

ALSTOM

Société Anonyme with a share capital of € 2,616,486,292
Head Office: 48, rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine
Registration number: 389 058 447 R.C.S. Bobigny
(the "Company")

CONVENING NOTICE

The Company's shareholders are convened to the **Annual Combined General Meeting** (the "Meeting") on first call on **Tuesday, 12 July 2022 at 2:00 p.m.** at 28 avenue George V ("Châteaufort" le 28 George V"), 75008 Paris, to deliberate on the agenda presented below.

Agenda

On an ordinary basis:

1. Approval of the annual accounts for the financial year ending March 31st, 2022
2. Approval of the consolidated accounts for the financial year ending March 31st, 2022
3. Assignment of the income from the year and determination of the dividend, option to pay the dividend in cash or as shares, share price of the shares to be issued, remainder, option period
4. Special report by the auditors on the regulated agreements - acknowledgment of the lack of a new agreement
5. Reappointment of Ms. Bi Yong Chungunco as a director
6. Reappointment of Ms. Clotilde Delbos as a director
7. Reappointment of Mr. Baudouin Prot as a director
8. Approval of the remuneration policy for the CEO
9. Approval of the remuneration policy for the members of the Board of Directors
10. Approval of the information set out in Article L. 22-10-9 of the Commercial Code
11. Approval of the fixed, variable, and exceptional elements making up the total remuneration and the benefits of any kind allocated during the previous year or attributed in the same year to Mr. Henri Poupart-Lafarge, CEO
12. Authorisation to be given to the Board of Directors for the purpose of enabling the company to redeem its own shares within the scope of the provision of Article L. 22-10-62 of the Commercial Code, duration of the authorisation, purposes, terms, limit, suspension during the public offer period

On an extraordinary basis:

13. Authorisation to be given to the Board of Directors in view of cancelling treasury shares held by the company repurchased under the provisions of Article L. 22-10-62 of the French Commercial Code
14. Delegation of competence to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits and/or premiums
15. Delegation of competence to the Board of Directors to issue ordinary shares and/or securities giving access to the capital (of the company or a subsidiary) and/or to debt securities, with preferential subscription rights, duration of the delegation, maximum nominal amount of the capital increase and suspension during the period of a public offer
16. Delegation of competence to be granted to the Board of Directors to issue ordinary shares and/or securities granting access to the share capital (of the company or of a subsidiary) and/or to debt securities, with cancellation of the preferential subscription rights by way of a public offer (excluding the offers referred to in Article L. 411-2 1) of the French Monetary and Financial Code), duration of the delegation, maximum nominal amount of the capital increase, issue price, option to limit the amount of subscriptions or to distribute the unsubscribed securities, and suspension during the period of a public offer
17. Delegation of competence to be granted to the Board of Directors to issue ordinary shares and/or securities granting

access to the Company's share capital and/or debt securities, with cancellation of preferential subscription rights, as consideration for securities in the context of a public exchange offer initiated by the Company

18. Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital (of the company or a subsidiary) and/or to debt securities, with cancellation of the preferential subscription right, by means of an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code and duration of the delegation, maximum nominal amount of the capital increase, issue price and suspension during a public offer period
19. Delegation of competence to be given to the Board of Directors to increase the capital by way of the issuance of ordinary shares and/or securities granting access to the share capital with preferential subscription rights cancelled in favor of members of a Company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code
20. Delegation of competence to be granted to the Board of Directors for the purpose of deciding a capital increase of the Company reserved for a category of beneficiaries, with shareholders' preferential subscription rights cancelled, duration of the delegation, maximum nominal amount of the capital increase, issue price, suspension during a public offer period
21. Authorisation, in the event of an issue with cancellation of the shareholders' preferential subscription rights, to set, within the limit of 10% of the share capital per year, the issue price in accordance with the conditions determined by the meeting, suspension during a public offer period
22. Authorisation to increase the issue amount, suspension during a public offer period
23. Delegation to be granted to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the share capital within the limit of 10% of the share capital as compensation for contributions in kind made up of shares or securities granting access to the Company's share capital, duration of the delegation, and suspension during a public offer period
24. Delegation of competence to be granted to the Board of Directors to issue shares of the Company subsequent to the issuance by the Company's subsidiaries of securities granting access to the Company's share capital, with shareholders' preferential subscription rights cancelled, suspension during a public offer period

On an ordinary basis:

25. Powers to carry out legal formalities

Draft resolutions

On an ordinary basis:

First resolution (Approval of the annual accounts for the financial year ending March 31st, 2022)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, after being made aware of the reports of the Board of Directors and the auditors on the financial year ending March 31st, 2022, approves the annual accounts to this date as presented showing a profit of € 102 051 866,58.

Second resolution (Approval of the consolidated accounts for the financial year ending March 31st, 2022)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, after being made aware of the reports of the Board of Directors and the auditors on the consolidated accounts of March 31st, 2022, approves these accounts as presented showing a loss (group share) of € 581 million.

Third resolution (Assignment of the income from the year and determination of the dividend, option to pay the dividend in cash or as shares, share price of the shares to be issued, remainder, option period)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, at the proposal of the Board of Directors, decides to proceed with the appropriation of the profit for the year ending March 31st, 2022 as follows:

Appropriation

- Dividends	€ 93,347,936.50
- General reserve	€ 8,703,930.08

The General Reserve being increased, after appropriation of result, to € 6,391,726,510.48.

The General Meeting notes that the gross dividend to be received for each share is fixed at € 0,25.

Where it is paid to physical persons who are physically resident in France, the dividend is either subject to a single lump sum deduction from the gross dividend at the lump sum rate of 12.8% (Article 200 A of the General Tax Code) or, if this option is expressed irrevocably and globally by the contributor, to income tax in line with the progressive scale, after an allowance of 40% (Article 200 A, 13 and 158 of the General Tax Code). The dividend is also subject to social security contributions at a rate of 17.2%.

The ex-dividend date will be Wednesday 20 July 2022.

The dividends will be paid on Friday 26 August 2022.

In the event of a change in the number of shares conferring a right to a dividend relative to the 373,391,746 shares making up the share capital of 31 March 2022, the global amount of the dividends shall be adjusted accordingly, and the amount allocated to the "General Reserve" account will be determined on the base of the dividends effectively paid.

The General Meeting, having taken note of the report from the Board of Directors and in accordance with Article 21 of the statute, noting that the capital is fully paid up, decides to offer each shareholder, for the total dividend applicable to the shares they own, an option for this dividend to be paid in cash or in new shares.

The share price offered in payment of the dividend shall be 90% of the average of the prices quoted at the opening of the twenty trading sessions prior to the date of this General Meeting, less the net amount of the dividend, if applicable rounded up to two decimal places to the nearest 100th according to the provisions of Article L. 232-19 of the Commercial Code.

If the net dividend amount for which the shareholder has exercised the option does not correspond to a whole number of shares, they can obtain the next lowest whole number of shares supplemented with cash.

The shareholders who wish to choose payment of the dividend in shares have a period of between Friday 22 July 2022 and Monday 22 August 2022 inclusive to make the request to the financial intermediaries authorised to pay said dividend or for shareholders exclusively with nominee accounts to the agent (BNP Paribas Securities Services). As a result, any shareholder who has not chosen to receive payment of the dividend in shares at the end of this period will receive the dividend payment in cash.

The shareholders who choose a cash payment will receive this payment on Friday 26 August 2022. The new shares will be allocated to the shareholders who chose to receive the payment of the dividend in shares will occur on the same day as the payment of the dividend in cash, i.e. on Friday 26 August 2022. The shares issued in payment of the dividend will have dividend rights.

According to the provisions of Article 243 bis of the General Tax Code, the Meeting notes that it was reminded that in the three previous financial years the distribution of dividends and revenue was as follows:

Financial year ending	March 31st, 2021	March 31st, 2020	March 31st, 2019
Gross dividend per share (in EUR)	0.25	-	5.50
Amount per share eligible for reduction (in EUR)	0.25	-	5.50
Amount per share not eligible for reduction (in EUR)	-	-	0
Total dividend (in thousand euros)	92,975	-	1,233,674

The General Meeting grants all powers to the Board of Directors with the ability to delegate to implement this resolution, to note the implementation of the increase in capital resulting from the exercise of the option for the payment of the dividend in shares, to change the statutes as a result, and to proceed with the disclosure formalities.

Fourth resolution (Special report by the auditors on the regulated agreements - acknowledgment of the lack of a new agreement)

The General Meeting, after having been made aware of the special audit report mentioning the lack of a new agreement of the type set out in Articles L. 225-38 et seq. of the Commercial Code, simply notes this.

Fifth resolution (Reappointment of Ms. Bi Yong Chungunco as a director)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, decides to reappoint Ms. Bi Yong Chungunco as a director for a period of four years expiring at the end of the Meeting held in 2026. She is required to approve the accounts for the previous financial year.

Sixth resolution (Reappointment of Ms. Clotilde Delbos as a director)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, decides to reappoint Ms. Clotilde Delbos as a director for a period of four years expiring at the end of the Meeting held in 2026. She is required to approve the accounts for the previous financial year.

Seventh resolution (Reappointment of Mr. Baudouin Prot as a director)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, decides to reappoint Mr. Baudouin Prot as a director for a period of four years expiring at the end of the Meeting held in 2026. He is required to approve the accounts for the previous financial year.

Eighth resolution (Approval of the remuneration policy for the CEO)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings and in application of Article L. 22-10-8 of the Commercial Code, approves the remuneration policy for the CEO set out in the report on corporate governance included in the universal registration document from 2021/22, chapter 5, sections "Guiding principles for the remuneration policy for board members/remuneration policy for the CEO".

Ninth resolution (Approval of the remuneration policy for members of the Board of Directors)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings and in application of Article L. 22-10-8 of the Commercial Code, approves the remuneration policy for members of the Board of Directors set out in the report on corporate governance included in the universal registration document from 2021/22, chapter 5, sections "Guiding principles for the remuneration policy for board members/remuneration policy for members of the Board of Directors".

Tenth resolution (Approval of the information set out in paragraph I of Article L. 22-10-9 of the Commercial Code)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings and in application of Article L. 22-10-34 I of the Commercial Code, approves the information set out in paragraph I of Article L. 22-10-9 of the Commercial Code mentioned in the report on corporate governance included in the universal registration document from 2021/22, chapter 5, sections "Elements of remuneration paid during or attributed to board members for the 2021/2022 year".

Eleventh resolution (Approval of the fixed, variable, and exceptional elements consisting of the total remuneration and the benefits of any kind allocated during the previous year or attributed in the same year to Mr. Henri Poupart-Lafarge, CEO)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings and in application of Article L. 22-10-34 II of the Commercial Code, approves the fixed, variable and exceptional elements that make up the total remuneration and the benefits of any kind paid during the previous financial year or allocated during the same

financial year to Mr. Henri Poupart-Lafarge, CEO, set out in the report on corporate governance included in the universal registration document from 2021/22 in chapter 5, section "Remuneration paid or attributed during the 2021/22 financial year to Mr. Henri Poupart-Lafarge, Director General".

Twelfth resolution (Authorisation to be given to the Board of Directors with the purpose of enabling the company to redeem its own shares within the scope of the provision of Article L. 22-10-62 of the Commercial Code)

The General Meeting, convened under the rules of quorum and majority required for ordinary general meetings, having noted the report of the Board of Directors, authorises said Board with the ability to sub-delegate under the conditions set out by the law for a period of eighteen months according to Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the Commercial Code, to purchase, in one or more sessions during the period defined, shares in the company up to a maximum number of shares that may not exceed 5 % of the number of shares making up the share capital on the day of this meeting, if necessary amended to take into account any operations to increase or reduce the capital that may occur during this program.

This authorisation terminates the authorisation granted to the Board of Directors by the General Meeting of July 28th, 2021 in its thirteenth ordinary resolution.

The acquisitions can be carried out with a view:

- to the eventual withdrawal of the shares acquired according to the authorisation granted or to be granted by the Extraordinary General Meeting,
- to ensuring that the share purchase option plans and/or the free share allocation plans (or similar plans) that benefit the employees and/or the board members of the company, of a controlled company as defined by Article L.233-16 of the Commercial Code and any allocations of shares as part of a company or group savings plan (or similar plan) within the scope of the sharing of the profits of the company and/or any other forms of allocation of shares by assignment or transfer to employees and/or company board members of the company, of a controlled company, or of an affiliated company are covered,
- to retaining the shares purchased and to assign them, transfer them, pay them out, or subsequently exchange them as part of potential external growth, merger, demerger, or contribution operations within the limit set out by the law,
- to ensuring that the securities giving the right to assign shares in the company within the scope of the regulations that are in force are covered,
- to ensuring the promotion of the secondary market or the liquidity of the ALSTOM share by means of the provision of an investment service via a liquidity contract based on the practice permitted by the regulations, it being specified that within this scope the number of shares included in the calculation for the above limit corresponds to the number of shares purchased with the number of shares resold deducted,
- to implementing any market practice permitted by law or the French Financial Markets' Authority, and, more generally, to carrying out any operation according to the regulations in force.

The acquisition, assignment, transfer, or exchange of these shares can be carried out in full or in part in compliance with the regulations set out by the market authorities, on regulated or private markets, including multilateral negotiation systems (MNS), or via a systematic internaliser by any means, including by transfer of blocks of securities, by using or exercising any financial instrument, derivative product and in particular by putting in place optional operations such as the purchase and sale of options, or by transferring shares following the issue of securities that provide access to the company's capital by means of conversion, exchange, reimbursement, or the exercise of warrants, either directly or indirectly via an investment services provider, or in any other manner (with no restrictions on the part of the program on repurchases being made using any one of these means) and at all times within the limits set out by the laws and the regulations in force. The part of the program carried out in the form of a block can involve the entirety of the program.

However, the Board of Directors may not make use of this authorisation during a public offer period initiated by a third party for securities in the company without the prior authorisation of the General Meeting until the end of the offer period.

The maximum purchase price is fixed at 45 euros per share. In the event of a capital operation, in particular the division or consolidation of shares or free allocations of shares to the shareholders, the amount indicated above will be adjusted by the

same proportions (multiplier coefficient equivalent to the ratio between the number of shares that made up the capital before the operation and the number of shares after the operation).

The total amount affected by the share repurchase program authorised above may not exceed 840,131,415 euros.

The General Meeting grants all powers to the Board of Directors, with the ability to sub-delegate, to enable it to carry out these operations, to draw up their conditions and terms, to conclude all agreements, and to carry out all formalities.

On an extraordinary basis:

Thirteenth resolution (Authorisation to be given to the Board of Directors in view of cancelling treasury shares held by the company repurchased under the provisions of Article L. 22-10-62 of the French Commercial Code)

The General Meeting, voting in accordance with the quorum and majority requirements applicable for extraordinary general meetings, pursuant to Article L. 22-10-62 of the French Commercial Code, and having reviewed the Board of Directors' report and the report of the Statutory Auditors:

- 1) Grants the Board of Directors the authorisation, with the ability to subdelegate such authorisation, to cancel, at its sole discretion and on one or more occasions, within the limit of 10% of the share capital calculated as of the date of the cancellation decision, less any shares cancelled over the previous 24 months, the shares that the Company holds or may hold, in particular subsequent to buybacks carried out in the framework of Article L. 22-10-62 of the French Commercial Code and to reduce the share capital to the extent of such buybacks in accordance with applicable legal and regulatory provisions.
- 2) Sets this authorisation's period of validity at 26 months as from the date of this General Meeting.
- 3) Grants all powers to the Board of Directors to carry out the necessary transactions for such cancellations and the corresponding reductions of the share capital, amend the Company's Articles of Association accordingly and carry out all the required formalities.

Fourteenth resolution (Delegation of competence to the Board of Directors to increase the Company's share capital by incorporation of reserves, profits and/or premiums)

The General Meeting, voting in accordance with the quorum and majority requirements applicable for ordinary general meetings, having reviewed the Board of Directors' report, and in accordance with the provisions of Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) Delegates to the Board of Directors its authority to decide to increase the share capital, on one or more occasions, at the times and on the terms it shall determine, by incorporation into the share capital of reserves, profits, premiums or other sums that may be converted into share capital through the issue and free allocation of shares or by raising the par value of the existing ordinary shares, or by combining these two means.
- 2) Resolves that in the event the Board of Directors uses this delegation, pursuant to the provisions of Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, in case of a capital increase in the form of a free allotment of newly issued shares, any fractional rights will not be negotiable and may not be disposed of, and that the corresponding shares will be sold; the resulting disposal proceeds shall be allocated to the holders of the rights within the time limit provided for by the law.
- 3) Sets this delegation's period of validity at twenty-six months as from the date of this General Meeting.
- 4) Resolves that the nominal amount of the capital increase under this resolution shall not exceed 911,000,000 euros, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, if applicable, with any contractual terms providing for other methods of preservation, the rights of the holders of rights or securities giving access to the Company's share capital.

The abovementioned limit is independent from any other limit relating to issuances of shares or other financial instruments authorised by the present meeting.

- 5) Grants the Board of Directors all powers to implement this resolution and, in general, to take all necessary measures and carry out all required formalities to ensure the completing of each increase in the Company's share capital, report on the completion of such capital increases, and make corresponding changes to the Company's articles of association.
- 6) Acknowledges that this delegation cancels and supersedes, as of this day, any unused portion (if any) of any previous delegation for the same purpose.

Fifteenth resolution (Delegation of competence to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital (of the company or a subsidiary) and/or to debt securities, with preferential subscription rights)

The General Meeting, voting in accordance with the quorum and majority requirements applicable for extraordinary general meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors and pursuant to the provisions of the French Commercial Code and, in particular, of Articles L. 225-129-2, L. 228-92 and L. 225-132 *et seq.*

- 1) Delegates to the Board of Directors, with the option of sub-delegation subject to the terms provided for by law, its authority to decide on the issuance, free of charge or against payment, on one or more occasions, in the amounts and at the times it sees fit, on the French and/or international market, either in euros, in any other legal currency or in any monetary unit established by reference to a basket of currencies:
 - of ordinary shares,
 - and/or securities granting access to the share capital and/or to debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company of which it directly or indirectly owns more than half of the share capital.

- 2) Sets the validity period of this delegation at 26 months, as from the date of this General Meeting.
- 3) Resolves to set the limits of the amounts of the issues authorised in the event that the Board of Directors uses this delegation as follows:

The aggregate nominal amount of ordinary shares that may be issued pursuant to this delegation may not exceed 911,000,000 euros, i.e. approximately 35% of the nominal amount of the share capital as of 31 March 2022, or the equivalent in any other currency or monetary unit established by reference to a basket of currencies, it being specified that the maximum aggregate nominal amount of the capital increases that may be carried out pursuant to this delegation and those granted by virtue of the 16, 17, 18, 23 and 24 resolutions of the present meeting and of the 16 resolution of the combined general meeting of 28 July 2021 is set at 911,000,000 euros or the equivalent in any other currency or monetary unit established by reference to a basket of currencies.

To this limit shall be added, if applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and regulations and, if applicable, with any contractual terms providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's share capital.

The maximum nominal amount of the debt securities of the Company that may be issued pursuant to this delegation of competence may not exceed 1,500,000,000 euros or its equivalent value in any other currency or in any monetary unit, it being specified that the nominal amount of debt securities that may be issued, immediately or in the future, pursuant to the 16 and 18 resolutions of this meeting, shall count against this limit; this limit does not apply to debt securities the issuance of which may be decided upon or authorised by the Board of Directors in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code and shall be increased, if applicable, by any redemption premium above par value.

- 4) Resolves that in the event that the Board of Directors uses this delegation of competence in connection with the issues referred to in 1) above:
 - a. decides that the issue or issues of ordinary shares or securities giving access to the share capital shall preferably be reserved to the shareholders who may subscribe on an irreducible basis,
 - b. decides that if the subscriptions on an irreducible basis, and if applicable on a reducible basis, have not absorbed the

entirety of an issue referred to in 1), the Board of Directors may use the following options:

- limit the amount of the issue to the amount of subscriptions received, within the limits provided by the regulations,
 - freely allocate some or all of the securities that were not subscribed,
 - offer to the public, some or all of the securities that were not subscribed,
- 5) Resolves that the issues of warrants for the subscription of shares in the Company may be carried out by subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Board of Directors will have the right to decide that the [grant/allocation] rights giving rise to fractional shares will not be negotiable and that the corresponding securities will be sold.
- 6) Resolves that the Board of Directors shall have, within the limits set above, the powers necessary, in particular, to set the terms and conditions of the issue(s) and determine the issue price, if applicable, record the completion of the resulting capital increases, amend the Articles of Association accordingly, charge, at its sole discretion, the costs of the capital increases to the amount of the premiums relating thereto and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase and, more generally, do whatever is necessary in this regard.
- 7) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation as from the filing by a third party of a draft public offer for the Company's shares until the end of the offer period.
- 8) Acknowledges that this delegation of authority cancels and supersedes, as of this day, up to the amount, if any, of the unused portion, the previous delegation of the same nature granted by the general meeting of 28 July 2021 in its 20 resolution.

Sixteenth resolution (Delegation of competence to be granted to the Board of Directors to issue ordinary shares and/or securities granting access to the share capital (of the company or of a subsidiary) and/or to debt securities, with cancellation of the preferential subscription rights by way of a public offer (excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code))

The General Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52 and L. 228-92:

- 1) Delegates to the Board of Directors, which may further delegate this delegation under the conditions set by law, its authority to issue, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, by means of a public offering excluding the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code and offers made in the context of a public exchange offer initiated by the Company, either in euros or in foreign currencies or in any other unit of account established by reference to a basket of currencies:
- ordinary shares,
 - and/or securities granting access to the share capital and/or to debt securities;

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company of which it directly or indirectly owns more than half of the share capital;

- 2) Sets the validity period of this delegation at 26 months as from the date of this General Meeting;
- 3) The aggregate nominal amount of ordinary shares that may be issued by virtue of this delegation may not exceed EUR 260,000,000, or the equivalent in any other currency or monetary unit established by reference to several currencies, provided, however, that the nominal amount of the shares issued pursuant to the 17, 18, 23 and 24 resolutions of this General Meeting (exclusive of the preservation of rights) or any subsequent similar resolutions (exclusive of the preservation of rights) shall count against this amount and that any nominal amount issued pursuant to this delegation (exclusive of the preservation of rights) shall count against the aggregate capital increase limit set by resolution 15 of this General Meeting.

In addition to this limit, if applicable, the nominal amount of the capital increase required to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's share capital.

The nominal amount of debt securities that may be issued by virtue of this delegation may not exceed EUR 1,000,000,000, or its equivalent in any other currency or monetary unit, provided, however, that the nominal amount of debt securities that may be issued, immediately or in the future, pursuant to the 18 resolution and that any nominal amount of debt securities issued pursuant to this delegation shall be count against from the overall limit on debt securities set by resolution 15 of this General Meeting.

This limit does not apply to debt instruments the issue of which is decided or authorised by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code, or to other debt instruments referred to in the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 and the last paragraph of Article L. 228-94 of the French Commercial Code, and shall be increased, as appropriate, by any redemption premium above par value;

- 4) Resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities giving access to the share capital and/or to debt securities covered by this resolution, while allowing the Board of Directors to grant shareholders a priority right, in accordance with the law;
- 5) Resolves that the amount to be received by the Company for each ordinary share issued under this delegation, after taking into account, in the event of the issuance of individual subscription warrants, the issue price of such warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation;
- 6) Resolves that if the subscriptions have not absorbed the entire issue referred to in 1), the Board of Directors may use the following options:
 - limit the amount of the issue to the amount of subscriptions, where applicable within the limits provided for by the regulations
 - freely allocate all or part of the unsubscribed securities;
- 7) Resolves that the Board of Directors shall have the necessary powers, within the limits set above, in particular to set the terms and conditions of the issue(s), if any, to record the completion of the resulting capital increases, to amend the articles of association accordingly, to charge, at its own initiative, the costs of the capital increase to the amount of the related premiums, and withhold the necessary sums from this amount in order to fund the legal reserve up to one tenth of the new share capital after each increase, and, more generally, to do whatever is necessary in this regard;
- 8) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation once a public offer for the Company's shares has been filed by a third party and until the end of the offering period;
- 9) Takes note that this delegation of powers supersedes, as from this day, the unused portion, if any, of the previous delegation of powers of the same nature granted by the General Meeting of July 28, 2021 in its 21 resolution.

Seventeenth resolution (Delegation of competence to be granted to the Board of Directors to issue ordinary shares and/or securities granting access to the Company's share capital and/or debt securities, with cancellation of preferential subscription rights, as consideration for securities in the context of a public exchange offer initiated by the Company)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors, and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-136, L. 22-10-54 and L. 228-92:

- 1) Delegates to the Board of Directors, which may further delegate this delegation under the conditions set by law, its authority to issue, on one or more occasions, in such proportions and at such times as it deems appropriate, in order to pay for securities tendered in a public offer including an exchange component initiated in France or abroad, in accordance with local rules, by the Company for securities of a company whose shares are admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code:
 - ordinary shares,
 - and/or securities giving access to the share capital and/or to debt securities;
- 2) Sets the validity period of this delegation at 26 months as from the date of this General Meeting;

- 3) The aggregate nominal amount of ordinary shares that may be issued by virtue of this delegation may not exceed EUR 260,000,000, or the equivalent in any other currency or monetary unit established by reference to several currencies, provided, however, that the nominal amount of the shares issued pursuant to the 16, 18, 23 and 24 resolutions of this General Meeting shall count against this amount, and that any nominal amount issued under this delegation (exclusive of the preservation of rights) shall count against the maximum capital increase limit set by the 15 resolution of this General Meeting;

In addition to this limit, as the case may be, the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with contractual provisions providing for other preservation terms, the rights of holders of rights or securities giving access to the Company's share capital;

- 4) Resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities giving access to the share capital and/or to debt securities covered by this resolution;
- 5) Resolves that the Board of Directors shall have the necessary powers, under the conditions set out in Article L. 22-10-54 of the French Commercial Code and within the limits set out above, to draw up the list of securities contributed to the exchange, to set the terms of issue, the price and exchange ratio as well as, if applicable, the amount of the cash balancing payment ("*soulte*"), and to determine the terms of issue;
- 6) Resolves that the Board of Directors shall have the necessary powers, within the limits set above, to set the terms and conditions of the issue(s), if any, to record the completion of the resulting capital increases, to amend the articles of association accordingly, to charge, at its own initiative, the costs of the capital increase to the amount of the related premiums, and withhold the necessary sums from this amount in order to fund the legal reserve up to one tenth of the new share capital after each increase, and, more generally, to do whatever is necessary in this regard;
- 7) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation once a public offer for the Company's shares has been filed by a third party and until the end of the offering period;
- 8) Acknowledges that this delegation of powers supersedes, as from this day, the unused portion, if any, of the previous delegation of powers of the same nature granted by the General Meeting of July 28, 2021, in its 26 resolution.

Eighteenth resolution (Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving access to the share capital (of the company or a subsidiary) and/or to debt securities, with cancellation of the preferential subscription right, by means of an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code)

The General Meeting, voting under the quorum and majority conditions required for extraordinary general meetings, having taken note of the Board of Directors' report and the special report of the Statutory Auditors and pursuant to the provisions of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-136, L. 22-10-52, and L. 228-92:

- 1) Delegates to the Board of Directors, which may further delegate this delegation of competence under the conditions set by law, its competence to issue, on one or more occasions, in the proportions and at the times it sees fit, on the French and/or international market, by means of an offer referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros, or in foreign currencies or in any other unit of account established by reference to a basket of currencies :
 - of ordinary shares,
 - and/or securities giving access to the share capital and/or to debt securities.

In accordance with Article L. 228-93 of the French Commercial Code, the securities to be issued may give access to ordinary shares to be issued by any company of which it directly or indirectly owns more than half of the share capital.

- 2) Sets the validity period of this delegation at twenty-six months, as from the date of this General Meeting.
- 3) The aggregate nominal amount of ordinary shares that may be issued by virtue of this delegation may not exceed 260,000,000 euros, or the equivalent in any other currency or monetary unit established by reference to a basket of currencies and is limited to the amount referred to in article L 225-136. The nominal amount of the shares issued pursuant to the 16, 17, 23 and 24 resolutions of this General Meeting (exclusive of the preservation of rights) or any subsequent similar resolutions (exclusive of the preservation of rights) shall count against this amount, and any nominal amount issued by virtue of this delegation (exclusive of the preservation of rights) shall count against the maximum share capital increase limit set by resolution 15 of this General Meeting.

To this limit shall be added, if applicable, the nominal amount of the capital increase necessary to preserve, in accordance with the law and regulations and, if applicable, with any contractual terms providing for other methods of preservation, the rights of holders of rights or securities giving access to the Company's share capital.

The aggregate nominal amount of Company's debt securities that may be issued pursuant to this delegation may not exceed 1,000,000,000 euros in all cases, or the equivalent of such amount in any other currency of any unit of account, provided, however, that the nominal amount of the securities representing receivables against the Company issued immediately or in the future pursuant to the 16 resolution and any nominal amount of debt securities issued pursuant to this delegation shall count against the aggregate limit on debt securities set by resolution 15 of this General Meeting.

This limit does not apply to debt instruments the issuance of which is decided or authorised by the Board of Directors in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code, nor to other debt securities referred to in the last paragraph of Article L. 228-92, the last paragraph of Article L. 228-93 and the last paragraph of L. 228-94 of the French Commercial Code, and shall be increased, as appropriate, by any redemption premium above par value.

- 4) Resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and to securities giving access to the capital and/or to debt securities issued in the framework of this resolution.
- 5) Decides that the sum that is or will become receivable by the Company for each of the ordinary shares issued by virtue of this delegation, after taking into consideration, in the event of the issue of detachable share subscription or allotment warrants, the issue price of such warrants, shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.
- 6) Resolves that if the subscriptions do not cover the entire amount of the issuance referred to in 1/, the Board of Directors may use the following options:
 - limit the amount of the issue to the amount of subscriptions received, within the limits provided by applicable regulations as the case may be,
 - freely allocate some or all of the securities that were not subscribed.
- 7) Resolves that the Board of Directors shall have, within the limits set above, the powers necessary, in particular, to set the terms and conditions of the issue(s), if applicable, record the completion of the resulting capital increases, amend the Articles of Association accordingly, charge, at its sole initiative, the costs of the capital increases against the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new share capital after each increase, and, more generally, do whatever is necessary in this regard.
- 8) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation as from the filing by a third party of a draft public offer for the Company's shares until the end of the offer period.
- 9) Acknowledges that this delegation of authority cancels and supersedes, as of this day, up to the amount, if any, of the unused portion, the previous delegation of the same nature granted by the general meeting of 28 July 2021 in its 22 resolution.

Nineteenth resolution (Delegation of competence to be given to the Board of Directors to increase the capital by way of the issuance of ordinary shares and/or securities granting access to the share capital with preferential subscription rights cancelled in favour of members of a Company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors, and voting pursuant to Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code:

- 1) Delegates its competence to the Board of Directors for the purpose of, if the Board of Directors deems it appropriate and at its sole discretion, increasing the capital on one or more occasions by way of the issuances of ordinary shares or securities granting access to the Company's share capital reserved for members of one or more Company savings plans or Group savings plans established by the Company and/or companies or economic interest groups, in France or abroad, related to it within the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code.
- 2) Cancels the preferential subscription rights to shares or securities that may be issued pursuant to this delegation, in favour of such persons.
- 3) Sets the validity period of this delegation at 26 months as from the date of this General Meeting.

- 4) Limits the maximum nominal amount of the capital increase(s) that may be realized pursuant to this delegation to 2% of the Company's share capital amount as of the date of this General Meeting, plus, as appropriate, the nominal amount of the capital increase necessary to preserve the rights of holders of rights or securities granting access to the Company's share capital, in accordance with the law and, as the case may be, contractual provisions providing for other preservation methods. The nominal amount of the shares issued by virtue of the 20 resolution of this General Meeting shall count towards such limit (exclusive of the preservation of rights).
- 5) Resolves that the subscription price for the new shares to be issued pursuant to paragraph 1/ of this delegation may not be more than 30% lower, or 40% lower when the duration of the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years, than the average of trading prices during the 20 trading days preceding the decision setting the opening date for subscriptions, nor higher than such average; provided however that, in the event of a change in legislation, the maximum discount amounts provided for by legal or regulatory provisions applicable on the issue date shall be automatically substituted for the 30% and 40% discounts referred to above; provided further, however, that the Board of Directors shall be entitled to decide, if it deems it appropriate, to reduce or eliminate the discount thus granted in order to take into account, among other things, the legal, social security, tax or accounting regimes applicable outside France.
- 6) Authorises the Board of Directors, within the limits set forth in this resolution, to proceed with sales of shares to members of a Company savings plan or Group savings plan (or equivalent plan) as provided for by Article L. 3332-24 of the French Labour Code, it being specified that the shares sales carried out with a discount to the benefit of members of one or more savings plans referred to in this resolution shall count towards the limit referred to in paragraph 4 above in an amount equal to the amount of the nominal amount of such sold shares.
- 7) Resolves that the Board of Directors may provide, under the conditions and within the limits set forth in Article L. 3332-21 of the French Labour Code, for the grant, free of charge, to the beneficiaries defined in paragraph 1 above, of shares to be issued or existing shares or other securities granting access to the Company's share capital in respect of (i) the matching contribution which may be paid in accordance with the Company or Group savings plan rules, and/or (ii), as the case may be, in substitution for all or part of the discount provided for in paragraph 5 of this delegation, and may decide if new shares are issued, to capitalise the reserves, profits or premiums necessary to pay up such shares.
- 8) Resolves that the Board of Directors shall have full powers, with the option of sub-delegation under the conditions provided for by law, to implement the present delegation, and in particular to:
 - decide to issue shares of the Company and/or securities giving access to the Company's share capital,
 - to determine the conditions of each issue and in particular the amount of the issue, the opening and closing dates of the subscription period, to set the subscription price of the shares under the conditions specified in 5/ of this delegation, as well as the other terms of the issue, including the dividend entitlement date (which may be retroactive) of the shares to be issued and how they are to be paid for,
 - acknowledge the completion of the capital increases to the extent of the number of shares that will actually be subscribed for and make the corresponding changes to the Articles of Association,
 - as the case may be, charge any amounts against the issue premiums, and in particular, all of the costs incurred in connection with the capital increase, charge against the issue premium the amounts necessary to fund the legal reserve to one tenth of the new share capital amount, and
 - take all measures necessary for the completion of the issuances, complete all formalities arising from the capital increases, proceed with any formality required for a market listing application in respect of the shares, and, more generally, do all that is required.
- 9) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a draft public offer for the Company's shares has been filed by a third party, until the end of the offering period.
- 10) Takes note that this delegation cancels and supersedes as of the date hereof the prior delegation of the same nature granted in the fifteenth resolution of the general meeting held on July 28, 2021, in respect of its unused portion (if any).

The Board of Directors may implement this delegation (or not), take all measures, and proceed with all necessary formalities.

Twentieth resolution (Delegation of competence to be granted to the Board of Directors for the purpose of deciding a capital increase of the Company reserved for a category of beneficiaries, with shareholders' preferential subscription rights cancelled)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-129-2 and L. 225-138:

- 1) Delegates to the Board of Directors, which may further delegate this delegation of authority under the conditions set by law, the authority to decide to increase the Company's share capital on one or more occasions, in the amount and at the times it deems appropriate, with or without premium, against payment or free of charge, through the issuance of ordinary shares to be subscribed for in cash, by offsetting receivables or by capitalising reserves, profits or premiums, within the limit of a total number of shares representing up to 0.6% of the Company's share capital at the date of this General Meeting, plus, as necessary, the nominal amount of the capital increase necessary to preserve the rights of holders of rights or securities or other rights granting access to the Company's share capital in accordance with legal provisions, applicable regulations, and, as the case may be, contractual provisions providing for other preservation methods.
- 2) Resolves that the maximum nominal amount of the capital increase that may be realised under this delegation shall count towards the limit defined in the 19 resolution of this General Meeting, such that the maximum nominal amount of the capital increase that may result from this resolution and the 19 resolution or any other successor resolution of the same nature does not exceed 2% of the Company's share capital as of the date of this General Meeting (exclusive of the preservation of rights).
- 3) Resolves to cancel shareholders' preferential subscription rights to the shares to be issued under this delegation and to reserve the right to subscribe to the category of beneficiaries responding to the following characteristics: (i) companies held by a credit institution or any credit institution acting at the Company's request to put in place a structured offering to employees and corporate officers of companies related to the Company under the terms of Articles L. 225-180 and L. 233-16 of the French Commercial Code and whose registered office is located outside France; (ii) and/or employees and corporate officers of entities related to the Company under the terms of Articles L. 225-180 and L. 233-16 of the French Commercial Code and whose registered office is located outside France; (iii) or/and UCITS and other employee shareholding entities, irrespective of whether they are a legal entities, invested in the Company's securities and whose shareholders will be made up of the persons referred to above in (ii).
- 4) Resolves that pursuant to this authorisation, the issue price of the new shares shall not be more than 30% (or any other amount in the event of a change in legislation or regulations applicable on the date of the issuance in the context of the 19 resolution) below an average of trading prices of the Company's shares on the regulated market of Euronext Paris during the twenty trading days preceding the decision setting the opening day for the subscription to a share capital increase carried out under the 19 resolution; the Board of Directors shall be entitled to decide, if it deems appropriate, to reduce or eliminate any discount thus granted in order to take into account, among other things, the legal, accounting, tax and social security regimes applicable in countries outside France (for example, the Shares Incentive Plan in the United Kingdom or section 423 of the US Internal Revenue Code).
- 5) Resolves that the Board of Directors shall have all powers, with the power to further delegate such powers within the limits of the law, to implement this delegation, and in particular to:
 - decide to issue shares of the Company,
 - to determine the conditions of each issue and in particular the amount of the issue, set the date and the subscription price of the shares to be issued in accordance with the conditions set out in paragraph 4 of this delegation, as well as the other terms and conditions of the issuance, including the dividend entitlement date (which may be retroactive) of the shares to be issued and how they are to be paid for,
 - set the list of beneficiaries of the cancellation of preferential subscription rights within the category defined above as well as the number of shares to be subscribed by each of them,
 - acknowledge the completion of the capital increases to the extent of the number of shares that will be subscribed for and make the corresponding changes to the Articles of Association,
 - as the case may be, charge any amounts against the issue premiums, in particular, all of the costs incurred in connection with the capital increase, charge against the issue premium the amounts necessary to fund the legal reserve to one tenth of the new share capital amount, and
 - take all measures necessary for the completion of the issuances, complete all formalities arising from the capital increases, proceed with any formality required for a market listing application in respect of the shares, and, more generally, do all that is required;
- 6) Resolves that this delegation is granted for 18 months as from the date of this General Meeting;

- 7) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority once a third party files a tender offer for the Company's shares, until the end of the offering period;
- 8) Resolves that this delegation cancels and supersedes in respect of the unused portion (if any) the prior delegation of competence having the same purpose granted by the general meeting of July 28, 2021, in the 16 resolution.

Twenty-first resolution (Authorisation, in the event of an issue with cancellation of the shareholders' preferential subscription rights, to set, within the limit of 10% of the share capital per year, the issue price in accordance with the conditions determined by the meeting)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and pursuant to the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, authorises the Board of Directors, which decides on an issue of ordinary shares or securities giving access to the share capital pursuant to the 16 and 18 resolutions, subject to the provisions of paragraph 1 of Article L. 22-10-52 of the Commercial Code, to derogate, within the limit of 10% of the capital per year, from the conditions for setting the price provided for by the aforementioned resolutions and to set the issue price of the equivalent equity securities to be issued in accordance with the following terms and conditions:

The issue price of the equivalent equity securities to be issued immediately or in the future may not be less than, at the discretion of the Board of Directors:

- a) for those equity securities to be issued immediately, the Board of Directors can choose between the following two options: an issue price equal to the average share prices recorded over a period of six months preceding the commencement of the offer to the public or an issue price equal to the weighted average market price on the day preceding the commencement of the offer to the public (1 day VWAP), which may be decreased by a maximum discount of 10%,
- b) for those of securities that grant immediate or future access to the share capital, the issue price will be set such that the sum the Company receives immediately plus the amount it could potentially receive in the future is at least equal to, for each share, the amount referred to in part a) above.

The Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority once a third-party files a draft tender offer for the Company's shares, until the end of the offering period.

This delegation cancels and supersedes in respect of the unused portion (if any) the prior delegation of competence having the same purpose granted by the general meeting of July 28, 2021, in the 25 resolution.

Twenty-second resolution (Authorisation to increase the issue amount)

The General Meeting, voting in accordance with the conditions of quorum and majority for extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors, resolves that for each of the issues of ordinary shares or securities decided pursuant to resolution 15 to resolution 20, the number of securities to be issued can be increased under the conditions set out in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limits fixed by the Meeting.

The Board of Directors may not, without the prior authorisation of the General Meeting, use this authorisation once a draft public offering for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-third resolution (Delegation to be granted to the Board of Directors to increase the capital by issuing ordinary shares and/or securities giving access to the share capital within the limit of 10% of the capital as compensation for contributions in kind made up of shares or securities granting access to the Company's share capital)

The General Meeting, voting in accordance with the quorum and majority applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the report of the Statutory Auditors, and in accordance with the Articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code:

- 1) Authorises the Board of Directors, with the option of sub-delegation under the conditions provided for by law, to proceed, on the basis of the report of the contributions auditor, with the issue of ordinary shares or securities giving access to ordinary shares with a view of remunerating contributions in kind granted to the company and made up of equity securities or securities granting access to the share capital when the provisions of Article L. 22-10-54 of the French Commercial Code do not apply.
- 2) Sets the period of validity of this delegation at twenty-six months, counting from the date of this Meeting.

- 3) Resolves that the aggregate nominal amount of the ordinary shares that may be issued by virtue of this delegation may not exceed 10% of the share capital on the date of the decision of the Board of Directors deciding on the issuance, not taking into account the nominal amount of the capital increase necessary to preserve, in accordance with the law and, where applicable, with the contractual provisions providing for other methods of preservation, the rights of the holders of rights or securities granting access to the share of the Company.

This limit shall count against the limit on capital increases with shareholders' preferential subscription rights cancelled set by resolutions 16, 17, 18 and 24 of this General Meeting and against the aggregate capital increase limit defined by resolution 15 of this General Meeting.

- 4) Delegates all powers to the Board of Directors for the purpose of approving the evaluation of the contributions, deciding on the resulting capital increase, noting the completion thereof, charging, where applicable, all costs and duties incurred by the capital increase to the contribution premium, deducting from the contribution premium the sums necessary to bring the legal reserve to one tenth of the new share capital after each increase and proceeding with the corresponding amendment of the Articles of Association, and doing all that is necessary in such matters.
- 5) Resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of authority once a third-party files a draft tender offer for the Company's shares, until the end of the offering period.
- 6) Acknowledges that this delegation of authority cancels and supersedes in respect of the unused portion (if any) the prior delegation of competence having the same purpose granted by the general meeting of July 28, 2021, in the 23 resolution.

Twenty-fourth resolution (Delegation of competence to be granted to the Board of Directors to issue shares of the Company subsequent to the issuance by the Company's subsidiaries of securities granting access to the Company's share capital; with shareholders' preferential subscription rights cancelled)

The General Meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors and deciding in accordance with the provisions of Articles L. 225-129 et seq., in particular Article L. 225-129-2 and Article L. 228-93 of the French Commercial Code:

- 1) delegates to the Board of Directors, which may further delegate this authorisation under the conditions set by law, for a period of twenty-six (26) months as from the date of this General Meeting the authority to decide to issue new Company shares (with the exception of preferred shares) granting rights to securities issued by one or more companies of which the Company directly or indirectly holds more than half of the share capital (the "Subsidiaries");
- 2) resolves to cancel shareholders' preferential rights to the securities issued under this delegation;
- 3) resolves that the aggregate nominal amount of the share capital increases that could be carried out immediately and/or in the future by virtue of this delegation shall not exceed 260,000,000 euros, in all cases increased, as the case may be, by the nominal amount of the capital increase necessary to preserve the rights of the holders of rights or securities granting future access to the Company's shares in accordance with legal and regulatory provisions and any contractual provisions setting other preservation methods; provided, however, that the nominal amount of the shares issued pursuant to resolutions 16, 17, 18 and 23 and any nominal amount issued pursuant to this delegation (exclusive of the preservation of rights) shall count against the maximum capital increase limit set by resolution 15 of this General Meeting;
- 4) acknowledges that these securities may only be issued by the Subsidiary(ies) if the Company's Board of Directors agrees and may, in accordance with the terms of Article L. 228-93 of the French Commercial Code, grant immediate or future access to Company shares, at any time or on a set date, through subscription, conversion, exchange, redemption, warrant submission or any other means, and be issued on one or more occasions in France, on foreign and/or international markets, either in euros or in any other currency or monetary unit established with reference to several currencies, with or without a premium, free of charge or against payment;
- 5) acknowledges that the amount paid upon the issuance or that may potentially be paid to the Company at a later date must be, in respect of each share issued as a result of the issuance of the securities referred to in paragraph 1 above, compliant with the regulatory provisions applicable on the date of the issuance (with a discount on the weighted average of the share prices recorded on the Euronext Paris regulated market during the last three trading days preceding the commencement of the public offering which shall not exceed 10%), after adjusting such amount, as appropriate, to take into account the difference in dividend entitlement date;
- 6) resolves that the Board of Directors shall have all powers under the terms set by law to implement this resolution, in agreement with the boards of directors, management boards or other competent management bodies of the Subsidiaries issuing the securities referred to in this resolution and, in particular, to:

- set the amount to be issued,
 - define the terms and conditions of issuance and the category of securities to be issued,
 - set the dividend entitlement date (which may be retroactive) of the ordinary shares to be issued,
 - make any adjustments in order to take into account the impact of the transaction on the Company's share capital and to set the terms according to which the rights of holders of rights or securities granting access to the share capital will be preserved in accordance with the legal and regulatory provisions and contractual provisions, and make any corresponding amendments to the articles of association,
 - acknowledge the completion of the share capital increases, amend the articles of association accordingly and carry out all required publicity formalities, proceed with any formality required for a market listing application in respect of the shares or securities issued thereby,
 - at its own initiative, charge the costs of the share capital increase against the amount of related premiums, and withhold from such amount the necessary sums in order to fund the legal reserve,
 - generally take any relevant measures, carry out all formalities and enter into all agreements to achieve the successful completion of the proposed issuances;
- 7) resolves that the Board of Directors may not, without the prior authorisation of the General Meeting, use this delegation of competence once a draft public offering for the Company's shares has been filed by a third party, until the end of the offering period,
- 8) resolves that this delegation cancels and supersedes, in respect of the unused portion (if any), the prior delegation having the same purpose granted by the general meeting held on 28 July 2021 in resolution 27.

On an ordinary basis:

Twenty-fifth resolution (Powers for the formalities)

The General Meeting, convened under the conditions of quorum and majority required for ordinary general meetings, gives all powers to the bearer of a version, a copy, or an extract of these minutes to carry out all of the filing and publication formalities required by law.

PARTICIPATION IN THE ANNUAL COMBINED GENERAL MEETING

The arrangements for holding the Shareholders' Meeting will be made **in compliance with public health requirements**. The methods for holding and participating in this Meeting may change depending on the evolution of the public health and/or regulatory situation, the shareholders are therefore invited to regularly consult the dedicated Meeting page on the Company's website (www.alstom.com) for up-to-date information.

The Meeting will be **broadcast live and as a recorded transmission** on the Company's website (www.alstom.com).

Shareholders are encouraged to send all their requests and documents electronically to the following email address: **alstom.fr.ag2022@alstomgroup.com**.

1. Preliminary formalities to complete in order to participate in the Meeting

All shareholders, irrespective of the number of shares they hold, can participate in the Meeting or be represented at the Meeting by another shareholder, their spouse or person with whom they have entered into a domestic partnership agreement (*pacte civil de solidarité*). Shareholders can also be represented by any legal or person of their choice (Articles L. 225-106 and L. 22-10-39 of the French Commercial Code).

In accordance with Article R. 22-10-28 of the French Commercial Code, the right to participate in the Meeting is evidenced by the registration of the shares in the name of the shareholder or of the intermediary registered on the shareholder's behalf (pursuant to the seventh paragraph of Article L. 228-1 of the French Commercial Code) on the second business day that

precedes the Meeting, *i.e.* **at 12:00 a.m. (Paris time) on Friday, 8 July 2022**, either in the registered share accounts maintained on behalf of the Company by its agent, BNP Paribas Securities Services, or in the bearer share accounts maintained by the authorised banking or financial intermediary.

The registration of the shares in the holder's security accounts maintained by the authorised intermediaries is evidenced by a shareholding certificate delivered by such authorised intermediaries to the shareholder and is attached to:

- the postal voting form;
- the voting proxy.

In respect of any transfer of ownership of the shares occurring after such date, the transferor's shareholding certificate shall remain valid and the vote shall be accounted for under the name of the transferor.

Each shareholder who has expressed his/her vote by mail, sent a proxy or requested an attendance card (under the conditions specified below) cannot choose another method of participation but may sell all or part of his/her shares. However, if the ownership is transferred before **Friday, 8 July 2022 at 12:00 a.m. (Paris time)**, the Company will invalidate or modify accordingly, as the case may be, the vote which has been expressed by mail, the proxy, the attendance card or the shareholding certificate. For this purpose, the shareholder's intermediary will notify the transfer of ownership to the Company or to its agent and send the necessary information. No transfer of ownership completed after **Friday, 8 July 2022 at 12:00 a.m. (Paris time)**, whatever the method used, will be notified by the intermediary or taken into account by the Company, notwithstanding any agreement to the contrary.

2. To personally attend the Meeting

Shareholders who wish to personally attend the Meeting must apply for an attendance card as soon as possible so that they can receive the attendance card in a timely way:

2.1. Requesting an attendance card by post

If you hold registered shares, tick box A of the voting form included with the meeting notice and return it signed and dated to BNP Paribas Securities Services (CTO - Service assemblées – Grands Moulins – 9 rue du Débarcadère - 93761 Pantin Cedex). BNP Paribas Securities Services must receive this request by **Monday, 11 July 2022 at 3:00 p.m. (Paris time)** at the latest.

If you hold bearer shares, you must either (i) tick box A of the voting form (which is available from the intermediary who manages your securities as well as in the area dedicated to the Meeting on the Company's website (www.alstom.com)) and return it signed and dated to your financial intermediary, or (ii) ask your financial intermediary for an attendance card to be sent to you. Your financial intermediary will directly provide evidence of your shareholding status to BNP Paribas Security Services by producing a shareholding statement. If you hold bearer shares and have not received your attendance card in time, you must request a shareholding statement from your financial intermediary, which will allow you to provide proof of your status as a shareholder at the Meeting reception desk.

The attendance card will be sent to you by post.

2.2. Requesting an attendance card online

If you hold registered shares, you can request an attendance card online by applying online via the secured VOTACCESS platform, which is accessible via the Planetshares site at the following address: <https://planetshares.bnpparibas.com>.

If you hold your shares in direct registered form (*nominatif pur*), you must log on to the Planetshares website using your usual access codes.

If you hold your shares in intermediary registered form (*nominatif administré*), you will receive a convocation letter which will indicate your username on the upper right side of the paper voting form. This username will allow you to access the Planetshares website and obtain your password.

If you have misplaced/forgotten your username and/or password, you may call:

- 0 800 509 051 from France (toll-free number), or
- +33 1 40 14 80 05 from abroad.

After logging on to the Planetshares website, if you hold registered shares (in direct registered form or in intermediary registered form) you can click on the “Participate in the AGM with your shares” icon on the bottom right side of the screen or access the “Your Assets” and “Your Voting Rights” sections and click on the “Vote” icon. You will then be redirected to the VOTACCESS online voting platform, where you can request an attendance card. You will also be able to access the Meeting documents via the same site.

If you hold bearer shares and want to personally attend the Meeting and your financial intermediary provides access to VOTACCESS, you can request an attendance card by connecting to your financial intermediary’s dedicated portal, using your usual access codes. Access to VOTACCESS via your account-holding institution’s web portal may be subject to special terms of use defined by that institution. Accordingly, the shareholders holding shares in bearer form who are interested in this service are invited to contact their account-holding institution for more information about these terms of use.

It is recommended that you do not wait until the day before the Meeting to request your attendance card.

3. Voting remotely or being represented at the Meeting

3.1. Voting remotely or appointing a proxy by post

If you hold registered shares, you will automatically receive the voting form (attached to the meeting notice), which you must complete, sign and send to BNP Paribas Securities Services (CTO - Service assemblées – Grands Moulins – 9 rue du Débarcadère - 93761 Pantin Cedex).

If you hold bearer shares, you can obtain a voting form from the financial intermediary which manages your securities. Your intermediary must receive your request at least six days before the Meeting, i.e., **Wednesday 6 July 2022**. If you hold bearer shares, you must then return your duly completed and signed voting form to the authorised financial intermediary which manages your securities account. Your intermediary will verify your status as a shareholder and will return the form to BNP Paribas Securities Services along with a shareholding statement.

The single form for voting by post or by proxy is available online on the Company’s website (www.alstom.com) starting 21 days before the Meeting.

To be taken into account, BNP Paribas Securities Services must have received the voting forms by 3:00 p.m. on the day before the Meeting, i.e., **Monday, 11 July 2022 at 3:00 p.m.** (Paris time) at the latest.

The appointment or revocation of a proxy expressed by post must be received until four days before the date of the meeting, i.e., by **Friday, 8 July 2022** at the latest.

3.2. Voting remotely or by proxy online (Via VOTACCESS)

Shareholders holding **registered shares** who wish to vote or grant a proxy online before the Meeting may access the VOTACCESS platform via the website <https://planetshares.bnpparibas.com>.

If you hold your shares in direct registered form (*nominatif pur*), you must log on to the Planetshares website using your usual access codes.

If you hold your shares in administered registered form (*nominatif administré*), you will receive a convocation letter which will indicate your username on the upper right side of the paper voting form. This username will allow you to access the Planetshares website and obtain your password.

If you have misplaced/forgotten your username and/or password, you may call:

- 0 800 509 051 from France (toll-free number), or
- +33 1 40 14 80 05 from abroad.

After logging into the Planetshares website, if you hold registered shares (in direct registered form or in intermediary registered form) you can click on the “Participate in the AGM with your shares” icon on the bottom right side of the screen or access the “Your Assets” and “Your Voting Rights” sections and click on the “Vote” icon. You will be redirected to the VOTACCESS online voting platform, where you can input your voting instructions or appoint or revoke a proxy. You will also be able to access the Meeting documents via the same site.

If you hold bearer shares and your account holder has signed up for the VOTACCESS service and offers this service for this Meeting, you will be able to vote or grant a proxy online.

If you hold bearer shares and wish to vote online, you must connect to your financial intermediary’s web portal using your usual access codes, and then access the intermediary’s dedicated portal and then the VOTACCESS platform, which will allow you to vote or appoint or revoke a proxy. Access to VOTACCESS via your account-holding institution’s web portal may be subject to special terms of use defined by that institution. Accordingly, the shareholders holding shares in bearer form who are interested in this service are invited to contact their account-holding institution for more information about these terms of use.

The VOTACCESS platform dedicated to the Meeting will be opened starting **Wednesday, 22 June 2022** and up until **Monday, 11 July 2022 at 3:00 p.m.** (Paris time). However, shareholders are recommended not to wait until the last day to connect to the site.

3.3 Appointment/revocation of a proxy online (without VOTACCESS)

Articles R. 225-79 and R. 22-10-24 of the French Commercial Code also allow for notice of the appointment and/or revocation of a proxy to be given electronically if the shareholder’s account-holding institution is not connected to VOTACCESS.

Holders of bearer shares:

- must send an email to paris.bp2s.france.cts.mandats@bnpparibas.com. This email must contain the following information: Alstom Annual Combined General Meeting, 12 July 2022 at 2:00 p.m., last name, first name, address, full bank details of the principal and the last name, first name, and if possible, address of the agent;
- must request from the financial intermediary who manages their security account to send a written confirmation to BNP Paribas Securities Services by post (CTO – Services assemblées – Grands Moulins – 9, rue du Débarcadère – 93761 Pantin Cedex).

Only proxy appointment or revocation notices may be sent to the email address listed above. Any other request or notice relating to another topic will not be taken into account and/or processed.

It is recommended that you not wait until the day before the Meeting to input your instructions.

The secured VOTACCESS platform dedicated to the Meeting will be opened starting on **Wednesday, 22 June 2022** and up until **Monday, 11 July 2022 at 3:00 p.m.** (Paris time). However, shareholders are recommended not to wait until the last day to connect to the site.

4. Issues or draft resolutions on the agenda

Requests that issues or draft resolutions be added to the Meeting agenda by shareholders who satisfy the conditions laid down in article R. 227-71 of the French Commercial Code must be received by the Chairman of the Board of Directors by email at alstom.fr.ag2022@alstomgroup.com or by registered mail with advice of receipt requested at Alstom’s head office (Attention: *Président du Conseil d’Administration d’Alstom – “ Points ou Projets de résolution à l’Assemblée Générale Annuelle Mixte du 12 juillet 2022”* - 48, rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine) no later than 25 days before the date of the Meeting, i.e., by **Friday, 17 June 2022** at the latest, but cannot be sent more than 20 days after the date this notice is published, in accordance with articles R. 225-73 (II) and R. 22-10-22 of the French Commercial Code.

Any request must be accompanied by the issue to be included on the agenda and the reasons therefor, or by the text of the draft resolutions, along with, as the case may be, a brief presentation of the grounds and, as appropriate, the information provided for by article R. 225-71 of the French Commercial Code. Any request must also be accompanied by a shareholding

certificate that evidences that the person making the request possesses or represents the fraction of the share capital required by article L. 225-71 of the French Commercial Code.

The Meeting's examination of the issue or draft resolution is subject to the person making the request sending a new certificate evidencing that their shares are registered in their account at 12:00 a.m. on the 2nd business day preceding the Meeting, i.e., **Friday, 8 July 2022 at 12:00 a.m.** (Paris time).

5. Written questions

All shareholders may ask questions in writing to which the Board of Directors will respond to during the Meeting. These written questions must be sent to Alstom's head office (Attention: *Président du Conseil d'administration d'ALSTOM – "Questions écrites à l'Assemblée Générale Annuelle Mixte du 12 juillet 2022"* – 48, rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine, France) by registered mail with advice of receipt requested or by electronic means at the following address: alstom.fr.ag2022@alstomgroup.com, at the latest the fourth business day preceding the Meeting, i.e. **Wednesday 6 July 2022**. 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 relate to the same topic. The answer to a written question will be deemed given if it is on ALSTOM's website at www.alstom.com/finance/shareholders-meetings.

6. Information and documents made available to shareholders

This convening notice, as well as a presentation of the resolutions submitted to the Meeting, may be consulted on ALSTOM's website at www.alstom.com/finance/shareholders-meetings.

In addition, the information referred to in Article R.22-10-23 of the French Commercial Code, including the documents to be presented to the Meeting, are published on ALSTOM's website at the aforementioned address starting 21 days before the Meeting, i.e., **Tuesday, 21 June 2022**.

These documents and information are also available and may be consulted at ALSTOM's head office as from the publication of this convening notice and at least during the 15 days that precede the Meeting, i.e., as from **Monday, 27 June 2022**.

Until the 5th day (inclusive) before the Meeting, any shareholder may request that the Company send him/her/it the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, preferably by email at the following address: alstom.fr.ag2022@alstomgroup.com. Shareholders holding their shares in bearer form must provide evidence of their capacity as such by the transmittal of a shareholding certificate.

The text of the draft resolutions presented by shareholders and the list of the issues added to the agenda of the Meeting upon their request will also be published without delay on Alstom's website at the above-mentioned address.

The Company strongly encourages shareholders to send any requests concerning this Meeting, and in particular the exercise their rights to the communication of information, via the following email address: alstom.fr.ag2022@alstomgroup.com.

The Board of Directors