

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

Alstom launches its share capital increase with preferential subscription rights of an amount of approximately €2 billion as part of the financing of the acquisition of Bombardier Transportation

November 16, 2020

Terms of the transaction

- Subscription ratio: 3 new shares per 10 existing shares
- Subscription price: €29.50 per new share; theoretical value of the preferential subscription rights: €2.90
- Preferential subscription rights trading period: from November 17th to November 26th, 2020, inclusive
- Subscription period: from November 19th to November 30th, 2020, inclusive

Following the signing of the sale and purchase agreement with Bombardier Inc. and Caisse de dépôt et placement du Québec (“**CDPQ**”) for the acquisition of Bombardier Transportation (the “**Acquisition**”) on September 16th, 2020 under revised terms, and the approval at Alstom’s Shareholders’ Meeting held on October 29th of all resolutions related to the Acquisition, Alstom reaches today a key milestone in the acquisition process, with the launch of its share capital increase with shareholders’ preferential subscription rights in an amount of approximately €2 billion (including issue premium).

The proceeds of the rights issue will be used to finance in part the Acquisition price which is expected to amount to up to €5.3 billion¹. The rights issue is part of the total equity financing of approximately €5 billion that also includes capital increases reserved for CDPQ and Bombardier Inc., in minimum amounts of €2.63² billion and €500³ million, respectively. A bond issue in an amount of approximately €400 million is also being contemplated.

The Acquisition announced on February 17th, 2020 will enable Alstom to accelerate its strategic roadmap by bringing together complementary commercial, products and industrial platforms and represents a key milestone in the strengthening of Alstom’s operational profile. With a significant

¹ Revised price range of €5.5bn – €5.9bn. Preliminary contractual purchase price estimated at €5.3bn, after taking into account estimated potential post-closing adjustments and obligations linked to Bombardier Transportation’s net cash protection mechanism. The final purchase price amount will be determined on the basis of Bombardier Transportation’s accounting books as of December 31, 2020 and the transaction completion date and of the mechanisms set forth in the share purchase agreement.

² Total amount subscribed through a reserved capital increase (i) by set-off of CDPQ and its affiliates’ claim in connection with the Bombardier Transportation purchase price, for an amount between €1.93 billion and €2.08 billion, depending on the final amount of the Acquisition Price, (ii) increased by an amount in cash of €700 million, pursuant to the terms provided for in the investment agreement entered into with CDPQ and its affiliates.

³ Amount which may be increased to a maximum of €650 million, pursuant to the terms of the investment agreement entered into with Bombardier UK Holding.

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

broader reach, a larger portfolio of solutions and enhanced innovation capabilities, Alstom will be in an ideal position to respond to the increasing demand for sustainable mobility.

With an objective to restore Bombardier Transportation's margin at a standard level in the medium-term and to generate €400m synergies in annual run-rate synergies by the fourth to fifth year post-closing⁴, the Acquisition should be strongly value-creative for the Group's shareholders, with an expected double digit EPS accretion as from the second year post-closing⁵.

The Acquisition will also enable Alstom to welcome CDPQ as a new long-term shareholder, who will become Alstom's largest shareholder with approximately 17.8% of the share capital.

The Acquisition is expected to close in Q1 2021 subject to regulatory approvals and customary closing conditions. As of the date of this press release, all applicable competition authorities have authorized the Acquisition other than those in China and South Africa whose review is ongoing.

"We are now entering the final stretch of the acquisition of Bombardier Transportation, the completion of which is now expected to occur in Q1 2021. Alstom's core purpose is to develop mobility solutions that are more respectful of the environment for the wellbeing of all, and thus to improve quality of life in our cities and lands. The acquisition of Bombardier Transportation is at the heart of this strategy. Along with Alstom's and Bombardier Transportation's employees, we are going to build a world leader extremely well positioned to have a significant impact on the future of mobility, and at the same time create strong value for all stakeholders. We are pleased to offer as of today to Alstom's shareholders and to investors the opportunity via this circa €2 billion rights offering to participate in this key milestone of the Group's development.", said Henri Poupart-Lafarge, Alstom's Chairman and Chief Executive Officer.

Key terms of the rights issue

The rights issue will be carried out with preservation of the shareholders' preferential subscription rights, pursuant to the 4th resolution of the combined general meeting of October 29th, 2020, and will result in the issuance of 68,077,926 new shares at a subscription price of €29.50 per share (i.e., a nominal value of €7 plus an issue premium of €22.50), to be fully paid up upon subscription, representing gross proceeds, including the issue premium, of €2,008,298,817 (which may be increased to a gross amount, including the issue premium, of €2,009,623,397, by issuance of 68,122,827 new shares in the event of exercise of all currently-exercisable share subscription options of the Company⁶).

Holders of existing shares recorded on their accounts as of the end of the accounting day on November 16th, 2020 will be entitled to receive preferential subscription rights which will be detached from the underlying existing shares on November 17th, 2020. Existing shares will therefore trade ex-right from November 17th, 2020.

⁴ Post-closing of the Acquisition.

⁵ After cost synergies and implementation costs, and before amortization of the purchase price allocation (PPA).

⁶ The right to exercise the share subscription options corresponding to option plans for which the exercise period is underway is suspended as of November 13, 2020 at 5:00 pm (Paris time) for a maximum period of three months.

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

Each existing share will entitle its holder to receive one (1) preferential subscription right. 10 rights will entitle holders to subscribe for 3 new shares on an irreducible basis (*à titre irréductible*), at a subscription price of €29.50 per share.

Subscriptions on a reducible basis (*à titre réductible*) will be accepted. Any new shares not subscribed on an irreducible basis (*à titre irréductible*) will be distributed and allocated to the holders of the rights having submitted additional subscription orders on a reducible basis (*à titre réductible*) subject to reduction in the event of oversubscription.

Based on the closing price of Alstom stock on the regulated market of Euronext Paris ("**Euronext Paris**") on November 12th, 2020, i.e. €42.06:

- the theoretical value of 1 preferential subscription right is €2.90 (this value may fluctuate during the rights trading period, in particular depending on changes in the price of Alstom share)
- the theoretical value of the ex-right share is €39.16
- the subscription price for the new shares of €29.50 per share (representing a nominal value of €7 plus an issue premium of €22.50) reflects a discount of 24.7% to the theoretical ex-right share price and 29.9% to the closing price on November 12th, 2020

The only offer to the public in the context of the rights issue will be in France.

Subscription intentions

Bouygues, which owns 9.7% of Alstom's share capital, committed towards Alstom to participate in the rights issue in a "tail swallow" transaction ("*opération blanche*") by selling part of its preferential subscription rights to cover the cost of taking up the remainder exclusively with the proceeds of this sale. Upon completion of this transaction, Bouygues is expected to hold approximately 8%⁷ of Alstom's share capital.⁸

Alstom is not aware of the subscription intentions of any other shareholder.

Lock-up agreements

Alstom has agreed to a lock-up period starting on the date of signing of the underwriting agreement and ending 180 calendar days after the settlement and delivery date of the rights issue, subject to certain exceptions.

Bouygues has agreed to a lock-up period starting on the date of approval by the Autorité des marchés financiers (AMF) of the prospectus relating to the rights issue and ending 90 calendar days after the settlement and delivery date of the rights issue, subject to certain exceptions.

⁷ This percentage does not take into account the capital increases reserved for affiliates of CDPQ and Bombardier Inc., respectively.

⁸ Assuming the completion of a "tail swallow" transaction as described in section 5.2.2 of the securities note, estimated on the basis of an assumption given for illustrative purposes only and based on the theoretical value of the shareholders' preferential subscription rights calculated on the basis of the closing price of Alstom stock on November 12th, 2020.

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

Dilution

For illustrative purposes only, a shareholder holding 1% of the Company's share capital as of November 12th, 2020, and who does not participate in the rights issue, would hold 0.77% following the rights issue and 0.60% following the rights issue and the capital increases reserved for affiliates of CDPQ and Bombardier Inc..

Underwriting

The rights issue is being underwritten pursuant to an underwriting agreement entered into on November 13th, 2020 with a syndicate of banks including BofA Securities, Crédit Agricole Corporate and Investment Bank, HSBC and Société Générale acting as Joint Global Coordinators, Lead Managers and Joint Bookrunners, Goldman Sachs, Natixis and Santander acting as Joint Bookrunners and BBVA, Commerzbank and Unicredit acting as Co-Bookrunners. This underwriting agreement does not constitute an irrevocable guarantee (*garantie de bonne fin*) within the meaning of Article L. 225-145 of the French Commercial Code.

Indicative timetable of the rights issue

The preferential subscription rights will be traded on Euronext Paris under the ISIN code FR0014000IN0 from November 17th, 2020 until November 26th, 2020 inclusive. It will not be possible to buy or sell the preferential subscription rights on the market after the close of trading on November 26th, 2020. The subscription period for the new shares will run from November 19th, 2020 to November 30th, 2020, inclusive.

Any preferential subscription rights not exercised before the end of the subscription period, i.e. the close of trading on November 30th, 2020, shall automatically become null and void. Settlement and delivery of the new shares and commencement of trading on Euronext Paris are expected to take place on December 7th, 2020. The new shares, which will entitle their holders to any dividends declared by Alstom as from the date of issuance, will be, as from their issuance date, fully fungible with Alstom's existing shares and will be traded under the same trading line and ISIN code as Alstom's existing shares (ISIN code FR0010220475).

Availability of the Prospectus

The prospectus (the "Prospectus") including (i) the 2019/20 universal registration document (*document d'enregistrement universel*) of Alstom filed with the AMF on June 2nd, 2020 under number D.20-0508, (ii) the first amendment to the 2019/20 universal registration document filed with the AMF on October 7th, 2020 under number D.20-0508-A01, (iii) the second amendment to the 2019/20 universal registration document filed with the AMF on November 13th, 2020 under number D.20-0508-A02 and (iv) a securities note (*note d'opération*) (including the summary of the prospectus) which was filed with the AMF and received approval under number 20-555 dated November 13th, 2020 is available on the website of the AMF (www.amf-france.org) and the company (www.alstom.com). Copies of the Prospectus are available free of charge at the Company's registered office (48, rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine).

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

Risk factors

Investors' attention is drawn to the risk factors included in chapter 4 "Risk Factors, internal control and risk management" of the 2019/20 universal registration document, in section 2 "Risk Factors" of the first amendment to the universal registration document, in section 2 "Risk Factors" of the second amendment to the universal registration document and in chapter 2 "Risk Factors" of the securities note (*note d'opération*).

In particular, investors are invited to take into consideration the risks related to the contemplated Acquisition, in particular those related to Bombardier Transportation's performance and contingent liabilities, as well as to the integration of Bombardier Transportation's activities and potential failure to achieve expected synergies, as set out in section 2 "Risk Factors" of the first and second amendments to the 2019/20 universal registration document.

About Alstom

Leading the way to greener and smarter mobility worldwide, Alstom develops and markets integrated systems that provide the sustainable foundations for the future of transportation. Alstom offers a complete range of equipment and services, from high-speed trains, metros, trams and e-buses to integrated systems, customised services, infrastructure, signalling and digital mobility solutions. Alstom recorded sales of €8.2 billion and booked orders of €9.9 billion in the 2019/20 fiscal year. Headquartered in France, Alstom is present in over 60 countries and employs 38,900 people.

Contacts

Press:

Coralie COLLET - Tel.: +33 (1) 57 06 18 81
coralie.collet@alstomgroup.com

Samuel MILLER - Tel.: +33 (1) 57 06 67 74
Samuel.miller@alstomgroup.com

Investor relations:

Julie MOREL - Tel.: +33 (6) 67 61 88 58
julie.morel@alstomgroup.com

Claire LEPELLETIER - Tel.: +33 (6) 76 64 33 06
claire.lepelletier@alstomgroup.com

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

IMPORTANT INFORMATION

This press release includes "forward-looking statements". All statements other than statements of historical facts included in this press release, including, without limitation, those regarding Alstom's financial position, business strategy, plans and objectives of management for future operations, are forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of Alstom, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding Alstom's present and future business strategies and the environment in which Alstom will operate in the future. Additional factors could cause actual results, performance or achievements to differ materially.

The contents of this press release have been prepared by and are the sole responsibility of Alstom.

This press release does not constitute an offer to sell nor a solicitation of an offer to buy, nor shall there be any sale of ordinary shares in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The distribution of this document may, in certain jurisdictions, be restricted by local legislations. Persons into whose possession this document comes are required to inform themselves about and to observe any such potential local restrictions.

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 (as amended the "Prospectus Regulation"). Potential investors are advised to read the prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities. The approval of the prospectus by the AMF should not be understood as an endorsement of the securities offered or admitted to trading on a regulated market.

With respect to the member states of the European Economic Area (other than France) and the United Kingdom (each a "Relevant State"), no action has been undertaken or will be undertaken to make an offer to the public of the securities referred to herein requiring a publication of a prospectus in any Relevant State. As a result, the securities may not and will not be offered in any Relevant State except in accordance with the exemptions set forth in Article 1 (4) of the Prospectus Regulation or under any other circumstances which do not require the publication by Alstom of a prospectus pursuant to Article 3 of the Prospectus Regulation and/or to applicable regulations of that Relevant State.

The distribution of this press release has not been made, and has not been approved, by an "authorised person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. As a consequence, this press release is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of Article 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

This press release may not be published, distributed or transmitted in the United States (including its territories and dependencies).

This press release does not constitute or form part of any offer of securities for sale or any solicitation to purchase or to subscribe for securities or any solicitation of sale of securities in the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the law of any State or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Alstom does not intend to register all or any portion of the Securities in the United States under the Securities Act or to conduct a public offering of the Securities in the United States.

This announcement is not, and under no circumstances is it to be construed as, a prospectus, offering memorandum, advertisement or an offer to sell or solicitation of an offer to buy any of the securities referred to herein in Canada. Any offering in Canada will be made on a private placement basis only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

This announcement may not be published, forwarded or distributed, directly or indirectly, in the United States of America, Australia or Japan.

Alstom, as well as BofA Securities Europe SA ("BofASE"), Crédit Agricole Corporate and Investment Bank, HSBC, Société Générale, Goldman Sachs, Natixis, Santander, BBVA, Commerzbank et Unicredit (together, the "Underwriters") and any of their respective affiliates expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained in this press release, whether as a result of new information, future developments or otherwise.

The Underwriters are acting exclusively for Alstom and no one else in connection with the offer of new shares and will not regard any other person as their respective clients and will not be responsible to anyone other than Alstom for providing the protections afforded to their respective clients in connection with any offer of new shares of Alstom or otherwise, nor for providing any advice in relation to the offer

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.

of new shares, the content of this press release or any transaction, arrangement or other matter referred to herein.

In connection with the offering of ordinary shares of Alstom, the Underwriters and any of their affiliates may take up a portion of the ordinary shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such shares and other securities of the Alstom or related investments in connection with the offer of ordinary shares of Alstom or otherwise. Accordingly, references in the Prospectus to the new ordinary shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by the Underwriters and any of their affiliates acting in such capacity. In addition, the Underwriters and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of shares. The Underwriters do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Underwriters or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this press release (or whether any information has been omitted from this press release) or any other information relating to Alstom, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

Not to be published, distributed or circulated directly or indirectly in the United States, Australia or Japan.

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any Alstom securities in any jurisdiction.