

*(This document is a free translation of the original French version published on 16 June 2017 in the French legal newspapers "BALO" and "Petites Affiches", which are available upon request)*

## **ALSTOM**

Société Anonyme with a share capital of € 1,539,836,242  
Head Office: 48, rue Albert Dhalenne, 93400 Saint-Ouen  
Registration number: 389 058 447 RCS Bobigny

## **NOTICE OF MEETING**

The shareholders of ALSTOM will be convened to participate in the Ordinary and Extraordinary Shareholder's Meeting which will be held on first call on Tuesday 4 July 2017 at 2.00 p.m., at Eurosites Saint-Ouen, 27 rue Godillot, 93400 Saint-Ouen, to deliberate on the following agenda and draft resolutions:

### **AGENDA**

#### **DELIBERATING AS AN ORDINARY SHAREHOLDERS' MEETING**

- Board of Directors' report.
- Statutory Auditors' report on the annual statutory accounts for the fiscal year ended on 31 March 2017.
- Statutory Auditors' report on the consolidated financial statements for the fiscal year ended on 31 March 2017.
- Statutory Auditors' report on related-party agreements and commitments.
- Approval of the statutory financial statements and operations for the fiscal year ended on 31 March 2017.
- Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2017.
- Allocation of the result for the fiscal year ended on 31 March 2017 and distribution of a dividend.
- Approval of related party agreements and commitments.
- Ratification of the co-optation of Ms Sylvie Kandé de Beaupuy as Director.
- Ratification of the co-optation of Mr Yann Delabrière as Director.
- Appointment of Ms Françoise Colpron as Director.
- Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of any kind payable to Mr Henri Poupart-Lafarge, in his capacity as Chairman and Chief Executive Officer for fiscal year 2017/18.
- Advisory vote on the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge in the fiscal year 2016/17.
- Authorisation to be given to the Board of Directors to trade the Company's shares.

#### **Deliberating as an Extraordinary Shareholders' Meeting**

- Board of Directors' report.
- Special Statutory Auditors' reports.
- Authorisation to the Board to reduce the share capital by cancellation of shares.
- Delegation of competence to the Board of Directors to increase the Company's share capital by issues of shares or securities with cancellation of the shareholders' preferential subscription right in favour of members of a company savings plan.

- Delegation of competence to the Board of Directors to increase the share capital of the Company with cancellation of the shareholders' preferential subscription right to a category of beneficiaries.
- Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities.

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## **PARTICIPATING TO THE SHAREHOLDERS' MEETING**

### **1. Conditions for participating**

Each shareholder, irrespective of the number of shares held, may participate to the Shareholders' Meeting by either attending it in person, or authorising another shareholder or his/her spouse or the partner to whom the shareholder is bound by a Civil Solidarity Pact to represent him/her at the Meeting. The shareholder may also authorise any other individual or legal entity selected by him/her to represent him/her at the Meeting (Article L. 225-106 of the French Commercial Code) or vote by mail. However, the only shareholders entitled to participate in the Meeting are those who have demonstrated that they hold shares in accordance with Article R. 225-85 of the French Commercial Code as follows.

For **holders of registered shares**, their shares must be recorded in their name in ALSTOM's shares register maintained by BNP Paribas Securities Services the second business day preceding the Meeting at midnight, i.e. Friday 30 June 2017 at midnight (Paris time);

For **holders of bearer shares**, their shares must be recorded in the accounts held by the authorised financial intermediary ("*intermédiaire financier habilité*") maintaining their shares account, the second business day preceding the Meeting at midnight, i.e. Friday 30 June 2017 at midnight (Paris time). This record is evidenced by a statement of participation ("*attestation de participation*") provided by the financial intermediary.

### **2. To attend the Shareholders' Meeting in person**

To attend in person, shareholders should apply for an attendance card ("*carte d'admission*") as early as possible to receive the card in due time.

#### **2.1 Requesting an attendance card by post**

**Holders of registered shares** should cross box A of the voting form which is sent to them together with the brochure of the AGM (i.e. the printed Notice of Meeting). They should send this form back, duly signed and dated, to BNP Paribas Securities Services (CTS – Service Assemblées – Grands Moulins – 9 rue du Débarcadère, 93761 Pantin Cedex - France), at the latest on Monday 3 July 2017 at 3.00 p.m. (Paris time).

**Holders of bearer shares** should either cross box A of the voting form and send it, duly signed and dated, to their financial intermediary, or request an attendance card from their financial intermediary. The financial intermediary shall provide evidence of the shareholder's status directly to BNP Paribas Securities Services, by producing a statement of participation ("*attestation de participation*"). If a holder of bearer shares has not received an attendance card in due time, he/she should ask his/her financial intermediary for a statement of participation that will evidence his/her status as shareholder at the Meeting's reception desk.

The attendance card will be sent by post.

## **2.2 Requesting an attendance card online**

**Holders of registered shares** may request an attendance card online by filing an application in the secured VOTACCESS platform. This platform can be accessed from the Planetshares website at the following address <https://planetshares.bnpparibas.com>.

Shareholders holding shares in direct registered form ("*nominatif pur*") must log on to the Planetshares website with their usual access codes.

Shareholders holding shares in intermediary registered form ("*nominatif administré*") will receive by mail a notice meeting in which they will find their username in the top right-hand corner of the voting form. This username will allow them to access the Planetshares website and obtain their password.

In case the shareholder has misplaced his/her username or password, he/she should call the following number: 0 800 509 051 from France / +33 1 40 14 80 05 from abroad.

After logging on the Planetshares website, the shareholder in registered form (direct or intermediary registered form) can access VOTACCESS via "My shareholder space" by clicking on "My General Meetings". A summary of his/her voting rights will be displayed allowing him/her to click on the link "Access electronic voting" on the information toolbar on the right. The shareholder will then be redirected to the VOTACCESS online voting page, where he/she can request an attendance card.

**Holders of bearer shares** wishing to attend the Meeting in person and whose financial intermediary provides access to VOTACCESS may request an attendance card after connecting to the "Shares" internet portal of his/her financial intermediary.

It is recommended not to wait until the day before the Meeting to request an attendance card.

## **3. To vote by mail or by proxy**

### **3.1 Voting or appointing a proxy by post**

**Holders of registered shares** automatically receive the voting form together with the Notice of Meeting that they should complete and sign and send back to BNP Paribas Securities Services (CTS – Service Assemblées – Grands Moulins – 9 rue du Débarcadère – 93761 Pantin Cedex - France).

**Holders of bearer shares** may obtain the voting form from the financial intermediary maintaining their shares account. This request must be received at the latest six days before the date of the Meeting i.e. at the latest by Wednesday 28 June 2017. Holders of bearer shares must send the voting form, duly signed and completed, to their financial intermediary holding their shares account. The financial intermediary shall provide evidence of the shareholders' status and return this form back to BNP Paribas Securities Services, together with a statement of participation ("*attestation de participation*").

In order to be taken into account, forms must be received by BNP Paribas Securities Services, at least the day before the Meeting, at 3.00 p.m., i.e. at the latest on Monday 3 July 2017 at 3.00 p.m. (Paris time).

Each shareholder who has expressed his/her vote by mail, sent a proxy or requested an attendance card cannot choose another method of participation but may sell all or part of his/her shares.

The designation or revocation of a proxy expressed by post should be received, at the latest on the day before the Meeting at 3.00 p.m., i.e. on Monday 3 July 2017 at 3.00 p.m. (Paris time).

### 3.2 Voting or appointing a proxy online (Via VOTACCESS)

**Holders of registered shares** wishing to vote or appoint a proxy online may log on to the platform VOTACCESS, which can be accessed from the Planetshares website at the following address <https://planetshares.bnpparibas.com>.

Shareholders holding shares in direct registered form ("*nominatif pur*") must log on to the Planetshares website with their usual access codes.

Shareholders holding shares in intermediary registered form ("*nominatif administré*") will receive by mail a notice meeting specifying their username, the latter being mentioned in the right hand corner of the voting form. This username will enable them to log onto the Planetshares website and obtain their password.

In case the shareholder has misplaced his/her username or password, he/she can call the following number: 0 800 509 051 (+ 33 1 40 14 80 05 from abroad) made available to him/her.

After logging on the Planetshares website, the shareholder (in direct registered form or in intermediary registered form) can access VOTACCESS via "My shareholder space" by clicking on "My General Meetings". A summary of his/her voting rights will be displayed allowing him/her to click on the link "Access electronic voting" on the information toolbar on the right. The shareholder will then be redirected to the online voting page VOTACCESS, where he/she can register his/her voting instructions, or designate/revoke a proxy. From this website, he/she can also consult the documentation relating to the Shareholders' Meeting.

**Holders of bearer shares** whose financial intermediary is connected to the VOTACCESS system and provides this service for this Meeting may vote by or appoint a proxy by internet.

Holders of bearer shares wishing to vote by internet will have to connect to the internet portal of their financial intermediary, using their usual login, and then access its "Shares" portal and finally VOTACCESS which will allow them to vote, designate or revoke a proxy. Access to the "VOTACCESS" platform by the Internet portal of the financial intermediary holding the shareholder's account may be subject to special conditions of use set by this financial intermediary. Accordingly, the bearer shareholders interested in this service are invited to contact their account holders to be aware of these conditions.

### 3.3 Designation or revocation of a proxy by internet (without VOTACCESS)

In accordance with Article R. 225-79 of the French Commercial Code, notification of designation or of revocation of a proxy can also be done by electronic means if the financial intermediary of the shareholder is not connected to VOTACCESS.

#### **Holders of bearer shares:**

- must send their request by e-mail to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com). This e-mail should include mandatorily the following information: Alstom Meeting, 4 July 2017, last name, first name, address and exhaustive bank account details of the shareholder, as well as last name, first name and if possible address of the proxy.
- must ask their financial intermediary maintaining their shares account to send a written confirmation by regular mail to BNP Paribas Securities Services – CTS – Service Assemblées – Grands Moulins - 9 rue du Débarcadère – 93761 Pantin Cedex – France).

Only notifications of designation or revocation of proxies should be sent to the above electronic address, all other requests or notifications related to another subject will not be processed.

For the due process of electronic designations or revocations of proxies, emails and/or written confirmation from financial intermediaries should be received by BNP Paribas as above stated, at the latest the day before the Meeting at 3.00 p.m. (Paris time) i.e. at the latest on Monday 3 July 2017 at 3.00 p.m. (Paris time).

It is recommended not to wait until the day before the Meeting to give your instructions.

*The securised VOTACCESS platform dedicated to the Meeting will be opened up from **Friday 16 June 2017 to Monday 3 July 2017 at 3:00 pm** (Paris time). It is recommended not to wait until the last day to connect to the site.*

#### **4. Written questions**

Each shareholder may ask questions in writing, to which the Board of Directors will answer during the Shareholders' Meeting. Written questions must be sent to ALSTOM's headquarters (Attention: *Président du Conseil d'administration d'ALSTOM* – « *Questions écrites à l'Assemblée* » – 48, rue Albert Dhalenne, 93400 Saint-Ouen) by registered letter with acknowledgement of receipt or by electronic means at the following address "investor.relations@alstom.com", at the latest the fourth business day preceding the Meeting, i.e. Wednesday 28 June 2017. 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 bear on the same topic. The answer to a written question will be deemed answered if it is in ALSTOM's website at [www.alstom.com](http://www.alstom.com) / Investors / Shareholders' corner / Shareholders' Meeting.

#### **5. Information and documents available to shareholders**

Pursuant to applicable law, documents that must be made available to shareholders in relation to this Shareholders' Meeting will be available at ALSTOM's headquarters, 48, rue Albert Dhalenne, 93400 Saint-Ouen, from the publication of the second notice of meeting and at least during the 15-days period prior to the Meeting date, i.e. as from Monday 19 June 2017.

This notice as well as a presentation of the resolutions submitted to the Meeting will be made available on ALSTOM's website at [www.alstom.com](http://www.alstom.com) / Investors / Shareholders' corner / Shareholders Meeting.

In addition all documents and information provided for in Article R.225-73-1 of the French Commercial Code will be available on ALSTOM's website at the same address, at the latest on the 21<sup>st</sup> day preceding the Meeting, i.e. Tuesday 13 June 2017. If applicable, the items or draft resolutions proposed by shareholders will be published on the same address.

The Board of Directors.