

ALSTOM

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – 28 JULY 2021

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

The ordinary and extraordinary Shareholders' Meeting was held at 28 avenue George V (« Châteaufort » Le 28 George V ») 75008 Paris, on 28 July 2021 at 2:00 pm under the chairmanship of Mr Henri Poupart-Lafarge.

This Meeting gathered shareholders holding 260,670,120 shares, *i.e.* 70.08% of the total number of shares, and 260,670,120 voting rights.

Total number of shares	371,942,227
Total number of voting rights	371,942,227
Number of attending, voting by proxy or by mail shareholders	Ordinary part: 6,986 Extraordinary part: 6,986
Number of shares held by shareholders attending, voting by proxy or by mail	Ordinary part: 260,670,120 Extraordinary part: 260,670,120
Number of voting rights held by shareholders attending, voting by proxy or by mail	Ordinary part: 260,670,120 Extraordinary part: 260,670,120

During this Meeting, Mr Henri Poupart-Lafarge reported on the main events of the fiscal year 2020/21, and the strategy.

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

Mr Yann Delabrière, Lead Independent Director, thus reported the activity of the Nominations and Remuneration Committee he chairs as well as the components of the remuneration of Mr Henri Poupart-Lafarge and the remuneration policies of executive and non-executive corporate officers, for fiscal year 2020/21.

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

Lastly, the statutory auditors presented their reports.

At the end of these presentations, some exchanges took place with the shareholders.

Ms Emmanuelle Petrovic, General Counsel and Secretary of the *Bureau* of the Shareholders' Meeting, then 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 annual financial statements for the fiscal year ended 31 March 2021						
	Approved	259,254,628	>99.,99%	8,679	<0.01%	1,406,813	<0.54%
2	Approval of the consolidated financial statements for the fiscal year ended 31 March 2021						
	Approved	259,253,461	>99,99%	9,329	<0,01%	1,407,330	<0.54%
3	Appropriation of the result for the fiscal year and determination of dividend, option for payment of dividends in cash or in shares, issue price of the shares to be issued, fractional shares, option period						
	Approved	255,531,779	98.07%	5,031,926	1.93%	106,415	<0.04%
4	Special report of the Statutory Auditors on related party agreements Acknowledgement of the absence of new agreements						
	Approved	260,522,536	99.99%	13,846	0.01%	133,738	<0.05%
5	Renewal of PricewaterhouseCoopers Audit as principal statutory auditor						
	Approved	219,473,627	84.24%	41,064,299	15.76%	132,194	<0.05%
6	Non-renewal and non-replacement of Mr. Jean-Christophe Georghiou as alternate statutory auditor						
	Approved	260,457,905	99.96%	98,199	0.04%	114,016	<0.04%
7	Renewal of Mazars as principal statutory auditor						
	Approved	238,474,937	91.52%	22,084, 217	8.48%	110,966	<0.04%
8	Non-renewal and non-replacement of Mr. Jean-Maurice El Nouchi as alternate statutory auditor						
	Approved	260,392,049	99.94%	164,182	0.06%	113,889	<0.04%
9	Approval of the compensation policy applicable to the Chairman & Chief Executive Officer						
	Approved	232,019,850	91.48%	21,621,798	8.52%	7,028,472	<2.70%
10	Approval of the compensation policy applicable to the members of the Board of Directors						
	Approved	257,851,020	99.87%	328,616	0.13%	2,490,484	<0.96%
11	Approval of the information referred to in article L.22-10-9 I of the French Commercial Code						
	Approved	253,307,354	98.11%	4,880,997	1.89%	2,481,769	<0.01%
12	Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the previous fiscal year or awarded in respect of such fiscal year to Mr. Henri Poupart-Lafarge, Chairman & Chief Executive Officer						
	Approved	233,379,802	90.54%	24,388,401	9.46%	2,901,917	<1.11%
13	Authorisation to be granted to the Board of Directors for the purpose of causing the Company to buy back its own shares in the framework of article L. 22-10-62 of the French Commercial Code, duration of the authorization, purposes, terms, limit						
	Approved	259,121,194	99.56%	1,138,557	0.44%	410,369	<0.16%

* 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	%
14	Authorisation to be given to the Board of Directors in view of cancelling the shares bought back by the Company in the framework of article L.22-10-62 of the French Commercial Code, duration of the authorisation, limit						
	Approved	257,015,962	98.65%	3,524,702	1.35%	129,456	<0.05%
15	Delegation of competence to be given to the Board of Directors to increase the capital by way of the issuance of ordinary shares and/or securities granting access to the share capital with preferential subscription rights cancelled in favour of members of a company savings plan pursuant to articles L. 3332-18 et seq. of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, ability to grant free shares pursuant to article L. 3332-21 of the French Labor Code						
	Approved	256,130,059	98.31%	4,415,178	1.69%	124,883	<0.05%
16	Delegation of competence to be granted to the Board of Directors for the purpose of deciding a capital increase of the Company reserved for a category of beneficiaries, with shareholders' preferential subscription rights cancelled						
	Approved	257,374,987	98.78%	3,185,121	1.22%	110,012	<0.04%
17	Authorisation to be granted to the Board of Directors in view of free grants of existing shares or shares to be issued to employees and/or certain corporate officers of the Company or of related companies or economic interest groupings, waiver by the shareholders of their preferential subscription rights, term of the authorization, limit, duration of vesting periods, notably in the event of a disability and, as applicable, holding requirements						
	Approved	247,800,017	95.10%	12,757,852	4.90%	112,251	<0.04%
18	Amendment of the Articles of Association aimed at deleting provisions relating to preferred shares						
	Approved	260,375,876	99.93%	184,999	0.07%	109,245	<0.04%
19	Bringing the Articles of Association in line with applicable legal and regulatory provisions						
	Approved	260,550,869	>99.99%	12,429	<0.01%	106,822	<0.04%
20	Delegation of authority to the Board of Directors to decide to increase the share capital of the Company by issuing ordinary shares and/or any securities giving immediate and/or future access to the share capital of the Company or one of its subsidiaries, and/or by capitalisation of premiums, reserves, profits or other items, with preservation of the shareholders' preferential subscription rights						
	Approved	249,830,655	95.88%	10,733,893	4.12%	105,572	<0.04%
21	Delegation of authority to the Board of Directors to increase the Company's share capital by issuing shares and/or any securities giving immediate and/or future access to the share capital of the Company or one of its subsidiaries by way of a public offering (excluding the offers referred to in Article L.411-2 of the French Monetary and Financial Code), with cancellation of the shareholders' preferential subscription rights						
	Approved	246,672,096	94.67%	13,888,087	5.33%	109,937	<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	%
22	Delegation of authority to the Board of Directors to increase the Company's share capital by issuing shares and/or any securities giving immediate and/or future access to the share capital of the Company or one of its subsidiaries, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of the shareholders' preferential subscription right						
	Approved	233,726,982	89.70%	26,832,385	10.30%	110,753	<0.04%
23	Delegation to the Board of Directors to issue shares and/or any securities giving immediate and/or future access to the Company's capital in consideration for contributions in kind consisting of shares or securities giving access to the Company's capital						
	Approved	253,913,113	97.45%	6,648,061	2.55%	108,946	<0.04%
24	Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with maintenance or cancellation of the shareholders' preferential subscription right						
	Approved	228,636,047	87.75%	31,921,847	12.25%	112,226	<0.04%
25	Authorisation to be given to the Board of Directors to set the issue price, in the event of a capital increase with cancellation of the shareholders' preferential subscription rights by way of a public offer, including the offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, of equity securities to be issued immediately or in the future within the limit of 10% of the share capital per year						
	Approved	239,932,075	92.,08%	20,629,230	7.92%	108,815	<0.04%
26	Delegation of authority to the Board of Directors to issue shares and securities of the Company giving access to the capital of the Company in the event of a public exchange offer initiated by the Company, with cancellation of the shareholders' preferential subscription right						
	Approved	255,650,459	98.12%	4,910,670	1.88%	108,991	<0.04%
27	Delegation of authority to the Board of Directors to issue shares in the Company, following the issue by subsidiaries of the Company of securities giving access to the Company's capital without shareholders' preferential subscription rights						
	Approved	238,895,179	91.69%	21,665,164	8.31%	109,777	<0.04%

Resolutions within the competence of the Ordinary Shareholders Meeting							
N°	Results	For		Against		Abstention *	
		Number of votes	%	Number of votes		Number of votes	%
28	Powers in view of formalities						
	Approved	260 528 173	>99.99%	11 408	<0.01%	130,539	<0.05%

* 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.

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 6 July 2021, *i.e.* 22 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.