

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 Beaupty 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

Draft resolutions

On an ordinary basis:

First resolution (Approval of the annual financial statements for the fiscal year ended March 31, 2023)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, after reviewing the reports of the Board of Directors and of the Statutory Auditors regarding the fiscal year ended 31 March 2023, approves, as they were presented, the annual financial statements closed on such date and showing a profit of € 233,659,250.73.

Second resolution (Approval of the consolidated financial statements for the fiscal year ended March 31, 2023)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, after reviewing the reports of the Board of Directors and of the Statutory Auditors on the consolidated financial statements at 31 March 2023, approves such financial statements as they were presented and showing a loss (Group share) of € 132 million.

Third resolution (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)

Upon the proposal of the Board of Directors, the general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, resolves to allocate the result of the fiscal year ended 31 March 2023, i.e., a profit of € 233,659,250.73 as follows:

Allocation:

- | | |
|-------------------|------------------|
| - Dividends | € 95,113,363.50 |
| - General reserve | € 138,545,887.23 |

The general reserve is increased to € 6,527,422,310.21 after allocation of profits.

The general meeting officially acknowledges that the gross dividend for each share is set at € 0.25.

When paid to natural persons domiciled in France for tax purposes, dividends are subject to either a single flat-rate tax withheld from the gross dividend at a flat rate of 12.8% (article 200 A of the French Tax Code) or, at the taxpayer's express, irrevocable and global option, to income tax under the progressive income tax scale after a 40% allowance is applied (article 200 A, 13 and 158 of the French Tax code). The dividend is also subject to social security contributions at the rate of 17.2%.

The ex-dividend date will be 17 July 2023.

Dividends will be paid on 7 September 2023.

In the event of a change in the number of shares entitled to dividends relative to the 380 453 454 shares making up the share capital at 31 March 2023, the aggregate amount of the dividends will be adjusted accordingly and the amount allocated to the "General Reserve" account would be determined on the basis of the dividends actually paid.

Having reviewed the report of the Board of Directors and in accordance with article 21 of the Articles of Association, the general meeting, noting that the share capital is fully paid up, resolves to offer each shareholder, with respect to the entire dividend payable with respect to the shares such shareholder owns, the option to be paid such dividend in cash or in new shares.

The price of a share delivered in payment of the dividend shall be equal to 90% of the average opening trading prices over the twenty trading days preceding the date of this general meeting, less the net amount of the dividend, rounded up two decimal places to the nearest hundredth, in accordance with the provisions of article L. 232-19 of the French Commercial Code.

If the amount of the net dividend in respect of which the shareholder has exercised the option does not correspond to a whole number of shares, the shareholder may obtain the next lowest whole number of shares plus a cash balancing payment (*soulte*).

Shareholders wishing to opt for payment of the dividend in shares have between 19 July 2023 and 1st September 2023 (inclusive) to make such a request to the financial intermediaries authorised to pay such dividend or, for shareholders registered in pure registered form accounts held by the Company, to their agent (Uptevia). As a result, any shareholder who

has not opted in favour of payment of the dividend in shares upon the expiration of such period shall receive payment of the dividend in cash.

In respect of shareholders who opt for a cash payment, amounts due to them will be paid on 7 September 2023. Delivery of the new shares to shareholders who have opted for payment of the dividend in shares will take place on the date cash dividends are paid, i.e., 7 September 2023. Shares issued as payment for the dividend will carry dividend rights as from their date of issue.

In accordance with the provisions of article 243 *bis* of the French Tax Code, the general meeting acknowledges that it was reminded that, in respect of the last three fiscal years, the distribution of dividends and revenue was as follows:

Fiscal year ended	31 March 2022	31 March 2021	31 March 2020
Gross dividend per share (in €)	0.25	0.25	-
Amount per share eligible for the tax reduction (in €)	0.25	0.25	-
Amount per share ineligible for the tax reduction (in €)	-	-	-
Total dividends (in thousands of €)	93,446	92,975	-

The general meeting grants full powers to the Board of Directors (with authority to subdelegate) for the purpose of implementing this resolution, officially acknowledging the completion of the capital increase resulting from the exercise of the option for payment of the dividend in shares, making the corresponding amendments to the Articles of Association and proceeding with all publication formalities.

Fourth resolution (Special report of the Statutory Auditors on related party agreements – Acknowledgement of the absence of new agreements)

The general meeting, after reviewing the Statutory Auditors' special report mentioning the absence of any new agreement of the kind referred to in articles L. 225-38 *et seq.* of the French Commercial Code, purely and simply so acknowledges.

Fifth resolution (Renewal of Ms. Sylvie Kandé de Beaupty as Board member)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, resolves to renew the appointment of Ms. Sylvie Kandé de Beaupty as Board member for a term of four years expiring at the close of the general meeting held in 2027 called to approve the financial statements for the previous fiscal year.

Sixth resolution (Renewal of Mr. Henri Poupart-Lafarge as Board member)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, resolves to renew the appointment of Mr. Henri Poupart-Lafarge as Board member for a term of four years expiring at the close of the general meeting held in 2027 called to approve the financial statements for the previous fiscal year.

Seventh resolution (Renewal of Ms. Sylvie Rucar as Board member)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, resolves to renew the appointment of Ms. Sylvie Rucar as Board member for a term of four years expiring at the close of the general meeting held in 2027 called to approve the financial statements for the previous fiscal year.

Eighth resolution (Ratification of the co-option of Mr. Jay Walder as Board member)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, ratifies in accordance with article L. 225-24 of the French Commercial Code the co-option of Mr. Jay Walder as a replacement for Mr. Serge Godin (who resigned) for the unexpired period of his predecessor's term, i.e., up until the close of the general meeting held in 2024 called to approve the financial statements for the previous fiscal year.

Ninth resolution (Appointment of Bpifrance Investissement as Board member)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, in accordance with article L. 225-18 of the French Commercial Code, resolves to appoint Bpifrance Investissement as a new Board member for a term of four years expiring at the close of the general meeting held in 2027 called to approve the financial statements for the previous fiscal year.

Tenth resolution (Approval of the compensation policy applicable to the Chairman and Chief Executive Officer)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings and pursuant to article L. 22-10-8 of the French Commercial Code, approves the compensation policy applicable to the Chairman and Chief Executive Officer presented in the report on corporate governance included in the 2022/23 universal registration document in chapter 5, sections "Guiding principles of the compensation policy applicable to executive officers / Compensation policy applicable to the Chairman and Chief Executive Officer".

Eleventh resolution (Approval of the compensation policy applicable to the members of the Board of Directors)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings and pursuant to article L. 22-10-8 of the French Commercial Code, approves the compensation policy applicable to members of the Board of Directors presented in the report on corporate governance included in the 2022/23 universal registration document in chapter 5, sections "Guiding principles of the compensation policy applicable to executive officers / Compensation policy applicable to the members of the Board Directors".

Twelfth resolution (Approval of the information referred to in article L.22-10-9 of the French Commercial Code)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings and pursuant to article L. 22-10-34 I of the French Commercial Code, approves the information referred to in article L.22-10-9 of the French Commercial Code mentioned in the report on corporate governance presented in the 2022/23 universal registration document in chapter 5, section "Components of compensation paid during or attributed in respect of the 2022/23 fiscal year to corporate officers".

Thirteenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings and pursuant to article L. 22-10-34 II of the French Commercial Code, approves 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, presented in the report on corporate governance included in the 2022/23 universal registration document in chapter 5, section "Compensation paid during or attributed in respect of the 2022/23 fiscal year to Mr. Henri Poupart-Lafarge, Chairman and Chief Executive Officer".

Fourteenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the report of the Board of Directors, authorises the Board of Directors for a period of 18 months, with the option to subdelegate as provided for by law, to purchase shares of the Company, on one or more occasions at the times it shall determine, within the limit of a maximum number of shares that may not represent more than 5% of the number of shares making up the share capital as of the date of this general meeting, adjusted as appropriate to take into account any capital increases or decreases that may take place during the duration of the programme, in accordance with articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code.

This authorisation terminates the authorisation given to Board of Directors by the 12th ordinary resolution of the general meeting held on 12 July 2022.

These acquisitions may be carried out in view of:

- cancelling the acquired shares, in accordance with the authorisation conferred or to be conferred by the extraordinary general meeting;

- covering stock option plans and/or free share grant plans (or equivalent plans) for the benefit of employees and/or corporate officers of the Company, a controlled company within the meaning of article L. 233-16 of the French Commercial Code or a related company within the meaning of article L. 225-180 or L.225-197-2 of the French Commercial Code, and any grants of shares under a company or Group savings plan (or equivalent plans), under profit sharing and/or any other form of grants of shares by way of a grant or transfer to the employees and/or corporate officers of the Company, a controlled company or a related company;
- holding the purchased shares and subsequently selling them, transferring them, delivering them as payment or exchanging them in the context of external growth transactions, mergers, spin-offs or contributions within the limit provided for by law;
- covering securities giving access to the grant of shares of the Company under applicable regulations;
- maintaining a secondary market in, or the liquidity of, Alstom shares through an investment services provider under a liquidity agreement that complies with practices authorised by regulations; provided that in this framework, the number of shares taken into account to calculate the limit referred to above corresponds to the number of shares purchased, less the number of shares resold;
- implementing any market practice that becomes allowed by law or by the AMF and, more generally, carrying out any other transaction that complies with applicable regulations.

The purchases, sales, transfers or exchanges of these shares may take place, in whole or in part, in accordance with the rules set by the financial market authorities, on regulated markets or off the market, including on multilateral trading facilities (MTFs) or via a systematic internaliser by any means, including by block trades of securities, the use or exercise of any financial instruments, derivatives and, in particular, through the establishment of optional transactions, such as the purchase and sale of options, or by delivery of shares following the issuance of securities giving access to the Company's share capital by conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment service provider, or in any other way (without limiting the share of the buyback programme that may be carried out by any of these means), and at any time within the limits provided for by applicable laws and regulations. The portion of the programme carried out in the form of a block trade may constitute the entire programme.

However, the Board of Directors may not, without the prior authorisation of the general meeting, use this authorization during a public bid initiated by a third party involving the Company's securities, up until the end of the offering period.

The maximum purchase price is set at €45 per share. In the event of a transaction involving the capital, notably a stock split or reverse stock split or the free grant of shares to shareholders, the aforementioned amount will be adjusted proportionally (multiplying coefficient equal to the relationship between the number of shares making up the capital before the transaction and the number of shares after the transaction).

The aggregate amount allocated to the share buy-back programme referred to above may not exceed € 856,020,240.

The general meeting grants full powers to the Board of Directors, with authority to subdelegate such powers, for the purpose of carrying out these transactions, defining the terms thereof, entering all agreements and carrying out all formalities.

On an extraordinary basis:

Fifteenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, pursuant to article L.22-10-62 of the French Commercial Code, having reviewed the Board of Directors' report and the report of the Statutory Auditors:

- 1) authorises the Board of Directors, with the ability to subdelegate such authorisation, to cancel, at its sole discretion, on one or more occasions, within the limit of 10% of the capital calculated as of the date of the cancellation decision, less any shares cancelled over the previous twenty-four months, the shares the Company holds or may hold, in particular subsequent to buybacks carried out in the framework of article L. 22-10-62 of the French Commercial Code, and to reduce the capital to the extent of such buybacks in accordance with applicable legal and regulatory provisions;
- 2) sets this delegation's term of validity at twenty-six months as from the date of this general meeting;

- 3) grants full powers to the Board of Directors to carry out the transactions necessary for such cancellations and the corresponding reductions of the share capital, amend the Company's Articles of Association accordingly and carry out all required formalities.

Sixteenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, having reviewed the Board of Directors' report, and voting pursuant to Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1) delegates to the Board of Directors its competence to decide to increase the share capital, on one or more occasions, at the times and under the terms it shall determine, via the capitalisation of reserves, profits, premiums or other amounts the capitalisation of which is authorised, via the issuance and grant of free shares or via an increase in the nominal value of existing ordinary shares, or a combination of these methods;
- 2) resolves that, should the Board of Directors use this delegation, in accordance with the provisions to articles L. 225-130 and L. 22-10-50 of the French Commercial Code, if the share capital is increased via the grant of free shares, the rights forming fractional shares may not be traded or transferable and that the corresponding equity securities will be sold; the amounts arising from the sale will be allocated to right holders within the period provided for by regulations;
- 3) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 4) resolves that the amount of the capital increase under this resolution may not exceed the nominal amount of €920,000,000, not taking into account the nominal amount of the capital increase required to preserve the rights of the holders of rights or securities granting access to the Company's share capital in accordance with the law and, as the case may be, contractual provisions contemplating other preservation methods.

This limit is independent of the overall limits provided for under the resolutions of this general meeting;

- 5) grants the Board of Directors full powers for the purpose of implementing this resolution, and, generally, taking all measures and completing all formalities required for the successful completion of each capital increase, officially acknowledging the completion thereof and making the corresponding modification to the Articles of Association;
- 6) takes note that this delegation cancels, as of the date hereof, the unused portion (if any) of the prior delegation of the same nature granted by the 14th resolution of the general meeting held on 12 July 2022.

Seventeenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code and, in particular, articles L. 225-129-2, L. 228-92 and L. 225-132 *et seq.*:

- 1) delegates to the Board of Directors, with the option to subdelegate as provided for by law, its competence to proceed with the issuance, free of charge or against payment, on one or more occasions, in the amounts and at the times it deems appropriate, on the French and/or international market, in euros or in foreign currencies or in any other unit of account established with reference to a set of currencies:
 - ordinary shares,
 - and/or securities granting access to the share capital and/or to debt securities.

In accordance with article L. 228-93 of the French Commercial Code, the securities to be issued may grant access to ordinary shares to be issued by any company in which it directly or indirectly holds more than one half of the share capital;

- 2) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 3) resolves to set as follows the limits on the amounts of the authorised issuances should the Board of Directors use this delegation of competence:

The aggregate nominal amount of the ordinary shares liable to be issued under this delegation may not exceed €

920,000,000, i.e., approximately 35% of the nominal amount of the share capital at 31 March 2023, or the equivalent in any currency or monetary unit established with reference to several currencies, it being specified that the aggregate maximum nominal amount of the capital increases that may be realised pursuant to this delegation and those conferred under the 18th, 19th, 20th, 25th, 26th, and 27th resolutions of this general meeting is set at €920,000,000 or the equivalent in any currency or monetary unit established with reference to several currencies.

As the case may be, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities granting access to the Company's share capital in accordance with the law and, as applicable, contractual provisions contemplating other preservation methods shall be added to this limit.

The nominal amount of the debt instruments of the Company that may be issued under this delegation may not exceed €1,500,000,000 or the equivalent of such amount in any other currency or unit of account, it being specified that the nominal amount of the debt instruments issued, if any, immediately or in the future, under the 18th and 20th resolutions of this general meeting shall count towards this limit; this limit does not apply to debt instruments the issuance of which is decided or authorised by the Board of Directors in accordance with article L. 228-36-A, L. 228-40, paragraph 3 of article L. 228-92, paragraph 6 of article L. 228-93, and paragraph 3 of article L. 228-94 of the French Commercial Code and shall be increased, as applicable, by any redemption premium above par;

- 4) should the Board of Directors use this delegation of competence within the framework of the issuances referred to in paragraph 1) above:
 - a. resolves that the issuance(s) of ordinary shares or securities granting access to the share capital will be reserved with preference for shareholders who may subscribe on an irreducible basis,
 - b. resolves that if subscriptions made on an irreducible basis, and, as the case may be, on a reducible basis, do not cover the entirety of the issuance referred to in paragraph 1), the Board of Directors may rely on the following options:
 - limit the amount of the issuance to the amount of the subscriptions, within the limits provided for by regulations,
 - freely apportion some or all of the unsubscribed shares,
 - offer some or all of the unsubscribed shares to the public;
- 5) resolves that the issuance of warrants for shares of the Company may be realised through a subscription offering but also through a free grant to owners of existing shares, it being specified that the Board of Directors shall have the option to decide that fractional allocation rights may not be traded and that the corresponding shares will be sold;
- 6) resolves that the Board of Directors shall have, within the limits set above, the necessary powers, including to set the terms and conditions of the issuance(s) and determine the issue price, as the case may be, officially acknowledge the completion of the resulting capital increases, make the corresponding changes to the Articles of Association, charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums and to deduct from such amount the sums necessary to bring the legal reserve up to one tenth of the new share capital after each capital increase, and, more generally, to do what is necessary in this regard;
- 7) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
- 8) acknowledges that this delegation cancels, as of the date hereof, the unused portion (if any) of the prior delegation of competence having the same purpose granted by the 15th resolution of the general meeting of 12 July 2022.

Eighteenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, including articles L. 225-129-2, L. 225-136, L. 22-10-51, L. 22-10-52 and L. 228-92 of such code:

- 1) delegates to the Board of Directors, with the option to subdelegate as provided for by law, its competence to issue, on one or more occasions, in the amounts and at the times it deems appropriate, on the French and/or international market, via an offering to the public with the exception of the offerings referred to in paragraph 1 of article L. 411-2

of the French Monetary Code and offerings made within the framework of a public exchange offer initiated by the Company, in euros or in foreign currencies or in any other unit of account established with reference to a set of currencies:

- ordinary shares,
- and/or securities granting access to the share capital and/or to debt securities.

In accordance with article L. 228-93 of the French Commercial Code, the securities to be issued may grant access to ordinary shares to be issued by any company in which it directly or indirectly holds more than one half of the share capital;

- 2) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 3) the aggregate nominal amount of the ordinary shares that may be issued under this delegation may not exceed €265,000,000 or the equivalent in any currency or monetary unit established with reference to several currencies, it being specified that the aggregate maximum nominal amount of the shares issued pursuant to the 19th, 20th, 25th and 26th resolutions of this general meeting (exclusive of the preservation of rights) or any subsequent similar resolutions (exclusive of the preservation of rights) shall count towards such amount and any nominal amount issued under this delegation (exclusive of the preservation of rights) shall count towards the overall limit on capital increases set in the 17th resolution of this general meeting;

As the case may be, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities granting access to the Company's share capital in accordance with the law and, as applicable, contractual provisions contemplating other preservation methods shall be added to this limit.

The nominal amount of the debt instruments of the Company that may be issued under this delegation may not exceed €1,000,000,000 or the equivalent of such amount in any other currency or unit of account, it being specified that the nominal amount of the securities representing debt claims against the Company issued immediately or in the future pursuant to the 20th resolution shall count towards this amount and that any nominal amount of debt instruments issued under this delegation shall count towards the overall limit on debt instruments set by the 17th resolution of this general meeting.

This limit does not apply to debt instruments the issuance of which is decided or authorised by the Board of Directors in accordance with articles L. 228-36-A and L. 228-40 of the French Commercial Code or to the debt instruments referred to in the last paragraph of article L. 228-92, the last paragraph of article L. 228-93 and the last paragraph of article L. 228-94 of the French Commercial Code and shall be increased, as applicable, by any redemption premium above par;

- 4) resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities granting access to the share capital and/or to debt instruments that are the subject matter of this resolution, but, however, grants the Board of Directors the option to confer a priority right to shareholders, in accordance with the law;
- 5) resolves that the amount received by, or that is to be received by, the Company for each of the ordinary shares issued under this delegation of competence (after taking into account, if any standalone warrants are issued, the issue price of such warrants) shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation;
- 6) resolves that if the subscriptions do not cover the entirety of an issuance referred to in paragraph 1), the Board of Directors may rely on the following options:
 - limit the amount of the issuance to the amount of the subscriptions, within the limits provided for by regulations as the case may be,
 - freely apportion some or all of the unsubscribed instruments;
- 7) resolves that the Board of Directors shall have, within the limits set above, the necessary powers, including to set the terms and conditions of the issuance(s), as the case may be, officially acknowledge the completion of the resulting capital increases, make the corresponding changes to the Articles of Association, charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums and to deduct from such amount the sums necessary to bring the legal reserve up to one tenth of the new share capital after each capital increase, and, more generally, to do what is necessary in this regard;
- 8) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;

- 9) acknowledges that this delegation cancels, as of the date hereof, the unused portion (if any) of the prior delegation of competence having the same purpose granted by the 16th resolution of the general meeting of 12 July 2022.

Nineteenth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, including articles L. 225-129-2, L. 225-136, L. 22-10-54 and L. 228-92 of such code:

- 1) delegates to the Board of Directors, with the option to subdelegate as provided for by law, its competence to issue, on one or more occasions, in the amounts and at the times it deems appropriate, for the purpose of providing compensation for securities tendered in a public tender offer including an exchange component initiated in France or abroad, under local rules, by the Company with respect to the securities of a company whose shares are admitted to trading on one of the regulated markets referred to in article L. 22-10-54 of the French Commercial Code:
 - ordinary shares,
 - and/or securities granting access to the share capital and/or to debt securities.
- 2) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 3) the aggregate nominal amount of the ordinary shares that may be issued under this delegation may not exceed €265,000,000, or the equivalent in any currency or monetary unit established with reference to several currencies, it being specified that the nominal amount of the shares issued pursuant to the 18th, 20th, 25th and 26th resolutions of this general meeting (exclusive of the preservation of rights) shall count towards such amount and that any nominal amount issued under this delegation (exclusive of the preservation of rights) shall count towards the aggregate maximum limit on capital increases defined in the 17th resolution of this general meeting.

As the case may be, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities granting access to the Company's share capital in accordance with the law and, as applicable, contractual provisions contemplating other preservation methods shall be added to this limit.
- 4) resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities granting access to the share capital and/or to debt instruments that are the subject matter of this resolution;
- 5) resolves that the Board of Directors will have, under the terms defined in article L. 22-10-54 of the French Commercial Code and within the limits set above, the powers necessary to determine the list of securities tendered for exchange, set the conditions of the issuance, the price and the exchange ratio and, as the case may be, the amount of the cash balancing payment (*soulte*) to be paid, and to determine the terms of the issuance;
- 6) resolves that the Board of Directors shall have, within the limits set above, the necessary powers, including to set the terms and conditions of the issuance(s), as appropriate, officially acknowledge the completion of the resulting capital increases, make the corresponding changes to the Articles of Association, charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums and to deduct from such amount the sums necessary to bring the legal reserve up to one tenth of the new share capital after each capital increase, and, more generally, to do what is necessary in this regard;
- 7) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
- 8) acknowledges that this delegation cancels, as of the date hereof, the unused portion (if any) of the prior delegation of competence having the same purpose granted by the 17th resolution of the general meeting of 12 July 2022.

Twentieth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general

meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors and in accordance with the provisions of the French Commercial Code, including articles L. 225-129-2, L. 225-136, L. 22-10-52 and L. 228-92 of such code:

- 1) delegates to the Board of Directors, with the option to subdelegate as provided for by law, its competence to issue, on one or more occasions, in the amounts and at the times it deems appropriate, on the French and/or international market, via an offering referred to in paragraph 1 of article L. 411-2 of the French Monetary Code, either in euros, in foreign currencies or in any other unit of account established with reference to a set of currencies:
 - ordinary shares,
 - and/or securities granting access to the share capital and/or to debt securities.

In accordance with article L. 228-93 of the French Commercial Code, the securities to be issued may grant access to ordinary shares to be issued by any company in which it directly or indirectly holds more than one half of the share capital;

- 2) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 3) the aggregate nominal amount of the ordinary shares that may be issued under this delegation may not exceed €265,000,000, or the equivalent in any other currency or monetary unit established with reference to several currencies, it being specified that it will also be limited by the limit set by article L. 225-136 of the French Commercial Code. The nominal amount of the shares issued pursuant to the 18th, 19th, 25th, and 26th resolutions of this general meeting (exclusive of the preservation of rights) or any subsequent similar resolutions (exclusive of the preservation of rights) shall count towards such amount and any nominal amount issued under this delegation (exclusive of the preservation of rights) shall count towards the overall limit on capital increases set by the 17th resolution of this general meeting.

As the case may be, the nominal amount of the capital increase required to preserve the rights of holders of rights or securities granting access to the Company's share capital in accordance with the law and, as applicable, contractual provisions contemplating other preservation methods shall be added to this limit.

The nominal amount of the debt instruments of the Company that may be issued under this delegation may not exceed €1,000,000,000, or the equivalent of such amount in any other currency or unit of account, it being specified that the nominal amount of the securities representing debt claims against the Company issued immediately or in the future pursuant to the 18th resolution shall count towards such amount and that any nominal amount of debt instruments issued under this delegation shall count towards the overall limit on debt instruments set by the 17th resolution of this general meeting.

This limit does not apply to debt instruments the issuance of which is decided or authorised by the Board of Directors in accordance with articles L. 228-36-A and L. 228-40 of the French Commercial Code or to the debt instruments referred to in the last paragraph of article L. 228-92, the last paragraph of article L. 228-93 and the last paragraph of article L. 228-94 of the French Commercial Code and shall be increased, as applicable, by any redemption premium above par;

- 4) resolves to cancel shareholders' preferential subscription rights to the ordinary shares and securities granting access to the share capital and/or to debt instruments that are the subject matter of this resolution;
- 5) resolves that the amount received by, or that is to be received by, the Company for each of the ordinary shares issued under this delegation of competence (after taking into account, if any standalone warrants are issued, the issue price of such warrants) shall be determined in accordance with the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation;
- 6) resolves that if the subscriptions do not cover the entirety of an issuance referred to in paragraph 1), the Board of Directors may rely on the following options:
 - limit the amount of the issuance to the amount of the subscriptions, within the limits provided for by regulations as the case may be,
 - freely apportion some or all of the unsubscribed instruments;
- 7) resolves that the Board of Directors shall have, within the limits set above, the necessary powers, including to set the terms and conditions of the issuance(s), as appropriate, officially acknowledge the completion of the resulting capital increases, make the corresponding changes to the Articles of Association, charge, at its sole discretion, the costs of the capital increases to the amount of the related premiums and to deduct from such amount the sums necessary to bring the legal reserve up to one tenth of the new share capital after each capital increase, and, more generally, to do what is necessary in this regard;

- 8) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
- 9) acknowledges that this delegation cancels, as of the date hereof, the unused portion (if any) of the prior delegation of competence having the same purpose granted by the 18th resolution of the general meeting of 12 July 2022.

Twenty-first resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the special report of the Statutory Auditors, and voting pursuant to Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code:

- 1) delegates its competence to the Board of Directors for the purpose of, if the Board of Directors deems it appropriate and at its sole discretion, increasing the share capital on one or more occasions by way of issuances of ordinary shares or securities granting access to the Company's share capital reserved for members of one or more company savings plans or Group savings plans established by the Company and/or 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;
- 2) cancels the preferential subscription rights to shares and securities that may be issued pursuant to this delegation, in favour of such persons;
- 3) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 4) limits the maximum nominal amount of the capital increase(s) that may be realised pursuant to this delegation to 2% of the Company's share capital as of the date of this general meeting. As appropriate, the nominal amount of the capital increase necessary to preserve the rights of holders of rights or securities granting access to the Company's share capital, in accordance with the law and, as the case may be, contractual provisions providing for other preservation methods shall be added to this limit. The nominal amount of the shares issued by virtue of the 22nd resolution of this general meeting (exclusive of the preservation of rights) shall count towards such limit;
- 5) resolves that the subscription price for the new shares to be issued pursuant to paragraph 1) of this delegation may not be (i) more than 30% lower (or 40% lower when the duration of the lock-up period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years) than the average trading price during the 20 trading days preceding the decision setting the opening date for subscriptions, (ii) nor higher than such average, it being specified that in the event of a change in legislation, the maximum discount amounts provided for by legal or regulatory provisions applicable on the issue date shall be automatically substituted for the 30% and 40% discounts referred to above; it being specified, however, that the Board of Directors shall be entitled to decide, if it deems it appropriate, to reduce or eliminate the discount thus granted in order to take into account of, among other things, the legal, social security, tax or accounting regimes applicable outside France;
- 6) authorises the Board of Directors, within the limits set forth in this resolution, to proceed with sales of shares to members of a company savings plan or Group savings plan (or equivalent plan) as provided for by Article L. 3332-24 of the French Labour Code, it being specified that the sales of shares carried out with a discount to the benefit of members of one or more savings plans referred to in this resolution shall count towards the limit referred to in paragraph 4 above in an amount equal to the amount of the nominal amount of such sold shares;
- 7) resolves that the Board of Directors may provide for, pursuant to the provisions of Article L.3332-21 of the French Labour Code, the grant, free of charge, to the beneficiaries defined in paragraph 1) above of shares to be issued or existing shares or other securities granting access to the Company's capital in respect of (i) the matching contribution that may be paid in accordance with the company or Group savings plan rules, and/or (ii) as appropriate, as a substitute for all or part of the discount provided for in paragraph 5) of this delegation, and may decide if new shares are issued to capitalise the reserves, profits or premiums necessary to pay up such shares;
- 8) resolves that the Board of Directors shall have full powers, with the option to subdelegate as provided for by law, to implement this delegation, and in particular to:
 - decide to issue shares of the Company and/or securities granting access to the share capital of the Company;

- set the conditions of each issuance and, in particular, the amount of the issuance, the opening and closing dates of the subscription period, set the subscription price for the shares under the conditions specified in paragraph 5) of this delegation as well as the other terms of the issuance, including the dividend entitlement date (which may be retroactive) of the shares to be issued and the method for paying up such shares;
 - officially acknowledge the completion of the share capital increases based on the number of shares actually subscribed for, and make the corresponding amendments to the Articles of Association;
 - as appropriate, charge any amounts against the issue premiums and, in particular, the all costs incurred in connection with the share capital increase, and charge against the issue premium the amounts necessary to fund the legal reserve to one tenth of the new share capital amount; and
 - take all measures necessary for the completion of the issuances, complete all formalities relating to the share capital increases, proceed with any formality required for a market listing application in respect of the shares issued thereby, and, more generally, do all that is required.
- 9) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
- 10) takes note that this delegation cancels as of the date hereof the prior delegation of the same nature granted by the 19th resolution of general meeting held on 12 July 2022 in respect of its unused portion (if any).

The Board of Directors may implement this delegation (or not), take all measures and proceed with all necessary formalities, with the ability to sub-delegate under the conditions provided for by law.

Twenty-second resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report, pursuant to the provisions of the French Commercial Code, notably those of Articles L. 225-129-2 and L. 225-138 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option to subdelegate as provided for by law, the competence to decide to increase the Company's share capital on one or more occasions, in the amounts and at the times it deems appropriate, with or without premium, against payment or free of charge, through the issuance of ordinary shares to be subscribed for in cash, by offsetting receivables or by capitalising reserves, profits or premiums, within the limit of a total number of shares representing up to 0.6% of the Company's share capital at the date of this general meeting, plus, as appropriate, the nominal amount of the capital increase necessary to preserve the rights of holders of rights or securities or other rights granting access to the Company's share capital in accordance with legal provisions, applicable regulations, and, as the case may be, contractual provisions providing for other preservation methods;
- 2) resolves that the maximum nominal amount of the capital increases that may be realised under this delegation shall count towards the limit defined in the 21st resolution of this general meeting, such that the maximum nominal amount of the share capital increase that may result from this resolution and the 21st resolution or any other successor resolution of the same nature does not exceed 2% of the Company's share capital as of the date of this general meeting (exclusive of the preservation of rights);
- 3) resolves to cancel shareholders' preferential subscription rights to the shares to be issued under this delegation and to reserve the right to subscribe to the category of beneficiaries responding to the following characteristics: (i) companies held by a credit institution or any credit institution acting at the Company's request to put in place a structured offering to employees and corporate officers of companies related to the Company under the terms of Articles L. 225-180 and L. 233-16 of the French Commercial Code and whose registered office is located outside France; (ii) and/or employees and corporate officers of entities related to the Company under the terms of Articles L. 225-180 and L. 233-16 of the French Commercial Code and whose registered office is located outside France; (iii) or/and UCITS and other employee shareholding entities, which may or may not have legal personality, who hold Company securities and whose unit holders or shareholders will be made up of the persons referred to above in (ii);
- 4) resolves that pursuant to this delegation, the issue price of the new shares shall not be more than 30% (or any other amount in the event of a change in legislation or regulations applicable on the date of the issuance in the context of the 21st resolution) below an average trading price of the Company's shares on the regulated market of Euronext

Paris during the twenty trading days preceding the decision setting the opening day for the subscription to a share capital increase carried out under the 21st resolution; the Board of Directors shall be entitled to decide, if it deems it appropriate, to reduce or eliminate any discount thus granted in order to take into account, among other things, the legal, accounting, tax and social security regimes applicable in countries outside France (for example, those of the Shares Incentive Plan in the United Kingdom or section 423 of the US Internal Revenue Code);

- 5) resolves that the Board of Directors shall have full powers (with the power to further delegate such powers within the limits of the law) to implement this delegation, and in particular to:
 - decide to issue shares of the Company;
 - determine the terms and conditions of each issuance, including the amount of the issuance, set the date and the subscription price of the shares to be issued under the conditions specified in paragraph 4) of this delegation, as well as the other terms and conditions of the issuance, including the dividend entitlement date (which may be retroactive) of the shares to be issued and how they are to be paid for;
 - determine the list of beneficiaries of the cancellation of preferential subscription rights within the category defined above as well as the number of shares to be subscribed by each of them;
 - acknowledge the completions of the capital increases to the extent of the number of shares that will actually be subscribed for and make the corresponding changes to the Articles of Association;
 - as the case may be, charge any amounts against the issue premiums, in particular, all the costs incurred in connection with the share capital increase, charge against the issue premium the amounts necessary to fund the legal reserve to one tenth of the new share capital amount; and
 - take all measures necessary for the completion of the issuances, complete all formalities arising from the share capital increases, proceed with any formality required for a market listing application in respect of the shares, and, more generally, do all that is required;
- 6) resolves that this delegation is granted for eighteen months as from the date of this general meeting;
- 7) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
- 8) resolves that this delegation cancels the prior delegation of the same nature granted by the 20th resolution of the general meeting held on 12 July 2022, in respect of the unused portion (if any) of such delegation.

Twenty-third resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report and in accordance with the provisions of paragraph 2 of Article L. 22-10-52 of the French Commercial Code, authorises the Board of Directors, when deciding on an issuance of ordinary shares or securities granting access to the share capital pursuant to the 18th and 20th resolutions, governed by the provisions of paragraph 1 of article L. 22-10-52 of the French Commercial Code, to derogate from, within the limit of 10% of the share capital per year, the conditions on the setting of a price provided for by the above-mentioned resolutions and to set the issue price for the equivalent equity securities to be issued according to the following terms:

- a) For equity securities to be issued immediately the Board of Directors may choose one of the two following modalities:
 - issue price equal to the average trading price observed over a period of six months preceding the commencement of the offer, or
 - issue price equal to the weighted average market price on the day preceding the commencement of the (1 day VWAP), as may be decreased by a discount of no more than 10%;
- b) For securities granting immediate or future access to the share capital, the issue price will be such that the amount immediately received by the Company plus the amount that the Company may subsequently receive is, for each share, at least equal to the amount referred to in a) above.

The Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period.

This authorisation cancels the prior delegation of the same nature granted by the 21st resolution of the general meeting held

on 12 July 2022, in respect of the unused portion (if any) of such authorisation.

Twenty-fourth resolution (Authorisation to increase the amount of the issuances)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report, resolves that, for each of the issuances of ordinary shares or of securities decided pursuant to the 17th to 22nd resolutions, the number of securities to be issued may be increased as provided for by articles L. 225-135-1 and R. 225-118 of the French Commercial Code and up to the limits defined by the general meeting.

The Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period.

Twenty-fifth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the reports of the Board of Directors and of the Statutory Auditors and in accordance with articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code:

- 1) authorises the Board of Directors, with the option to subdelegate as provided for by law, to proceed with, upon a report of the contributions auditor, the issuance of ordinary shares or securities granting access to ordinary shares in view of providing compensation for contributions in kind granted to the Company and made up of equity securities or securities granting access to the capital when the provisions of article L. 22-10-54 of the French Commercial Code do not apply;
- 2) sets this delegation's term of validity at twenty-six months as from the date of this general meeting,
- 3) resolves that the overall nominal amount of the ordinary shares that may be issued under this delegation may not exceed 10% of the capital as of the date of the decision of the Board of Directors deciding the issuance, not taking into account the nominal amount of the capital increase required to preserve the rights of holders of rights or securities granting access to the Company's share capital in accordance with the law and, as applicable, contractual provisions contemplating other preservation methods.

This limit will count towards the limit on capital increases with preferential subscription rights cancelled set by the 18th, 19th, 20th and 26th resolutions of this general meeting and towards the overall capital increase limit set by the 17th resolution of this general meeting;

- 4) delegates full powers to the Board of Directors for the purposes of approving the evaluation of the contributions, deciding the capital increase resulting therefrom, officially acknowledging completion, charging against the contribution premium as appropriate all of the costs and fees resulting from the capital increase, deducting from the contribution premium the amounts necessary to bring the legal reserve up to one tenth of the new share capital after each capital increase and to proceed with the corresponding amendments to the Articles of Association, and to do what is necessary in this regard;
- 5) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
- 6) acknowledges that this delegation cancels as of the date hereof the unused portion (if any) of the prior delegation of competence having the same purpose granted by the 23rd resolution of the general meeting of 12 July 2022.

Twenty-sixth resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors, and deciding in accordance with the provisions of articles L. 225-129 *et seq.* of the French Commercial Code, and notably those of article L. 225-129-2 and article L.228-93 of the French Commercial Code:

- 1) delegates to the Board of Directors, with the option to subdelegate as provided for by law, for a period of twenty-six

- (26) months as from the date of this general meeting, the competence to decide the issuance of new shares of the Company (excluding preferred shares) to which securities issued by one or more of the companies in which the Company directly or indirectly owns over 50% of the share capital (the "Subsidiaries") would grant rights;
- 2) resolves to cancel shareholders' preferential subscription rights to the shares issued within the framework of this delegation;
 - 3) resolves that the aggregate nominal amount of the capital increases that may be issued immediately and/or in the future under this delegation may not exceed €265,000,000, in each case increased, as applicable, by the nominal amount of the capital increase required to preserve the rights of holders of rights or securities granting future access to the shares of the Company in accordance with legal and regulatory provisions and, as applicable, contractual provisions providing for other preservation methods, it being specified that the nominal amount of the shares issued pursuant to the 18th, 19th, 20th and 25th resolutions shall count towards such amount and that any nominal amount issued by virtue of this delegation (exclusive of the preservation of rights) shall count towards the maximum aggregate limit on capital increases defined in the 17th resolution of this general meeting;
 - 4) officially acknowledges that these securities can be issued by the Subsidiary(ies) only with the consent of the Company's Board of Directors and may, in accordance with article L. 228-93 of the French Commercial Code, grant immediate or future access, at any time or on a defined date, by way of subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, to shares of the Company and be issued on one or more occasions, in France, on foreign markets and/or on international markets, in euros or in any currency or monetary unit established with reference to several currencies, with or without premium, free of charge or against payment;
 - 5) officially acknowledges that the fact that the amount paid upon the issuance or that may be subsequently paid to the Company must conform with, in respect of each share issued as a result of the issuance of securities referred to in paragraph 1) above, the regulatory provisions applicable on the date of the issuance (with a discount on the weighted average trading price over the last three trading days on the regulated market of Euronext Paris preceding the commencement of the offering to the public that may not exceed 10%), after correcting such amount, as necessary, to take into account the difference in dividend entitlement date;
 - 6) resolves that the Board of Directors shall have full powers under the conditions provided for by law to implement this resolution, in agreement with the boards of directors, management boards or other competent management bodies of the Subsidiaries issuing the securities covered by this resolution and in particular to:
 - determine the amounts to be issued,
 - determine the terms and conditions of the issuance and the category of securities to be issued,
 - set the dividend entitlement date (which may be retroactive) of the ordinary shares to be issued,
 - make all adjustments to take into account the transaction's impact on the Company's share capital and define the terms and conditions under which the rights of holders of rights or securities granting access to the share capital will be preserved in accordance with legal, regulatory and contractual provisions and make all corresponding modifications to the Articles of Association, and
 - officially acknowledge the completion of the capital increases, make corresponding amendments to the Articles of Association and carry out all required publicity formalities, carry out any formality required for applying for the shares or securities so issued to be listed on the market,
 - at its own discretion, charge the expenses of the capital increases to the amount of the related premiums and deduct from such amount the sums necessary to fund the legal reserve,
 - in general, take all useful measures, carry out all formalities and enter into any agreement to achieve the successful completion of the proposed issuance;
 - 7) resolves that the Board of Directors may not, without the prior authorisation of the general meeting, use this delegation of competence once a public offer for the Company's shares has been filed by a third party, until the end of the offering period;
 - 8) resolves that this delegation cancels the prior delegation of the same nature granted by the 24th resolution of the general meeting held on 12 July 2022 in respect of its unused portion, as the case may be.

Twenty-seventh resolution (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)

The general meeting, voting in accordance with the quorum and majority requirements applicable to extraordinary general meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors to grant on one or more occasions, in accordance with articles L. 225-197-1, L. 225-197-2 and L.22-10-59 of the French Commercial Code, ordinary shares of the Company, whether existing or to be issued, in favour of:

- employees of the Company or of companies or economic interest groupings directly or indirectly related to it within the meaning of article L. 225-197-2 of the French Commercial Code, or certain from among them,
- and/or corporate officers who respond to the conditions set by article L. 225-197-1 of the French Commercial Code.

The total number of shares granted free of charge under this authorisation may not exceed 6,000,000 shares, without taking into account adjustments that may be made in order to preserve the rights of beneficiaries of free grants of shares in the event of transactions involving the Company's capital during the vesting period; it being understood that the maximum nominal amount of the capital increases that may be carried out immediately or in the future under this authorisation shall count towards the overall limit on capital increases provided for by the 17th resolution of this general meeting or, as appropriate, any overall limit provided for in a similar resolution that becomes applicable subsequent to this resolution during the term this authorisation is valid.

Within such overall amount, the total number of shares that may be granted free of charge to the Company's corporate officers cannot exceed 200,000 shares (before adjustment).

The grants will be subject in full to the achievement of one or more performance conditions set by the Board of Directors under the conditions described in the Board of Directors' report. Exceptionally, if such grants are made for the benefit of a majority of the Group's employees and/or in the framework of the implementation of employee shareholding transactions, the Board of Directors may proceed with free grants of shares without performance conditions attached (except with respect to corporate officers or members of the leadership team) within the limit of 2,000,000 shares (excluding adjustments), which amount would count towards the limit of 6,000,000 shares defined above.

Regarding all grants that are not subject to performance conditions within the limit of 2,000,000 shares defined above, the grant of the shares to beneficiaries shall become definitive after the expiration of a vesting period the duration of which shall be set by the Board of Directors but which cannot be less than one year, and beneficiaries must, as appropriate, hold these shares for a period defined by the Board of Directors that is at least equal to the period necessary so that the cumulative duration of these vesting periods and, as applicable, holding periods is not less than two years.

Regarding all grants submitted to performance condition(s), the grant of the shares to the beneficiaries shall become definitive at the end of a vesting period the duration of which shall be defined by the Board of Directors, which period may not be less than three years. The general meeting authorises the Board of Directors to decide to provide for a holding requirement upon the expiration of the vesting period.

Exceptionally, the shares will be definitively awarded before the expiration of the vesting period in the event of the beneficiary suffers a disability corresponding to a classification in the second and third categories provided for by article L. 341-4 of the French Social Security Code.

Full powers are conferred upon the Board of Directors for the purpose of:

- setting the conditions and, as the case may be, vesting criteria for the shares;
- determining the identity of the beneficiaries and the number of shares granted to each of them;
- as appropriate:
 - formally acknowledging the existence of sufficient reserves and proceeding at the time of each grant with the transfer to an unavailable reserve account the amounts necessary for the new shares to be allocated to be paid up,
 - decide at the appropriate time the capital increase(s) via the capitalisation of reserves, premiums or profits corresponding to the issue of the new shares granted free of charge,
 - carry out acquisitions of the necessary shares within the framework of the share buyback programme and allocate them to the grant plan,
 - determine the impact on beneficiaries' rights of transactions modifying the capital or that are likely to affect the value of the shares granted and carried out during the vesting period and, as a result, modify or adjust as necessary the number of shares granted in order to preserve the rights of the beneficiaries;
 - decide whether to apply a holding obligation upon the expiration of the vesting period and, as applicable, determine the duration thereof and take all necessary measures to ensure it is complied with by the beneficiaries; and

- more generally, do within the framework of applicable legislation all that the implementation of this authorisation renders necessary.

This authorisation automatically entails the shareholders' waiver of preferential rights to subscribe for the new shares issued by way of capitalisation or reserves, premiums or profits, and of the portion of the reserves, benefits or premiums to be capitalised in view of their being paid up.

This authorisation is granted for a period of twenty-six months commencing on the date of this general meeting.

This authorisation cancels as of the date hereof the unused portion (if any) of the prior delegation of the same nature granted by the 17th resolution of the general meeting held on 28 July 2021.

On an ordinary basis:

Twenty-eighth resolution (Powers in view of formalities)

The general meeting, voting in accordance with the quorum and majority requirements applicable to ordinary general meetings, grants all powers to the holder of an original, copy or excerpt of these minutes for the purpose of carrying out the filing and publication formalities required by law.

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 box A 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 box A 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. Issues or draft resolutions on the agenda

Requests that issues or draft resolutions be added to the Meeting agenda by shareholders who satisfy the conditions laid down in article R. 227-71 of the French Commercial Code must be received by the Chairman of the Board of Directors by email at alstom.fr.ag2023@alstomgroup.com or by registered mail with advice of receipt requested at Alstom's head office (Attention: *Président du Conseil d'Administration d'Alstom – "Points ou Projets de résolution à l'Assemblée Générale Annuelle Mixte du 11 juillet 2023"* - 48, rue Albert Dhalenne, 93400 Saint-Ouen-sur-Seine) no later than 25 days before the date of the Meeting, i.e., by **Friday 16 June 2023** at the latest, but cannot be sent more than 20 days after the date this notice is published, in accordance with articles R. 225-73 (II) and R. 22-10-22 of the French Commercial Code.

Any request must be accompanied by the issue to be included on the agenda and the reasons therefor, or by the text of the draft resolutions, along with, as the case may be, a brief presentation of the grounds and, as appropriate, the information provided for by article R. 225-71 of the French Commercial Code. Any request must also be accompanied by a shareholding certificate that evidences that the person making the request possesses or represents the fraction of the share capital required by article L. 225-71 of the French Commercial Code.

The Meeting's examination of the issue or draft resolution is subject to the person making the request sending a new certificate evidencing that their shares are registered in their account at 12:00 a.m. on the 2nd business day preceding the Meeting, i.e., **Friday 7 July 2023 at 12:00 a.m.** (Paris time).

5. 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).

6. 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