

2017 Shareholders' Meeting

Saint-Ouen

4 July 2017

ALSTOM
Designing fluidity



Introduction

Henri POUPART-LAFARGE – Chairman & CEO

ALSTOM
Designing fluidity



Opening

Pierrick LE GOFF – General Counsel

AGENDA OF THE SHAREHOLDERS' MEETING

- Notice of meeting,
page 3

RESOLUTIONS

- Notice of meeting,
pages 32 to 36

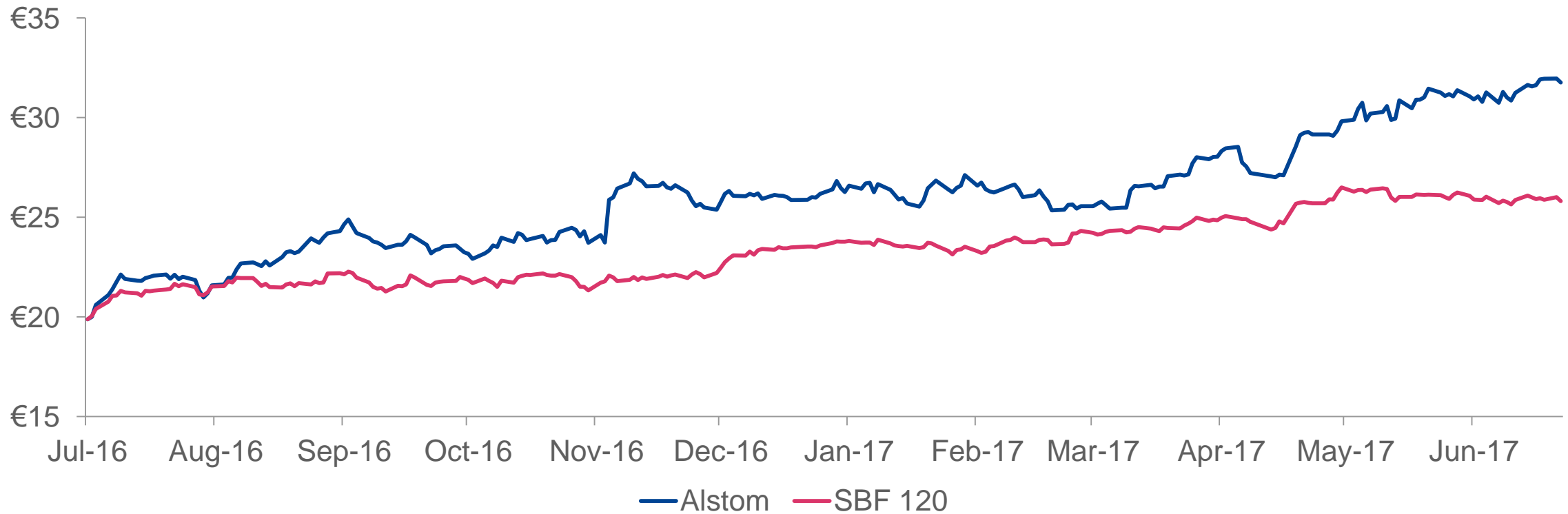


The year in images

Henri POUPART-LAFARGE – Chairman & CEO

Share performance since 1 year

+60% over one year (SBF 120 +30%)



Share price at closing: 27 June 2017

Proposing to resume distribution of dividends at €0.25 per share

2016/17 highlights

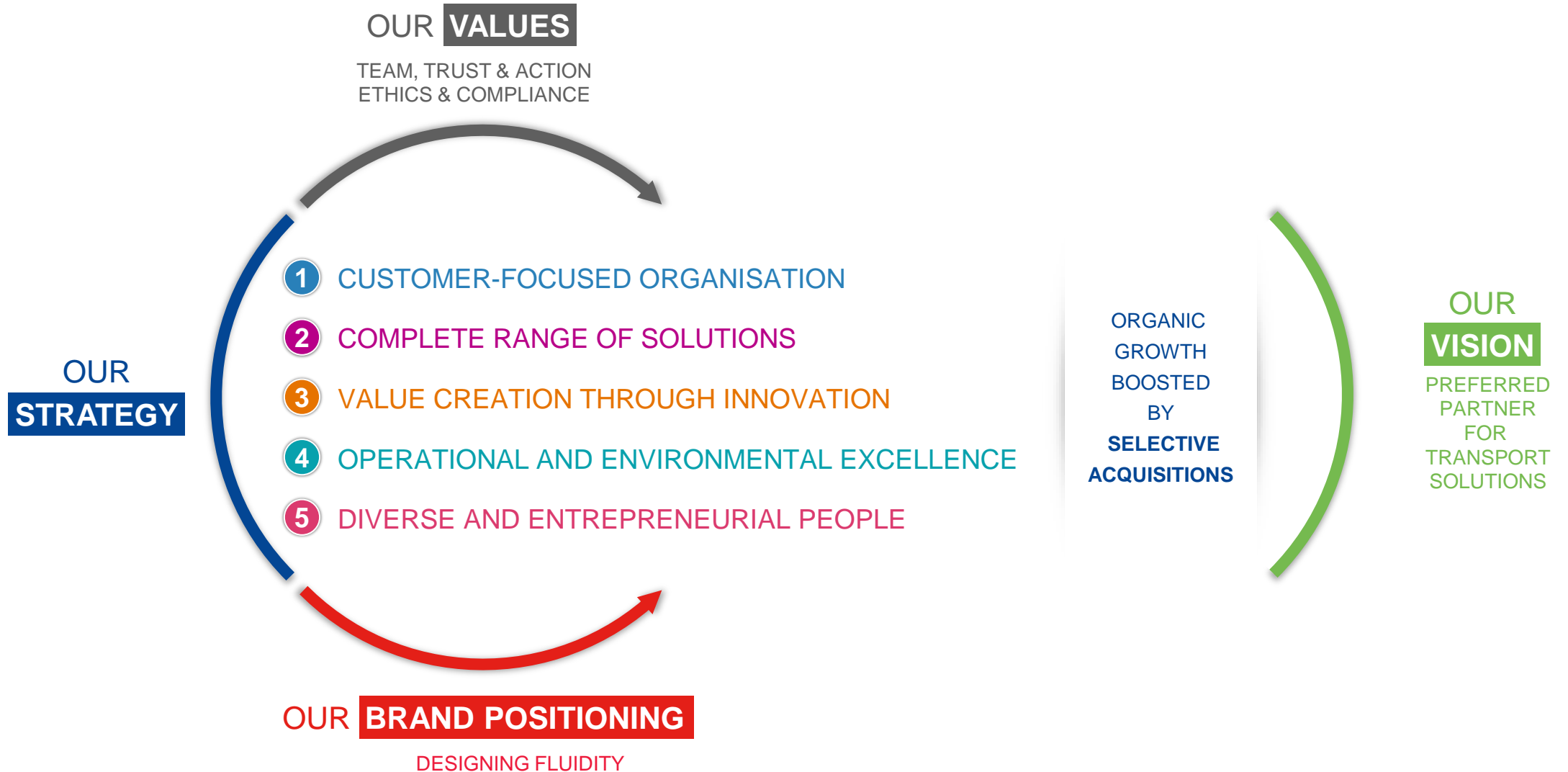
- A 2020 strategy leading to sound results
- A solid balance sheet
- 2020 objectives confirmed:
 - Sales expected to grow at 5% per year organically
 - Adjusted EBIT margin to reach around 7%
 - c. 100% conversion from net income to free cash flow



A 2020 strategy leading to sound results

Henri POUPART-LAFARGE – Chairman & CEO

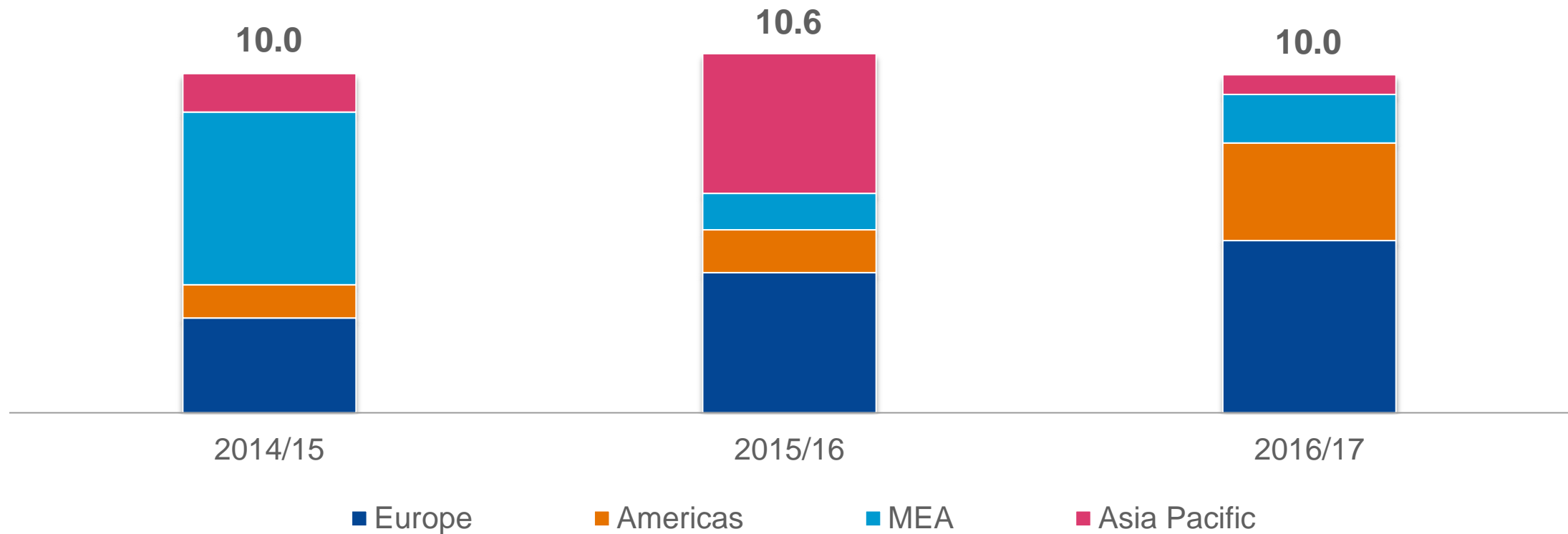
Alstom's strategy for 2020



Customer-focused organisation

Commercial performance

Orders (in € billion)

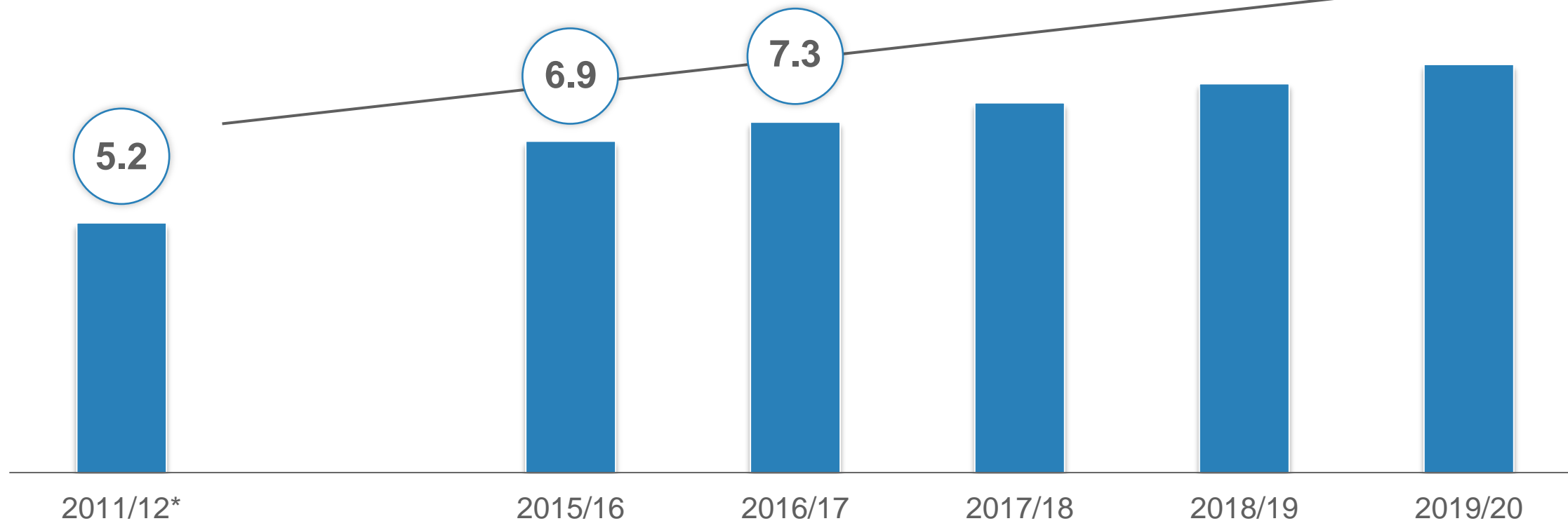


€10 billion in orders for the third year in a row

Customer-focused organisation

Sales growth

Sales (in € billion)

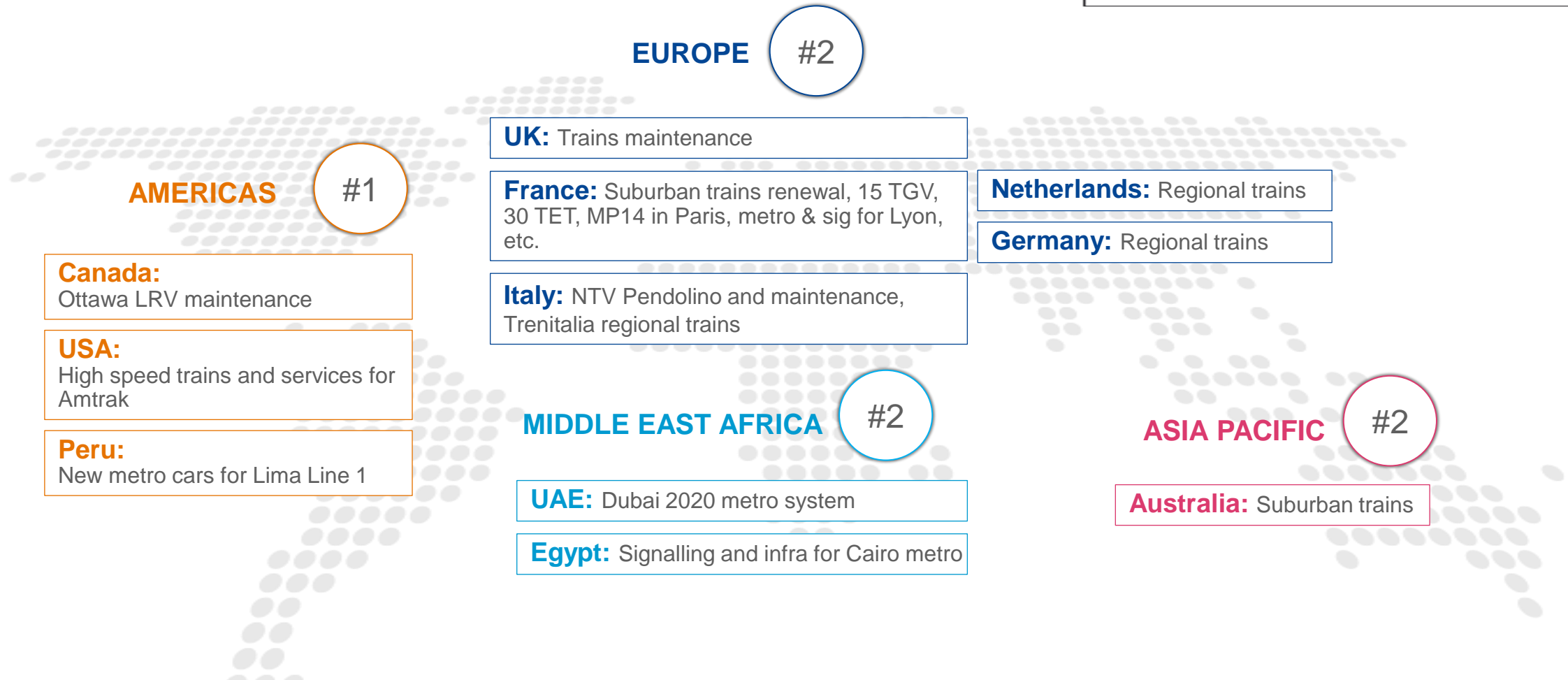


* Transport Sector Sales (before IFRS 11 application)

+ 40% in sales over 5 years

Customer-focused organisation

Main 2016/17 orders and 2016 ranking by region



Leadership positions on all continents

Customer-focused organisation

Suburban trains for Paris area in France

- Design and manufacture of 255 new double-deck trainsets
- First firm order of 71 trains worth €780m for Alstom
- Alstom-Bombardier consortium (70%/30%)
- Delivery and commercial service of the first trains forecasted in 2021



X'Trapolis Cityduplex



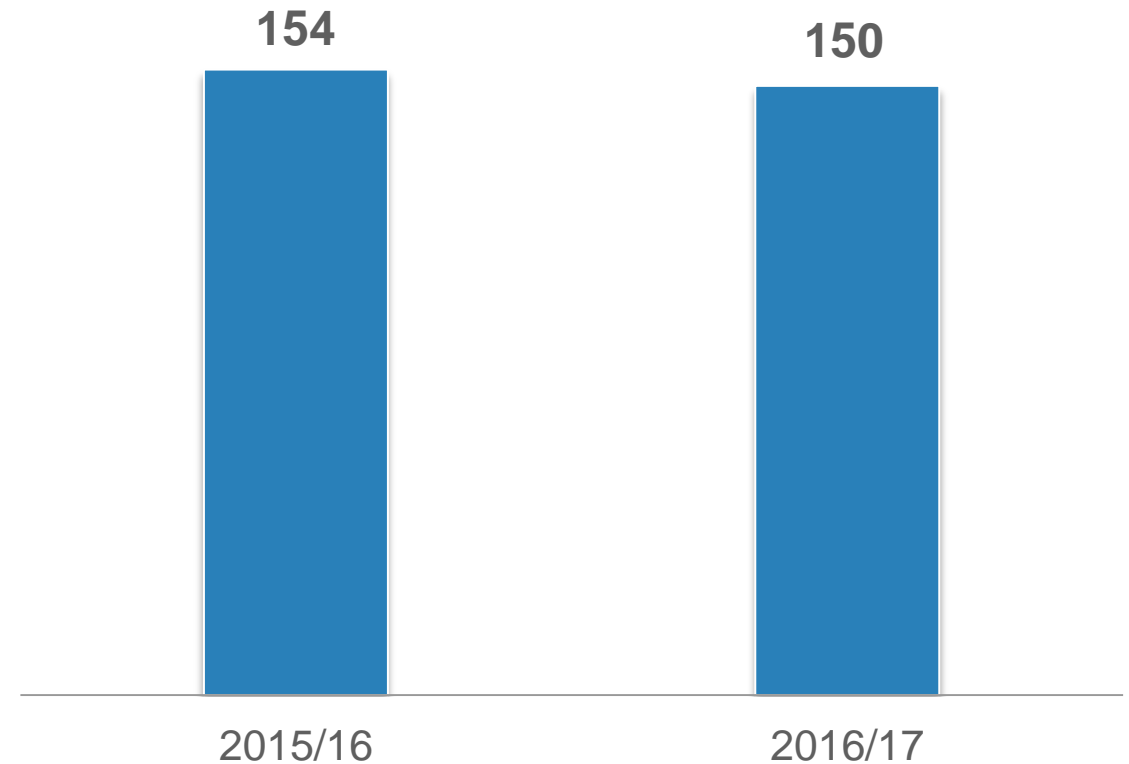
The largest tender ever managed by SNCF in France won by Alstom

Customer-focused organisation

Sustained capex developments



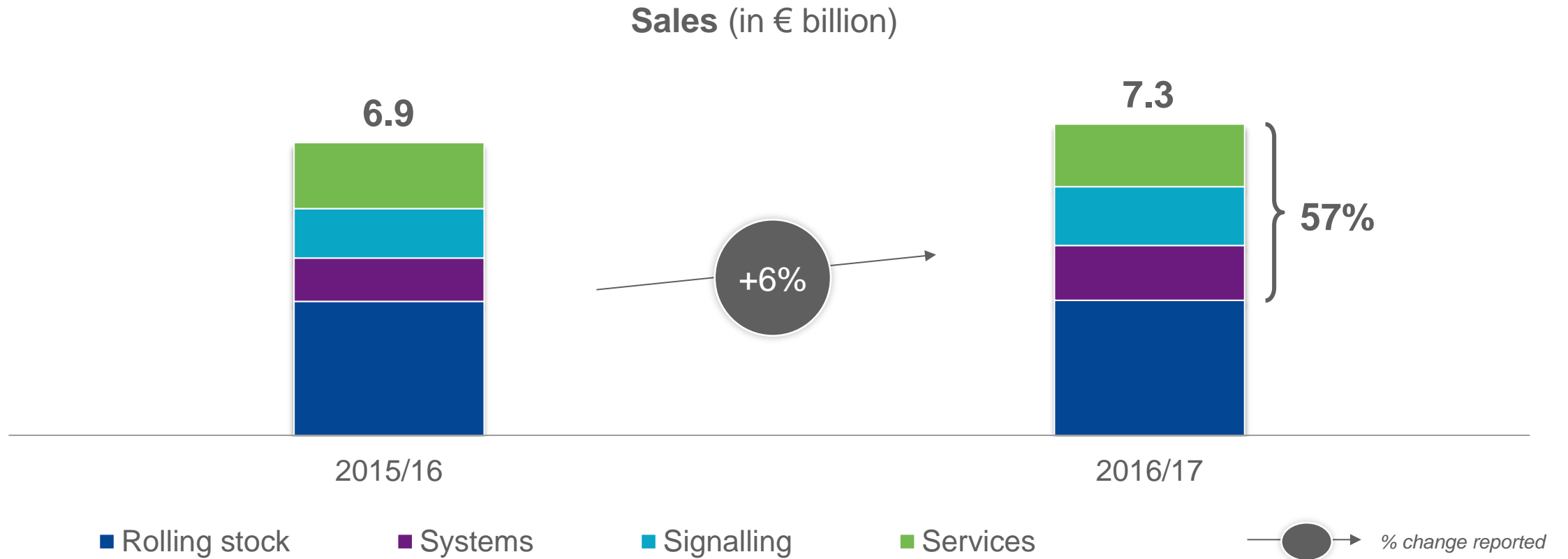
Capex (in € million)



New sites to meet customers' growing demand for a local presence

Complete range of solutions

Sales growth by product



57% of sales in Signalling, Systems and Services

Complete range of solutions

Metro system for Dubai metro extension

- A complete system including 50 Metropolis trainsets
- Alstom, leader of ExpoLink consortium
- New route extends 15 km and serves Expo 2020

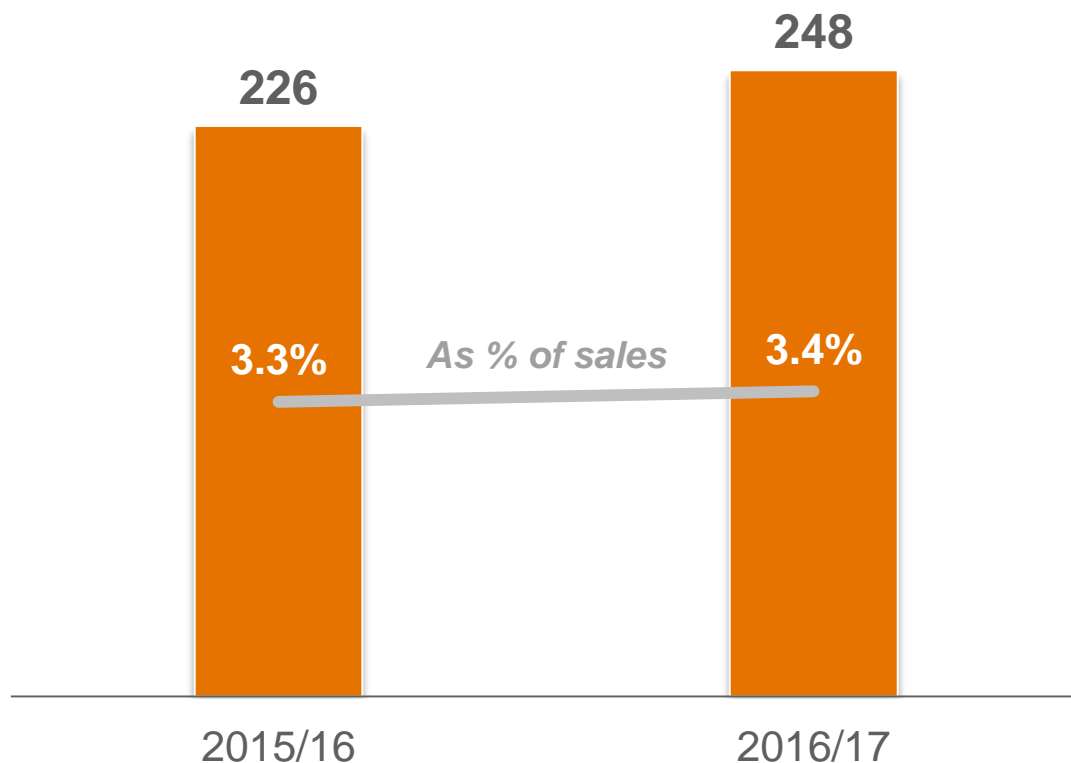


A fully integrated metro project for Alstom, with a non-negotiable deadline

Value creation through innovation

R&D

R&D gross costs (in € million)



Main R&D programmes

- Renewal of rolling stock ranges
- Signalling programmes
- Predictive maintenance



The new generation of Coradia regional trains

Sustained R&D investments at 3.4% of sales

Value creation through innovation

High speed train contract with Amtrak - US

- **28 Avelia Liberty trains**, new generation of Alstom very high speed trains
- **€1.8bn contract**: deliveries expected to start in 2021



Avelia Liberty for Amtrak (US)

A new generation of train with high level of innovation for both passenger and operator

Value creation through innovation

Recent product launches

- **Coradia iLint**, hydrogen train, with a first successful run at 80 km/h



- **Aptis**, a new 100% electric experience of mobility

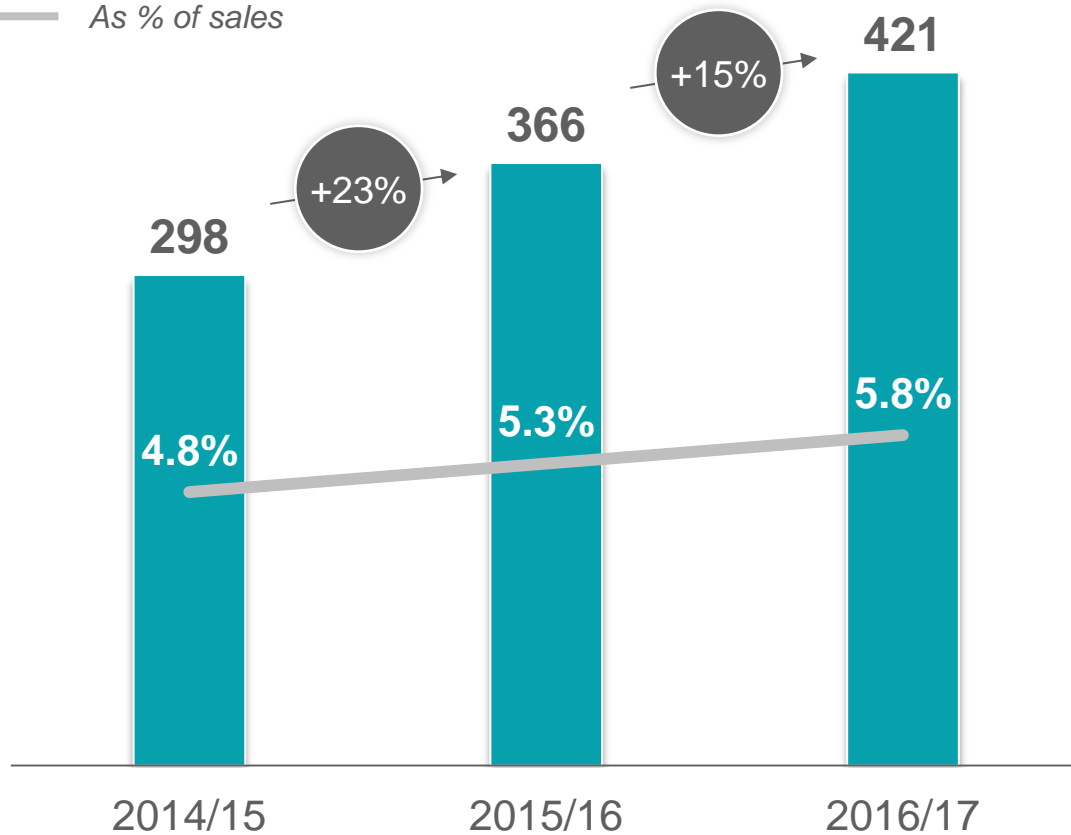


Operational excellence

Continued strong operational performance

Adjusted EBIT (in € million)

— As % of sales



- Volume increase
- Portfolio mix improvement
- On-going initiatives for operational excellence



Operational excellence

Solid project execution

■ eLoco project

INDIA

- First batch of design submitted to customer in February 2017



■ PRASA project

SOUTH AFRICA

- 18 trains delivered from Brazil
- 13 trains in service



■ Riyadh project

SAUDI ARABIA

- First train delivered on-time from Katowice, Poland in Feb 2017



Environmental excellence

On track to achieve 2020 objectives

■ Improve our environmental footprint

- Continue our efforts on energy saving, waste and CO₂
- ISO 14001 for all operational units with more than 200 people
- 2020 objective: energy intensity reduction by 10%. - **2016 status: 9% reduction compared to 2014**

■ Improve energy consumption for solution

- Better sizing and energy consumption measurement
- 2020 objective: energy consumption reduction by 20%. - **2016 status: 11% reduction compared to 2014**

■ Safety at work

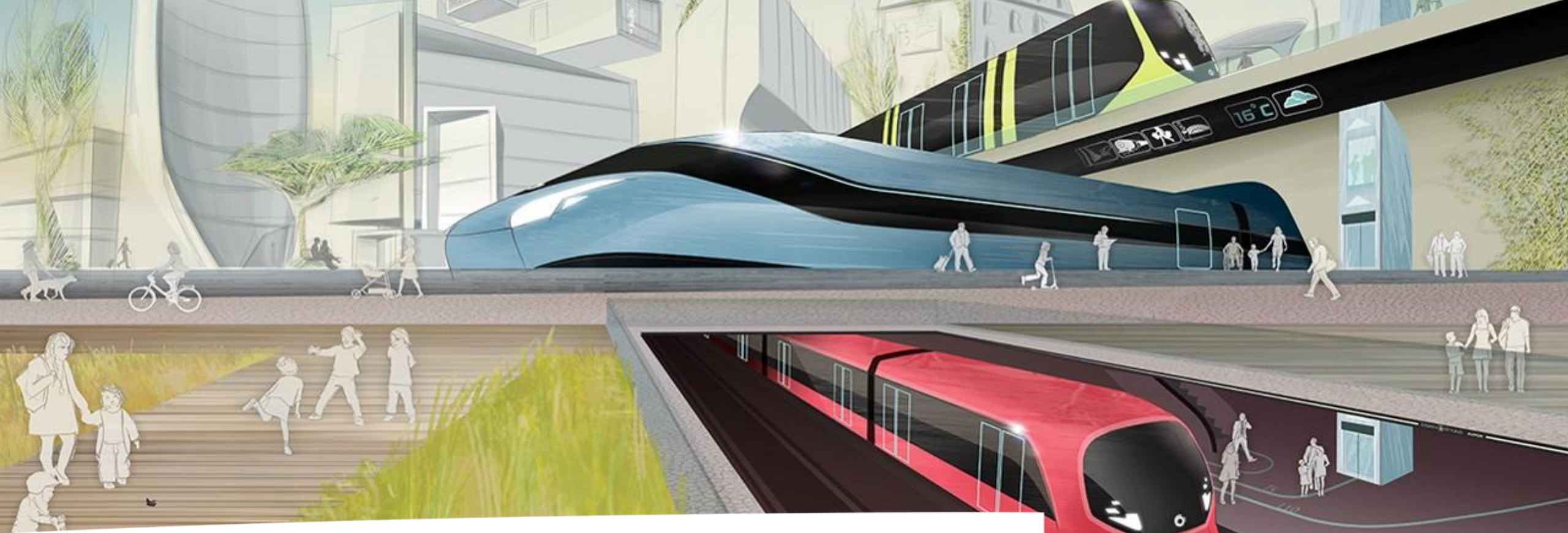


- Alstom Zero Deviation Plan
- Zero Severe Accidents on High Risk Activities
- 2020 objective: Occupational injury frequency rate (employees and contractors) at 1. - **Status: 1.4 in 2016/17**

A culture based on diversity & entrepreneurship



- **32,800 employees worldwide**
- **Diversity** in terms of gender, generation, nationality, social and cultural background targeted:
 - **25%** women in management or professional role by 2020 – Status: 20% in 2016/17



Financial results 2016/17

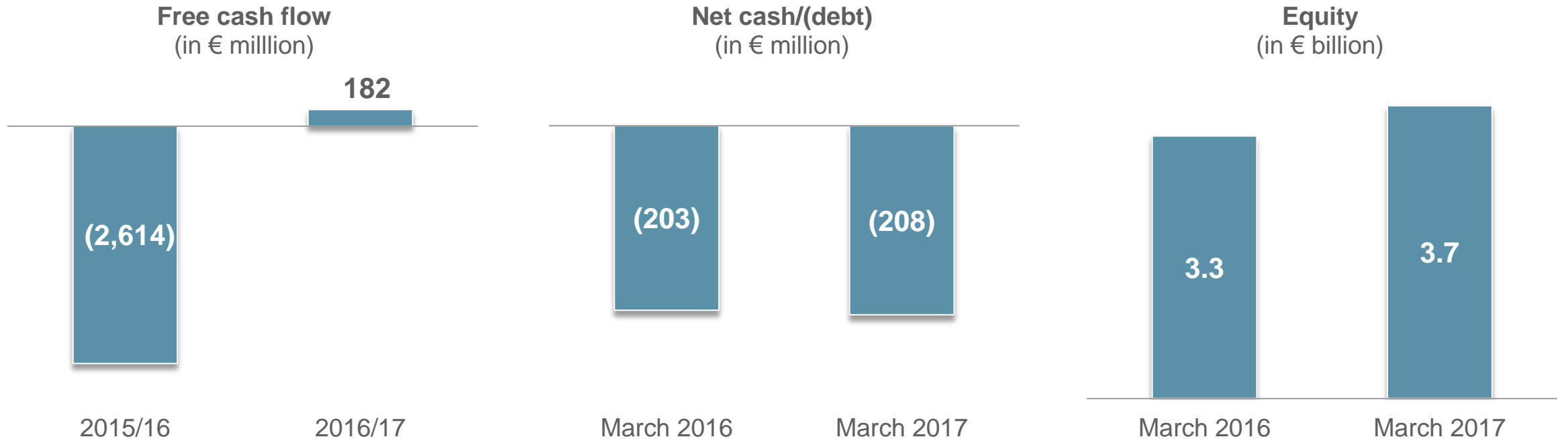
Marie-José DONSION – CFO

Income statement

<i>In € million</i>	FY 2015/16	FY 2016/17	% change reported	% change organic
Sales	6,881	7,306	6%	5%
Adjusted EBIT	366	421	15%	
<i>Adjusted EBIT margin</i>	5.3%	5.8%		
Restructuring charges	(138)	(6)		
Other charges	(454)	(57)		
EBIT	(226)	358		
Financial result	(275)	(127)		
Tax result	(597)	(76)		
Share in net income of equity investees	30	82		
Minority interests from continued op.	(15)	(14)		
Net income – Discontinued operations*	4,084	66		
Net income – Group share	3,001	289		

*Group share

Strong balance sheet



- Positive free cash flow at €182 million
 - Cash Focus programme impact
 - Several large down-payments
 - Phasing of transformation capex
- Stable net debt
- Increase of equity



Smart innovations, smarter mobility

Pascal CLERE – Senior Vice-President - Alstom Digital Mobility

Alstom vision of smart mobility

An isometric illustration of a smart city. The scene is filled with modern, multi-story buildings in shades of white, blue, and brown. A network of roads is shown with various vehicles including cars, buses, and a tram. A tram is also shown on an elevated track. A cable car is visible in the upper right corner. The overall atmosphere is clean, organized, and technologically advanced.

**Smart mobility by Alstom:
fluid, efficient and attractive**

Passengers have new aspirations



A **100% connected** journey



A **seamless transition** from door to door



More **comfort** and a better **accessibility**



Taking **control of their journey**

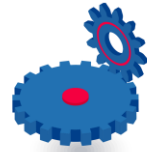


Making passenger journey fluid

Transport authorities have new requirements



A **greener** transportation system



Higher capacity and more mobility options where necessary



Maximum **availability** and **punctuality**



A low **cost of operation**



A **cybersafe** transport system

Towards a more efficient transport system globally

Smart mobility for passengers Having solutions for the first and last mile



EZ10, the latest shuttle of EasyMile



12 people per shuttle



Available in **50 sites** and **14 countries**



EasyMile shuttles to be integrated in Alstom's system offers

Smart mobility for passengers New mobility experience



A very **bright interior** and a **360° view**



A **full low floor** for a greater accessibility



Designed from the start for **electric mobility**

Aptis: 100% electric, distinctive & innovative tram-inspired design to enhance passenger experience

Smart mobility for passengers Stay connected throughout the journey



**Nomad Digital**
smarter trains, connected passengers



Connectivity & Wi-Fi at all times



Unique integrated Wi-Fi and infotainment solution



World's first live TV streaming for a commuter train

Alstom is a world leader for on-board connectivity

Smart mobility for operators

Improved management of multimodal operations



Coordinate all public transport modes from rail to road



Alternative mobility solutions rapidly offered in case of incidents



Predicting with **data analysis** and **operational optimisation**

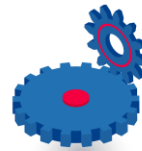
Mastria: Making your city smarter

Smart mobility for operators

More punctuality and flexibility through autonomous solutions



Automatic Train Operation (ATO):
Available for Metro and to some extent
on Mainline



Towards autonomous drive
for each type of rolling stock
for more punctuality and flexibility

**Alstom, world leader
in autonomous trains by 2020**

Smart mobility for operators

Predictive maintenance through advanced data science



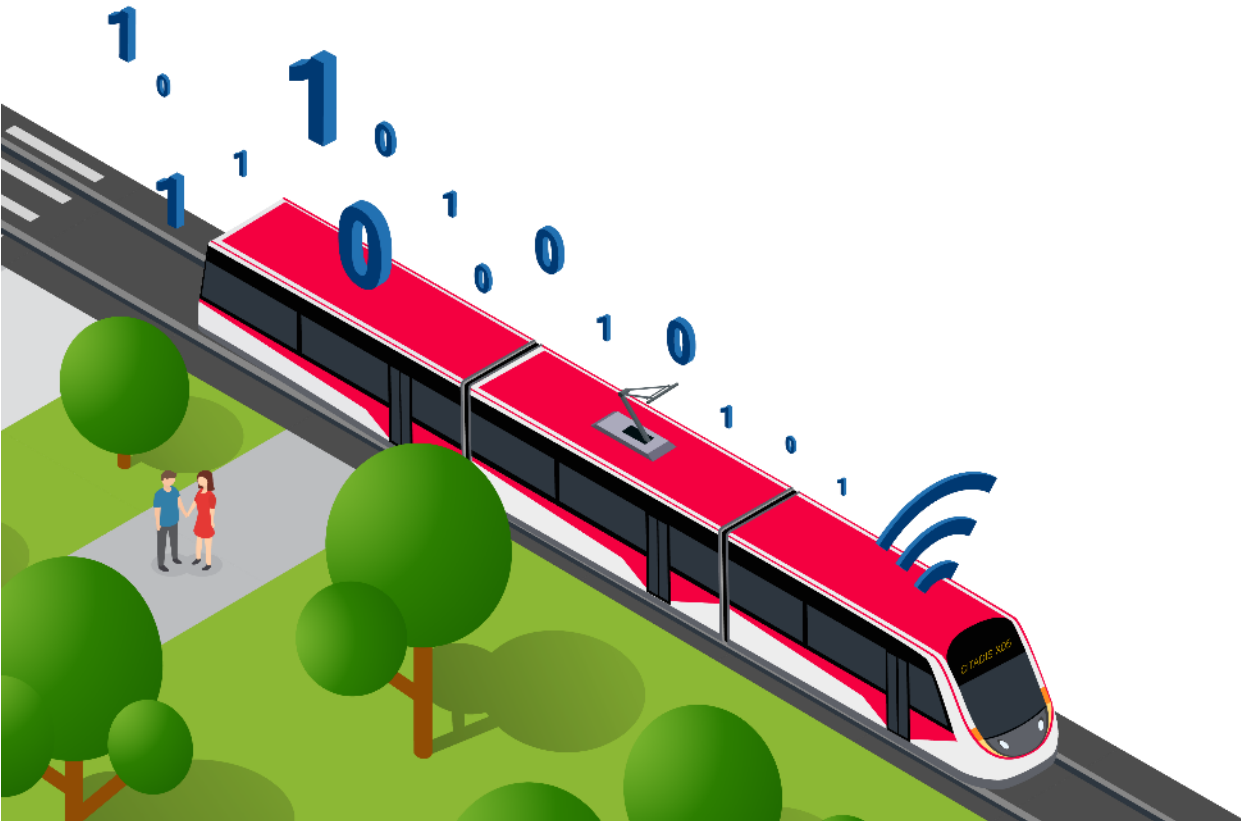
HealthHub provides **integrated decision-support** for trains, signalling and infrastructure



Prognostics & Health Management (PHM) methods allow **maximisation of system availability**



Up to **20%** reduction of maintenance costs



Alstom's **HealthHub** solution is being commissioned in over 40 projects

Smart mobility for operators Cybersecurity at all levels



Mobility data can be **exposed to Cyber attacks**

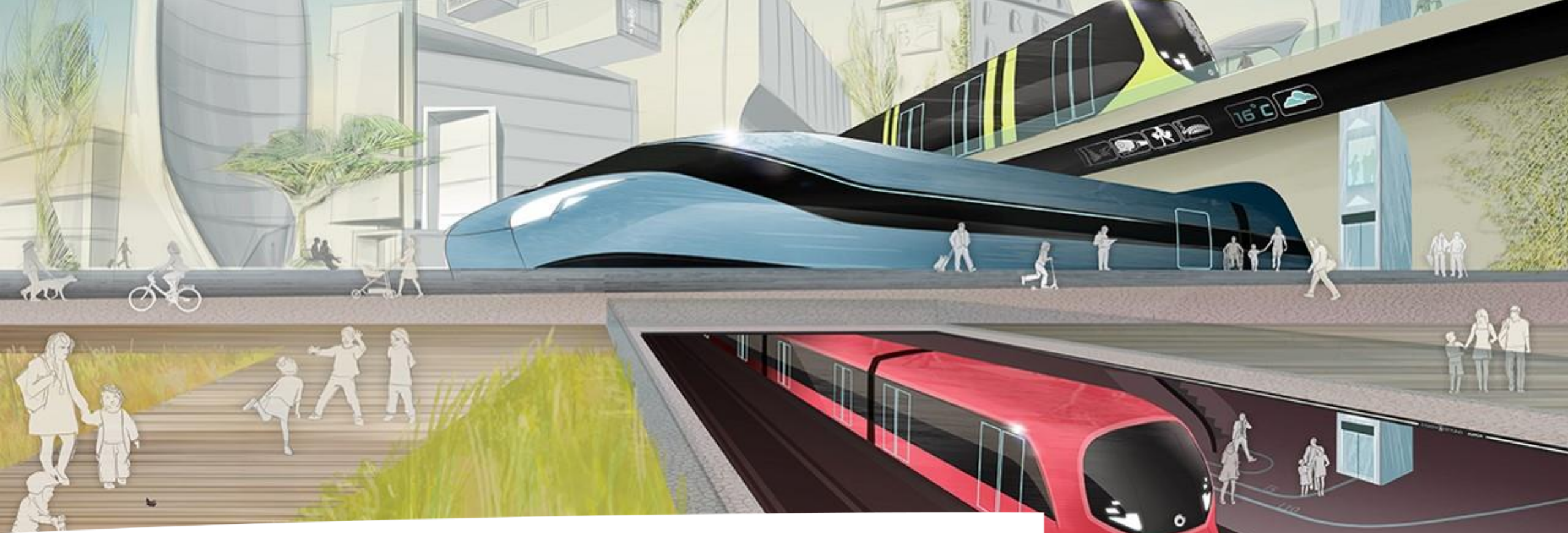


Cybersecurity **embedded in all platforms and processes**



Alstom is associated with partners such as **Airbus** to exchange knowledge

Alstom preferred partner of operators
for **Cybersecurity solutions**



Governance

Henri POUPART-LAFARGE – Chairman & CEO

Board of Directors

A diversified Board



14 Directors at the end of the General Meeting*

- 7 independent Directors (50%)
- 5 Directors are foreign nationals (36%)
- 6 women (43%)

*Subject to the ratification of the co-optation of Yann Delabrière and Sylvie Kandé de Beaupuy and the appointment of Françoise Colpron

Board of Directors

A diversified Board



13 Directors

- 7 independent Directors (53.8%)
- 4 Directors are foreign nationals (30.7%)
- 5 women (38.4%)

Board of Directors

Activity in 2016/17

- Review of the Group's financial position and risk analysis, approval of annual and half-year financial statements
- Review of the Group strategy and its activities
- Governance (composition, assessment of the Board of Directors)
- Compensation policy (including Chairman & CEO's one)

Activity of the Board of Directors in 2016/17

- 6 meetings
- 92% attendance

Board of Directors

Resolutions 5, 6 and 7

Mandates

- **Ratification of the co-optation of Ms Sylvie KANDE DE BEAUPUY**
(independent Director, Chairwoman of the Ethics, Compliance and Sustainability Committee)
- **Ratification of the co-optation of Mr Yann DELABRIERE**
(independent Director, member of the Nominations and Remuneration Committee)
- **Appointment of Ms Françoise COLPRON**
(independent Director)

Board Committees

3 specialised Committees chaired by independent Directors:

Audit Committee	Nominations and Remuneration Committee	Ethics, Compliance and Sustainability Committee
<p>Géraldine PICAUD</p> <p>Philippe MARIEN (Bouygues SA representative)</p> <p>Sylvie RUCAR</p>	<p>Gérard HAUSER</p> <p>Candace BEINECKE</p> <p>Yann DELABRIERE*</p> <p>Klaus MANGOLD</p> <p>Sylvie RUCAR</p>	<p>Sylvie KANDE DE BEAUPUY</p> <p>Bi Yong CHUNGUNCO</p> <p>Gérard HAUSER</p>

* Subject to the ratification of his co-optation, Yann DELABRIERE will be Chairman of the Nominations and Remuneration Committee and Lead Director in place of Gérard HAUSER at the end of the Shareholders' Meeting.



Governance and remuneration

G rard HAUSER – Lead Director

Chairman of the Nominations and Remuneration Committee

Lead Director

Activity in 2016/17

- Leading the reflexions on the composition of the Board of Directors and its Committees
- Leading the evaluation of the Board of Directors' operation
- Preparation of Board meetings with the Chairman & CEO; regular discussions with Directors

Nominations and Remuneration Committee

President: Gérard HAUSER

Attributions

The Committee issues recommendations, proposals and advice in terms of:

- Governance: Board and Committees composition and corporate governance matters
- Remuneration: compensation of the executive directors and members of the Executive Committee as well as global policy related to the employee share ownership plans

Nominations and Remuneration Committee

Activity in 2016/17

- Identification of potential new Directors
- Evaluation of the way of working of the Board and its Committees and review of governance topics
- Changes in Henri POUPART-LAFARGE's supplemental pension scheme
- Long Term Incentive Plan "PSP 2017" (Performance Share Plan)
- Democratic distribution plan of Alstom free shares to all employees ("We are Alstom 2016")
- Review of total remuneration elements of the Chairman & CEO and Executive Committee members

Committee activity in 2016/17

- 5 meetings
- Attendance 88%
- 4 independent directors over 5 (80%)

Total reward policy for executive officers for your approval vote (Sapin II law « ex Ante ») (1/2) – Resolution 8

During the mandate

Elements	Description
Yearly fixed remuneration	Established for several years Upon external (policies of similar companies) and internal (years of service, responsibility...) factors
Variable remuneration	Target at 100% of the fixed remuneration, possible variation in a range of 0% to 170% <ul style="list-style-type: none">• Quantitative objectives with a target of 60%• Qualitative objectives with a target of 40% Starting fiscal year 2017/18, payment is subject to General Meeting's approval
Performance Shares	Yearly grant, in compliance with Afep-Medef code and General Meeting resolutions Mandatory holding requirement of 50% of the granted shares for the duration of the mandate, capped at 3 years of fixed remuneration
Fringe Benefits	Company car, Health and Life insurance

Detailed elements of this reward policy are presented in the 2016/17 Registration Document (p160 and onwards).

Total reward policy for executive officers for your approval vote (Sapin II law « ex Ante ») (2/2) – Resolution 8

After the mandate

Elements	Description
Non competition	No specific provision
Severance indemnity	Upon related parties agreements procedure For the Chairman & CEO, related parties agreement approved at General Meeting held on 5 July 2016
Pension	Two Defined Contributions plans (Article 83 and Article 82 of the French General tax Code) One Defined Benefits plan (Article 39, frozen on 31/12/2016)
Performance shares	No possibility to keep the last two non vested grants

Detailed elements of this reward policy are presented in the 2016/17 Registration Document (p160 and onwards).

Say on Pay 2016/17 – Henri POUPART-LAFARGE for your consultative vote (1/3) - Resolution 9

Elements	Amounts	Description
Yearly fixed remuneration	€750,000	As per Board decision on 28 January 2016, no evolution before January 2018
Variable remuneration	€ 900,000	<p>Target set up at 100% of Fixed remuneration, from 0% to 170%</p> <p>Fiscal Year 2016/17 – 143,7%</p> <ul style="list-style-type: none"> ▪ Quantitative objectives evaluated 107.7% vs target 60% ▪ Qualitative objectives evaluated 36% vs target 40% <p>Voluntary limitation at 120%, i.e. € 900,000 for a calculation at € 1,077,750 (extended for fiscal year 2017/18)</p>
Fringe benefits	€ 3,947	Company car

All details about Chairman and CEO remuneration for the fiscal year 2016/17 are presented in the 2016/17 Registration Document (p163 and onwards).

Say on Pay 2016/17 – Henri POUPART-LAFARGE for your consultative vote (2/3) - Resolution 9

Elements	Amounts	Description
Performance Shares	45,000 shares (maximum possible upon plan rules)	<p>Upon 3 performance conditions over 3 years</p> <ul style="list-style-type: none"> ▪ 2 internal conditions (Free Cash Flow and adjusted EBIT margin) ▪ 1 external condition (Total Shareholder Return) <p>Delivery in May 2020 – IFRS value 887 k€</p> <p>Voluntary limitation at 36,000 shares</p>
Severance indemnity	No payment	<p>Compliant with Total remuneration policy</p> <p>No change since 2015/16 (related parties agreement)</p>

All details about Chairman and CEO remuneration for the fiscal year 2016/17 are presented in the 2016/17 Registration Document (p163 and onwards).

Say on Pay 2016/17 – Henri POUPART-LAFARGE for your consultative vote (3/3) - Resolution 9

Elements	Amounts	Description
Supplemental Pension	€ 24,812	<p>Defined Contribution Plans: Article 83 : € 24,812 Article 82 : € 71,286 (provision – payment in 09/2017)</p> <p>Defined Benefit Plan (Article 39):</p> <ul style="list-style-type: none"> • Frozen on 31/12/2016 • Performance condition validated for the reference period from 01/04 to 31/12/2016 • Pension to be served frozen at € 174,000 yearly (in constant €) • Accrued Defined Benefit Obligation (liability): € 5,511,000 of which € 1,067,000 for taxes

All details about Chairman and CEO remuneration for the fiscal year 2016/17 are presented in the 2016/17 Registration Document (p163 and onwards).



Audit

Géraldine PICAUD – Chairwoman of the Audit Committee

Audit Committee

Activity in 2016/17

Created in 1998

President: Ms Géraldine PICAUD since 2016

■ **Attributions and operation:**

- Assistance to the Board of Directors in overseeing issues relating to the development and management of financial and accounting information.
- The Committee is responsible for monitoring (i) the process according to which the financial information is developed, (ii) the efficiency of internal controls and risk management systems, (iii) the legal auditing of annual account statements and consolidated account statements as carried out by the Statutory Auditors, and the independence of such Statutory Auditors.
- Participation of the Chief Financial Officer, the Vice President of Internal Audit, the Group General Counsel, the Vice President Management Control and Statutory Auditors.

Audit Committee activity in 2016/17

- 5 meetings
- 100% attendance
- Composition: 2 independent members out of 3 (66.7%)

Audit Committee

Activity in 2016/17

- Review of the Statutory and Consolidated Financial Statements as of 31 March 2017 as well as the half-year consolidated accounts as of 30 September 2017
- Review of accounting treatment of complex operations
- Review of internal control procedures and related action plans
- Review of the internal audit activity and approval of the internal audit program for the following fiscal year
- Review of the Group's Information Systems & Technology internal controls and risks
- Review of risk exposure to which the Group is exposed (activities, contract execution, legal, risk, etc.) and risk management procedures
- Review independence of Statutory Auditors



Ethics, Compliance and Sustainability

Sylvie KANDE DE BEAUPUY – Chairwoman of the Ethics, Compliance and Sustainability Committee

Ethics, Compliance and Sustainability Committee

Creation in 2010

Presidente: Sylvie KANDE DE BEAUPUY since 2017

Attributions

- Ethics and Compliance
 - Review of the Group's policy and Code of Ethics
 - Review of the organisation and procedures; opinion on action plans
 - Review of identified risks; information on any noncompliant cases and corrective actions undertaken
- Sustainability
 - Review of the Group's policy (environment, human resources, stakeholders); evaluation of monitoring tools
 - Risk mapping, action plans

Ethics, Compliance and Sustainability Committee activity in 2016/17

- 3 meetings
- 100% attendance
- Composition: 3 independent members (100%)
- Appointment of Sylvie KANDE DE BEAUPUY in January 2017, Appointment of Gérard HAUSER in March 2017

Ethics and Compliance at Alstom

Activity in 2016/17

■ Ongoing Implementation of the Compliance Program

- Review and Improvements to the Alstom Integrity Program (gifts & hospitality, Alert Procedure)
- Specific focus on significant Joint Venture activities (South Africa, India)
- Focus on compliance with the provision of the French « Sapin II » law

■ Training and Awareness

- Successful conclusion of the 2014-2016 E&C training program with full coverage and introduction of new target audience for current campaign
- Implementation of specific training course for E&C Ambassadors and new training offerings being implemented
- Significant progress on deployment of competition law training course

■ Key events monitoring

- Second report to the US Department of Justice in line with the December 2014 plea agreement
- Follow up on ongoing investigations

- Review of Corporate Social Responsibility actions (CSR)
 - Developments in the organisation, policy and implementation,
 - Review of updated sustainability and CSR targets, implementation of the UN Climate Change Summit (COP22) objectives
 - Positive results in terms of workplace safety
 - Overview of the sustainable sourcing program: Railsponsible

- Monitoring of relationships with external stakeholders
 - Alstom Foundation
 - External evaluations of Alstom CSR policy – Dow Jones Sustainability Index



Auditors' report

Cédric HAASER – Mazars

Combined Shareholders' Meeting - Auditor's Reports

■ Ordinary part

	Resolution	Registration document
• Report on the statutory financial statements	1	p. 114
• Report on the consolidated financial statements	2	p. 96
• Report on related-party agreements and commitments	4	p. 116
• Report on the Chairman's report related to the internal control	N/A	p. 182
• Report on environmental, labour and social information	N/A	p. 247

■ Extraordinary part

	Resolution	Notice of meeting
• Report on the reduction of the share capital by cancellation of shares purchase	10	p. 22
• Report on the share capital increase reserved for members of a company savings plan	11	p. 23
• Report on the share capital increase reserved for a certain category of beneficiaries	12	p. 24



Dialogue with the shareholders



Vote of the resolutions

Pierrick LE GOFF – General Counsel

Your voting pad is strictly personal

Its screen displays the number of your votes, which correspond to the number of shares you own and/or that you represent



YES

ABSTENTION

NO

KEYS TO USE

The other keys are not active

Vote within the set time...

As soon as the resolution comes up, the screen will display:

The poll is open!



An electronic hourglass illustrates
the time allowed for voting

**You must express your vote before the end
of the countdown for it to be registered**



At the end of the countdown, the screen will display:

The poll is over!



Processing votes ...

The results will appear on the screen after a few seconds



**PLEASE return your voting pad
on leaving the meeting**

You will be charged otherwise

**PLEASE, switch off your mobile phone
during the vote**



1st resolution – Ordinary part of the Meeting

- Approval of the statutory financial statements and operations for the fiscal year ended on 31 March 2017

2nd resolution - Ordinary part of the Meeting

- Approval of the consolidated financial statements and operations for the fiscal year ended on 31 March 2017

3rd resolution - Ordinary part of the Meeting

- Allocation of the €22,714,010.67 loss of the fiscal year ended on 31 March 2017:
 - Entirely to the General reserve account - general reserve reduced to €3,788,801,432.32
- Proposal of dividend distribution: €54,927,957.50 (amount to be adjusted depending on number of shares)
 - Corresponding to €0.25 per share of €7 nominal value, to be paid as from 11 July 2017

4th resolution - Ordinary part of the Meeting

- Approval of related-party agreements and commitments

5th resolution - Ordinary part of the Meeting

- Ratification of the co-optation of Ms Sylvie Kandé de Beaupuy as Director

6th resolution - Ordinary part of the Meeting

- Ratification of the co-optation of Mr Yann Delabrière as Director

7th resolution - Ordinary part of the Meeting

- Appointment of Ms Françoise Colpron as Director

8th resolution - Ordinary part of the Meeting

- 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

9th resolution - Ordinary part of the Meeting

- Advisory vote on the elements of remuneration due or attributed to Mr Henri Poupart-Lafarge in the fiscal year ended 31 March 2017

10th resolution - Ordinary part of the Meeting

- Authorisation to be given to the Board of Directors to trade the Company's shares

11th resolution - Extraordinary part of the Meeting

- Reduction of the share capital by cancellation of shares purchased

12th resolution - Extraordinary part of the Meeting

- Increase in the share capital with waiver of the preferential subscription rights to members of the Company's savings plan

13th resolution - Extraordinary part of the Meeting

- Increase in the share capital with waiver of the preferential subscription rights to a category of beneficiaries

14th resolution - Extraordinary part of the Meeting

- Authorisation to implement the Shareholders' Meeting's decisions and complete the formalities



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