

## **Information related to the compensation of the ALSTOM Chairman and Chief Executive Officer**

The Board of Directors, acting in accordance with the authorization granted by the Annual Shareholder Meeting held on 17 July 2018 and upon recommendation of the Nominations and Remuneration Committee, decided to grant on 12 March 2019 a long-term incentive plan to the benefit of, notably, the ALSTOM Chairman and Chief Executive Officer.

This plan is composed of performance shares for a total amount representing 0.48% of the share capital. The final acquisition of all shares is subject to the satisfaction of three performance conditions measured after a vesting period of three years:

- two internal conditions, based on the level of achievement of:
  - o the adjusted EBIT margin target set by the Board of Directors for the 2021/22 fiscal year. This condition is weighted 40% in the global plan; and
  - o the targeted Cash Conversion ratio of the net income, as set by the Board of Directors for the 2021/22 fiscal year. This condition is weighted 20% in the global plan; and
- one relative condition, assessed on the date of closure of Alstom's 2021/22 fiscal year and based on the performance of the Company's share relative to the performance of the STOXX® Europe TMI Industrial Engineering Index (Total Shareholder Return). This condition is weighted 40% in the global plan.

The allocation received by the Chairman and Chief Executive Officer is made of 52,500 performance shares and represents 0.02% of the share capital.

The characteristics of this plan, including those presented below, comply with the principles set by the Board of Directors in the executive corporate officer compensation policy:

- the IFRS 2 value of the grant is lower than the value of the beneficiary's annual fixed compensation and targeted variable compensation (which is acquired in case of strict achievement of the objectives previously set).
- the grant to the beneficiary represents (i) 4.86% of the total grant carried out within the group (*i.e.* an individual annual grant below 5% of the total grant) and (ii) 1.05% of the overall amount authorized by the Annual Shareholder Meeting held on 17 July 2018 with respect to free allotments of shares (*i.e.* less than 2.5% of the overall amount).

In addition, in compliance with the minimum holding requirement set in the compensation policy, the Chairman and Chief Executive Officer holds a number of registered shares corresponding to a value of three years of his last gross fixed annual remuneration.

Finally, 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.