



## **INTEGRATION COMMITTEE INTERNAL RULES**

(as approved by the Board of Directors on 26 January 2021)

### **1. Membership**

The Integration Committee (hereinafter referred to as the “Committee”) shall consist of four members, including a Chairman, all appointed by the Board of Directors from among the Directors of ALSTOM upon the recommendation of the Nominations and Remuneration Committee.

At least two of them shall be independent members of the Board of Directors of ALSTOM and one shall be proposed by CDPQ.

The criteria according to which a Director act as an independent Director are determined by the Board of Directors upon recommendation of the Nominations and Remuneration Committee in accordance with corporate governance principles that the Company abides by.

The term of office of a member of the Committee shall not exceed her or his term of office as a Director. The Board of Directors can, at any time, change the composition of the Committee.

### **2. Duration of the Committee**

The Integration Committee shall be effective from the Completion Date of the Bombardier Transportation Transaction and shall be maintained for a 2-year period from that date.

### **3. Duties**

The Committee shall act under the authority of the Board of Directors.

The Committee shall facilitate and monitor the integration process of Bombardier Transportation within ALSTOM and shall report to the Board of Directors of ALSTOM. It shall act as a sounding board for the Chairman and CEO for any topics pertaining to the integration of the two companies of which it will assess the short, mid and long-term impacts.

In particular and without limitations, the Committee could review:

- Value, culture and people engagement;
- Product portfolio convergence;
- Industrial footprint optimization;
- Synergies assessment.

#### **4. Operating procedures**

The Committee shall meet at least four times a year upon the convocation of its Chairman or the Chairman of the Board of Directors, upon reasonable notice or without delay in case of urgency. In addition, each member may propose a meeting if he/she sees the need to discuss particular matters. Convening of the Committee may be done by any means, including verbally.

A quorum of at least three members present (including one of the members proposed by CDPQ) is required for a Committee Meeting to take place. The Chairman of the Board and CEO shall sit at each Committee Meeting in order to provide information relevant to the integration of Bombardier Transportation within ALSTOM and raise the issues that need to be addressed by the Committee.

The Chairman of the Committee shall appoint a Secretary of the Committee.

Materials related to the matters on the Meeting's agenda are to be provided to the members of the Committee sufficiently in advance of the Meeting, wherever necessary, to allow the Committee's members to carry out their review.

Meetings of the Committee may be held in person or through any other means (telephone or videoconference; exchange of documents by mail, telecopy or by electronic transfer) which permit the agenda and preliminary documents to be transmitted to members and which permit members to exchange opinions and to establish the Committee's recommendations, conclusions and comments.

The minutes of Meetings shall be prepared by the Secretary of the Committee for approval of the Chairman of the Committee and the other members of the Committee. Once approved, the Secretary shall keep the minutes of the Committee Meetings which are at the disposal of the members of the Board of Directors.

#### **5. Report to the Board of Directors**

The Chairman of the Committee or the member designated by the Committee when the Chairman is unable to attend shall, on a regular basis, report on the Committee's works and its recommendations, conclusions and comments to the Board of Directors.

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