



## **INTERNAL RULES OF THE ETHICS AND SUSTAINABILITY COMMITTEE**

(as amended by the Board of Directors on 22 July 2024)

### **1. Membership**

The Ethics and Sustainability Committee (hereinafter referred to as the “Committee”) shall consist of at least three members, including a Chair, all appointed by the Board of Directors from among the Directors of ALSTOM upon the recommendation of the Nominations and Remuneration Committee. The term of office of a member of the Committee shall not exceed her or his term of office as a Director. The Board of Directors can, at any time, change the composition of the Committee.

At least two thirds of the Committee members must be independent Directors, and an independent Director must chair the Committee. The criteria according to which a Director is qualified as independent are determined by the Board of Directors upon recommendation of the Nominations and Remuneration Committee in accordance with corporate governance principles that the Company applies.

A Committee member cannot be a corporate officer of the Company with management duties.

### **2. Missions**

The Committee shall act under the authority of the Board of Directors.

It reviews the definition of the Group's core values and its policies on ethics, environmental responsibility (including climate issues) and on human rights, it ensures the Group's level of commitment in these areas and ensures that they are taken into account in the Group's objectives and strategy and are implemented by submitting any necessary recommendations to the Board of Directors.

Among its missions:

- It reviews the organization of the ethics & compliance and sustainability functions of the Group and makes recommendations, if any, in particular to ensure that adequate resources and necessary investments are made by the Company ;
- It reviews the Group's Code of Ethics, rules and procedures in place and is informed of the procedures for their promotion and implementation. It is also informed of any breaches of compliance with the ethics and compliance policy and reviews the action plans implemented as a result of these ;
- In the field of social policies, it exclusively reviews human rights topics and, under this specific angle, it also reviews relations with all stakeholders, including those with local communities and the monitoring of the activities of the Alstom Foundation and any other charitable policy of the Group. Other social policies will fall within the scope of the Nominations and Remuneration Committee (which is also in charge of governance topics) ;

- Every year :
  - It receives, the Group's specific risk mapping in terms of exposure to bribery; it reviews the risks thus identified, is kept informed of their evolution and of the characteristics of their management systems and acts in this respect in close cooperation with the Audit and Risks Committee ;
  - It receives the Group's sustainability risks mapping (including those related to ethics and compliance and to climate change), it reviews the risks thus identified, is kept informed of their evolution and of the characteristics of their management systems and acts in this respect in close cooperation with the Audit and Risks Committee ;
  - The members of the Committee and the members of the Audit and Risk Committee shall meet in a joint session during which they shall review a summary of the risks reviewed during the year by the Committee and the associated control procedures.
- It receives from the Chief Compliance Officer and the Head of Sustainability and CSR the presentation of the Company's annual activity report in the areas falling within its field of competence as well as the actions carried out and the progress made by the Company, in particular on the basis of indicators. It reviews and gives its opinion on the action programs for the following year and monitors their progress ;
- It gives its opinion to the Board of Directors on the report referred to above, as is included in the Group's management report ;
- It reviews and monitors i) the certifications and ii) the ratings by the non-financial rating agencies obtained by the Group.

As a general rule, it acts in close coordination with the other Committees, relying, where appropriate, on the cross-participation of members of these Committees.

### **3. Operating procedures**

The Committee shall meet at least two times a year at the convocation of its Chair or the Chair of the Board of Directors, upon reasonable previous notice or without delay in case of urgency. In addition, each member may propose a meeting if he sees the need to discuss particular matters. Convening of the Committee may be done by any means, including verbally.

A quorum of at least two members present is required for a Committee Meeting to take place. The Meeting shall be chaired by an independent Director.

The Chair of the Committee shall appoint the Secretary(ies) of the Committee.

The Chair of the Board of Directors may, on his initiative, attend Meetings of the Committee in an advisory capacity. It may also consult the Committee on any matter in areas falling within its field of competence.

Materials related to the matters on the Meeting's agenda are to be provided to the members of the Committee sufficiently in advance of the Meeting, wherever necessary, to allow the Committee's members to carry out their review.

The Committee should meet with any officer of the Group it may deem necessary to perform its duties and with the external auditors, under the conditions it sets forth and, as the case may be, without the presence of Management.

At its sole discretion, the Committee shall have authority to retain such experts, counsel and other personnel as it deems appropriate, in all areas falling within its field of competence, especially but not limited to issues related to climate challenges, expenses associated with the use of this authority being borne by the Company.

If needed, the Committee provides the Audit and Risks Committee with the information it deems necessary on the risks mapping in the areas falling within its field of competence.

The Committee may request all information as well as any training necessary to the completion of its duties.

Meetings of the Committee may be held in person or through any other means (telephone or videoconference; exchange of documents by mail, telecopy or by electronic transfer) which permit the agenda and preliminary documents to be transmitted to members and which permit members to exchange opinions and to establish the Committee's recommendations, conclusions and comments.

The Committee's recommendations, proposals, conclusions and comments are decided by the majority of these Committee members attending the Meetings, each member holding one vote. In the event that votes are equally shared, the Chair of the Committee will cast the deciding vote.

The minutes of Meetings shall be prepared by the Secretary(ies) of the Committee for approval of the Chairman of the Committee and the other members of the Committee. Once approved, the Secretary(ies) shall keep the minutes of the Committee Meetings which are available to the members of the Board of Directors.

#### **4. Report to the Board**

The Chair of the Committee or the member designated by the Committee when the Chair is unable to attend shall, on a regular basis, report on the performance of the Committee's duties and its recommendations, conclusions and comments to the Board of Directors and its Chair. The Committee must inform the Board as soon as possible whenever it encounters a problem.

A formal and externalized evaluation of the functioning of the Committee is done at least once every three years and, in any case, the Board of Directors dedicates once a year an item of its agenda to the review of its functioning and the one of all the Committees.

The Committee shall review at least annually the adequacy of these rules and submit any proposed amendment to the Board of Directors for approval.

A summary of the activity of the Committee during the elapsed year is included in the Company's Corporate Governance ("*Rapport sur le Gouvernement d'Entreprise*") report and is presented to the General Meeting.

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