

ALSTOM

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – 5 JULY 2016

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

Alstom held its ordinary and extraordinary Shareholders' Meeting in Saint-Ouen at EUROSITES Saint-Ouen, 27 rue Godillot, 93400 Saint-Ouen, on 5 July 2016, under the chairmanship of Mr Henri Poupart-Lafarge.

This Meeting gathered shareholders holding 146,308,002 shares, i.e. 66.76 % of the total number of shares and 149,808,716 voting rights.

| | |
|---|---|
| Total number of shares | 219,127,075 |
| Total number of voting rights | 224,351,810 |
| Number of attending, voting by proxy or by mail shareholders | Ordinary part : 6,380 Extraordinary part : 6,380 |
| Number of attending, voting by proxy or by mail shares | Ordinary part : 146,308,002 Extraordinary part : 146,308,002 |
| Number of voting rights of attending, voting by proxy or by mail shareholders | Ordinary part : 149,808,716 Extraordinary part: 149,808,716 |

During this Meeting, Mr Henri Poupart-Lafarge reported on the main events of the fiscal year 2015/16 and presented the 2020 strategy and the Alstom governance.

Mrs Marie-José Donsion, Chief Financial Officer of the Group, commented on the Group's financial results for the fiscal year ended 31 March 2016.

Mr Gérard Hauser, Lead Director, then referred to the elements of remuneration of Mr Patrick Kron, who was Chairman and Chief Executive Officer until 31 January 2016, and detailed Mr Henri Poupart-Lafarge's ones, Chairman and Chief Executive Officer as from 1 February 2016. He also presented the work accomplished by the Nominations and Remuneration Committee of which he is Chairman.

Mr Pascal Colombani, Chairman of the Ethics, Compliance and Sustainability Committee, and Mr Alan Thomson, Chairman of the Audit Committee, presented respectively the works of the Committees of the Board of which they are Chairmen.

Lastly, Statutory Auditors commented on their reports.

At the end of these presentations, the Chairman opened the debates and answered shareholders' questions. A presentation of the proposed resolutions and of the voting process followed.

The shareholders, in particular:

- approved statutory and consolidated accounts for the fiscal year 2015/16;
- after having noted the loss on the statutory accounts, approved the proposal to apply the loss to the "General reserve" account;
- approved the related party agreements and commitments;
- renewed the directors' mandates of Mr Pascal Colombani and Mr Gérard Hauser for a period of four years;
- authorised the Company to trade its own shares under the conditions set out in the delegation;
- authorised financial delegations of authority that can be used outside of public tender offer periods under the conditions set out in the relevant delegations.

The Shareholders Meeting, in an advisory capacity, issued a negative opinion on the elements of remuneration due or attributed to Mr Patrick Kron for the fiscal year 2015/16 and a positive opinion on the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge for the same fiscal year.

The Shareholders rejected, in the Extraordinary part, the resolution aimed at setting the issuance price of capital securities to be issued and the financial delegations of authority that could be used within the context of public tender offer periods.

The result of the voting of each resolution is detailed here below.

Details of the vote 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 corporate financial statements and operations for the fiscal year ended on 31 March 2016 | | | | | | |
| | Approved | 149,528,816 | 99.81% | 274,699 | 0.18% | 5,201 | <0.01% |
| 2 | Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2016 | | | | | | |
| | Approved | 149,530,751 | 99.81% | 273,064 | 0.18% | 4,901 | <0.01% |
| 3 | Proposal for the allocation of income for the fiscal year ended on 31 March 2016 | | | | | | |
| | Approved | 149,576,750 | 99.85% | 226,744 | 0.15% | 5,222 | <0.01% |
| 4 | Approval of the related party agreements and commitments ⁽¹⁾ | | | | | | |
| | Approved | 96,289,692 | 64.29% | 53,473,160 | 35.70% | 6,744 | <0.01% |
| 5 | Renewal of the term of office of Mr Pascal Colombani | | | | | | |
| | Approved | 113,684,658 | 75.89% | 36,116,109 | 24.11% | 7,949 | <0.01% |

| | | | | | | | |
|---|---|-------------|--------|------------|--------|--------|--------|
| 6 | Renewal of the term of office of Mr Gérard Hauser | | | | | | |
| | Approved | 110,531,523 | 73.78% | 39,269,022 | 26.21% | 8,171 | <0.01% |
| 7 | Advisory vote of the Shareholders on the elements of remuneration due or attributed to Mr Patrick Kron in the fiscal year ended 31 March 2016 | | | | | | |
| | Rejected | 56,783,858 | 37.90% | 93,007,260 | 62.08% | 17,598 | 0.01% |
| 8 | Advisory vote of the Shareholders on the elements of remuneration due or attributed to Mr Henri Poupert-Lafarge in the fiscal year ended 31 March 2016 | | | | | | |
| | Approved | 145,497,202 | 97.12% | 4,303,129 | 2.87% | 8,385 | <0.01% |
| 9 | Authorisation to be given to the Board of Directors to trade the Company's shares | | | | | | |
| | Approved | 146,602,343 | 97.86% | 3,198,384 | 2.13% | 7,989 | <0.01% |

⁽⁴⁾ Shareholder concerned excluded from the vote

| Resolutions within the competence of the Extraordinary Shareholders' Meeting | | | | | | | |
|---|---|-----------------|--------|-----------------|--------|-----------------|--------|
| N° | Results | For | | Against | | Abstention | |
| | | Number of votes | % | Number of votes | % | Number of votes | % |
| 10 | Delegation of authority granted to the Board of Directors to increase the share capital of the Company by the issue of shares and of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries, with maintenance of the preferential subscription rights, and/or by incorporating premiums, reserves, profits or others (only available outside of public tender offers' periods) | | | | | | |
| | Approved | 147,556,953 | 98.50% | 2,243,733 | 1.50% | 8,030 | <0.01% |
| 11 | Delegation of authority to the Board of Directors to increase the share capital of the Company by the issue of shares and of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription rights and by a public offer (only available outside of public tender offers' periods) | | | | | | |
| | Approved | 147,631,422 | 98.55% | 2,169,120 | 1.45% | 8,174 | <0.01% |
| 12 | Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares and of any type of securities which gives immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription right by private placement (only available outside of public tender offers' periods) | | | | | | |
| | Approved | 141,441,053 | 94.41% | 8,359,591 | 5.58% | 8,072 | <0.01% |
| 13 | Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital by an amount not to exceed 10% of the Company's share capital in order to compensate contributions in kind in the form of capital securities or securities (only available outside of public tender offers' periods) | | | | | | |
| | Approved | 143,421,411 | 95.74% | 6,377,340 | 4.26% | 9,965 | <0.01% |
| 14 | Delegation of competence to the Board of Directors to increase the number of securities to be issued in case of a capital increase with maintenance or cancellation of the preferential subscription right within the limits of both 15% the amount of the initial issue (only available outside of public tender offers' periods) | | | | | | |
| | Approved | 131,083,889 | 87.50% | 18,712,978 | 12.49% | 11,849 | <0.01% |

| | | | | | | | |
|----|---|-------------|--------|------------|--------|--------|--------|
| 15 | Authorisation granted to the Board of Directors for the purpose of setting the issuance price without shareholders' preferential subscription rights, in accordance with the terms and conditions determined by the Shareholders' Meeting, via public offering or a private placement of capital securities to be issued immediately or in the future(only available outside of public tender offers' periods) | | | | | | |
| | Rejected | 96,536,141 | 64.44% | 53,265,189 | 35.56% | 7,386 | <0.01% |
| 16 | Delegation of authority to the Board of Directors to issue, without shareholders' preferential subscription rights, Company shares and securities giving access to the share capital of the Company in the event of a public exchange offer initiated by the Company(only available outside of public tender offers' periods) | | | | | | |
| | Approved | 147,264,031 | 98.30% | 2,535,196 | 1.69% | 9,489 | <0.01% |
| 17 | Delegation of authority to be granted to the Board of Directors to issue Company shares, without shareholders' preferential subscription rights, as a result of Company Subsidiaries' issuance of securities giving access to Company shares(only available outside of public tender offers' periods) | | | | | | |
| | Approved | 145,641,743 | 97.22% | 4,159,231 | 2.78% | 7,742 | <0.01% |
| 18 | Delegation of authority granted to the Board of Directors to increase the share capital of the Company by the issue of shares and of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries, with maintenance of the preferential subscription rights, and/or by incorporating premiums, reserves, profits or others t (only available during public tender offers' periods) | | | | | | |
| | Rejected | 89,971,104 | 60.06% | 59,830,275 | 39.94% | 7,337 | <0.01% |
| 19 | Delegation of authority to the Board of Directors to increase the share capital of the Company by the issue of shares and of any type of securities which give immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription rights and by a public (only available during of public tender offers' periods) | | | | | | |
| | Rejected | 90,123,682 | 60.16% | 59,664,941 | 39.83% | 20,093 | 0.01% |
| 20 | Delegation of competence to the Board of Directors to increase the share capital of the Company by the issue of shares and of any type of securities which gives immediate and/or future access to the shares of the Company or one of its subsidiaries with cancellation of the preferential subscription right and by private placement (only available during public tender offers' periods) | | | | | | |
| | Rejected | 90,155,412 | 60.18% | 59,633,645 | 39.81% | 19,659 | 0.01% |
| 21 | Delegation of authority granted to the Board of Directors for the purpose of increasing the share capital by an amount not to exceed 10% of the Company's share capital in order to compensate contributions in kind in the form of capital securities or securities (only available during public tender offers' periods) | | | | | | |
| | Rejected | 90,691,335 | 60.54% | 59,105,501 | 39.45% | 11,880 | <0.01% |
| 22 | Delegation of competence to the Board of Directors to increase the number of securities to be issued in case of a capital increase with maintenance or cancellation of the preferential subscription right within the limits of both 15% the amount of the initial issue (only available during public tender offers' periods) | | | | | | |
| | Rejected | 89,685,853 | 59.87% | 60,103,119 | 40.12% | 19,744 | 0.01% |
| 23 | Authorisation granted to the Board of Directors for the purpose of setting the issuance price without shareholders' preferential subscription rights, in accordance with the terms and conditions determined by the Shareholders' Meeting, via public offering or a private placement of capital securities to be issued immediately or in the future (only available during public tender offers' periods) | | | | | | |
| | Rejected | 89,429,405 | 59.70% | 60,371,183 | 40.30% | 8,128 | <0.01% |

| | | | | | | | |
|----|---|-------------|--------|------------|--------|-------|--------|
| 24 | Delegation of authority to the Board of Directors to issue, without shareholders' preferential subscription rights, Company shares and securities giving access to the share capital of the Company in the event of a public exchange offer initiated by the Company (only available during public tender offers' periods) | | | | | | |
| | Rejected | 90,638,986 | 60.50% | 59,160,297 | 39.49% | 9,433 | <0.01% |
| 25 | Delegation of authority to be granted to the Board of Directors to issue Company shares, without shareholders' preferential subscription rights, as a result of Company Subsidiaries' issuance of securities giving access to Company shares (only available during public tender offers' periods) | | | | | | |
| | Rejected | 90,036,573 | 60.10% | 59,766,164 | 39.89% | 5,979 | <0.01% |
| 26 | Delegation of authority to the Board of Directors to increase the share capital via issuances of capital securities or securities granting access to the share capital of the Company, without shareholders' preferential subscription rights, for the benefit of members of the Company savings plan | | | | | | |
| | Approved | 147,942,239 | 98.75% | 1,857,654 | 1.24% | 8,823 | <0.01% |
| 27 | Delegation of authority to the Board of Directors to increase the share capital of the Company with cancellation of the preferential subscription rights to a category of beneficiaries | | | | | | |
| | Approved | 147,938,436 | 98.75% | 1,863,844 | 1.24% | 6,436 | <0.01% |
| 28 | Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities | | | | | | |
| | Approved | 148,652,954 | 99.23% | 1,146,723 | 0.77% | 9,039 | <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 legal timeframe/deadlines on the website www.alstom.com, Investors / shareholders'corner / 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 31 May 2016, i.e. 35 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.