

ALSTOM

French Société Anonyme with share capital of €2,168,547,479
Head Office: 3, avenue André Malraux 92300 Levallois-Perret
RCS: 389 058 447 Nanterre

EXTRACT OF THE MINUTES OF THE BOARD MEETING HELD ON 5 MAY 2015

The meeting begins at 1 p.m. at the headquarters of the Company in Levallois-Perret and is chaired by Mr. Patrick Kron.

6. Report of the Nominations and Remuneration Committee - Corporate Governance. (Part 1).

The Board of Directors, after taking note of the recommendations of the Nominations and Remuneration Committee, and after having deliberated:

- unanimously decides (only Mr Kron does not participate in the vote) on the principles to maintain the combination of the functions of Chairman of the Board of Directors and Chief Executive Officer of the Company and to renew the mandates of Mr Kron as Chairman of the Board of Directors and Chief Executive Officer of ALSTOM at its meeting to be held after the Annual Shareholders' Meeting to be convened to deliberate on the accounts for the 2014/15 fiscal year, subject to the renewal of Mr Kron's mandate as a Director by this Annual Shareholders' Meeting;
- unanimously decides (only Mr Kron does not participate in the vote) that upon the renewal of Mr Kron's mandates as Chairman and Chief Executive Officer of the Company by the Board to be held after this Annual Shareholders' Meeting, subject to the renewal of his mandate as a Director by this Shareholders' Meeting, Mr Kron will continue to benefit from the following commitments post mandate discussed in Article L. 225-42-1 of the French Commercial Code:

Benefits after expiry of the mandate

- Stock options and performance shares subject to performance conditions

In the event of termination of his mandate as Chairman and Chief Executive Officer, at ALSTOM's initiative or at his own initiative, the Chairman and Chief Executive Officer shall keep the rights to exercise all stock options and the rights to the delivery of all performance shares granted to him subject to performance conditions before the end of his mandate, that will have been definitively vested as of the end of his mandate following the fulfillment of the conditions set forth by the plan.

The upholding of the rights to stock options and performance shares, the vesting rights of which, with respect to the stock options, or the rights to delivery of which, with respect to the shares, are not yet acquired as of the end of his mandate pursuant to the rules of the plans, is not allowed.

The Board notes the summary as of today of the stock options and performance shares granted to the Chairman and Chief Executive Officer that have been definitively vested or are likely to definitively vest, which is included in the Chairman's report pursuant to Article L.225-37 of the French Commercial Code attached to the Management report on consolidated financial statements for fiscal year 2014/15.

- Supplemental retirement scheme

The Chairman and Chief Executive Officer is entitled to the supplemental collective retirement scheme implemented in 2004 which is composed of a defined contribution plan and a defined benefit plan.

With respect to the defined benefit plan, the Chairman and Chief Executive Officer is entitled to the supplemental collective retirement scheme available to all persons exercising functions within the Group in France whose annual compensation exceeds eight times the annual French social security ceiling which intends to provide entitlements gradually acquired which represent per year of seniority in the scheme, a limited percentage of the annual compensation corresponding to 0.6% of the annual reference remuneration within a range of 8 to 12 times the Social Security ceiling and to 1.2% of the annual reference remuneration in excess of 12 times the Social Security ceiling. The annual reference remuneration is equal to the average fixed and variable remuneration received over the course of the past three years prior to retirement. This annual reference remuneration is capped at €2 million. Since 1 January 2008, this cap is subject to an annual revaluation in accordance with the evolution of the reference salary used to determine the AGIRC retirement scheme.

As such, given his seniority within the Group and assuming a retirement age of 62, the Chairman and Chief Executive Officer could, when he retires, claim a gross retirement pension under the defined benefit scheme equal to approximately 12% of the capped annual reference remuneration.

The gradual accrual of potential rights based on seniority in the scheme represents a percentage that is lower than the 5% cap on the beneficiary's remuneration provided for under the AFEP-MEDEF Code. Similarly, the maximum income percentage over which the supplemental retirement scheme would grant a right is much lower than the cap set under the AFEP-MEDEF Code, which is equal to 45% of the reference income.

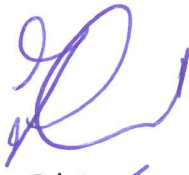
The benefit obligation for the defined benefits plan is equal to €10,491,000 as at 31 March 2015, including an amount of €2,031,000 of taxes applicable to supplemental retirement schemes as increased since 1 January 2013 and then since 1 January 2015.

The defined contribution plan complements the defined benefit plan. The rights are acquired annually and correspond to 1% of the annual remuneration up to four times the Social Security ceiling, 4% of the annual remuneration within a range of 4 to 8 times the Social Security ceiling and 11% of the annual remuneration within a range of 8 to 12 times the Social Security ceiling. Since 1 July 2014, social contributions are borne by the Company up to 95%. The amount of contributions within the defined contribution plan was €24,109 for fiscal year 2014/15 of which € 23,204 was paid by the Company. Assuming he retires at age 62, the Chairman and Chief Executive Officer could claim upon retirement a gross retirement pension under the defined contribution scheme equal to approximately 1% of the capped annual reference remuneration, which corresponds to an aggregate gross supplemental retirement pension equal to approximately 13% of the capped annual gross remuneration by combining the pension resulting from the defined benefit scheme and the pension resulting from the defined contribution scheme.

The Board of Directors, acknowledges that the elements above-mentioned represent the continuation of the undertakings, granted by the Board on 28 June 2011, related to the benefits after expiry of the mandate pursuant to Article L. 225-42-1 of the French Commercial Code, and authorizes, unanimously (Mr Kron as interested person does not participate in the vote), the renewal of these undertakings upon the renewal of Mr Kron's mandates as Chairman and Chief Executive Officer by the Board to be held after the Shareholders' Meeting (subject to the renewal of Mr Kron's mandate as a Director by this Shareholders' Meeting).

This decision will be notified to the independent auditors which will establish their report to be submitted to the General Shareholders' Meeting to be called to deliberate on the accounts of fiscal year 2014/15.

True certified extract



Kareen Ceintre
Secretary to the Board

