

### **Information related to the remuneration of ALSTOM's Chairman and Chief Executive Officer**

The Board of Directors, acting in accordance with the powers delegated to it by the General Shareholders' Meeting held on 18 December 2015 and upon the recommendation of the Nominations and Remuneration Committee, decided to grant on 13 March 2018 a long-term incentive plan to the benefit of, notably, the ALSTOM Chairman and Chief Executive Officer.

This Plan is made of performance shares for a total amount representing 0.46% of the share capital and subjects the final acquisition of all shares to the satisfaction of two performance conditions of the same weight measured after a vesting period of three years:

- one internal, based on the level of achievement of the adjusted EBIT margin target set by the Board of Directors for the 2020/21 fiscal year,
- the other relative, assessed on the date of publication of Alstom's financial results for the 2020/21 fiscal year based on the performance of the Company's share relative to the performance of the STOXX® Europe TMI Industrial Engineering Index (*Total Shareholder Return*).

To the extent the transaction with Siemens, announced on September 26, 2017, would be implemented during the vesting period of this grant, the Board of Directors is committed to adapting these performance conditions to the strategy and the new challenges, both in their nature and in the levels of results to be achieved, while maintaining a stringent level of requirement.

The allocation received by the Chairman and Chief Executive Officer is made of 45,000 performance shares and represents 0.02% of the share capital.

The characteristics of this plan, including those presented below, comply with the corporate governance principles set by the Board of Directors:

- the IFRS 2 value of the grant is lower than the value of the beneficiary's annual fixed and targeted variable remuneration (remuneration obtained when accomplishments are strictly consistent with set objectives).
- the Chairman and Chief Executive Officer must hold a number of shares equivalent to 50% of the performance shares definitively acquired by him at the end of the vesting period. The Company also set a retention target of shares held in registered form until the end of his term of office corresponding to a value of three years of his last gross fixed annual remuneration.
- the grant represents 0.9% of the overall amount authorized at the Shareholders' Meeting dated 18 December 2015 with respect to grants of free shares carried out within the group (i.e. less than 2.5%).

The Chairman and Chief Executive Officer is committed to refraining from using hedging instruments on all Performance shares for the entire term of his office.