

(This document is a free translation of the original French version published on 26 May 2017 in the French legal newspaper "BALO", which is available upon request)

ALSTOM

Société Anonyme with a share capital of € 1,538,240,774
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.

DRAFT RESOLUTIONS

ORDINARY PART

First resolution

Approval of the corporate financial statements and operations for the fiscal year ended on 31 March 2017

Voting under the quorum and majority rules required at Ordinary General Meetings, after reviewing the reports of the Board of Directors and of the Statutory Auditors and the statutory financial statements for the fiscal year ended on 31 March 2017, the shareholders decided to approve the corporate annual financial statements, namely the balance sheet, income statement and the notes, as drafted and presented to them.

These financial statements show a loss of €22,714,010.67.

Pursuant to the provisions of Article 223, subsection 4 of the French General Tax Code, the Shareholders' Meeting specifically approves the aggregate amount of non-deductible charges (Article 39-4 of the French General Tax Code) shown in the financial statements.

The shareholders also approve the operations shown in these statutory financial statements and/or referred to in the reports.

Second resolution

Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2017

Voting under the quorum and majority rules required at Ordinary General Meetings, after reviewing the reports of the Board of Directors and of the Statutory Auditors and the consolidated financial statements for the fiscal year ended on 31 March 2017, the shareholders approve the consolidated financial statements, namely the balance sheet, income statement and the notes, as drafted and presented to them.

The shareholders also approve the operations shown in these financial statements and/or referred to in the reports.

These financial statements show a consolidated profit of €289 million.

Third resolution

Proposal for the allocation of the result for the fiscal year ended on 31 March 2017 and distribution of a dividend deducted from General Reserve

Voting under the quorum and majority rules required at Ordinary General Meetings, the shareholders decide, upon proposal of the Board of Directors to allocate the net income for the fiscal year ended 31 March 2017:

| | |
|---|-------------------|
| Income for the fiscal year: | € (22,714,010.67) |
| Amount of retained earnings for the previous fiscal year: | € 0 |
| Amount of retained earnings for the fiscal year ended 31 March /2017: | € 0 |

The result for the fiscal year is entirely charged to the General Reserve account which accordingly amounts to € 3,788,801,432.32.

The shareholders hereby set forth the dividend to be distributed for an amount of € 54,927,957.50 at € 0.25 per share, deducted from the General Reserve account, which balance amounts accordingly to € 3,733,873,474.82.

Pursuant to the provisions of Article 243 bis of the French General Tax Code, when paid to individual shareholders residing in France for tax purposes, the dividend is eligible for a tax abatement of 40% as provided for in Article 158-3-2° of the French General Tax Code. The dividend is subject to income tax at the progressive rate after application of a mandatory provisional withholding tax of 21 % set forth in the fourth paragraph of Article 117 of the French General Tax Code.

The dividend coupon will be detached from the share on 7 July 2017 and be paid out in cash as from 11 July 2017. In the case where, on the dividend payment date, the Company holds some of its own shares, the amount of the dividend on such shares would be allocated to the retained earnings.

The Shareholders' Meeting duly notes that, in accordance with the law, no dividends were distributed in respect of the past three fiscal years.

Fourth resolution

Approval of the related party agreements signed over the course of the fiscal year ended on 31 March 2017 – commitments referred to in Article L. 225-42-1 of the French Commercial Code and made to the benefit of Mr Henri Poupart-Lafarge

Voting under the quorum and majority rules required at Ordinary General Meetings, the shareholders, having read the report of the Board of Directors and the special report of the Statutory Auditors established pursuant to Article L. 225-40 of the French Commercial Code, approve the agreements and commitments presented in this report pertaining to the commitments made by the Company to the benefit Mr Henri Poupart-Lafarge over the course of the fiscal year ended 31 March 2017, as approved by the Board of Directors at its meeting dated 8 November 2016, and acknowledges the information on previous agreements and commitments entered into and approved by the Shareholders' Meeting.

Fifth resolution

Ratification of the co-optation of Ms Sylvie Kandé de Beaupuy as Director

Voting under the quorum and majority rules required at Ordinary General Meetings, after having read the report of the Board of Directors, the shareholders ratify, in accordance with the terms of Article L. 225-24 of the French Commercial Code, the co-optation of Ms Sylvie Kandé de Beaupuy as Director to replace Mr Alan Thomson, who resigned, for the remainder term of office of her predecessor, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending on 31 March 2019.

Sixth resolution

Ratification of the co-optation of Mr Yann Delabrière as Director

Voting under the quorum and majority rules required at Ordinary General Meetings, after having read the report of the Board of Directors, the shareholders ratify, in accordance with the terms of Article L. 225-24 of the French Commercial Code, the co-optation of Mr Yann Delabrière as Director to replace Mr Pascal Colombani, who resigned, for the remainder term of office of his predecessor, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending on 31 March 2020.

Seventh resolution

Appointment of Ms Françoise Colpron as Director

Voting under the quorum and majority rules required at Ordinary General Meetings, after having read the report of the Board of Directors, the shareholders decide to appoint Ms Françoise Colpron as new Director for a four-year period, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending on 31 March 2021.

Eighth resolution

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

Voting under the quorum and majority rules required at Ordinary General Meetings, having reviewed the report of the Board of Directors drawn up in accordance with the provisions of Article L. 225-37-2 of the French Commercial Code, approve the principles and criteria for determining, allocating and granting the fixed, variable and exceptional components that collectively comprise the total remuneration and benefits of whatever kind as described in the aforementioned report, which may be granted to Mr Henri Poupart-Lafarge, in his capacity as Chairman and Chief Executive Officer for fiscal year 2017/18.

Ninth resolution

Advisory vote of the Shareholders on the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge in the fiscal year ended 31 March 2017

The shareholders, consulted under the recommendation 26 of the AFEP-MEDEF Code of November 2016, which is the reference code of the Company pursuant to Article L. 225-37 of the French Commercial Code, acting under the quorum and majority conditions required at Ordinary Shareholders' Meetings, having reviewed the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge in his capacity as an executive officer of the Alstom Group, issue a favourable opinion on the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge in his capacity as an executive officer of the Alstom Group for the fiscal year ended 31 March 2017, as presented in the explanatory statement of this resolution.

Tenth resolution

Authorisation to be given to the Board of Directors to trade the Company's shares

Voting under the quorum and majority rules required at Ordinary General Meetings, after reviewing the Board of Directors' report, the shareholders authorise the Board of Directors, pursuant to the terms of Articles L. 225-209 *et seq.* of the French Commercial Code, Articles 241-1 to 241-7 of the AMF's General Regulations, as well as European regulations applicable to market abuse (particularly European Regulation No. 596/2014 of 16 April 2014), except in period of public offer, for the purpose of acquiring or ordering the acquisition of Company shares in order to:

- cancel all or part of the shares acquired, under the conditions set forth by law and subject to the approval of the **eleventh resolution** below;
- grant or sell them to employees, former employees or corporate officers of the Company and its affiliated companies in the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code, in particular through employee savings plans, stock option plans, free share plans, employee shareholding plans or any share-based compensation mechanism, under the conditions specified by market authorities and at the times the Board of Directors or the person acting pursuant to the Board of Directors' delegation decides to grant or sell said shares;
- hold the shares purchased, or sell, transfer or exchange the shares purchased as part of or following any external growth transactions within the limit set forth in the 6th paragraph of Article L. 225-209 of the

French Commercial Code;

- deliver shares upon the exercise of rights attached to securities giving access by any means, either immediately or in the future, to shares of the Company;
- ensure the liquidity of the market for the Company's shares and to lead the Company's market within the framework of a liquidity contract through an authorised investment services provider, acting independently, complying with a code of ethics agreed upon by the French Stock Market Authority ("AMF");
- implement any market practice that could potentially be allowed by law or the AMF and, more generally, to carry out any other transaction in compliance with applicable regulations.

The purchase, sale, transfer or exchange of these shares may occur, in whole or in part, in accordance with the rules set by the relevant regulatory bodies, on regulated markets or off the market, including *via* multilateral trading facilities (MTFs) or *via* a systematic internaliser, by any means, including a block transfer of securities, the use or exercise of financial instruments, derivatives and, in particular through optional transactions such as the purchase and sale of options, and at any time within the limits set forth by laws and regulations, excluding during any take-over period on the Company's share capital. The portion of the programme carried out in the form of a block transfer can constitute the entire programme.

The number of shares that can be purchased pursuant to this authorisation cannot exceed 10% of the share capital as of the completion of the buyback of the Company's shares, in other words, as of 31 March 2017, a theoretical maximum number of 21,971,183 shares of par value €7 each and a theoretical maximum amount of €988,703,325 based upon the maximum purchase price set hereafter. However, the number of shares acquired by the Company to be held as treasury shares to be used at a later date as payment or in exchange in the context of an external growth transaction cannot exceed 5% of the share capital.

The purchase price may not exceed €45 (excluding expenses) per share, subject to adjustments relating to transactions affecting the Company's share capital. In the event of transactions dealing in the Company's share capital and, in particular, in the event of an increase in the share capital by the incorporation of reserves and the allocation of shares, free of charge, as well as in the event of a split or a consolidation of the shares, the price listed above shall be adjusted by a multiplying ratio equal to the number of shares included in the share capital before the transaction divided by the number of these shares after the transaction.

The repurchased shares held in the Company's custody will not carry voting rights and will not be entitled to dividends.

This authorisation cancels and replaces the authorisation granted by the ninth resolution approved by the Shareholders' Meeting dated 5 July 2016, and shall be valid for an eighteen month period as from the Shareholder's Meeting.

The shareholders hereby grant full powers to the Board of Directors, with authority to delegate such powers, to use this authorisation, ensure the proper execution of this share buyback programme and, in particular, to make all stock market orders, on any market or undertake any off-market transactions, conclude all agreements, in particular for keeping records of the purchase and sale of shares, allocate or reallocate the shares acquired for different purposes within applicable legal and regulatory conditions, prepare all documents, sign any agreement to carry out all formalities and make all declarations for and to all bodies and, generally, to do all that is necessary to implement this resolution.

Every year, the Board of Directors will inform the General Shareholders' Meeting regarding transactions carried out in the context of this resolution, in accordance with the terms of Article L. 225-211 of the French Commercial Code.

EXTRAORDINARY PART

Eleventh resolution

Authorisation to the Board to reduce share capital by cancellation of shares

Voting under the conditions of quorum and majority required for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special Statutory Auditors' report prepared in compliance with Article L. 225-209 of the French Commercial Code, the shareholders hereby authorise the Board of Directors, with the authority to subdelegate its powers, within the limits of the law, to reduce the share capital, in one or more times, by cancelling all or part of the shares that may be repurchased by the Company pursuant to any current or future authorisation granted by its shareholders in Ordinary General Meeting in accordance with Article L. 225-209 referred to above, subject to a limit of 10% of the share capital and in compliance with the applicable legal and regulatory provisions.

This authorisation is given for a twenty-four month period from the date of this Meeting and cancels and replaces the authorisation granted by the General Shareholders' Meeting of 30 June 2015 in the nineteenth resolution.

The shareholders give the Board of Directors full powers, with the authority to subdelegate its powers, within the limits of the law, to carry out this (these) reduction(s) of the share capital, to amend the Articles of Association accordingly and generally do whatever is necessary.

Twelfth resolution

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, up to a limit of 2% of the share capital, it being specified that this amount is deducted from the ceiling amount specified in the tenth resolution of the Shareholders' meeting of 5 July 2016

Voting under the quorum and majority rules required at Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Statutory Auditors' report and pursuant to the provisions of the Articles L. 3332-1 et *seq.* of the French Labour Code and the French Commercial Code, notably those of Articles L. 225-129-2 and L. 225-138-1, the shareholders hereby:

1. delegate the necessary authority to the Board of Directors, for a 26-month period as from the date of this Shareholders' Meeting, in order to increase the share capital of the Company, in one or more times, through issuances, in Euros or in foreign currency, of capital securities or securities granting access to the share capital of the Company, reserved for members of a Company savings plan or Group savings plan of the Company and/or of the companies or economic interest groups, in France or abroad, related to it in the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code, including in the context of qualified plans in the meaning of Article 423 of the U.S. Internal Revenue Code, not to exceed a maximum number of shares representing 2% of the Company's share capital as of the date of this Shareholders' Meeting, to which may be added, if necessary, the nominal amount of additional shares to be issued in order to preserve the rights of the beneficiaries in accordance with relevant legal and regulatory provisions, it being specified that the shares issued by virtue of this Shareholders' Meeting's thirteenth resolution and that any nominal amount issued by virtue of this delegation (before adjustments) will be deducted from the aggregate share capital increase ceiling set forth in the tenth resolution of the Combined Shareholders' Meeting held on 5 July 2016;
2. decide that the issue price of the new shares, issued pursuant to this delegation, shall not be more than 20% lower than an average price of the shares of the Company on the Euronext Paris stock exchange during the twenty trading days preceding the decision setting the opening day for subscriptions, or higher than that average; provided however that the Board of Directors shall be

- entitled to decide, if deemed timely, to reduce or cancel the discount thus granted in order to take into account, *inter alia*, the legal, social security, tax or accounting regimes applicable outside France;
3. decide that the characteristics of the other securities granting access to the share capital of the Company will be set by the Board of Directors under applicable regulations;
 4. decide that the Board of Directors will also be able to grant, for the benefit of the above-mentioned beneficiaries, free shares or other securities granting access to the share capital of the Company to be issued, by capitalisation of reserves, profits, or issue premiums, or already issued in substitution of all or part of the discount discussed in paragraph 2 and/or as an employer matching contribution within the limits set forth in Article L. 3332-21 of the French Labour Code;
 5. in favour of the above-mentioned beneficiaries, decide to cancel shareholders' preferential subscription rights to the shares or other securities granting access to the share capital issued by virtue of this authorisation, as well as to the Company shares resulting from securities issued by virtue of this resolution, it being specified that, in the event of a grant of free shares or other securities granting access to the share capital, said shareholders waive all rights to said shares or securities, including the portion of reserves, profits or premiums that may be capitalised;
 6. decide that the Board of Directors will have full powers, with authority to sub-delegate such powers under the conditions set by law, to implement this resolution in accordance with the limits and under the conditions specified above and, in particular, to:
 - determine the scope of the share capital increase reserved for members of a saving plan,
 - set the conditions, dates, and terms and conditions of each issuance and, in particular, determine the amount as well as the characteristics of the securities to be issued, the issuance price, the benefit entitlement date, including retroactively, of the shares to be issued, their payment method, the opening and closing date of the subscription period, the deadline by which subscribers must have paid for their securities,
 - decide whether the securities can be subscribed directly or *via* a *fonds communs de placement* (French undertakings for collective investment) or other entities permitted under applicable legal and regulatory provisions,
 - in the event of a grant of free securities, set the terms and conditions of the grant and, as the case may be, the amount and type of reserves, profits or premiums to capitalise,
 - officially acknowledge the completion of the share capital increases based on the number of shares effectively subscribed, and make the corresponding amendments to the Articles of Association,
 - enter into any agreements or complete any procedure or formalities directly or *via* an appointed officer,
 - as the case may be, deduct the necessary amounts from the issue premiums and, in particular, deduct all of the costs incurred in connection with the share capital increase and withhold the necessary sums from said issue premiums in order to increase the legal reserve to one tenth of the new share capital amount,
 - take all measures necessary for the completion of the issuances, complete all formalities relating to the share capital increases and, more generally, do all that is required;
 7. decide that this delegation cancels and replaces, for the unused portion, if any, the prior delegation having the same purpose granted by the Combined Shareholders' Meeting dated 5 July 2016 in the twenty-sixth resolution.

Thirteenth resolution

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 enabling employees of the Group's foreign subsidiaries to benefit from an employee savings transaction comparable to the one offered pursuant to the previous resolution, up to a limit of 0.5% of the share capital, it being specified that this amount is deducted from those set forth in the tenth resolution of the Shareholders' Meeting of 5 July 2016 and the previous resolution

Voting under the quorum and majority rules required at Extraordinary General Meetings, after reviewing the Board of Directors' report and the special Statutory Auditors' report and pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-129-2 and L. 225-138, the shareholders hereby:

1. delegate to the Board of Directors the competence to decide to increase the share capital of the Company, in one or more times, through the issue of ordinary shares within the limit of a maximum number of shares representing 0.5% of the Company's share capital on the day of this Meeting, to which may be added, if necessary, the nominal amount of the additional shares to be issued in order to preserve, in accordance with the relevant legal and regulatory provisions the rights of the beneficiaries, these issues being reserved to the category of beneficiaries defined hereafter;
2. decide (i) that the total number of shares that may be issued by virtue of this delegation shall be deducted from the maximum number of shares that may be issued set in the twelfth resolution of this Meeting so that the amount of the share capital increase which may result from the twelfth and thirteenth resolutions of this Shareholders' Meeting does not exceed 2% of the Company's share capital on the day of this Shareholders' Meeting (before adjustments) and that (ii) any par value amount issued pursuant to this delegation (before adjustments) will be deducted from the aggregate share capital increase ceiling set forth in the tenth resolution of the Combined Shareholders' Meeting held on 5 July 2016;
3. decide to cancel the preferential subscription rights of the shareholders to the shares to be issued under this delegation and to reserve the subscription to the category of beneficiaries having the following characteristics: (i) any entity held by a bank or any bank, which, at the request of the Company, participates in the implementation of a structured offer for the benefit of employees and corporate officers of entities affiliated to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, incorporated outside France; (ii) or/and employees and corporate officers of entities affiliated to the Company under the conditions set out in Articles L. 225-180 and L. 233-16 of the French Commercial Code, incorporated outside France; (iii) or/and mutual funds (OPCVM) or any other employee shareholding vehicle invested in the Company's securities, irrespective of whether it is a legal entity, and the shareholders of which will be the persons referred to in (ii) above;
4. decide that the issue price of the new shares issued pursuant to this authorisation, shall not be more than 20% lower than the average price of the shares of the Company on the Euronext Paris stock exchange during the twenty trading days preceding the decision setting the opening day for the subscription to a share capital increase carried out by virtue of the twelfth resolution; provided however that the Board of Directors shall be entitled to decide, if deemed timely, to reduce or cancel any discount granted or retain other references or calculation dates in order to take into account, *inter alia*, the legal, social security, tax or accounting regimes applicable outside France (for example, the provisions of the Share Incentive Plan in the United Kingdom or of Article 423 of the U.S. Internal Revenue Code);
5. decide that the Board of Directors will have full powers, with authority to subdelegate such powers within the limits of the law, to implement this delegation, and in particular to:
 - set the date and the subscription price of the shares to be issued as well as the other terms and conditions of the issuance, including the benefit entitlement date (which may be retroactive) of the shares to be issued and their method of payment,
 - set the list of beneficiaries of the cancellation of the preferential subscription rights within the

- category above defined as well as the number of shares to be subscribed by each of them,
- as the case may be, deduct the necessary amounts from the issue premiums and, in particular, deduct all of the costs incurred in connection with the share capital increase and withhold the necessary sums from said issue premiums in order to increase the legal reserve to one tenth of the new share capital amount,
 - take all measures necessary for the completion of the issuances, complete all formalities relating to the share capital increases and, more generally, do all that is required;
6. decide that this delegation is granted for eighteen months as from the date of this Meeting.
 7. decide that this delegation cancels and replaces, for the unused portion, if any, the prior delegation having the same purpose granted by the Combined Shareholders' Meeting dated 5 July 2016 in the twenty-seventh resolution.

Fourteenth resolution

Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities

Voting under the quorum and majority rules required at Extraordinary General Meetings, the shareholders hereby give full authority to the holder of an original, copy or excerpt of the minutes of this Meeting to complete any and all required filings and formalities.

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. 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. Requests for inclusion of additional items or resolutions in the agenda of the Meeting

Requests for inclusion of additional items or resolutions in the agenda of the Meeting must be sent by the shareholders complying with the requirements of Article R.225-71 of the French Commercial Code, to ALSTOM's headquarters (Attention: Président du Conseil d'administration d'ALSTOM – « *Points ou Projets de résolution 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", and must arrive at the latest the 25th day prior to the Meeting, i.e. at the latest on Friday 9 June 2017 at midnight (Paris time), being specified that they must be sent within 20 days as from the publication of this notice in compliance with Article R.225-73 (II) of the French Commercial Code.

Each request must be accompanied by the item to be put on the agenda and its motivation, or by the text of the draft resolution, possibly with a brief explanation, and if applicable by the information requested pursuant to Article R.225-71 of the French Commercial Code. Each request must also be accompanied by a statement evidencing the ownership or the representation of the amount of the share capital requested by Article R.225-71 of the French Commercial Code.

The Chairman of the Board will acknowledge receipt of the request by registered letter, within five calendar days as from its reception. In order to have the proposed additional item or resolution being submitted to the Meeting, the person proposing such item or resolution shall provide a new statement evidencing the

registration of the shares in the same account the second business day preceding the Meeting at midnight, i.e. Friday 30 June 2017 at midnight (Paris time).

5. 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 / Investors / Shareholders' corner / Shareholders' Meeting.

6. 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 / 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 21st 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.