



# Combined Shareholders' Meeting 2022

July 12<sup>th</sup>, 2022

**ALSTOM**  
• mobility by nature •



# Introduction

Henri Poupart-Lafarge,  
**Chairman and Chief Executive Officer**  
Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022



# Opening

Emmanuelle Petrovic,  
**General Counsel**

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022



## Overview 2021/22 and Strategy

Henri Poupart-Lafarge,  
**Chairman and Chief Executive Officer**  
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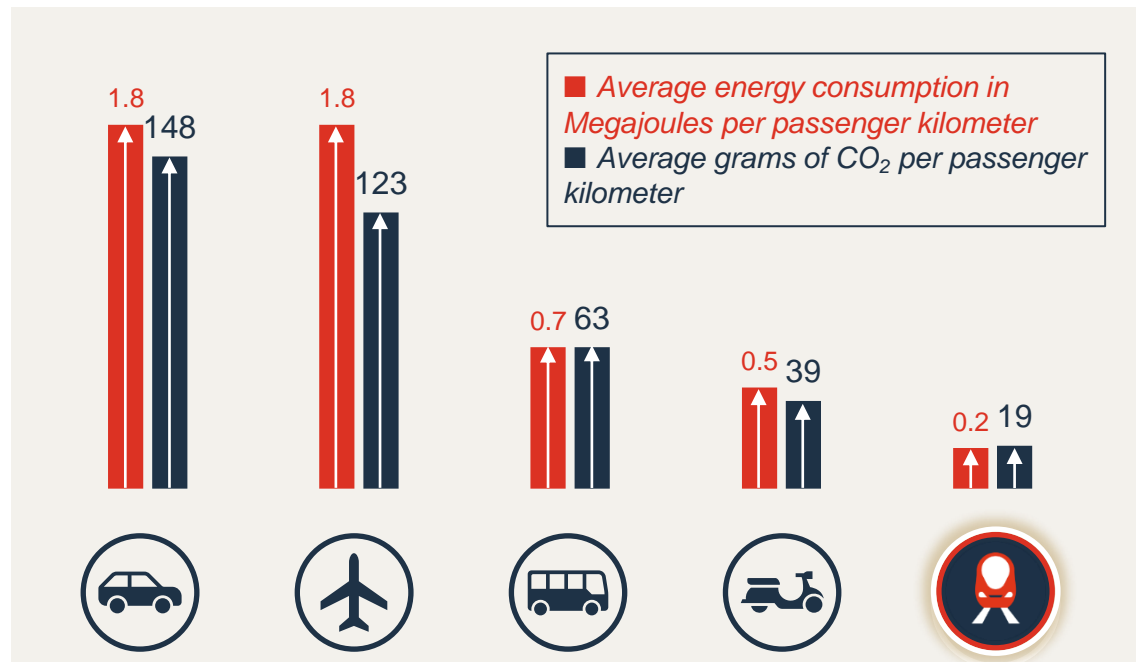
# An undisputed leadership position

Henri Poupart-Lafarge,  
Chairman and Chief Executive Officer

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Rail at the heart of decarbonation and sustainable growth

## TRAIN CONSUMES THE LEAST ENERGY<sup>1</sup> AND EMITS THE LEAST CO<sub>2</sub><sup>2</sup>



## ANNOUNCEMENTS SUPPORTING MODAL SHIFT TO RAIL

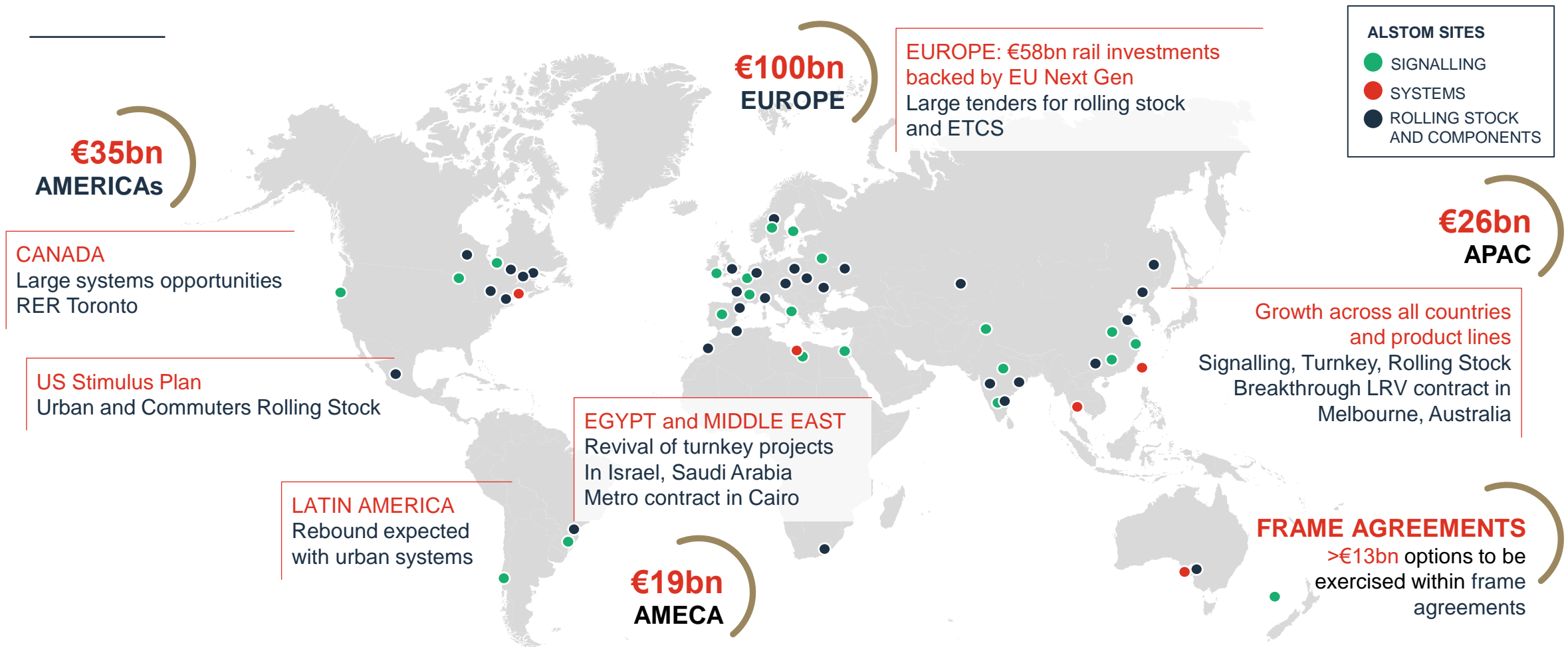
- > BANS OF SHORT-HAUL DOMESTIC FLIGHTS
- > RENEWAL OF NIGHT TRAINS IN EUROPE
- > RAIL OPERATORS AGGRESSIVE GROWTH PLANS
- >
- > BANS OF DIESEL AND PETROL CARS IN CITY CENTRE

**Rail politically favored amidst environmental and energy supply concern**

1. Energy intensity of passenger transport modes, 2018 – Charts – Data & Statistics – IEA    2 Well-to-wheel (wake/wing) GHG intensity of motorised passenger transport modes – Charts – Data & Statistics – IEA

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# Opportunities around the world for ecological transformation



**> 180 billion in business opportunities identified by 2025**

# An undisputed leadership on strongly growing markets

% OF SALES<sup>1</sup>

56%



**ROLLING STOCK:**  
**#1 globally (excluding China)**

- 38% market share 2019 - 2021 ●

22%



**SERVICES:**  
**Undisputed #1 on a highly growing market**

- 250 sites in 40 countries, 15,000 employees ●

15%



**SIGNALLING:**  
**#2 in a market under consolidation**

- 8,500 engineers in over 30 development centers worldwide ●

7%



**TURNKEY:**  
**#1 System provider with strong growing demand**

- 100% success rate in 2021/22 ●



1. Sales FY 2021/22



# Our strategic plan : Alstom in Motion 2025 (AiM)

## Leading the way to greener and smarter mobility, worldwide

**GROWTH**  
by offering  
greater value  
to customers

**INNOVATION**  
by pioneering smarter  
and greener mobility  
solutions for all

**EFFICIENCY**  
at scale,  
powered  
by digital

Driven by **One Alstom team**,  
Agile, Inclusive and Responsible

# Orders backlog at record €81bn level

**€19.3 BILLION** OF ALSTOM ORDERS BOOKED DURING FISCAL YEAR 2021/22



€1.1 bn

**HS2**  
(very high speed & services – UK)



€1.4bn

**DSB FREMTIDENS TOG**  
(regional & services – Denmark)



€0.4 bn

**CORADIA NORDIC**  
(regional – Norway)



€0.3 bn

**CORADIA EMUs**  
(EMUs & services – Romania)



€0.5bn

**NEW S-BAHN HAMBURG**  
(suburban – Germany)



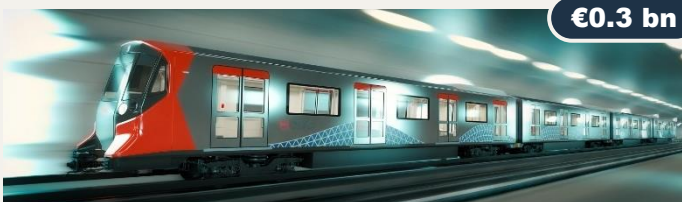
€0.3 bn

**DUBLIN commuters**  
(suburban & services – Ireland)



€1.0 bn

**TREN MAYA**  
(turnkey & services – Mexico)



€0.3 bn

**SANTIAGO M7**  
(SIG & services – Chile)



€1.1 bn

**RER MI NG**  
(suburban – France)

# Major milestones for smarter and greener mobility

## KEEPING THE EDGE IN ZERO EMISSION SOLUTION

- Consolidated leadership on hydrogen trains (passenger / freight) and various partnerships
- First battery train tested in passenger operation with Deutsche Bahn

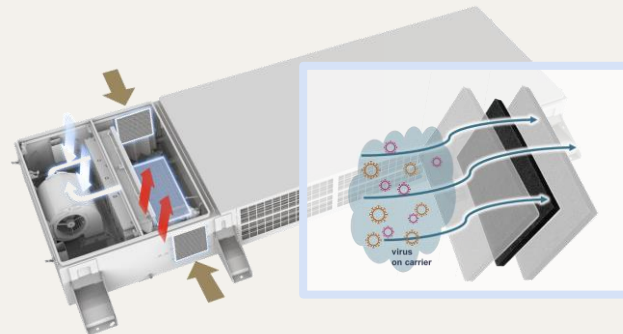


- Hybrid Régiolis tested in France

**-20%**  
Energy consumption

## HEALTHIER MOBILITY

- PEPA™ filter, an antiviral HVAC filter that catches and kills viruses,



**-99.8%**  
Virus reduction

**-99.9%**  
Bacteria reduction

## PAVING THE WAY TO FULL AUTONOMY BY 2023

- Semi-autonomous operation with SNCF in trial phase



**€530 million R&D expenses in 2021/22**

# Manufacturing processes and tools continuously modernised



**Increase automation and digitalisation**

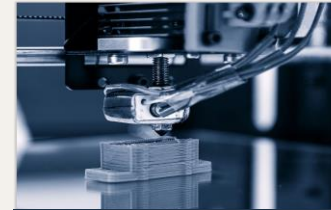


**Deploy innovative digital reality scope**

SERIAL WATERTIGHTNESS



TARBES, FRANCE



ADDITIVE MANUFACTURING



AUGMENTED REALITY

WELDING ROBOT



LE CREUSOT, FRANCE



3D SCANNING



ALSTOM META-OMNIVERSE



**PLM4A: an enterprise-wide programme to enable ONE product lifecycle management**

# A differentiating and competitive footprint

AN AMBITIOUS BEST COST COUNTRIES ROADMAP FOR MANUFACTURING

TENDERS WON THANKS TO ABILITY TO DELIVER LOCAL CONTENT

**BCC Roadmap :**

Mars '22

43%

Mars '25

60%

A FOOTPRINT ENABLING TO MANUFACTURE AT THE BEST COSTS CLOSE TO OUR CUSTOMERS

RSC Manufacturing BCC Sites



# FY 2021/22 targets achieved





# An ambitious CSR strategy

Henri Poupart-Lafarge,  
Chairman and Chief Executive Officer

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Four key CSR priorities



Enabling  
decarbonisation of mobility



Caring  
For our people



Creating  
a positive impact on society



Acting  
as a responsible business partner



# Commitment to Net-Zero Carbon in value chain by 2050

Alstom carbon footprint (FY 2021/22)

**SCOPE 1 & 2**

Direct and indirect emissions  
230 ktCO<sub>2</sub>

**SCOPE 3**

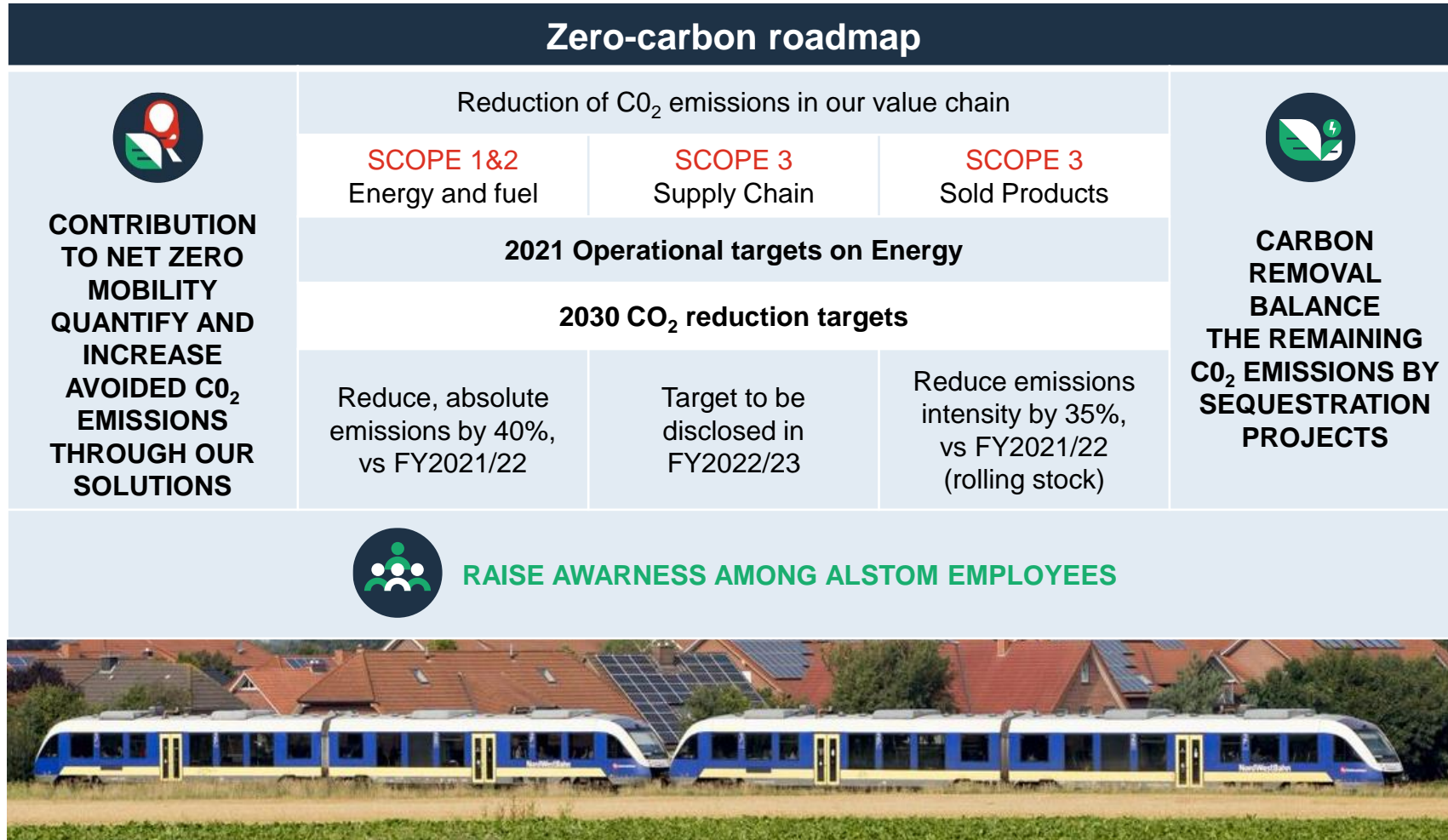
Use of Sold Products  
32,000 ktCO<sub>2</sub>

**SCOPE 3**

Business travels  
6 ktCO<sub>2</sub>

**SCOPE 3**

Logistics  
33 ktCO<sub>2</sub>



# Enabling decarbonisation of mobility



Hesop™ reversible substation power converters



World's first hydrogen-powered Coradia iLint™



Avelia Horizon™ : +20% of capacity and -20% energy consumption



On-board battery energy storage systems



Green retracting



Solar panels at Sri City factory, India



- Energy reduction in solutions **25%**
- Electricity supply from renewables **100%**
- Recycled content in newly developed Rolling Stock **25%**
- Newly developed solutions eco-designed **100%**

# Caring for our people

## Health and Safety, unconditionally

- Recordable injury rate: 2.3<sup>1</sup>
- Target: zero severe accident and to protecting all employees and contractors



## Cultivating diversity and inclusion

- 23.2% women in manager & professional role
- Certified **Top Employer** in 3 regions



- Total recordable injury rate: **2.0**
- Women in manager & professional role **28%**
- Top Employer certification **Global**
- Learning culture hours per employees **New 22h**

1. Alstom's employees and contractors in 2021/22

# Creating a positive impact on society



## Investing in local economies



- **Alstom's Gibela JV in South Africa**
  - 21,900 people will be trained by 2028
- **Alstom's Sri City facility in India**
  - Supply chain close to being 75% domestic

## Contributing to communities

- Local action plans to support charities and education



Environmental protection

Electricity and water accessibility

Access to mobility

Social and economical development



- Beneficiaries per year from local actions and Alstom foundation **250 000**
- Countries with CSR label **New 12**

# Acting as a responsible business partner

## Value Chain built on shared values with our suppliers

- Ethics and Sustainable Development Charter<sup>1</sup>
- 62% of total purchases covered by screenings, online assessments, on-site audits



## Highest integrity standards

- Ethics and Compliance committee of the Board of Directors
- Approach covering competition and corruption risks
- 460 worldwide Ambassador network to spread Alstom's culture of integrity
- Alert Procedure



- Purchase volume covered by screenings, online assessments and/or on-site audits as per level of risks **100%**
- Suppliers trained in Sustainability and CSR **New 500**

1. Including EHS and Eco Design strategy. 2. Depending on the level of risks



# Bombardier Transportation: a successful integration

Henri Poupart-Lafarge,  
Chairman and Chief Executive Officer

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

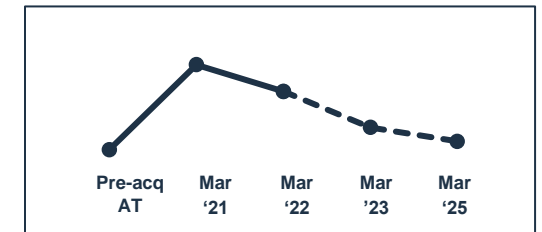
# Significant progress in the delivery and commercial settlement of legacy projects

## UPDATE

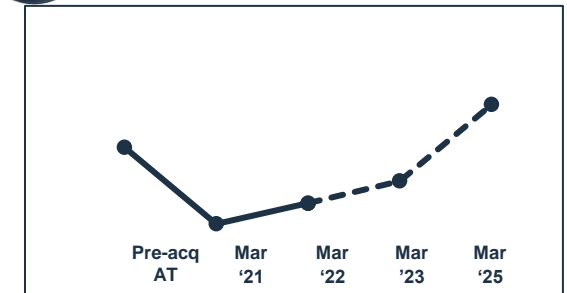
- Technical issues: solutions agreed with customers
- Production resumed
- Trains acceptance process resumed
- Settlements negotiations with customers reached in most cases



### Default rate per unit<sup>1</sup>



### Delivery on time



**Commercial and operational execution in line with trajectory**

<sup>1</sup> 1 bar chart for illustrative purpose, not at scale

# Successful first year integrating Bombardier Transportation



**Very robust commercial momentum and high customer satisfaction**

**8.1**  
NPS<sup>1</sup> for  
Top 100 Customers



**One Alstom team: Global key processes and IT tools convergence on track**

**80%**  
Key global  
processes converged



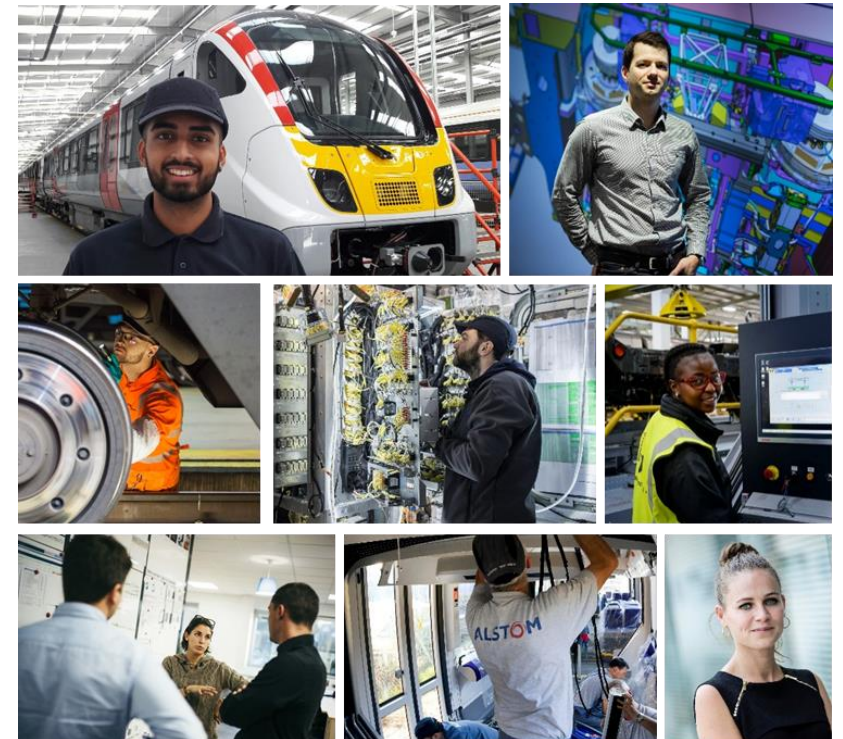
**Integrated R&D plan for further competitiveness**

**100%**  
Products convergence  
validated



**Synergies delivered as planned in first year**

**€102m**  
Synergies delivered  
in 2021/22



<sup>1</sup> Net Promoter Score





# A resilient business model in an uncertain macro-economic environment

Henri Poupart-Lafarge,  
Chairman and Chief Executive Officer

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Resilient business



# Alstom business model resilient to inflation

## Key parameters

- 2/3 of backlog covered by indexation clauses
- 70% of suppliers contracts with fix and firm or capped prices

## Situation update

- More complex environment recently, with contrasted trends:
  - observed stabilization / decrease on some raw materials (aluminium)
  - pressure / tensions on labor costs
- Continuous monitoring of situation

## Action Plan

- Customers negotiations
- Stringent tenders submissions review
- Active discussions with suppliers
- Cost-out measures

**Strong action plan undertaken to mitigate profit margin impact**

# Update on supply chain challenges

## Electronic components

- Situation more complex for rail specific components

## Covid-19 in China

- Delays in deliveries of components from China linked with Covid-19 situation

## Mitigation actions

- Regular communication with all clients
- Precise monitoring of need
- Re-design of technical solutions
- New sourcing channels
- Impact on clients deliveries limited
  
- All suppliers and JVs in working order to catch up delays

**Action plan implemented to mitigate risks on timing of deliveries**



# Financial Results

Laurent MARTINEZ,  
**Chief Financial Officer**

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

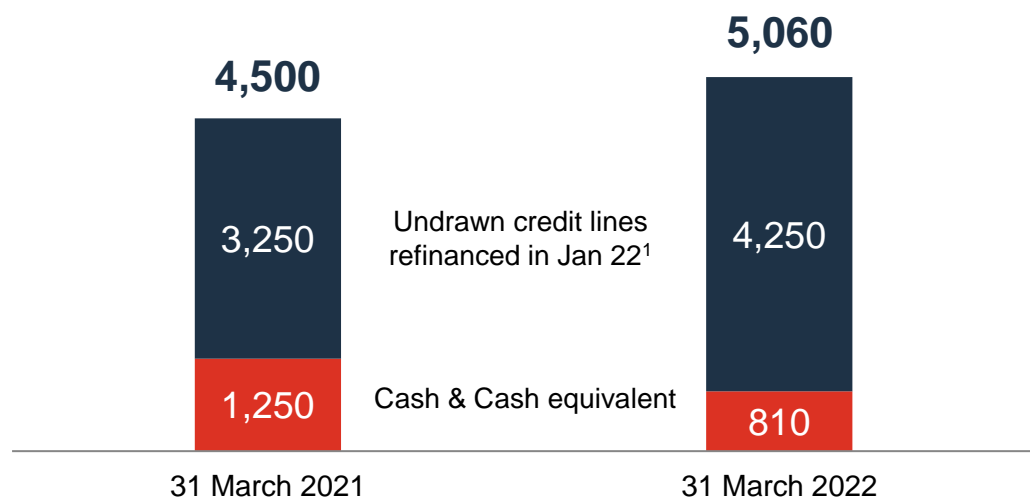
# 2021/22 Profit & Loss

<i>(in € million)</i>	<b>FY 2021/22</b>
<b>Sales</b>	<b>15 471</b>
<b>Adjusted EBIT<sup>1</sup></b>	<b>767</b>
<b>Adjusted EBIT margin</b>	<b>5,0%</b>
Restructuring and rationalisation costs	(138)
Impairments loss, transaction costs and others	(209)
Reversal equity pick-up <sup>1</sup>	(145)
<b>EBIT</b>	<b>275</b>
Financial results	(25)
Tax results	(68)
Share in net income of equity investees	107
Minority interests from continued op.	(21)
<b>Adjusted net profit<sup>2</sup> before TMH impairment charge</b>	<b>268</b>
TMH impairment charge	(441)
<b>Adjusted net profit</b>	<b>(173)</b>
PPA net of tax	(403)
<b>Net profit – continued operations, Group share</b>	<b>(576)</b>

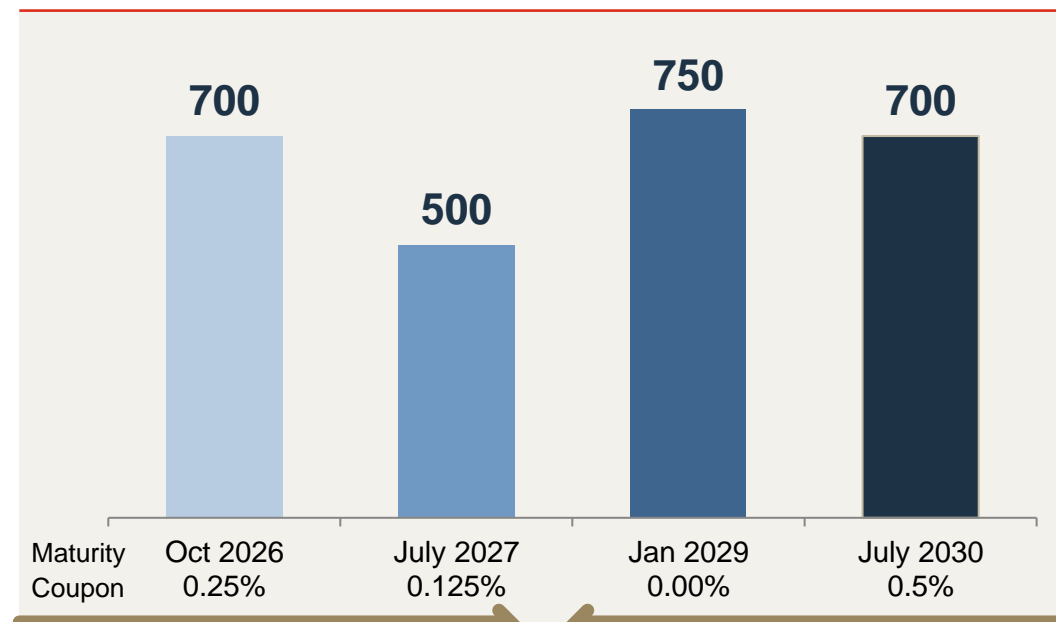
1 This mainly includes Chinese joint-ventures 2 Net profit from continued operations (Group share) excluding the impact of amortisation of assets exclusively valued when determining the purchase price allocations ("PPA") in the context of business combination, net of the corresponding tax effect. 3 In accordance with IFRS, CTA can only be recognized in P&L at the time of a sale.  
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# Strengthened liquidity position with long-term debt maturity profile

## A STRONG LIQUIDITY POSITION (IN € MILLION)



## OUTSTANDING BONDS (IN € MILLION)



- No financial covenants
- €250m Neu CP<sup>1</sup> as of 31.03.2022, at the level of 31.03.2021
- RCF maturities<sup>2</sup>: Jan2025 and Jan2027 respectively, with two 1-year extension options at lender's discretion

- No financial covenants
- Favorable maturities and cost profile

1. Negotiable European Commercial Papers 2. €1,750 million Revolving Credit Facility maturing in January 25, and two 1-year extension options at the lenders' discretion. This facility is undrawn at March closing. €2,500 million Revolving Credit Facility maturing in January 27, and two 1-year extension options at the lenders' discretion. This RCF is a backstop to Neu CP programme. Both facilities are also undrawn at March closing.

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# Financial trajectory

## FY 2022/23 OUTLOOK

- Sales growth supported by solid order backlog and Book to bill above 1
- Progressive aEBIT margin increase vs FY 2021/22 through healthy order intake and sound backlog execution
- Free Cash Flow generation<sup>6</sup>

As the basis for its 2022/23 outlook, the Group assumes neither further disruptions to the world economy (including further inflation or aggravated geopolitical crisis), nor significant supply-chain shortages, that would materially impact the Group's ability to deliver products and services.

Mid-term 2024/25 targets confirmed



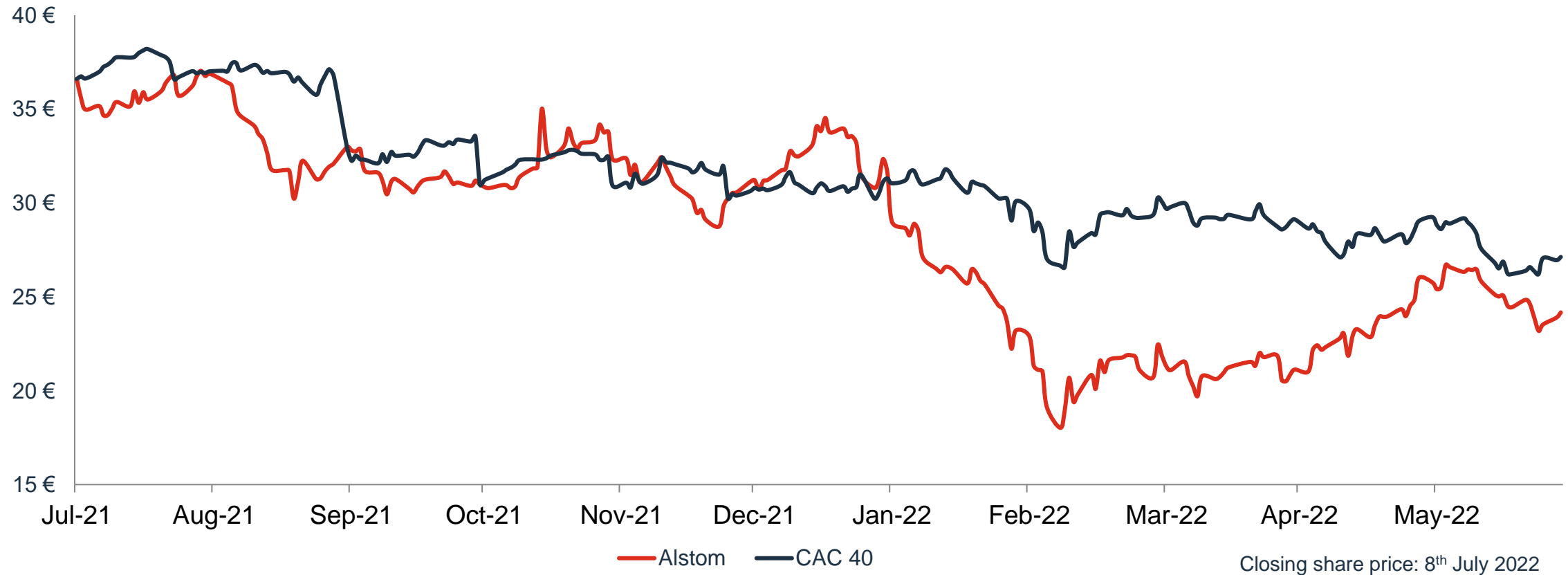
Financial trajectory fully confirmed as per Alstom in Motion 2025

1. Between 2020/21 and 2024/25 2. CAGR between Sales PF 2020/21 and 2024/25 3 From 2024/25 onwards 4 From 2024/25 onwards. Subject to short term volatility 5. The pay-out ratio is calculated by dividing the amount of the overall dividend with the "Adjusted net profit from continuing operations attributable to equity holders of the parent, Group share" as presented in the management report in the consolidated financial statements. 6. subject to short term volatility

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# 1 – year share price performance



# Shareholders distribution

## DIVIDEND 2021/22

- Proposition of a dividend distribution of €0.25 € per share which corresponds to a 35% payout ratio from the adjusted net profit (before TMH impairment charge)
- Option for payment of dividends in cash or in shares
- The issue price of the new shares to be issued in payment of the dividend: 21,13€<sup>1</sup>
- The ex-dividend date will be 20 July 2022 and dividends will be paid on 26 August 2022

<sup>1</sup> That is 90% of the average quoted prices of the shares for the twenty trading days preceding the General Meeting, less the net amount of this dividend, and, as applicable, rounded up to two decimal places



# Nominations and remuneration

Yann DELABRIÈRE,  
Lead Independent Director,  
Chairman of the Nominations  
and Remuneration Committee

Combined Shareholders' Meeting,  
July 12<sup>th</sup> 2022

# Nominations and Remuneration Committee: Missions

The Committee issues recommendations, proposals and advices in the field of:

- **Governance:**

- Composition of the Board of Directors and of its Committees, search for new Board members
- Corporate governance, especially:
  - ▶ Analysis of the functioning of the Board and of its Committee
  - ▶ Independence of their members
  - ▶ Potential conflicts of interest
- Succession plans of the Management of the Company

- **Remuneration:**

- Elements making the remuneration of executive and non-executive corporate officers
- Remuneration of the Leadership Team
- General policy in terms of employee shareholding schemes

**Chair: Yann DELABRIÈRE**

# Nominations and Remuneration Committee: Activity in 2021/22

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## ● Governance

- Evaluation of the functioning of the Board and of its Committees (internal questionnaire and individual interviews)
- Composition of the Board of Directors and reconstitution of Committees
- Review and discussion of the succession plan for the Chairman and CEO as well as for the management team and talent pool
- Review of the diversity policy within the management bodies and related actions plans
- Review of the governance roadshows led by the Lead Independent Director

## ● Remuneration

- Remuneration policy for the Chair-CEO (resolution 8)
- Remuneration policy for Board members (resolution 9)
- Review of the remuneration ratios included in the remuneration report (resolution 10)
- Review of the elements making the 2021/22 remuneration of the Chair-CEO (resolution 11) and of the members of the Leadership Team
- Long-Term Incentive Plan “PSP 2022”

### Activity of the Committee in 2021/22

7 meetings - Attendance 100 % - 5 members including one Employee representative – 100% independent

# Board of Directors Composition - post AGM

(Subject to the approval of the resolutions)



HENRI POUPART-LAFARGE  
CHAIR-CEO



YANN DELABRIÈRE<sup>(\*)</sup> ●  
LID



BI YONG CHUNGUNCO<sup>(\*)</sup> ▲



CLOTILDE DELBOS<sup>(\*)</sup> ●



DANIEL GARCIA MOLINA ▲  
EMPLOYEE REP.



SERGE GODIN<sup>(\*)</sup> ▲



GILLES GUILBON ●  
EMPLOYEE REP.



SYLVIE KANDÉ  
DE BEAUPUY<sup>(\*)</sup> ▲



FRANK MASTIAUX<sup>(\*)</sup> ● ▲



BAUDOUIN PROT<sup>(\*)</sup> ● ▲



SYLVIE RUCAR<sup>(\*)</sup> ● ●



KIM THOMASSIN ● ▲  
COPQ REP.



BENOIT RAILLARD  
OBSERVER

- Audit Committee
- Nomination and remuneration Committee
- ▲ Ethics and compliance Committee
- ▲ Integration Committee

- Mandate renewals proposals
  - Ms. Bi Yong Chungunco
  - Ms. Clotilde Delbos
  - Mr. Baudouin Prot
  
- 50% of female directors (\*\*)
  
- 6 different nationalities

(\*) Independent directors.  
(\*\*) Excluding Employee representatives.

# Mandates renewals – resolutions 5, 6 and 7

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- **Ms Bi Yong Chungunco**
  - **Independent Director**, Member of the Ethics and Compliance Committee
  - **Principal Function:** Chief Executive Officer of Luzon International Premiere Airport Development Corporation
- 



- **Ms Clotilde Delbos**
  - **Independent Director**, Member of the Audit Committee
  - **Principal Function:** Deputy Chief Executive Officer of Groupe Renault and Chief Executive Officer of Mobilize
- 



- **Mr. Baudouin Prot**
- **Independent Director**, Member of the Nomination and Remuneration Committee and of the Ethics and Compliance Committee
- **Principal Function:** Chairman of the Supervisory Board of Foncia Management

# Remuneration Policies: Chair-CEO and Board members resolutions 8 and 9

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- Remuneration policy of the Chair-CEO (resolution 8)
  - Introduction of a clawback clause
    - ▶ Applicable to the short-term variable
    - ▶ Over two years
    - ▶ In case of proven fraud or embezzlement, significant manifest error in the calculation of the Refundable Compensation or gross misconduct
    - ▶ Possibility to make the definitive grant of a portion of the performance shares not yet definitively vested by Chairman and Chief Executive Officer conditional on the absence of implementation of the clawback
  - Strengthening of holding requirement
    - ▶ The Chair- CEO is required to hold in registered form 100% (vs 50% previously) of the performance shares that have vested during the entire term of his appointment
    - ▶ Ceases when the Chair-CEO reaches a shareholding target corresponding in value to 3 years of his last annual fixed gross compensation
  - Strengthening of CSR criteria in the short- and long-term plans in line with the strategy as well as the social and environmental challenges of the Group
- Remuneration policy for Board members unchanged (resolution 9)



# Remuneration policy for the Chair-CEO (resolution 8)

## During the term of office

Fixed Remuneration	€ 950,000	
Short-term variable	<p>Target: 100% of fixed comp. Maximum: 170% of fixed comp.</p> <p><b>Subject to clawback</b></p>	<ul style="list-style-type: none"> <li>▶ <b>Group Performance – 60%</b> <ul style="list-style-type: none"> <li>. <u>Financial metrics (44%)</u>: adjusted EBIT, Free Cash Flow, and gross margin on orders received</li> <li>. <u>Non-financials (16%)</u>: ethics and compliance programs, safety at work, representation of women in management (new) and reduction of GHG emissions within the Group’s operations (new)</li> </ul> </li> <li>▶ <b>Specific action plans</b> (majority of quantifiable criteria) – <b>40%</b> <ul style="list-style-type: none"> <li>. Definition and implementation of the Group’s strategy,</li> <li>. Commercial and operational performance,</li> <li>. Development of the teams and the organisation,</li> <li>. Implementation of measures aiming at mitigating the risks arising from its economic environment.</li> </ul> </li> </ul>
Long-term variable	<p>Maximum: 100% of short-term target comp. (fixed + variable)</p> <p>Up to 2.5% of global authorization per year</p> <p>Up to 10% of each LTIP</p> <p><b>Definitive grant can be conditional to absence of implementation of clawback on STI</b></p>	<ul style="list-style-type: none"> <li><b>Internal performance - 80%</b> <ul style="list-style-type: none"> <li>. adjusted EBIT margin (25%)</li> <li>. Free Cash Flow (25%)</li> <li>. Reduction of the energy consumption of the solutions offered to clients (15%)</li> <li>. Employees Engagement (new) (15%)</li> </ul> </li> <li><b>Relative Performance - 20%</b> <ul style="list-style-type: none"> <li>. Share performance relative to the performance of the STOXX® Euro Industrial Goods &amp; Services index</li> </ul> </li> </ul>

# Remuneration policy for the Chair-CEO (resolution 8)

## After the term of office

Pension	Defined contribution pensions
Severance	N/A
Non-compete	18 months of average fixed comp. and STI over the last 3 years, 2-year duration, excluded in case of gross misconduct, major financial issue and in case of retirement

# Remuneration of the Chair-CEO in respect of fiscal year 2021/22 (resolution 11)

Fixed Remuneration	€ 950,000	
Short-term variable	€ 1,138,872	<p><b>Objective achievement level of 119.9%</b></p> <ul style="list-style-type: none"> <li>objectives tied to the <b>Company's overall performance: 78.5%</b> (the target was 60% and the cap was 120%)</li> <li>objectives tied to <b>specific action plans : 41.4%</b> (the target was 40% and the cap was 50%)</li> </ul>
Long-term variable	PSP 2019 vesting: acquisition of 20,482 shares	<ul style="list-style-type: none"> <li>Grant of PSP 2021 in July 2021</li> <li>Grant of Special PSP linked to Bombardier Transport Integration in July 2021</li> </ul>
Benefit in kind	€ 14,643	company car, private unemployment insurance coverage
Pension	<ul style="list-style-type: none"> <li>Article 83: € 26,327</li> <li>Article 82: € 394,299 (provision)</li> </ul>	<p>Defined contribution pension schemes:</p> <ul style="list-style-type: none"> <li>Article 83: no exit before retirement age</li> <li>Article 82: no exit before the end of the term of office</li> </ul>
Non-compete	No Payment	18 months of average fixed comp. and STI over the last 3 years, 2-year duration, excluded in case of gross misconduct, major financial issue and in case of retirement



# Audit

Sylvie RUCAR,  
**Chairwoman of the Audit Committee**

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Audit Committee

## Activities related to 2021/22 fiscal year

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- **Created in 1998**  
Chairwoman : Sylvie RUCAR since 30/07/2018
- **Composition:**  
2 independent members out of 3 (66%), composition to remain unchanged after the AGM
- **Duties and attendance**
  - The general purpose of the Audit Committee is to assist the Board with overseeing issues relating to the preparation and control of financial and accounting information.
  - The Audit Committee is responsible for monitoring (i) the process through which financial information is prepared, (ii) the effectiveness of internal controls and risk management systems, and (iii) the statutory auditing of the annual and consolidated accounts by the Statutory Auditors and the independence of such Statutory Auditors.
  - Attendance: CFO, VP Internal Audit & Risk Management, VP Group Performance, VP Accounting, and Statutory auditors. The General Counsel may also attend subject to agenda matters.
- **Activity report of the Committee in 2021/22**  
5 meetings held  
100% attendance

# Audit Committee

## Activities related to 2021/22 fiscal year

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- **Accounting and Finance**

- Review of the half-year consolidated accounts as of September 30<sup>th</sup>,2021 and of the annual consolidated and statutory accounts as of March 31<sup>st</sup>,2022
- Review of Bombardier Transportation financial integration process and in particular the Opening Balance Sheet and Purchase Price Allocation
- Review of the Budget and of the 3-years Plan

- **Risks**

- Presentation of the Group updated risk map, review of the top risks and of the mitigation plans put in place
- In-depth review of the management and mitigation mechanisms for Tax and Suppliers risks, one of the Group's top ten risks

- **Internal Audit and Internal Control**

- Internal Audit: review of the main findings of the 2021/22 audit program, monitoring of the progress of corrective measures arising from the completed audits and approval of 2022/23 Internal Audit Plan
- Internal Control: Review of the efficiency of the internal control procedures implemented within the Group, presentation of the detailed results of the 2021/22 campaign and of the action plans undertaken to improve the control environment, with a specific focus on the Bombardier perimeter

- **Statutory auditors**

- Report of the Statutory Auditors on the half-year and annual financial statements
- Observations and recommendations on internal control
- Examination of the amount of fees paid out to the Statutory Audit firms for 2021/22, control of the compliance of the missions carried out with the directives of the Statutory Auditors' Charter



# Ethics and Compliance

Sylvie KANDÉ DE BEAUPUY,  
**Chairwoman of the Ethics  
and Compliance Committee**

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Ethics and Compliance Committee :

## Missions

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- Chairwoman : Sylvie KANDÉ DE BEAUPUY since 2017
- The Committee, created in 2010, examines and monitors the Group's Ethics and Compliance policies as well as the systems and procedures in place to implement these
- As part of its missions, the Committee :
  - Reviews the definition of the Group's core values
  - Reviews the organisation of the Ethics and Compliance function, and if necessary, makes recommendations
  - Reviews the Group's Code of Ethics and the rules and procedures put in place
  - Reviews a presentation on the Group's risk map concerning ethics and compliance, examines the risks identified and their evolution as well as the characteristics of the risk management system
  - Reviews a presentation by the Chief Compliance Officer on the Company's annual activity report regarding ethics and compliance and actions undertaken ; examines and advices on the action plan for the following year and monitors its evolution
  - Is informed of any potential breaches of the ethics and compliance policy and reviews the action plans implemented following such breaches
  - Examines relationships with stakeholders regarding ethics issues
  - Examines the human resources policies concerning human rights

**Activity of the Committee in 2021/22**  
**5 meetings – Attendance 100 % - 3 independent members out of 3 (100%)**



# Ethics and Compliance Committee :

## Activity in 2021/22

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- **The Committee reviewed :**

- The integration plan for Bombardier Transportation from an ethics and compliance point of view
- The Group's Ethics and Compliance objectives and performance indicators
- Status of the implementation of the Alstom Integrity Programme, including the new 2020 Code of Ethics, the Group's instructions, training and awareness efforts, and the deployment of additional resources to the Company's Ethics and Compliance department, notably in light of the acquisition of Bombardier Transportation
- Results of fifth audit of the ISO 37001 standard for Anti-Bribery Management Systems and renewal of the certification of all of the Group's regions until 2023
- A presentation of the Group's risk map with respect to ethics and compliance
- The new EU and US sanctions regime in response to Russia's invasion in Ukraine
- Alstom's data privacy key documentation
- Human Rights protection in Tenders and Projects
- Information about the progress of past and/or pending procedures and investigations



# Integration

Frank MASTIAUX,  
Chairman of the  
Integration Committee

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Integration Committee

## Activity in 2021/22 fiscal year (1/2)

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- **Date of creation:** 29 January 2021 (for a period of two years)  
Chairman: Frank MASTIAUX since date of creation
- **Missions and functioning:**
  - The general purpose of the Integration Committee is to facilitate and monitor the Integration of Bombardier Transportation, and report progress for the purpose of assurance to the Board. In addition, it acts as a sounding board for the Chairman and CEO for any topics pertaining to the integration of the two companies of which it will assess the short, mid and long-term impacts.
  - The Integration Committee meets 4 times a year
  - Regular Attendance: CEO, Chief Digital Transformation Officer (replacing the Chief Strategy Officer as Secretary of the Committee)
- **Activity report of the Committee in 2021/22**
  - 3 meetings held
  - 93% attendance
  - The chairman of the committee holds regular exchange with both central and regional accountable management in integration-related matters
- **Composition:** 2 independent members out of 4 (50%)

# Integration Committee

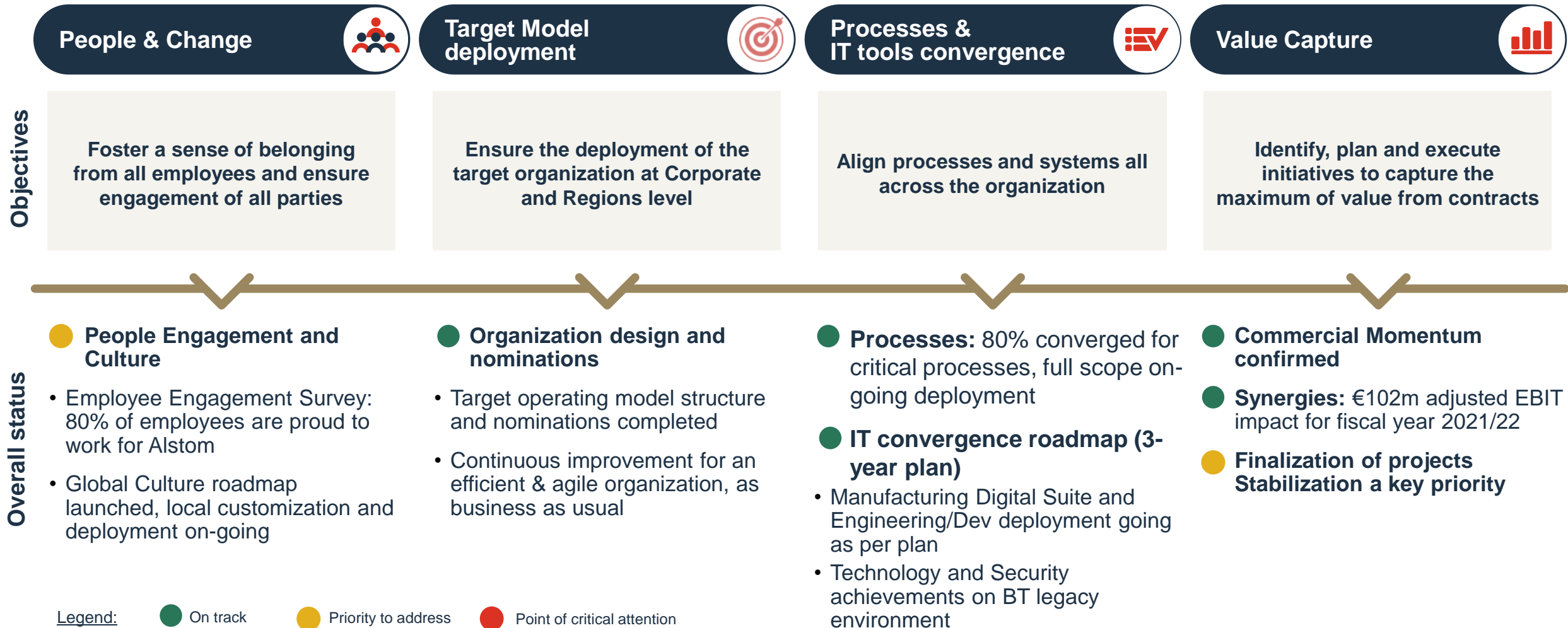
## Activity in 2021/22 fiscal year (2/2)


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- **Progress status and challenges reviewed by the Integration Committee throughout the year on defined and consistent dimensions:**
  - People and Change
  - Target Operating Model Deployment
  - Processes convergence and IT integration roadmap
  - Value Capture
  - Specific regional progress of the integration
  - Specific Performance KPIs results (relevant to integration)
- **Progress Status to date:** *(detailed thereafter)*
- **Longer-term priorities:**
  - Culture/Change management and local implementation
  - Overall process convergence and IT roadmap implementation
  - Finalization of Project portfolio stabilization

# Integration Committee

## Activity in 2021/22 fiscal year: Integration progress status overview





# Integration Committee

## Activity in 2021/22 fiscal year: **Overall Summary**

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- After more than one year of integration, progress and results are tangible.
- Initial comprehensive **Integration Plan** deployment on track, driven and customized as needed to suit each organization's stakes (Regions, Functions and Product Lines)
- **High engagement and significant contribution** from the entire organization measurable (Employee Engagement Survey)
- **Project Stabilization effort** as a key priority, showing positive results
- **Focus is now on longer-term activities** such as culture deployment and process and tools convergence



# Statutory auditors' reports

Edouard Cartier  
**PwC**

Combined Shareholders' Meeting,  
July 12<sup>th</sup>, 2022

# Combined Shareholders' meeting - Statutory auditors' reports

## Ordinary part of General Meeting

### Resolution

### Universal Registration Document

▪ Report on the annual financial statements of Alstom SA	1	p. 147
▪ Report on the consolidated financial statements	2	p. 129
▪ Special report on related-party agreements	4	p. 245
▪ Report by one of the statutory auditors, on the non-financial information statement included in the management report	N/A	p. 317



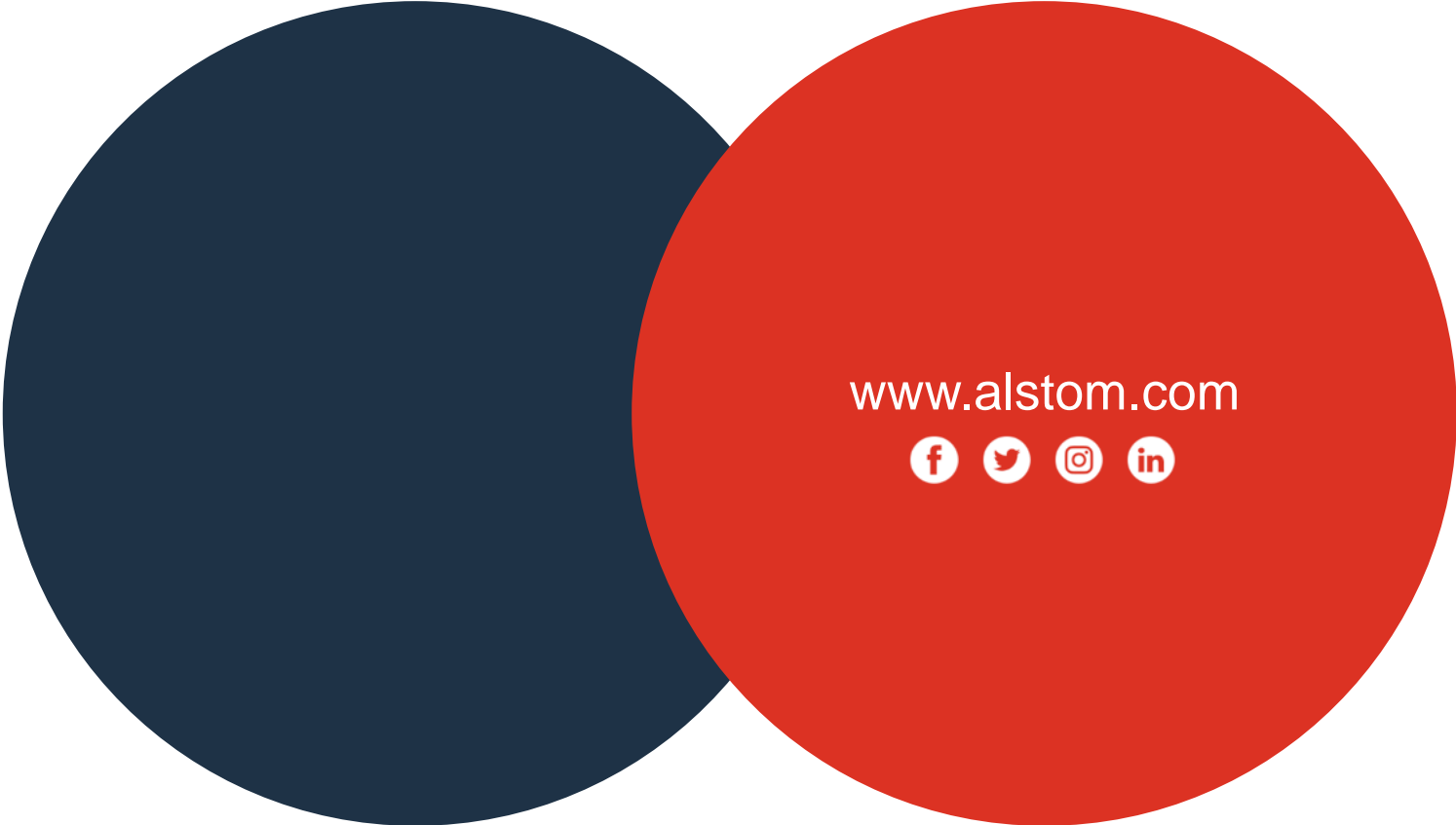
# Combined Shareholders' meeting - Statutory auditors reports

Extraordinary part of General Meeting	Resolution	Notice of Meeting
▪ Report on the reduction of the share capital	13	p. 18
▪ Report on the issuance of shares and miscellaneous securities with preservation and/or cancellation of preferential subscription right	15 to 18 21 to 24	p. 19
▪ Report on the issuance of ordinary shares or other securities reserved for members of a company or a group savings plan	19	p. 21
▪ Report on the share capital increase with cancellation of the shareholders' preferential subscription right	20	p. 22



Questions





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