

**Addendum to the Notice of Meeting
of the Ordinary and Extraordinary Alstom Shareholders' Meeting dated 18 December 2015**

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Pursuant to the provisions of articles L. 225-105 and R. 225-71 of the French Commercial Code, Bouygues requested the inclusion of a new resolution on the agenda of the Ordinary and Extraordinary Shareholders' Meeting dated 18 December 2015 (hereinafter the "**Ordinary and Extraordinary Shareholders' Meeting**") in view of the appointment, at said Meeting, of a director recommended by the French State.

As a result of this request, the agenda of the Ordinary and Extraordinary Shareholders' Meeting will heretofore be the following:

Agenda

Resolutions to be discussed at the Extraordinary Shareholders' Meeting:

1. Share capital reduction in the maximum nominal amount of €640,500,000 via a Company share buyback followed by the cancellation of such repurchased shares, and authorisation granted to the Board of Directors for the purpose of formulating a public buyback offer targeting all shareholders, carrying out the share capital reduction, and setting its final amount,
2. Authorisation to be granted to the Board of Directors to make free allotments of existing or future shares of the Company up to a limit of 5,000,000 shares, of which a maximum amount of 200,000 to corporate officers of the Company; automatic waiver by the shareholders of their preferential subscription rights.

Resolutions to be discussed at the Ordinary Shareholders' Meeting:

3. Ratification of the transfer of the registered office,
4. Appointment of Mr Olivier Bourges as director (resolution submitted by Bouygues),
5. Authorisation to implement the decisions by the Shareholders' Meeting and complete the formalities.

The draft of the resolution submitted by Bouygues, together with Bouygues' reasoning concerning such submission, as well as the Board of Director's opinion on the matter, are included below:

Wording of the resolution submitted by Bouygues, which will become the fourth resolution presented at the Ordinary and Extraordinary Shareholders' Meeting

Appointment of Mr Olivier Bourges as Board Director.

The General Shareholders' Meeting, deliberating under the quorum and majority conditions required at ordinary shareholders' meetings, decides to appoint Mr Olivier Bourges as Board Director. Mr Olivier Bourges will begin exercising his duties as Director as from the settlement-delivery date of Alstom's public share buyback offer, as discussed in the first resolution. Such duties will expire at the end of the ordinary shareholders' meeting called to approve the financial statements for the fiscal year ended 31 March 2019.

Reasoning given by Bouygues

In accordance with the terms of the agreement protocol, which the French State and Bouygues entered into on 22 June 2014 in the context of General Electric's planned acquisition of Alstom's "Energy" businesses, Bouygues undertook to vote in favour of appointing a person selected by the French State Equity Investments Agency (Agence des participations de l'Etat, hereinafter the "APE") to serve on the Board of Directors, at the Alstom General Shareholders' Meeting convened to decide on the public share buyback offer (hereinafter the "OPRA"). The appointed director's term of office will begin on the settlement-delivery date of the OPRA, which is expected to take place at the end of January 2016.

The APE proposes the appointment of Mr Olivier Bourges as director of Alstom. It added that Mr Olivier Bourges does not

face any actual or potential conflicts of interest vis-à-vis Alstom.

Mr Olivier Bourges has significant professional experience due to his career growth within the French Administration, as well as the important positions he has held at major corporations. In addition, he represented the State on the board of directors or the supervisory board of major corporations. Since October 2014, he is the *Secrétaire Général* of PSA.

Alstom's by-laws (Article 9) state "*directors shall serve for a four-year term (...). A director's term of office expires at the end of the ordinary shareholders' meeting held in the year in which said director's mandate expires.*" As a result, Bouygues suggests that the Alstom Shareholders' Meeting convened on 18 December 2015 appoint Mr Olivier Bourges, the candidate recommended by the French State, as director until the end of the ordinary shareholders' meeting convened to approve the financial statements for the fiscal year ended on 31 March 2019.

Information to be disclosed pursuant to Paragraph 5 of Article R. 225-83 of the French Commercial Code

Last Name: BOURGES

First Name: Olivier

Age: 48 (born on 24/12/1966)

Professional references:

An Ecole Nationale d'Administration alumnus, Olivier Bourges began his career with the French Ministry of the Economy and Finance, at the Treasury department where he was responsible for financing matters, in particular in banking and housing, but also internationally, as alternate director of BIRD in Washington, DC. He joined the Renault group in 2000 where he was first in charge of investor relations, and then of vehicle profitability. He then became responsible of strategy and vehicle program management at Nissan North America in Nashville, TN, before becoming corporate controller of the Renault group. In the end of 2009, he joined the French State Equity Investments Agency (APE) of the French Ministry of the Economy and Finance to act as a deputy executive director. In 2013 he became Deputy Executive Director of Public Finance, responsible for operations and transformation projects. He joined PSA Peugeot Citroën on 1 September 2014.

Professional positions held over the past five years:

- 2009/2012: Deputy Director of the French State Equity Investments Agency (*Agence des participations de l'Etat*)
- 2009/2012: Board director at GDF Suez, acting as representative of the State
- 2009/2012: Board director at Dexia, acting as representative of the State
- 2009/2010: Member of BPCE's Supervisory Board, acting as representative of the State
- 2009/2012: Board director at Thales, acting as representative of the State
- 2010/2012: Board director at La Poste, acting as representative of the State
- 2012: Board director at France Telecom, acting as representative of the State
- 2013-2014: Deputy director of Public Finance at the Ministry of Finance and Public Accounts
- September 2014: joins PSA Peugeot Citroën and resigns from the public sector
- Since October 2014: *Secrétaire Général* at PSA Peugeot Citroën

Jobs or functions exercised by the candidate at the company: Not applicable.

Number of company shares he owns or holds: Mr Olivier Bourges must purchase the number of shares required under the terms of the Board of Director's internal rules, or 2,000 shares.

Board of Director's position on the resolution submitted by Bouygues

The Board of Directors acknowledged Bouygues' decision to submit a draft resolution in view of the General Shareholders' Meeting's appointment of a director recommended by the French State, who would officially take office on the settlement-delivery date of the OPRA.

The Board of Directors decided to abstain from voting for or against this draft resolution, insofar as said draft resolution will be submitted pursuant to the terms of an agreement between Bouygues and the State that does not concern the Company, and certain provisions of which are subject to a dispute filed by one of its shareholders and currently under review by the relevant courts.

As a consequence of the addition of this new resolution to the agenda, the fourth resolution (authorisation to implement the decisions by the Shareholders' Meeting and complete the formalities) published in the *Bulletin des annonces légales obligatoires* of 9 November 2015, number 134, announcement 1505062 is re-numbered and becomes the fifth resolution.