

The compensation policy for the members of the Board of Directors for 2022/23 includes all the rules applicable to them for the financial year 2021/22 as approved by 99.87% by the General Meeting of 28 July 2021 (10th resolution).

In the event of the appointment of a new corporate officer, the compensation policy applicable to him or her (that of the Chairman and Chief Executive Officer or that of the members of the Board of Directors), as described below, will be implemented, with the necessary adaptations if necessary.

Compensation policy applicable to members of the Board of Directors

1. General principles and criteria for distributing the amount allocated to members of the Board of Directors by the General Meeting

In accordance with the resolution passed by the shareholders at the Combined General Meeting of 1 July 2014, the annual compensation package for the members of the Board of Directors was set at €1,300,000 until further resolution by the meeting.

The principles governing the compensation of members of the Board of Directors are described in the Board's internal rules.

Thus, the distribution is based on a fixed part and a predominantly variable part, proportional to the participation of the Board members in the Board and Committee meetings. The Chairs of the Committees and the lead director receive an additional fixed amount. Half of the fixed and variable portions of compensation are paid during the current fiscal year and the other half in the subsequent fiscal year.

The rules of allocation, decided by the Board of Directors, provide that the fixed part is, since the fiscal year 2021/22, allocated among the members of the Board of Directors at a fixed amount of €30,000 per director, plus an additional €20,000 for the Chair of the Audit Committee and €15,000 for the Chairs of the other Board Committees. The variable portion consists of €4,000 for attending the meetings of the Board and €3,500 for attending the meetings of the Committees. In addition, the additional annual amount allocated to the lead director was set at €30,000 by the Board of Directors.

This compensation policy applies to all Board members, including those representing employees, with the exception of the Chairman and CEO who does not receive any compensation related to his position as a Board member. If an observer is designated to attend Board of Directors' meetings, he/she does not receive any compensation.

2. Compensation policy in respect of the 2022/23 fiscal year

For the 2022/23 fiscal year, members of the Board of Directors (other than the Chairman & Chief Executive Officer and the observer) will receive:

- a fixed annual compensation of €30,000;
- a variable compensation of €4,000 per Board meeting which the Board member attended;
- a variable compensation of €3,500 per Committee meeting which the Board member attended.

The fixed amounts are increased each year by €20,000 for the Chair of the Audit Committee and by €15,000 for each of the Chairs of any other Committee.

The lead director receives a fixed additional compensation of €30,000 per year.

In addition, Board members are reimbursed for the expenses incurred in connection with their duties, notably travel and accommodation expenses.

The Board of Directors also includes two members representing the employees, who have a permanent employment contract with the Company and receive compensation as such. The notice periods and conditions for revocation or termination applicable to them are the conditions of ordinary law.

In accordance with Article L. 22-10-8-II of the French Commercial Code, the compensation policy of the members of the Board of Directors will be the subject of a resolution submitted to the vote of the 2022 General Meeting called to approve the accounts for the financial year 2021/22.

Compensation policy applicable to the Chairman & Chief Executive Officer

1. General Principles

Mr Henri Poupart-Lafarge has been Chairman and CEO of the Alstom Group since 1 February 2016. His current term of office was renewed for a four-year term by the General Meeting held on 10 July 2019. Since such General Meeting, Mr Henri Poupart-Lafarge is no longer bound to the Company or to any other Group company by an employment contract.

The compensation policy applicable to the Chairman & Chief Executive Officer applies to the current Chairman & Chief Executive Officer, Mr Henri Poupart-Lafarge, and to any new executive director who may be appointed. Dictated by the guiding principles described above, this policy seeks to support the Company's strategy and to align the Chairman & Chief Executive Officer's interests with those of the shareholders and with stakeholders' expectations. In particular, the policy includes the following points, which were approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee:

- greater weight given to variable elements, in a "pay-for-performance" approach where performance criteria are strictly aligned with the Group's strategic priorities (including societal and environmental priorities);
- a significant portion of compensation is based on the long term (minimum period of three years);
- compensation for overperformance (which is capped, however);
- no exceptional compensation.

In order to set the Chairman & Chief Executive Officer's overall compensation and the level of its various components, the Nomination and Remuneration Committee issues recommendations that are supported by market studies from independent specialised firms (which enables a comparison with similar functions within, in particular, CAC 40 and SBF 120 companies to be made), but that also take care to maintain consistency with the internal practices applicable to Alstom's other senior executives and managers.

The various components of the Chairman & Chief Executive Officer's total compensation are as follows:

Fixed compensation

Fixed compensation is intended to recognise the significance and wide scope of the Chairman & Chief Executive Officer's responsibilities and his experience. This fixed compensation is set for a minimum period of two years, except in the case of a significant change in the scope of the Chairman & Chief Executive Officer's responsibilities or a substantial change in macro-economic conditions.

Short-term variable compensation

Short-term variable compensation is intended to motivate the Chairman & Chief Executive Officer to achieve annual performance objectives set for him by the Board of Directors, consistent with the Group's objectives.

This compensation is entirely tied to the achievement of performance criteria defined by the Board on the recommendation of the Nomination and Remuneration Committee. Whenever possible, the criteria achievement level is measured on the basis of performance indicators adopted more generally within the Company. This last point ensures that the nature of the selected criteria is relevant and aligned with the Company's strategy. At least one of these criteria takes social or environmental considerations into account.

Short-term variable compensation represents 100% of annual fixed gross compensation when the targets are strictly achieved and is capped, in the event of overperformance, at 170% of gross annual fixed compensation. No floor has been set.

The results achieved, the achievement level for each criterion and the amount of the short-term variable portion are determined by the Board no later than at the meeting during which the accounts for the fiscal year are approved. The Board of Directors enjoy a discretionary power when applying the compensation policy so as to ensure that the Chairman & Chief Executive Officer's actual annual variable compensation properly reflects the Group's performance. If the Board were to decide, on the Nomination and Remuneration Committee's proposal and in the context of exceptional circumstances, to use this discretionary power, it would have to continue to comply with the principles set out in the compensation policy and provide shareholders with a clear, specific and comprehensive explanation of its choice. This discretionary power would only apply to a limited portion of the annual variable compensation and could increase or decrease the amount of the bonus theoretically achieved – in accordance with the performance criteria – in respect of the fiscal year (*i.e.* maximum amplitude of plus or minus 15%), without ever exceeding the ceiling provided for in the compensation policy. Thus, the Board of Directors could judge, on the proposal of the Nomination and Remuneration Committee, that it would be consistent with the compensation policy – previously approved by the shareholders – to take into account the occurrence during the financial year of new circumstances – unforeseeable at the time when the Board determined the compensation policy for the financial year in question – which have a significant impact, upwards or downwards, on the rate of achievement of the performance criteria set for the annual variable compensation. In such a case, the Board could decide, to a limited extent, to modify (in the framework described above) the amount of the annual variable compensation in order that it better reflect the actual performance of the Group.

The short-term variable compensation (Refundable Compensation) is subject to a clawback mechanism. This mechanism may be implemented by the Board of Directors on the proposal of the Nomination and Remuneration Committee in the event that all or part of the Refundable Compensation has been received as a result of proven fraud or embezzlement affecting the accounts used for its calculation or its calculation itself, of which the person concerned was the perpetrator or accomplice. The same applies in the event of a significant manifest error in the calculation of the Refundable Compensation or in the event of gross misconduct of the person concerned. This mechanism can only be implemented during one of the two fiscal years following the one in which this compensation was paid. The refund is made up to the amount of the Refundable Compensation net of social security charges for the fiscal year concerned that the executive director concerned would not

have received in the absence of a manifest and significant error. In other cases, the refund may relate to the entire Refundable Compensation net of social security charges for the fiscal year concerned.

Long-term variable compensation

Long-term compensation is designed to provide incentives for the Chairman and CEO (and other senior managers and executives of the Group) to achieve the Company's long-term strategic objectives and to contribute to the alignment of its interests with those of the shareholders.

Long-term variable compensation is achieved through performance share plans granted annually and which are entirely subject to the achievement of demanding internal and/or relative performance conditions that are based on simple and measurable key criteria of Alstom's strategy. The satisfaction of the performance conditions is determined after the end of the third fiscal year following the grant date. The Board of Directors will not assess whether the performance conditions have been achieved or deliver the shares under a given plan prior to the end of such third fiscal year. The vesting of the shares is also subject to the Chairman & Chief Executive Officer's actual continued employment on the vesting date (except in the event of death, disability or retirement).

In the event of a major change in the Group's strategy or structure, the Board of Directors has committed to adapt these performance conditions to the new challenges highlighted for the coming years, both as regards the nature of the conditions and the results to be achieved, while continuing to be highly demanding and transparent about those changes.

The Board of Directors may decide to make the definitive grant of all or part of the performance shares to the Chairman and Chief Executive Officer subject to the absence of implementation of the clawback clause (mentioned above), during the vesting period of the said performance shares.

The long-term compensation thus defined and as measured from the IFRS 2 standard recognised in the consolidated accounts is limited to one year of target short-term compensation, *i.e.* 200% of the fixed short-term compensation.

In addition, the total amount of annual grants to corporate officers may not exceed 2.5% of the overall amount authorised by the General Meeting with respect to performance share grants within the Group, nor 10% of the overall grant under the plan in question.

Grants are also subject to holding obligations (described below) and a prohibition on the use of hedging instruments.

Multi-year compensation

The Company's policy is not to grant multi-year compensation.

Exceptional compensation

The Company's policy is not to grant exceptional compensation.

Compensation tied to directorship

The Company's policy does not provide for compensation for the executive director that is tied to being a director of the Company or, as the case may be, a Group company.

Non-compete undertaking

The Company's policy is to enter into a non-compete agreement with its executive director.

In light of the intimate knowledge of the mobility sector and the new challenges tied to digitalisation that the Company's Chairman & Chief Executive Officer has acquired, it is in the Company's interest to provide for a non-compete undertaking that binds the Chairman & Chief Executive

Officer. This undertaking (described below) applies for a period of two years commencing when his term of office ends. The consideration for this commitment consists of a total gross indemnity corresponding to 1.5 times the average gross annual fixed and variable compensation (excluding performance shares) received over the last three fiscal years. The Board of Directors reserves the right, in particular in the event of gross misconduct or major financial difficulty, to unilaterally waive the benefit of this undertaking as of the date the executive director's term of office ends.

In any case, the non-competition undertaking is not applicable in the event that the Chairman and CEO, at the end of his term of office, takes retirement. In such a case, no indemnity would be due.

Severance indemnity

The Company's policy does not provide for a severance indemnity for the Chairman & Chief Executive Officer.

Retention conditions of performance shares under vesting period

If the Chairman & Chief Executive Officer leaves the Company, the Board of Directors will assess whether he may retain the right, in full or in part, to acquire shares allocated under performance conditions, subject to the following limits:

- retention is only possible in case of a forced departure, *i.e.* in the event of dismissal and not resignation;
- no full vesting is authorised before the vesting date specified in the relevant plans' rules. Consequently, no early vesting of performance shares is authorised;
- the performance conditions must continue to apply throughout the specified vesting period;
- the number of shares fully vested, as established after measuring the fulfilment of the performance conditions, will be reduced in proportion to the time spent working for the Company relative to the length of the vesting period of each plan (*i.e.*, a prorated reduction); and
- in any event, the appropriateness of the final acquisition of the performance shares will be assessed in view of the Company's situation at the date of the departure and at the initially planned vesting date. No performance shares may be acquired if the Company is facing major financial difficulties.

Supplemental pension plans

In order to allow retirement savings to be constituted, the Company's policy provides for its Chairman & Chief Executive Officer to benefit from supplementary defined contribution pension plans. These collective supplementary defined contribution pension plans ("Article 82" and "Article 83" of the French Tax Code) also benefit other Group senior executives and managers. Following the closure (in 2016) and then the winding-up (in 2019) of the "Article 39" supplementary pension plan, the Company's compensation policy no longer provides for the use of supplementary defined benefit pension plans for its executive director.

The arrangements applicable to the Chairman & Chief Executive Officer are described below.

Other benefits

The Company's policy provides that the Chairman & Chief Executive Officer is entitled to a company car, supplemental health care cover, a death/disability insurance contract as is the case with other Group employees who have a certain degree of responsibility, and private unemployment insurance coverage, the costs of which are borne in part by the Company and for the remainder by the Chairman & Chief Executive Officer.

2. Compensation policy

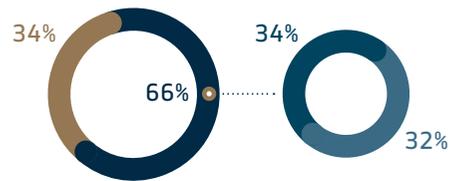
At its meeting held on 10 May 2022, on the proposal of the Nomination and Remuneration Committee, the Board defined the structure and composition of the Chairman & Chief Executive Officer's compensation in respect of the 2022/23 fiscal year in accordance with the principles described above.

In defining the structure and composition of this compensation, the Board of Directors relied in particular on the results of a comparative study carried out by an independent firm, in relation to a group composed of CAC 40 and SBF 120 companies of a similar size, in terms of market capitalisation and turnover, and/or with activities comparable to that of the Group (Arkema, Bolloré, Bureau Veritas, Compagnie de Saint-Gobain, Dassault Aviation, Eiffage, Faurecia, Groupe SEB, Legrand, Michelin, Renault, Safran, Solvay, ST Microelectronics, Suez, Technip FMC, Thales, Valeo and Veolia Environnement), supplemented by a study of German companies of comparable size and activity in order to take account of the Group's new presence, particularly in Germany (Continental, EON, HeidelbergCement, Kion Group, Knorr-Bremse, MTU AeroEngines, Rational, RWE, Siemens Energy).

In accordance with Article L. 22-10-8-II of the French Commercial Code, the compensation policy of the Chairman and Chief Executive Officer will be the subject of a resolution submitted to the vote of the 2022 General Meeting called to approve the financial statements for the fiscal year 2021/22.

The target compensation structure (cash and securities) of the Chairman and CEO (excluding post-employment compensation) is as follows:

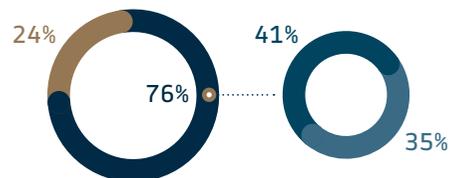
TARGET COMPENSATION



- Annual fixed compensation
- Compensation subject to performance conditions
 - of which annual variable compensation
 - of which long-term incentives (IFRS 2 basis, May 2022 award)

The maximum compensation structure (monetary and securities) of the Chairman and CEO (excluding post-employment compensation) is as follows:

MAXIMUM COMPENSATION



- Annual fixed compensation
- Compensation subject to performance conditions
 - of which annual variable compensation
 - of which long-term incentives (IFRS 2 basis, May 2022 award)

The compensation includes the following components:

Compensation over the term of office

Fixed compensation

The fixed annual compensation of the Chairman and CEO remains unchanged since 1 April 2021 and amounts to €950,000. It is specified that, with regard to the market made up of CAC 40 and SBF 120 companies of comparable size and activity mentioned above, the fixed compensation of the Chairman and Chief Executive Officer is 106% of the market median for the fixed part and 105% of the market median for the totality of his short-term compensation (fixed and short-term variable with target performance), which is perfectly consistent with the positions anticipated in the 2020/21 Universal Registration Document.

Short-term variable compensation

Target short-term variable compensation (*i.e.*, when the targets are strictly achieved) represents 100% of his annual fixed gross compensation. In the event of overperformance, this compensation is capped at 170% of his annual fixed gross compensation. No floor has been set.

On the proposal of the Nomination and Remuneration Committee, at its meeting held on 10 May 2022, the Board of Directors defined the objectives set for the Chairman & Chief Executive Officer's short-term variable compensation in respect of the 2022/23 fiscal year.

The objectives related to the overall performance of the Group will represent 60% of the variable compensation target and will be based firstly on economic criteria of adjusted EBIT, free cash flow and gross margin on orders received, and secondly on criteria related to ethics and compliance programmes, safety at work, representation of women in management and reduction of greenhouse gas emissions within the Group's operations.

Economic performance indicators will represent 73% of the Group's overall performance objectives, *i.e.* 44 points out of 60, as the Board of Directors has chosen to give increasing importance to performance criteria related to societal, environmental and governance issues.

Targets related to specific action plans are based on criteria established by the Board of Directors, which are qualitative and/or quantifiable, whenever possible. They are linked to the definition and implementation of the Group's strategy, its commercial and operational performance, the development of the teams and the organisation and the implementation of measures aiming at mitigating the risks arising from its economic environment. Most of the criteria are quantifiable.

For confidentiality reasons, the details of the objectives to be reached cannot be disclosed here.

The achievement level for these objectives will be assessed by the Board on the basis of the results of the 2022/23 fiscal year. In the event of overperformance, the Group's overall performance criteria and the individual criteria may represent up to 120% and 50%, respectively, of annual fixed gross compensation (*i.e.* an overall cap of 170%).

The Board may use its discretionary power when applying the compensation policy so as to ensure that the Chairman & Chief Executive Officer's actual annual variable compensation properly reflects the Group's performance. If the Board were to decide, on the Nomination and Remuneration Committee's proposal and owing to exceptional circumstances, to use this discretionary power, it would have to continue to comply with the principles set out in the compensation policy and provide shareholders with a clear, specific and comprehensive explanation of its choice. This discretionary power would only apply to a limited portion of the annual variable compensation and could increase or decrease the amount of the bonus theoretically achieved – in accordance with the performance criteria – in respect of the fiscal year (*i.e.* maximum amplitude of plus or minus 15%), without ever exceeding the ceiling global cap provided for in the compensation policy. Thus, the Board of Directors could judge, on the proposal of the Nomination and Remuneration Committee, that it would be consistent with the compensation policy – previously approved by the shareholders – to take into account the occurrence during the financial year of new circumstances – unforeseeable at the time when the Board determined the compensation policy for the financial year in question – which have a significant impact, upwards or downwards, on the rate of achievement of the performance criteria set for the annual variable compensation. In such a case, the Board could decide, to a limited extent, to modify (in the framework described above) the amount of the annual variable compensation in order that it better reflect the actual performance of the Group.

The short-term variable compensation (Refundable Compensation) is subject to a clawback mechanism. This mechanism may be implemented by the Board of Directors on the proposal of the Nomination and Remuneration Committee in the event that all or part of the Refundable Compensation has been received as a result of proven fraud or embezzlement affecting the accounts used for its calculation or its calculation itself, of which the person concerned was the perpetrator or accomplice. The same applies in the event of a significant manifest error in the calculation of the Refundable Compensation or in the event of gross misconduct of the person concerned. This mechanism can only be implemented in one of the two fiscal years following the one in which this compensation was paid. The refund is made up to the amount of the Refundable Compensation net of social security charges for the fiscal year concerned that the executive director concerned would not have received in the absence of a manifest and significant error. In other cases, the refund may relate to the entire Refundable Compensation net of social security charges for the fiscal year concerned.

In accordance with Article L. 22-10-34-II of the French Commercial Code, the payment of variable compensation will be conditional on the approval, by the General Meeting called in 2023 to approve the financial statements for the financial year 2022/23, of the compensation paid during or awarded in respect of that financial year to the Chairman and Chief Executive Officer.

Long-term variable compensation

The characteristics of the performance share award policy applied to the Chairman & Chief Executive Officer for the 2022/23 fiscal year are as follows:

Performance conditions	<p>All of the performance shares are subject to the achievement of performance conditions which are relative and/or internal.</p> <p>In the event of a major change in the Group's strategy or structure, the Board of Directors has committed to adapt these performance conditions to the new challenges highlighted for the coming years, both as regards the nature of the conditions and the results to be achieved, while continuing to be highly demanding and transparent about those changes.</p>
Vesting and performance period	<p>Satisfaction of these performance conditions is assessed at the end of the third fiscal year following the grant date. The Board of Directors will not assess whether the performance conditions have been achieved or deliver the shares under a given plan prior to the end of such third fiscal year.</p>
Limits applicable to the grant	<p>The Board of Directors defined the following principles regarding grants to executive corporate officers:</p> <ul style="list-style-type: none"> the IFRS 2 value (which is used to establish the Group's consolidated financial statements) of any annual grant shall not exceed one year of annual fixed gross compensation and target short-term variable compensation, which corresponds to the compensation obtained when achievement is strictly aligned with the set objectives. Thus, performance share compensation is capped at 100% of target short-term compensation (fixed and target variable), <i>i.e.</i> 200% of fixed short-term compensation; the aggregate amount of annual grants to corporate officers cannot exceed 2.5% of the overall envelope authorised by the General Meeting for grants of performance shares within the Group, nor 10% of the total grants under the relevant plan.
Holding requirement	<p>At its meeting on 10 May 2022, the Board revised upwards the number of shares for each grant that the corporate officers are required to hold until the end of their functions. The Chairman and Chief Executive Officer is thus required to hold 100% of the performance shares (compared to 50% previously) fully vested in registered form for the entire duration of his term of office (as renewed, if applicable).</p> <p>This retention obligation ceases when a target holding level of registered shares representing in value three years of the last annual gross fixed compensation is reached.</p> <p>For the calculation of the holding requirement cap, the following is taken into account:</p> <ul style="list-style-type: none"> the annual fixed gross compensation applicable on the date of the most recent full vesting of performance shares; and the respective market prices of the shares held in registered form by the Chairman and Chief Executive Officer at the time of each full vesting of performance shares. <p>As of 31 March 2022, the holding requirement was satisfied, as Mr Henri Poupart-Lafarge held a number of registered shares on that date representing a value of more than three years of his last annual fixed gross compensation.</p>
Prohibition of hedging instruments	<p>The Chairman and Chief Executive Officer commits not to use hedging instruments on the performance shares granted by the Company during the full length of his term of office.</p> <p>To the Company's knowledge, no hedging instrument has been set up.</p>
Possibility to make the acquisition of shares conditional on the non-implementation of the clawback mechanism	<p>Pursuant to the decision taken at its meeting of 10 May 2022, the Board of Directors may decide to make the definitive allocation of a portion of the performance shares to the Chairman and CEO conditional on the non-implementation of the above-mentioned clawback clause during the vesting period of the said performance shares.</p>
Periods of prohibition of sale	<p>No transaction involving the Company's securities may be carried out during the 30 calendar days preceding the publication of the Company's half-year and annual results (which period is reduced to 15 calendar days for quarterly results) and up until the second trading day following this publication.</p> <p>During periods where trading is not prohibited, the Group's Code of Conduct creates an obligation to consult the Compliance Officer, in the event of any doubt prior to conducting a transaction.</p>
Periodicity	Annual

The level of grant, which is determined by the Board, on the Nomination and Remuneration Committee's proposal, takes into consideration all of the Chairman & Chief Executive Officer's compensation components and market practices.

The general characteristics of the performance shares granted to the Chairman & Chief Executive Officer are identical to those offered under the same plan to the Company's management teams.

Benefits in kind

Benefits in kind for the Chairman & Chief Executive Officer are limited to a company vehicle, supplemental health insurance, death and disability insurance, and private unemployment insurance coverage, the costs of which are shared by the Company and the Chairman & Chief Executive Officer.

Compensation at the end of the term of office

Non-compete undertaking

The non-compete agreement entered into with the Chairman & Chief Executive Officer is limited to a two-year period commencing on the date the executive director's term of office ends. Consequently, at the end of his term of office (for any reason and at any time), the Chairman & Chief Executive Officer undertakes to abstain from acquiring an interest in, participating in, associating himself in any way with or engaging, directly or through a legal entity, in the capacity of corporate officer, employee or consultant, worldwide, in any company with a significant activity (15% of turnover or at least €1 billion) related to the production of equipment or systems used in the railway industry or in public ground transport. Transportation operators are excluded from the scope of this non-compete undertaking.

In return for this commitment, the executive director would receive a total gross indemnity corresponding to 1.5 times his average gross annual compensation, fixed and variable, excluding performance shares, received during the three financial years preceding the date of termination of his mandate, this indemnity being paid monthly, in twenty-four equal fractions, for the entire duration of the non-competition undertaking.

If the non-compete undertaking is breached at any time by the executive director:

- the Company would be released from its obligation to pay the financial indemnity; and
- the executive director would have to reimburse to the Company all amounts already received under the non-compete undertaking.

The Company, acting through its Board of Directors, reserves the right, in particular in the event of gross misconduct or major financial issue, to unilaterally waive the benefit of this non-compete undertaking on the date the executive director's term of office ends. In such a case, the executive director would be freed from any obligation and no indemnity would be due in this respect.

In any event, this non-compete agreement does not apply if the executive director retires at the end of his term of office. In such a case, no indemnity would be due.

The Board of Directors considers that, under certain conditions, the possibility of requiring corporate officers to be subject to a non-compete agreement is beneficial to the Company. This is particularly the case with Mr Henri Poupart-Lafarge, in view of his knowledge – acquired over more than 20 years – of the mobility sector and of the new challenges resulting from the digitalisation of this sector. The Board considers that the Company's competitors must not, under any circumstances, benefit from this expertise. Therefore, this undertaking is intended to protect the Group's interests.

Condition for retaining compensation in performance shares under vesting period

If the Chairman & Chief Executive Officer leaves the Company, the Board of Directors will assess whether he may retain the right, in full or in part, to acquire shares allocated under performance conditions, subject to the following limits:

- retention is only possible in case of a forced departure, *i.e.* in the event of dismissal and not resignation;
- no full vesting is authorised before the vesting date specified in the relevant plans' rules. Consequently, no early vesting of performance shares is authorised;
- the performance conditions must continue to apply throughout the specified acquisition period;

- the number of shares fully vested, as established after measuring the fulfilment of the performance conditions, will be reduced in proportion to the time spent working for the Company relative to the length of the vesting period of each plan (*i.e.*, a prorated reduction); and
- in any event, the appropriateness of the final acquisition of the performance shares will be assessed in view of the Company's situation at the date of the departure and at the initially planned vesting date. No performance shares may be acquired if the Company is facing major financial difficulties.

Supplemental pension plans

In respect of supplemental pension plans, pursuant to the Company's compensation policy, the Chairman & Chief Executive Officer is entitled to:

- a defined contribution supplementary pension plan ("Article 83") as follows:
 - the contributions are paid annually and correspond to 1% of annual compensation up to four annual Social Security caps, 4% of annual compensation between four and eight times the annual Social Security cap and 11% of annual compensation between eight and twelve times the Social Security cap,
 - since 1 July 2014, contributions are 95% borne by the Company;
- a defined contribution supplementary pension plan ("Article 82"). The calculation of this annual contribution is based on total annual compensation (fixed and variable compensation due in cash) as follows:
 - 10% of fixed gross compensation between eight and 12 annual Social Security caps and 20% of his fixed gross compensation in excess of 12 annual Social Security caps,
 - 20% of his annual variable compensation as determined by the Board of Directors,
 - the reference compensation (fixed and variable due in cash) used to calculate the contribution cannot, in any case, be greater than €2,000,000,
 - no contribution is paid if the calculation of the variable compensation equals zero,
 - the Chairman & Chief Executive Officer has undertaken, once the tax and social obligations relating to these contributions are satisfied, to keep amounts paid within the dedicated retirement savings vehicle, at least for his term of office.

Further to a recommendation by the Nomination and Remuneration Committee, on 6 May 2019, the Board of Directors took note of the terms of the final conditions of settlement of the "Article 39" plan (closed and whose cumulated rights were frozen on 31 December 2016) from which Mr Henri Poupart-Lafarge benefited on the date he resigned from his employment contract with Alstom Executive Management SAS, taking account the fact that:

- Mr Henri Poupart-Lafarge would no longer be bound to Alstom Executive Management SAS by an employment contract, starting from the 2019 Annual General Meeting;
- the loss of rights acquired between 1 January 2004 and 31 December 2016 would be offset by a balancing payment to the "Article 82" defined contribution plan, paid annually in thirds over three years starting on the first anniversary of his resignation from his employment contract, and subject to his continued presence within the Company at each payment due date. The amount of this balancing payment includes an individual discount from the value of the recorded liability, which was established based on a proposal by external actuaries;

- the value of this balancing payment, as valued by the Company's actuarial advisers, is €3,375,000 (gross) and is subject to social charges and taxes in accordance with the legislation in force at the time of the various payments. This amount reflects a discount of about 20% compared with the value of the liabilities (excluding taxes) at 31 March 2019 in order to take into account the impact of the transformation of rights subject to conditions of continued employment within the Group into a definitively acquired pension capital, *i.e.* savings of more than €1 million for the Company;
- the winding-up of this "Article 39" scheme applies to all its beneficiaries;

- Mr Henri Poupart-Lafarge's commitment, after the payment of the corresponding social-security and tax contributions, is to keep all the amounts paid in this pension plan, at least until the expiration of his term of office.

The payment of the balance relating to Mr Henri Poupart-Lafarge will be made in thirds in three annuities, in July 2020, July 2021, and July 2022, subject to his continued presence within the Company.

A first payment was made in July 2020 for an amount of €1,125,000, followed by two further payments of the same amount in July 2021 and July 2022.

Components of compensation paid during or awarded in respect of the 2021/22 fiscal year to the corporate officers

Compensation paid during or awarded in respect of the 2021/22 fiscal year to members of the Board of Directors

TABLE 3 OF THE AFEP-MEDEF CODE – TABLE ON COMPENSATION ALLOCATED UNDER A DIRECTORSHIP AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

Gross amounts	Fiscal year 2020/21		Fiscal year 2021/2022		
	Amounts paid out during the fiscal year (in €)	Amounts attributed in respect of the fiscal year (in €)	Amounts paid out during the fiscal year (in €)	Amounts attributed in respect of the fiscal year (in €)	Variable part attributed in respect of the fiscal year (in €)
Mr Olivier Bouygues ⁽¹⁾	51,286	50,000	37,714.29	0	-
Bouygues SA ⁽²⁾	61,786	57,000	79,214.29	68,500	-
Mr Pascal Grangé	-	-	-	-	15,500
Ms Bi Yong Chungunco	96,000	84,500	76,000	75,500	22,500
Mr Yann Delabrière	144,500	136,500	131,500	127,500	22,500
Ms Clotilde Delbos	96,000	84,000	75,500	75,500	19,000
Mr Daniel Garcia Molina	-	23,250	54,250	65,000	19,000
Mr Serge Godin ⁽³⁾	-	7,750	45,750	72,000	19,000
Mr Gilles Guilbon ⁽⁴⁾	-	23,250	54,250	68,500	22,500
Mr Gérard Hauser ⁽⁵⁾	85,428	25,429	-	-	-
Mr Sylvie Kandé de Beaupuy	101,000	99,500	91,000	90,500	22,500
Mr Frank Mastiaux ⁽⁶⁾	28,071	69,571	108,500	119,000	29,500
Mr Baudouin Prot	93,000	98,500	96,500	96,500	33,000
Ms Sylvie Rucar	133,500	125,500	124,000	120,000	29,500
Caisse de Dépôt et Placement du Québec ⁽⁷⁾	-	-	-	-	-
Ms Kim Thomassin	-	-	-	-	-
TOTAL	732,785	689,000	857,250	978,500	254,500

(1) Director who resigned on 25 March 2021.

(2) Director whose representative is Mr Pascal Grangé.

(3) Mr Serge Godin donates his compensation to an association whose mission is the relief of poverty, the improvement of health and the advancement of education among children and adolescents in difficulty.

(4) Director who took office on 1 January 2021.

(5) Director whose term of office expired on 8 July 2020.

(6) Director appointed by the General Meeting of 8 July 2020.

(7) Director whose permanent representative is Ms Kim Thomassin. In accordance with its own internal operating rules, Caisse de Dépôt et Placement du Québec (a director represented by Ms Kim Thomassin) also does not receive any compensation in connection with its duties.