

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 Shareholders Meeting held on 10 July 2019 and upon recommendation of the Nominations and Remuneration Committee, decided to grant on 10 March 2020 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 0.51% of the share capital. The final acquisition of all shares is subject to the satisfaction of four performance conditions measured after a vesting period of three years:

- three internal conditions, based on the level of achievement of:
 - o the adjusted EBIT margin target as set by the Board of Directors. The level of achievement will be assessed at the outcome of financial year 2022/23. This condition is weighted 40% in the global plan;
 - o the Cash Conversion rate target as set by the Board of Directors. The level of achievement will be assessed at the outcome of financial year 2022/23. This condition is weighted 20% in the global plan;
 - o the energy reduction in solutions target as set by the Board of Directors. The level of achievement will be assessed at the outcome of financial year 2022/23. This condition is weighted 10% in the global plan; and
- one relative condition, based on the evolution of the performance of the ALSTOM share vs the evolution of the performance of the STOXX® Europe TMI Industrial Engineering Index (Total Shareholder Return), assessed on the date of closure of ALSTOM's financial year 2022/23. This condition is weighted 30% in the global plan.

The allocation received by the Chairman and Chief Executive Officer is made of 51,000 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 to the beneficiary is lower than the value of the beneficiary's gross annual fixed compensation and target variable compensation (which is acquired in case of strict achievement of the objectives previously set);
- The grant to the beneficiary represents (i) 4.5% of the total grant carried out under the plan (*i.e.* an individual annual grant below 10% of the total grant resulting from this plan) and (ii) 1.02% of the overall amount authorized by the Annual Shareholders Meeting held on 10 July 2019 with respect to grants of performance shares for free within the Alstom Group (*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 annual fixed compensation.

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.