

ALSTOM

**Statutory auditors' report on the issuance of ordinary shares
or other securities reserved for members of a company or
group savings plan**

**(Combined Shareholders' Meeting of 29 October 2020 –
9th resolution)**

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(Combined Shareholders' Meeting of 29 October 2020 – 9th resolution)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

ALSTOM SA
48 rue Albert Dhalenne
93400 Saint-Ouen-sur-Seine, France

To the Shareholders,

In our capacity as Statutory Auditors of Alstom, and in accordance with Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to issue ordinary shares or securities giving access to the Company's share capital governed by Articles L. 228-92 paragraph 1, L. 228-93 paragraphs 1 and 3 or L. 228-94 paragraph 2 of the French Commercial Code, with cancellation of shareholders' preferential subscription rights, reserved for members of a Company or Group savings plan of the Company and/or of companies or economic interest groups, in France or abroad, related to it within the meaning of Articles L. 225-180 and L. 233-16 of the French Commercial Code, including plans that meet the requirements of Section 423 of the United States Internal Revenue Code, which is submitted to you for approval.

The maximum number of shares that may be issued amounts to 2% of the Company's share capital at the date of this Shareholders' Meeting, it being specified that the nominal amount of the shares issued pursuant to the 10th resolution of this Shareholders' Meeting will, where applicable, be charged against this ceiling (excluding for the preservation of rights).

In respect of issuances reserved for members of a Company or Group savings plan of the Company and/or of companies or economic interest groups, in France or abroad, related to it within the meaning of Article L. 3344-1 of the French Labour Code (*Code du travail*) and operating in the United States, the Board of Directors may decide that:

- the issue price of the new shares will, subject to compliance with applicable French laws and regulations and in accordance with the provisions of Section 423 of the United States Internal Revenue Code, be at least equal to 85% of the Company's share price on the regulated market of Euronext Paris on the day of the decision setting the opening date of

- the subscription period for the capital increase reserved for employees of the abovementioned companies; and
- the number of shares issued in connection with the issuances mentioned in this paragraph may not represent more than 0.1% of the Company's share capital at the date of this Shareholders' Meeting, it being specified that this percentage of the share capital will also be charged against the abovementioned maximum nominal amount for capital increases.

This issuance is submitted to the shareholders for approval in accordance with the provisions of Article L. 225-129-6 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code.

On the basis of the Board of Directors' report, shareholders are requested to delegate authority to the Board, for a 26-month period from the date of this Shareholders' Meeting, to decide on the issuance and to cancel shareholders' preferential subscription rights to the ordinary shares and securities to be issued, it being specified that the Board may not, without the prior authorisation of the Shareholders' Meeting, use this delegation of authority after a public offer for the Company's shares has been filed by a third party, until the end of the offering period. Where applicable, the Board of Directors will set the final terms and conditions of the issuance.

This delegation of authority will supersede and cancel the unused portion, if any, of the delegation of authority granted by the Combined Shareholders' Meeting of 8 July 2020 in the 22nd resolution.

It is the Board of Directors' responsibility to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. It is our responsibility to express an opinion on the fairness of the information taken from the interim financial statements, on the proposed cancellation of shareholders' preferential subscription rights and on certain other information relating to this issuance, contained in this report.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying the information contained in the Board of Directors' report pertaining to this transaction and the methods used to set the issue price of the shares to be issued.

Subject to a subsequent examination of the terms and conditions of the proposed issuance, we have no matters to report as regards the methods used to set the issue price of the shares to be issued, as described in the Board of Directors' report.

Since the final terms and conditions of the issuance have not been set, we do not express an opinion in this respect or, consequently, on the proposed cancellation of shareholders' preferential subscription rights.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors uses this delegation of authority to issue shares, equity securities giving access to other securities, or securities carrying rights to securities to be issued.

Neuilly-sur-Seine and Paris La Défense, 7 October 2020

The Statutory Auditors

PricewaterhouseCoopers Audit

Mazars

Edouard Demarcq

Jean-Luc Barlet