

ALSTOM

Société Anonyme with a share capital of € 2,667,451,885
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 Shareholders' Meeting** (the "Meeting") on first call on **Tuesday, 11 July 2023 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 statements for the fiscal year ended 31 March 2023
2. Approval of the consolidated financial statements for the fiscal year ended 31 March 2023
3. Allocation of the result for the fiscal year and determination of the dividend, option for payment of the dividend in cash or in shares, issue price of the shares to be issued, fractional shares, option period
4. Special report of the Statutory Auditors on related party agreements – Acknowledgement of the absence of new agreements
5. Renewal of Ms. Sylvie Kandé de Beauvuy as Board member
6. Renewal of Mr. Henri Poupart-Lafarge as Board member
7. Renewal of Ms. Sylvie Rucar as Board member
8. Ratification of the co-option of Mr. Jay Walder as Board member
9. Appointment of Bpifrance Investissement as Board member
10. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer
11. Approval of the compensation policy applicable to members of the Board of Directors
12. Approval of the information referred to in article L.22-10-9 of the French Commercial Code
13. Approval of the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid during the previous fiscal year or awarded in respect of such fiscal year to Mr. Henri Poupart-Lafarge, Chairman and Chief Executive Officer
14. Authorisation to be granted to the Board of Directors for the purpose of causing the Company to buy back its own shares in the framework of article L. 22-10-62 of the French Commercial Code, duration of the authorisation, purposes, terms, suspension during public offer periods

On an extraordinary basis:

15. Authorisation to be given to the Board of Directors in view of cancelling the treasury shares held by the Company and bought back within the framework of article L.22-10-62 of the French Commercial Code, duration of the authorisation, limit
16. Delegation of competence to be given to the Board of Directors to increase the capital by way of the capitalisation of reserves, profits and/or premiums, term of delegation, maximum nominal amount of the capital increase, treatment of fractional shares

17. Delegation of competence to be given 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 instruments, with preferential subscription rights upheld, term of delegation, maximum nominal amount of the capital increase, option to offer securities not subscribed for to the public, suspension during public offer periods
18. Delegation of competence to be given 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 preferential subscription rights cancelled, via a public offering (other than offerings referred to in paragraph 1 of article L. 441-2 of the French Monetary and Financial Code), term of delegation, maximum nominal amount of the capital increase, issue price, option to limit the capital increase amount to the amount of subscriptions or to allocate securities not subscribed for, suspension during public offer periods
19. Delegation of competence to be given to the Board of Directors to issue ordinary shares and/or securities granting access to the share capital of the Company and/or to debt securities, with preferential subscription rights cancelled, as compensation for securities in the framework of a public exchange offer initiated by the Company, term of delegation, maximum nominal amount of the capital increase, suspension during public offer periods
20. Delegation of competence to be given 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 preferential subscription rights cancelled, via a public offering referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, term of delegation, maximum nominal amount of the capital increase, issue price, option to limit to limit the capital increase amount to the amount of subscriptions or to allocate securities not subscribed for, suspension during public offer periods
21. 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, term of delegation, maximum nominal amount of the capital increase, issue price, ability to grant free shares pursuant to article L. 3332-21 of the French Labour Code, suspension during public offer periods
22. 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, term of delegation, maximum nominal amount of the capital increase, issue price, suspension during public offer periods
23. Authorisation, in the event of an issuance with preferential subscription rights cancelled, to set, within the limit of 10% of the capital per year, the issue price under the conditions determined by the general shareholders' meeting, suspension during public offer periods
24. Authorisation to increase the amount of the issuances, suspension during public offer periods
25. Delegation to be granted to the Board of Directors to increase the capital through the issuance of ordinary shares and/or securities granting access to the share capital, within the limit of 10% of the share capital, in view of providing consideration for contributions in kind of equity securities or securities granting access to the share capital, term of delegation, suspension during public offer periods
26. Delegation of competence to the Board of Directors for the purpose of issuing shares of the Company following the issuance by subsidiaries of the Company of securities granting access to the Company's share capital with shareholders' preferential subscription rights cancelled, suspension during public offer periods
27. Authorisation to be granted to the Board of Directors in view of free grants of existing shares or shares to be issued to employees and/or certain corporate officers of the Company or of related companies or economic interest groupings, waiver by the shareholders of their preferential subscription rights, term of the authorisation, limit, duration of vesting periods, notably in the event of a disability and, as applicable, holding duration

On an ordinary basis:

28. Powers to carry out legal formalities

PARTICIPATION IN THE ANNUAL COMBINED GENERAL MEETING

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 7 July 2023**, either in the registered share accounts maintained on behalf of the Company by its agent, Uptevia, 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 7 July 2023 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 7 July 2023 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.

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

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 the appropriate box of the voting form included with the meeting brochure and return it signed and dated to Uptevia (Service assemblées – Les Grands Moulins – 9 rue du Débarcadère - 93761 Pantin Cedex). Uptevia must receive this request by **Monday 10 July 2023 at 3:00 p.m.** (Paris time) at the latest.

If you hold bearer shares, you must either (i) tick the appropriate box 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 Uptevia 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.uptevia.pro.fr>.

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. 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 brochure), which you must complete, sign and send to Uptevia (Uptevia - Service assemblées – Les 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 5 July 2023**. 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 Uptevia 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, Uptevia must have received the voting forms by 3:00 p.m. on the day before the Meeting, i.e., **Monday 10 July 2023 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 **Monday 10 July 2023** (Paris time) 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.uptevia.pro.fr>.

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.

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_france_cts_mandats@uptevia.pro.fr. This email must contain the following information: Alstom Annual Combined General Meeting, 11 July 2023 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 Uptevia by post (Services assemblées – Les 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 **Friday 23 June 2023** and up until **Monday 10 July 2023 at 3:00 p.m.** (Paris time). However, shareholders are recommended not to wait until the last day to connect to the site.

4. 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 11 juillet 2023”* – 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.ag2023@alstomgroup.com, at the latest the fourth business day preceding the Meeting, i.e. **Wednesday 5 July 2023**.

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/Shareholders' meeting](http://www.alstom.com/Finance/Shareholders/Shareholders%20meeting).

5. 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/Shareholders' meeting](http://www.alstom.com/Finance/Shareholders/Shareholders%20meeting).

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 20 June 2023**.

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 26 June 2023**.

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.ag2023@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 Board of Directors