

## **ALSTOM**

### **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – 4 JULY 2017**

#### **Results of the vote of the resolutions and summary minutes of the Meeting**

Alstom held its ordinary and extraordinary Shareholders' Meeting in Saint-Ouen at EUROSITES Saint-Ouen, 27 rue Godillot, 93400 Saint-Ouen, on 4 July 2017, under the chairmanship of Mr Henri Poupart-Lafarge.

This Meeting gathered shareholders holding 157,237,125 shares, i.e. 71.41 % of the total number of shares and 160,760,883 voting rights.

Total number of shares	220,167,549
Total number of voting rights	225,400,113
Number of attending, voting by proxy or by mail shareholders	Ordinary part : 6,094 Extraordinary part : 6,094
Number of attending, voting by proxy or by mail shares	Ordinary part : 157,237,125 Extraordinary part : 157,237,125
Number of voting rights of attending, voting by proxy or by mail shareholders	Ordinary part : 160,760,883 Extraordinary part: 160,760,883

During this Meeting, Mr Henri Poupart-Lafarge reported on the main events of the fiscal year 2016/17 and the implementation of the 2020 strategy and the Alstom governance.

Ms Marie-José Donsion, Chief Financial Officer of the Group, commented on the Group's financial results for the fiscal year ended 31 March 2017.

Mr Pascal Cléré, Senior Vice-President - Alstom Digital Mobility, presented the latest innovations of Alstom for a more intelligent mobility.

Mr Gérard Hauser, Lead Director, then referred to the elements of remuneration of Mr Henri Poupart-Lafarge as Chairman and Chief Executive Officer, and presented the work accomplished by the Nominations and Remuneration Committee of which he is Chairman.

Ms Géraldine Picaud, Chairman of the Audit Committee, and Ms Sylvie Kande de Beaupuy, Chairman of the Ethics, Compliance and Sustainability Committee, presented respectively the works of the Committees of the Board of which they are Chairmen.

Lastly, Statutory Auditors commented on their reports.

At the end of these presentations, the Chairman answered shareholders' questions. A presentation of the proposed resolutions and of the voting process followed.

The shareholders, in particular:

- approved statutory and consolidated accounts for the fiscal year 2016/17;
- after having noted the loss on the statutory accounts, approved the proposal to apply the loss to the "General reserve" account and the distribution of a dividend deducted from the "General reserve";
- approved the related party agreements and commitments;
- ratified the appointments of Ms Sylvie Kande de Beaupuy and Mr Yann Delabrière as Directors, which were made provisionally by the Board of Directors;
- appointed Ms Françoise Colpron as Director for a period of four years;
- approved the elements of remuneration attributed to Mr Henri Poupart-Lafarge as Chairman and Chief Executive Officer;
- authorised the Company to trade its own shares under the conditions set out in the delegation;
- authorised the Board of Directors to reduce the share capital by cancellation of shares under the conditions set out in the delegation ;
- authorised the Board of Directors to increase the share capital for the benefit of members of the Company savings plan and to a category of beneficiaries, under the conditions set out in the relevant delegations;

The result of the voting of each resolution is detailed here below.

### **Details of the vote per resolution**

<b>Resolutions within the competence of the Ordinary Shareholders' Meeting</b>							
<b>N°</b>	<b>Results</b>	<b>For</b>		<b>Against</b>		<b>Abstention</b>	
		<b>Number of votes</b>	<b>%</b>	<b>Number of votes</b>	<b>%</b>	<b>Number of votes</b>	<b>%</b>
<b>1</b>	<b>Approval of the corporate financial statements and operations for the fiscal year ended on 31 March 2017</b>						
	Approved	154.993.576	96.41%	5.763.116	3.58%	4.191	<0.01%
<b>2</b>	<b>Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2017</b>						
	Approved	160.446.513	99.80%	309.897	0.19%	4.473	<0.01%
<b>3</b>	<b>Allocation of the result for the fiscal year ended on 31 March 2017 and distribution of a dividend</b>						
	Approved	160.496.019	99.84%	260.183	0.16%	4.681	<0.01%
<b>4</b>	<b>Approval of the related party agreements and commitments <sup>(1)</sup></b>						
	Approved	155.525.591	96.77%	5.188.865	3.23%	7.307	<0.01%

5	<b>Ratification of the co-optation of Ms Sylvie Kandé de Beaupuy as Director</b>						
	Approved	160.266.906	99.69%	487.446	0.30%	6.531	<0.01%
6	<b>Ratification of the co-optation of Mr Yann Delabrière as Director</b>						
	Approved	153.319.714	95.37%	7.434.586	4.62%	6.583	<0.01%
7	<b>Appointment of Ms Françoise Colpron as Director</b>						
	Approved	160.403.966	99.78%	350.272	0.22%	6.645	<0.01%
8	<b>Approval of the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of any kind payable to Mr Henri Poupart-Lafarge, in his capacity as Chairman and Chief Executive Officer for fiscal year 2017/18.</b>						
	Approved	125.105.007	77.82%	35.647.625	22.17%	8.251	0,01%
9	<b>Advisory vote on the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge in the fiscal year 2016/17</b>						
	Approved	114.928.288	71.49%	45.813.117	28.50%	19.478	0.01%
10	<b>Authorisation to be given to the Board of Directors to trade the Company's shares</b>						
	Approved	159.449.250	99.18%	1.306.983	0.81%	4.650	<0.01%

<sup>(1)</sup> Shareholder concerned excluded from the vote

<b>Resolutions within the competence of the Extraordinary Shareholders' Meeting</b>							
N°	Results	For		Against		Abstention	
		Number of votes	%	Number of votes	%	Number of votes	%
11	<b>Authorisation to the Board to reduce the share capital by cancellation of shares</b>						
	Approved	160.370.364	99.76%	383.521	0.24%	6.998	<0.01%
12	<b>Delegation of competence to the Board of Directors to increase the Company's share capital by issues of shares or securities with cancellation of the shareholders' preferential subscription right in favour of members of a Company savings plan.</b>						
	Approved	157.152.651	97.76%	3.600.206	2.24%	8.026	<0.01%
13	<b>Delegation of competence to the Board of Directors to increase the share capital of the Company with cancellation of the shareholders' preferential subscription right to a category of beneficiaries.</b>						
	Approved	156.623.047	97.43%	4.130.541	2.57%	7.295	<0.01%
14	<b>Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities</b>						
	Approved	160.445.677	99.80%	310.424	0.19%	4.782	<0.01%

### **Shareholders' Information**

All documents and information to be published pursuant to Article R.225-73-1 of the French Commercial Code were made available to shareholders within applicable legal timeframe/deadlines on the website [www.alstom.com](http://www.alstom.com), Investors / shareholders'corner / Shareholders' Meeting section.

The Registration Document was distributed at the Meeting to attending shareholders who requested it. It has also been made available on the Company's website ([www.alstom.com](http://www.alstom.com)) since 30 May 2017, i.e. 35 days prior to the Shareholders' Meeting, and on the AMF's website ([www.amf-france.org](http://www.amf-france.org)). Copies are available at the Company Headquarters, 48 rue Albert Dhalenne, 93400 Saint-Ouen (France). Shareholders can also obtain a copy by sending a letter to the Investor Relations' team at the same address.