced on 24 June 2019.

Then, Mr Laurent Martinez, Chief Financial Officer, commented on the Group's financial results for the fiscal year ended on 31 March 2020.

Mr Henri Poupart-Lafarge presented the Company governance and invited Mr Frank Mastiaux, whose appointment as Board member (qualified independent) was on the Shareholders' Meeting agenda, to present himself. Mr Henri Poupart-Lafarge then gave the floor to the Chairs of the Committees.

Mr Yann Delabrière, Lead Independent Director, thus reported the missions and the activity in 2019/20 of the Nominations and Remuneration Committee he chairs. Then, he presented the comprehensive report on compensation, the components of the remuneration of Mr Henri Poupart-Lafarge for the fiscal year ended on 31 March 2020 and the remuneration policies of executive and non-executive corporate officers, for fiscal year 2020/21.

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 noted the absence of shareholders' question received by the Company and gave the floor to Ms Emmanuelle Petrovic, General Counsel and Secretary of the *Bureau* of the Shareholders' Meeting. She presented the outcomes of the vote (closed on 7 July 2020 at 3 pm (CET)) on each resolution, as 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 for and the transactions in the fiscal year ended on 31 March 2020						
	Approved	195,953,442	99.97%	54,487	0.03%	176,430	<0.09%
2	Approval of the consolidated financial statements for and the transactions in the fiscal year ended on 31 March 2020						
	Approved	195,953,326	99.97%	54,603	0.03%	176,430	<0.09%
3	Proposal on the allocation of the result for the fiscal year ended 31 March 2020						
	Approved	196,140,245	99.98%	34,680	0.02%	7,282	<0.01%
4	Approval of a regulated agreement: letter - agreement of Bouygues SA relating to the acquisition of Bombardier Transport ⁽¹⁾						
	Approved	130,287,451	99.99%	15,781	0.01%	8,675	<0.01%
5	Renewal of Mr. Yann Delabrière's appointment as a Director						
	Approved	193,843,520	98.82%	2,306,112	1.18%	34,727	<0.02%
6	Appointment of Mr. Frank Mastiaux as a Director						
	Approved	192,110,257	99.77%	437,875	0.23%	3,636,184	<1.86%
7	Approval of information relating to the compensation of the Chairman and Chief Executive Officer and of 2 the members of the Board of Directors referred to in paragraph I of article L. 225-37-3 of the French Commercial Code						
	Approved	192,519,518	98.14%	3,649,798	1.86%	15,042	<0.01%
8	Approval of the elements of compensation paid during the fiscal year ended 31 March 2020 or granted in respect of such fiscal year to the Chairman and Chief Executive Officer						
	Approved	191,784 413	97.91%	4,084,326	2.09%	315,520	<0.17%
9	Approval of the compensation policy applicable to the Chairman and Chief Executive Officer						
	Approved	186,304,232	95.27%	9,256,933	4.73%	623,094	<0.32%

⁽¹⁾ Shares held by Bouygues SA and Mr Olivier Bouygues were excluded from the vote

10	Approval of the compensation policy applicable to the members of the Board of Directors						
	Approved	191,094,600	97.41%	5,072,727	2.59%	17,016	<0.01%
11	Ratification of the change of the name of the commune in which the registered office is located						
	Approved	196,159,571	99.99%	13,819	0.01%	10,969	<0.01%
12	Authorisation to be given to the Board of Directors to trade the Company's shares						
	Approved	192,575,350	98.20%	3,532,822	1.80%	76,187	<0.04%

* The percentage of abstention is calculated on the basis of all votes cast (for, against and abstention)

Resolutions within the competence of the Extraordinary Shareholders Meeting							
N°	Results	For		Against		Abstention *	
		Number of votes	%	Number of votes	%	Number of votes	%
13	Delegation of competence to be granted to the Board of Directors: share capital increase through the issuance of shares and/or any securities granting access to the Company's share capital with shareholders' preferential subscription rights maintained and/or through the capitalisation of premiums, reserves, profits or other						
	Approved	186,123,559	94.87%	10,057,569	5.13%	3,231	<0.01%
14	Delegation of competence to be granted to the Board of Directors: share capital increase through the issuance of shares and/or any securities granting access to the Company share capital via a public offering (to the exclusion of offerings referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code), with shareholders' preferential subscription rights cancelled						
	Approved	186,711,666	95.17%	9,466 089	4.83%	6,604	<0.01%
15	Delegation of competence to be granted to the Board of Directors: share capital increase through the issuance of shares and/or any securities granting access to the Company's share capital pursuant to an offering referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, with shareholders' preferential subscription rights cancelled						
	Approved	180,179,460	91.85%	15,994,549	8.15%	8,350	<0.01%
16	Delegation of competence to be granted to the Board of Directors: issuance of shares and/or any securities granting access to the Company's share capital as compensation for contributions in kind						
	Approved	191,234,310	97.48%	4,944,776	2.52%	5,273	<0.01%
17	Delegation of competence to be granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase; with shareholders' preferential subscription rights maintained or cancelled						
	Approved	170,895,948	87.11%	25,276,925	12.89%	11,486	<0.01%

18	Authorisation to be granted to the Board of Directors to set the issue price in the event of a capital increase via a public offering or an offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code in respect of equity securities to be issued immediately or in the future within the limit of 10% of the Company's share capital; with shareholders' preferential subscription rights cancelled.						
	Approved	170,574,831	86.95%	25,594,240	13.05%	15,184	<0.01%
19	Delegation of competence to be granted to the Board of Directors: share capital increase through the issuance of shares and/or any securities granting access to the Company's share capital in the event of a public exchange offer initiated by the Company, with shareholders' preferential subscription rights cancelled						
	Approved	193,146,401	98.45%	3,031,953	1.55%	6,005	<0.01%
20	Delegation of competence to be granted to the Board of Directors: share capital increase through the issuance of shares subsequent to the issuance by the Company's subsidiaries of securities granting access to the Company's share capital, with shareholders' preferential subscription rights cancelled						
	Approved	187,750,250	95.70%	8,428,111	4.30%	5,998	<0.01%
21	Authorisation to be granted to the Board of Directors to decide to reduce the share capital through the cancellation of shares						
	Approved	188,693,920	96.18%	7,488,119	3.82%	2,320	<0.01%
22	Delegation of competence to be granted to the Board of Directors: share capital increase through the issuance of shares or securities reserved for members of a Company or Group savings plan, with shareholders' preferential subscription rights cancelled						
	Approved	190,362,533	97.03%	5,816,934	2.97%	4,892	<0.01%
23	Delegation of competence to be granted to the Board of Directors: share capital increase reserved for the benefit of a category of beneficiaries, with shareholders' preferential subscription rights cancelled						
	Approved	190,386,175	97.05%	5,793,119	2.95%	4,751	<0.01%
24	Amendment of the Articles of Association in view of providing for the terms for appointing Board members who represent employees						
	Approved	192,532,535	98.14%	3,640,734	1.86%	11,090	<0.01%
25	Amendment of the Articles of Association in view of providing for the written consultation of Board members						
	Approved	192,531,925	98.14%	3,639,557	1.86%	12,877	<0.01%
26	Harmonisation and drafting adjustments to the Articles of Association						
	Approved	192,534,151	98.15%	3,637,271	1.85%	12,937	<0.01%
27	Powers in view of completing formalities						
	Approved	19,163,855	100.00%	9,015	0.00%	11,489	<0.01%

* The percentage of abstention is calculated on the basis of all votes cast (for, against and abstention)

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 Universal 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 2 June 2020, *i.e.* 36 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-sur-Seine (France). Shareholders can also obtain a copy by sending a letter to the Investor Relations' team at the same address.