

ALSTOM

ORDINARY AND EXTRAORDINARY SHAREHOLDER MEETING – 17 JULY 2018

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

Alstom held its ordinary and extraordinary Shareholder Meeting at Maison de la Mutualité, 24 rue Saint-Victor, 75005 Paris, on 17 July 2018 at 2.00 pm under the chairmanship of Mr Henri Poupart-Lafarge.

This Meeting gathered shareholders holding 145,120,645 shares, *i.e.* 65.28% of the total number of shares, and 151,520,931 voting rights.

Total number of shares	222,304,187
Total number of voting rights	230,213,251
Number of attending, voting by proxy or by mail shareholders	Ordinary part: 4,758 Extraordinary part: 4,758
Number of shares held by shareholders attending, voting by proxy or by mail	Ordinary part: 145,120,645 Extraordinary part: 145,120,645
Number of voting rights held by shareholders attending, voting by proxy or by mail	Ordinary part: 151,520,931 Extraordinary part: 151,520,931

This Meeting started with the outcomes of the Special Meeting of holders of shares with double voting rights which was held the same day at 9.30 am and which approved at 99.69% of the votes the removal of double voting rights, effective as from the completion of the business combination with Siemens Mobility, and at 99.83% of the votes the powers to carry out legal formalities.

Mr Henri Poupart-Lafarge then reported on the main events of the fiscal year 2017/18, the 2020 strategy and the Alstom governance.

Mr Laurent Martinez, Chief Financial Officer, commented on the Group's financial results for the fiscal year ended on 31 March 2018.

Mr Henri Poupart-Lafarge presented the business combination, upon which shareholders were later called to vote, of the Company with the Siemens Mobility activity and specified what the Siemens Alstom governance would be.

Mr Yann Delabrière, Lead Independent Director, presented the activity report of the Nominations and Remuneration Committee he chairs as well as the elements of remuneration of Mr Henri Poupart-Lafarge for the fiscal year ended on 31 March 2018 and the current and future (effective as from the completion of the proposed business combination with the Siemens Mobility activity) remuneration policies of the Corporate Officers.

Ms Géraldine Picaud and Ms Sylvie Kandé de Beaupuy 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 and the Appraiser of the spin-off made a summary presentation of his conclusions related to the contributions of the Siemens Mobility activity to Alstom and subsequent contribution to ALSTOM Holdings.

At the end of these presentations, the Chairman opened discussions. The answers provided by the Board of Directors to shareholders written questions previously received were first read. The Chairman then answered shareholders' questions. Finally, the resolutions were submitted 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 2018						
	Approved	151,376,580	99.90%	131,582	0.09%	12,769	<0.01%
2	Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2018						
	Approved	151,137,270	99.75%	371,832	0.25%	11,829	<0.01%
3	Proposal for the allocation of the result for the fiscal year ended on 31 March 2018 and distribution of a dividend						
	Approved	150,926,682	99.61%	582,667	0.38%	11,582	<0.01%
4	Approval of a related-party agreement: letter agreement from Bouygues SA related to the strategic combination of Alstom and Siemens' mobility business ⁽¹⁾						
	Approved	82,177,534	98.62%	1,138,702	1.37%	14,603	<0.04%
5	Approval of a related-party agreement: engagement letter with Rothschild & Cie as financial adviser in connection with the strategic combination of Alstom and Siemens' mobility business ⁽²⁾						
	Approved	118,950,665	78.50%	32,556,075	21.49%	13,191	<0.01%
6	Renewal of Mr Olivier Bouygues' appointment as a Director						
	Approved	149,296,603	98.53%	2,212,434	1.46%	11,894	<0.01%
7	Renewal of Bouygues SA's appointment as a Director						
	Approved	148,370,706	97.92%	3,137,425	2.07%	12,800	<0.01%
8	Renewal of Ms Bi Yong Chungunco's appointment as a Director						
	Approved	151,323,186	99.87%	179,508	0.12%	18,237	<0.01%
9	Appointment of Mr Baudouin Prot as a Director						
	Approved	149,737,381	98.82%	1,770,256	1.17%	13,294	<0.01%

⁽¹⁾ Bouygues SA et Mr Olivier Bouygues were excluded from the vote.

⁽²⁾ Mr Klaus Mangold was excluded from the vote.

Appointment of Ms Clotilde Delbos as a Director							
10	Approved	151,410,174	99.93%	95,352	0.06%	15,405	<0.01%
Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of any kind that may be granted to the Chairman and Chief Executive Officer for fiscal year 2018/19							
11	Approved	145,260,071	95.87%	6,243,447	4.12%	17,413	<0.01%
Approval of the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or granted to the Chairman and Chief Executive Officer for fiscal year ended on 31 March 2018							
12	Approved	141,316,253	93.27%	10,189,307	6.72%	15,371	<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	%
Approval of the contribution (subject to the <i>apport-scission</i> regime) by Siemens France Holding of all the shares in Siemens Mobility SAS to ALSTOM and delegation of powers conferred to the Company's Board of Directors for the implementation of said contribution							
13	Approved	150,327,775	99.21%	1,175,506	0.78%	17,650	<0.01%
Approval of the contribution (subject to the <i>apport-scission</i> regime) by Siemens Mobility Holding S.à r.l. of all the shares in Siemens Mobility Holding B.V. and in Siemens Mobility GmbH to ALSTOM and delegation of powers conferred to the Company's Board of Directors for the implementation of said contribution							
14	Approved	150,334,053	99.22%	1,169,271	0.77%	17,607	<0.01%
Amendment of Article 2 of the by-laws relating to the corporate name of the Company							
15	Approved	151,139,365	99.75%	363,871	0.24%	17,695	<0.01%
Amendment of Article 19 of the by-laws relating to the financial year							
16	Approved	151,201,684	99.79%	302,115	0.20%	17,132	<0.01%
Amendment of Article 15 of the by-laws relating to the removal of double voting rights							
17	Approved	151,354,145	99.89%	154,487	0.10%	12,299	<0.01%
Adopt new by-laws in full and article by article with effect as of the completion date of the contributions and subject to such completion							
18	Approved	145,560,711	96.07%	5,885,086	3.88%	75,134	<0.05%

19	Approval of the contribution (subject to the apport-scission regime) by ALSTOM to Alstom Holdings, its wholly-owned subsidiary, of all the shares contributed to ALSTOM under the resolutions 13 and 14 and delegation of powers conferred to the Company's Board of Directors for the implementation of said contribution						
	Approved	150,342,544	99.22%	1,164,822	0.77%	13,565	<0.01%
20	Delegation of competence to the Board of Directors: Increase the share capital through the issue of shares with maintenance of the preferential subscription right, and/or through the capitalization of premiums, reserves, profits, or others (only applicable outside public offer period)						
	Approved	148,417,635	97.95%	3,081,325	2.03%	21,971	<0.01%
21	Delegation of competence to the Board of Directors: Increase the share capital through the issue of shares with cancellation of the shareholders' preferential subscription right by way of a public offer and option to offer a priority right (only applicable outside public offer period)						
	Approved	141,868,618	93.63%	9,637,563	6.36%	14,750	<0.01%
22	Delegation of competence to the Board of Directors: Increase the share capital with cancellation of the shareholders' preferential subscription right by way of a private placement as described in paragraph II of Article L. 411-2 of the French Monetary and Financial Code (only applicable outside public offer period)						
	Approved	137,019,682	90.42%	14,474,221	9.55%	27,028	<0.02%
23	Possibility to issue shares in consideration for contributions in kind consisting of shares or securities giving access to the share capital (only applicable outside public offer period)						
	Approved	146,239,995	96.51%	5,263,516	3.47%	17,420	<0.01%
24	Delegation of competence to the Board of Directors: Increase the number of shares, to be issued in case of a capital increase, with or without preferential subscription rights pursuant to the resolutions 21, 22, 25, 26 and 27 (only applicable outside public offer period)						
	Approved	139,977,008	92.38%	11,522,204	7.60%	21,719	<0.01%
25	Delegation of competence to the Board of Directors: Set issuance price in the event of a share capital increase with cancellation of the shareholders' preferential subscription right pursuant to the resolutions 21 and 22 within the limit of 10% of the share capital (only applicable outside public offer period)						
	Approved	138,395,615	91.34%	13,109,149	8.65%	16,167	<0.01%

26	Delegation of competence to the Board of Directors: Issue shares in the event of a public exchange offer initiated by the Company with cancellation of the shareholders' preferential subscription right (only applicable outside public offer period)						
	Approved	147,889,626	97.60%	3,616,669	2.39%	14,636	<0.01%
27	Delegation of competence to the Board of Directors: Issue shares of the Company, as a result of the issuance by subsidiaries of securities giving access to the Company's share capital with cancellation of the shareholders' preferential subscription right (only applicable outside public offer period)						
	Approved	141,130,829	93.14%	10,374,204	6.85%	15,898	<0.01%
28	Authorisation to the Board to reduce the share capital through the cancellation of shares						
	Approved	150,886,749	99.58%	619,779	0.41%	14,403	<0.01%
29	Delegation of competence to the Board of Directors: Increase share capital through issue of shares with cancellation of the shareholders' preferential subscription right to the benefit of members of a Company savings plan						
	Approved	148,191,768	97.80%	3,315,078	2.19%	14,085	<0.01%
30	Delegation of competence to the Board of Directors: Increase the share capital of the Company with cancellation of the shareholders' preferential subscription right to the benefit of a category of beneficiaries						
	Approved	150,585,764	99.38%	920,204	0.61%	14,963	<0.01%
31	Authorisation to the Board of Directors to make free allotments of existing or future shares with cancellation of the shareholders' preferential subscription right						
	Approved	133,188,918	87.90%	18,318,046	12.09%	13,967	<0.01%

Resolutions within the competence of the Ordinary Shareholders' Meeting							
N°	Results	For		Against		Abstention	
		Number of votes	%	Number of votes	%	Number of votes	%
32	Authorization to be given to the Board of Directors to trade the Company's shares (only applicable outside public offer period)						
	Approved	151,037,456	99.68%	464,943	0.31%	18,532	<0.01%
33	Approval of exceptional reserves and/or premiums distributions ("<i>distributions exceptionnelles de réserves et/ou primes</i>")						
	Approved	150,032,825	99.02%	1,470,537	0.97%	17,569	<0.01%

34	Appointment of Mr Henri Poupart-Lafarge as a director						
	Approved	149,749,766	98.83%	1,754,149	1.16%	17,016	<0.01%
35	Early renewal of Mr Yann Delabrière as a director						
	Approved	148,753,172	98.17%	2,749,128	1.81%	18,631	<0.01%
36	Early renewal of Mr Baudouin Prot as a director						
	Approved	149,641,076	98.76%	1,865,607	1.23%	14,248	<0.01%
37	Early renewal of Ms Clotilde Delbos as a director						
	Approved	151,312,055	99.86%	194,654	0.13%	14,222	<0.01%
38	Appointment of Ms Sylvie Kandé de Beupuy as a director						
	Approved	151,197,767	99.79%	308,002	0.20%	15,162	<0.01%
39	Appointment of Mr Roland Busch as a director						
	Approved	150,123,601	99.08%	1,381,622	0.91%	15,708	<0.01%
40	Appointment of Mr Sigmar H. Gabriel as a director						
	Approved	148,672,832	98.12%	2,831,788	1.87%	16,311	<0.01%
41	Appointment of Ms Janina Kugel as a director						
	Approved	148,239,819	97.83%	3,264,750	2.15%	16,362	<0.01%
42	Appointment of Ms Christina M. Stercken as a director						
	Approved	148,401,012	97.94%	3,103,377	2.05%	16,542	<0.01%
43	Appointment of Mr Ralf P. Thomas as a director						
	Approved	148,241,638	97.84%	3,263,118	2.15%	16,175	<0.01%
44	Appointment of Ms Mariel von Schumann as a director						
	Approved	148,241,660	97.84%	3,262,884	2.15%	16,387	<0.01%
45	Approval of the commitments falling within the scope of Article L. 225-42-1 of the French Commercial Code regarding the commitments made to Mr Henri POUPART-LAFARGE in some cases of termination of his term of office ⁽³⁾						
	Approved	115,611,543	76.33%	35,830,688	23.66%	22,630	<0.01%

⁽³⁾ Mr Henri Poupart-Lafarge was excluded from the vote.

46	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 payable to the Chief Executive Officer for the end of the fiscal year during which the completion of the contributions will fall pursuant to the resolutions 13 and 14 and, following the completion date of the contributions						
	Approved	146,624,828	96.77%	4,878,205	3.22%	17,898	<0.01%
47	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 payable to the Chairman of the Board of Directors for the end of the fiscal year during which the completion of the contributions will fall pursuant to the resolutions 13 and 14 and, following the completion date of the contributions						
	Approved	150,185,208	99.12%	1,317,084	0.87%	18,639	<0.01%
48	Authorization to implement the Shareholders' Meeting's decisions and complete the related formalities						
	Approved	151,423,669	99.94%	80,327	0.05%	16,935	<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 29 May 2018, i.e. 49 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.