

ALSTOM

Société Anonyme with a share capital of € 2,690,037,476
Head Office: 48, rue Albert Dhahenne, 93400 Saint-Ouen-sur-Seine
Registration number: 389 058 447 R.C.S. Bobigny
(the "Company")

CONVENING NOTICE

The Company's shareholders are convened to the **Annual Combined Shareholders' Meeting** (the "Meeting") on first call on **Thursday, 20 June 2024 at 2:00 p.m.** at 28 avenue George V ("Châteaufort" le 28 George V"), 75008 Paris, to deliberate on the agenda presented below.

Agenda

On an ordinary basis

1. Approval of the annual financial statements for the fiscal year ended 31 March 2024
2. Approval of the consolidated financial statements for the fiscal year ended 31 March 2024
3. Appropriation of the result for the fiscal year ended 31 March 2024
4. Special report by the Statutory Auditors on the regulated agreements - Acknowledgement of the absence of new agreements
5. Renewal of the term of office of Caisse de Dépôt et Placement du Québec as Board Member
6. Ratification of the co-option of Mr Philippe Petitcolin as Board Member
7. Appointment of Mr Philippe Petitcolin as Board Member
8. Appointment of Mr Jay Walder as Board Member
9. Appointment of PricewaterhouseCoopers Audit as Statutory Auditor responsible for certifying the sustainability information
10. Appointment of Mazars as Statutory Auditor responsible for certifying the sustainability information
11. Approval of the adjustment to the 2023/24 remuneration policy for the Chairman and Chief Executive Officer
12. Approval of the adjustment to the 2023/24 remuneration policy for the members of the Board of Directors
13. Approval of the 2024/25 remuneration policy for the Chief Executive Officer
14. Approval of the 2024/25 remuneration policy for the Chairman of the Board of Directors
15. Approval of the 2024/25 remuneration policy for the members of the Board of Directors
16. Approval of the information specified in Article L. 22-10-9 I of the French Commercial Code
17. Approval of the fixed, variable and exceptional components of the total remuneration and benefits of all kinds paid during the last fiscal year or allocated for that fiscal year to Mr Henri Poupart-Lafarge, in his capacity as Chairman & Chief Executive Officer
18. Authorisation to be granted to the Board of Directors to trade in the Company's shares

On an extraordinary basis

19. Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares

20. Delegation of authority to be given to the Board of Directors to decide to increase the share capital by capitalisation of premiums, reserves, profits or any other sums
21. Delegation of authority to be given to the Board of Directors to decide to increase the share capital of the Company or of another company by issuing shares and/or securities giving immediate or future access to the share capital, with preemptive rights
22. Delegation of authority to be given to the Board of Directors to decide to increase the share capital of the Company or of another company by issuing shares and/or securities giving immediate or future access to the share capital, with withdrawal of preemptive rights, by public offering other than the public offerings referred to in 1° of Article L. 411-2 1 of the French Monetary and Financial Code
23. Delegation of authority to be given to the Board of Directors to decide to increase the share capital of the Company or of another company by issuing shares and/or securities giving immediate or future access to the share capital, with withdrawal of preemptive rights by a public offering specified in 1° of Article L. 411-2 of the French Monetary and Financial Code
24. Determination of the issue price, within the limit of 10% of the share capital per year, in connection with an increase in the share capital by the issue of equity securities with withdrawal of preemptive rights
25. Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing shares and/or securities giving immediate or future access to the share capital, with withdrawal of preemptive rights, reserved for members of savings plans
26. Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing shares and/or securities giving immediate or future access to the share capital, with withdrawal of preemptive rights, reserved for a category of beneficiaries
27. Delegation of authority to be given to the Board of Directors to increase the number of securities to be issued in the event of a capital increase, with preemptive rights maintained or withdrawn
28. Right to issue shares and/or securities giving immediate or future access to shares to be issued by the Company as consideration for contributions in kind consisting of equity securities or securities giving access to the capital
29. 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 share capital, with withdrawal of preemptive rights of shareholders
30. Authorisation to be given to the Board of Directors to grant free of charge existing shares or shares to be issued, to employees and corporate officers of the Group or to some of them
31. Amendments to the Articles of Association
32. Amendments to the Articles of Association

On an ordinary basis

33. Powers to accomplish formalities

PARTICIPATION IN THE ANNUAL COMBINED GENERAL MEETING

1. Preliminary formalities to complete in order to participate in the Meeting

All shareholders, irrespective of the number of shares they hold, can participate in the Meeting or be represented at the Meeting by another shareholder, their spouse or person with whom they have entered into a domestic partnership agreement (*pacte civil de solidarité*). Shareholders can also be represented by any legal or person of their choice (Articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

In accordance with Article R. 22-10-28 of the French Commercial Code, the right to participate in the Meeting is evidenced by the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf (pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code) on the second business day that

precedes the Meeting, *i.e.* **at 12:00 a.m. (Paris time) on Tuesday 18 June 2024**, either in the registered share accounts maintained on behalf of the Company by its agent, Uptevia, or in the bearer share accounts maintained by the authorised banking or financial intermediary.

The registration of the shares in the holder's security accounts maintained by the authorised intermediaries is evidenced by a shareholding certificate delivered by such authorised intermediaries to the shareholder and is attached to:

- the postal voting form;
- the voting proxy.

In respect of any transfer of ownership of the shares occurring after such date, the transferor's shareholding certificate shall remain valid and the vote shall be accounted for under the name of the transferor.

Each shareholder who has expressed his/her vote by mail, sent a proxy or requested an attendance card (under the conditions specified below) cannot choose another method of participation but may sell all or part of his/her shares. However, if the ownership is transferred before **Tuesday 18 June 2024 at 12:00 a.m. (Paris time)**, the Company will invalidate or modify accordingly, as the case may be, the vote which has been expressed by mail, the proxy, the attendance card or the shareholding certificate. For this purpose, the shareholder's intermediary will notify the transfer of ownership to the Company or to its agent and send the necessary information. No transfer of ownership completed after **Tuesday 18 June 2024 at 12:00 a.m. (Paris time)**, whatever the method used, will be notified by the intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

The Meeting will be **broadcast live and as a recorded transmission** on the Company's website (www.alstom.com).

2. To personally attend the Meeting

Shareholders who wish to personally attend the Meeting must apply for an attendance card as soon as possible so that they can receive the attendance card in a timely way:

2.1. Requesting an attendance card by post

If you hold registered shares, tick the relevant box of the voting form included with the meeting brochure and return it signed and dated to Uptevia (Uptevia - Service assemblées – 90/110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France). Uptevia must receive this request by **Wednesday 19 June 2024 at 3:00 p.m.** (Paris time) at the latest.

If you hold bearer shares, you must either tick the relevant box of the voting form (which is available from the intermediary who manages your securities as well as in the area dedicated to the Meeting on the Company's website (www.alstom.com)) and return it signed and dated to your financial intermediary, or ask your financial intermediary for an attendance card to be sent to you. Your financial intermediary will directly provide evidence of your shareholding status to Uptevia by producing a shareholding statement. If you hold bearer shares and have not received your attendance card in time, you must request a shareholding statement from your financial intermediary, which will allow you to provide proof of your status as a shareholder at the Meeting reception desk.

The attendance card will be sent to you by post.

2.2. Requesting an attendance card online

If you hold registered shares, you can request an attendance card online by applying online via the secured VOTACCESS platform, which is accessible via the Planetshares site at the following address: <https://planetshares.uptevia.pro.fr>.

If you hold your shares in direct registered form (*nominatif pur*), you must log on to the Planetshares website using your usual access codes.

If you hold your shares in intermediary registered form (*nominatif administré*), you will receive a convocation letter which will indicate your username on the upper right side of the paper voting form. This username will allow you to access the Planetshares website and obtain your password

If you have misplaced/forgotten your username and/or password, you may call:

- 0 800 509 051 from France (toll-free number), or
- +33 1 40 14 80 05 from abroad.

After logging on to the Planetshares website, if you hold registered shares (in direct registered form or in intermediary registered form) please follow the instructions given on the screen in order to access the VOTACCESS online platform and request an attendance card. You will also be able to access the Meeting documents via the same site.

If you hold bearer shares and want to personally attend the Meeting and your financial intermediary provides access to VOTACCESS, you can request an attendance card by connecting to your financial intermediary's dedicated portal. Access to VOTACCESS via your account-holding institution's web portal may be subject to special terms of use defined by that institution. Accordingly, the shareholders holding shares in bearer form who are interested in this service are invited to contact their account-holding institution for more information about these terms of use.

It is recommended that you do not wait until the day before the Meeting to request your attendance card.

3. Voting remotely or being represented at the Meeting

3.1. Voting remotely or appointing a proxy by post

If you hold registered shares, you will automatically receive the voting form (attached to the meeting brochure), which you must complete, sign and send to Uptevia (Uptevia - Service assemblées – 90/110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France).

If you hold bearer shares, you can obtain a voting form from the financial intermediary which manages your securities. Your intermediary must receive your request at least six days before the Meeting, i.e., **Friday 14 June 2024**. If you hold bearer shares, you must then return your duly completed and signed voting form to the authorised financial intermediary which manages your securities account. Your intermediary will verify your status as a shareholder and will return the form to Uptevia along with a shareholding statement.

The single form for voting by post or by proxy is available online on the Company's website (www.alstom.com) starting 21 days before the Meeting.

To be taken into account, Uptevia must have received the voting forms by 3:00 p.m. on the day before the Meeting, i.e., **Wednesday 19 June 2024 at 3:00 p.m.** (Paris time) at the latest.

The appointment or revocation of a proxy expressed by post must be received until four days before the date of the meeting, i.e., by **Wednesday 19 June 2024** (Paris time) at the latest.

3.2. Voting remotely or by proxy online (Via VOTACCESS)

Shareholders holding **registered shares** who wish to vote or grant a proxy online before the Meeting may access the VOTACCESS platform via the website <https://planetshares.uptevia.pro.fr>.

If you hold your shares in direct registered form (*nominatif pur*), you must log on to the Planetshares website using your usual access codes.

If you hold your shares in administered registered form (*nominatif administré*), you will receive a convocation letter which will indicate your username on the upper right side of the paper voting form. This username will allow you to access the Planetshares website and obtain your password.

If you have misplaced/forgotten your username and/or password, you may call:

- 0 800 509 051 from France (toll-free number), or

- +33 1 40 14 80 05 from abroad.

After logging on to the Planetshares website, if you hold registered shares (in direct registered form or in intermediary registered form) please follow the instructions given on the screen in order to access the VOTACCESS online platform and input your voting instructions or appoint or revoke a proxy. You will also be able to access the Meeting documents via the same site.

If you hold bearer shares and your account holder has signed up for the VOTACCESS service and offers this service for this Meeting, you will be able to vote or grant a proxy online.

If you hold bearer shares and wish to vote online, you must connect to your financial intermediary's web portal using your usual access codes, and then access the intermediary's dedicated portal and then the VOTACCESS platform, which will allow you to vote or appoint or revoke a proxy. Access to VOTACCESS via your account-holding institution's web portal may be subject to special terms of use defined by that institution. Accordingly, the shareholders holding shares in bearer form who are interested in this service are invited to contact their account-holding institution for more information about these terms of use.

3.3 Appointment/revocation of a proxy online (without VOTACCESS)

Articles R. 225-79 and R. 22-10-24 of the French Commercial Code also allow for notice of the appointment and/or revocation of a proxy to be given electronically if the shareholder's account-holding institution is not connected to VOTACCESS.

Holders of bearer shares:

- must send an email to paris_france_cts_mandats@uptevia.pro.fr. This email must contain the following information: Alstom Annual Combined General Meeting, 20 June 2024 at 2:00 p.m., last name, first name, address, full bank details of the principal and the last name, first name, and if possible, address of the agent;
- must request from the financial intermediary who manages their security account to send a written confirmation to Uptevia by post (Service assemblées – 90/110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex, France).

Only proxy appointment or revocation notices may be sent to the email address listed above. Any other request or notice relating to another topic will not be taken into account and/or processed.

In order to be validly taken into account, mandates designating or revoking a proxy by electronic means must be received the day before the meeting at the latest, i.e. **Wednesday 19 June 2024 at 3:00 p.m.** (Paris time).

It is recommended that you not wait until the day before the Meeting to input your instructions.

The secured VOTACCESS platform dedicated to the Meeting will be opened starting on **Monday 3 June 2024** and up until **Wednesday 19 June 2024 at 3:00 p.m.** (Paris time). However, shareholders are recommended not to wait until the last day to connect to the site.

If you have already voted by post, by Internet, sent a proxy or asked for an attendance card, it is no longer possible to choose another method of attendance.

4. Written questions

All shareholders may ask questions in writing to which the Board of Directors will respond to during the Meeting. These written questions must be sent to Alstom's head office (Attention: *Président du Conseil d'administration d'ALSTOM – "Questions écrites à l'Assemblée Générale Annuelle Mixte du 20 juin 2024"* – 48, rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine, France) by registered mail with advice of receipt requested or by electronic means at the following address: alstom.fr.ag2024@alstomgroup.com, at the latest the fourth business day preceding the Meeting, i.e. **Friday 14 June 2024**. Written questions must be accompanied by a statement evidencing the ownership of the shares in ALSTOM's registered shares account or in the shares account maintained by the financial intermediary.

Pursuant to applicable legislation, a common answer can be given to several questions if they have the same content or relate to the same topic. The answer to a written question will be deemed given if it is on ALSTOM's website at [www.alstom.com/finance/shareholders/shareholders' meeting](http://www.alstom.com/finance/shareholders/shareholders%27%20meeting).

5. Information and documents made available to shareholders

This convening notice, as well as a presentation of the resolutions submitted to the Meeting, may be consulted on ALSTOM's website at [www.alstom.com/finance/shareholders/shareholders' meeting](http://www.alstom.com/finance/shareholders/shareholders%27%20meeting).

In addition, the information referred to in Article R.22-10-23 of the French Commercial Code, including the documents to be presented to the Meeting, are published on ALSTOM's website at the aforementioned address starting 21 days before the Meeting, i.e., **Thursday 30 May 2024**.

These documents and information are also available and may be consulted at ALSTOM's head office as from the publication of this convening notice and at least during the 15 days that precede the Meeting, i.e., as from **Wednesday 5 June 2024**.

Until the 5th day (inclusive) before the Meeting, any shareholder may request that the Company send him/her/it the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, preferably by email at the following address: alstom.fr.ag2024@alstomgroup.com. Shareholders holding their shares in bearer form must provide evidence of their capacity as such by the transmittal of a shareholding certificate.

The text of the draft resolutions presented by shareholders and the list of the issues added to the agenda of the Meeting upon their request will also be published without delay on Alstom's website at the above-mentioned address.

The Board of Directors