and ϵ 3,500 (ϵ 3,000 previously) for each Committee meeting attended. In addition, the annual amount allocated to the Lead Independent Director was set at ϵ 30,000 (ϵ 27,500 previously) by the Board.

On the Nominations and Remuneration Committee recommendation, at the 12 March 2019 Board meeting, the Board decided on these revaluations in order to bring the Company's practice in line with that of its peers. Indeed, the amounts tied to directorships and Committee meeting attendance had not changed since 1 October 2012, and the amount relating to the Lead Independent Director had not changed since 6 May 2014.

This compensation policy applies to all Directors (including employee representative Directors) other than the Chairman and Chief Executive Officer, who does not receive any compensation with respect to the Board of Directors. In the case when an observer is designated to attend Board of Directors' meetings, he/she does not receive any compensation.

2. Compensation policy for the 2020/21 fiscal year

For the 2020/21 fiscal year, members of the Board of Directors (other than the Chairman and Chief Executive Officer) will receive:

- fixed annual compensation of €30.000:
- variable compensation of €4,000 per Board meeting the Director attended:
- variable compensation of €3,500 per Committee meeting the Director attended.

The fixed amounts are increased each year by ϵ 20,000 for the Chair of the Audit Committee and by ϵ 15,000 for each of the Chairs of the Nominations and Remuneration Committee and the Ethics, Compliance and Sustainability Committee.

The Lead Independent Director receives fixed compensation of ϵ 30,000 per year.

In addition, Directors are reimbursed for the expenses incurred in connection with their appointment, notably travel and accommodation expenses.

Compensation policy applicable to the Chairman and Chief Executive Officer

1. General principles

Mr Henri Poupart-Lafarge has been the Alstom Group's Chairman and Chief Executive Officer since 1 February 2016. His current mandate was renewed for a four-year term by the General Meeting held on 10 July 2019. Since such General Meeting, Mr Henri Poupart-Lafarge is no longer bound to the Company or to any other Group company by an employment agreement.

The compensation policy applicable to the Chairman and Chief Executive Officer applies to the current Chairman and Chief Executive Officer, Mr Henri Poupart-Lafarge, and to any new executive corporate officer that may be appointed. Dictated by the guiding principles described above, this policy seeks to support the Company's strategy and to align the Chairman and Chief Executive Officer's interests with those of the shareholders and with stakeholders' expectations. In particular, the policy includes the following points, which were approved by the Board of Directors on the recommendation of the Nominations and Remuneration Committee.

 greater weight given to variable elements, in a "pay-for-performance" approach where performance criteria are strictly aligned with the Group's strategic priorities (including societal and environmental priorities);

- a significant portion of compensation is based on the long term (minimum period of three years);
- compensation for overperformance (which is capped, however);
- no exceptional compensation.

In order to set the Chairman and Chief Executive Officer's overall compensation and the level of its various components, the Nominations and Remuneration Committee issues recommendations that are supported by market studies from independent specialised firms (which enables a comparison with similar functions within CAC 40 and Next 20 companies to be made), but that also take care to maintain coherence with the internal practices applicable to Alstom's other senior executives and managers.

The various components of the Chairman and Chief Executive Officer's total compensation are as follows:

Fixed compensation

Fixed compensation is intended to recognise the significance and wide scope of the Chairman and Chief Executive Officer's responsibilities and his experience. This fixed compensation is set for a minimum period of two years, except in the case of a significant change in the scope of the Chairman and Chief Executive Officer's responsibilities or a substantial change in macro-economic conditions.

Short-term variable compensation

Short-term variable compensation is intended to motivate the Chairman and Chief Executive Officer to achieve annual performance objectives set for him by the Board of Directors, consistent with the Group's objectives.

This compensation is entirely tied to the achievement of performance criteria defined by the Board on the recommendation of the Nominations and Remuneration Committee. Whenever possible, the criteria achievement level is measured on the basis of performance indicators adopted more generally within the Company. This last point ensures that the nature of the selected criteria is relevant and aligned with the Company's strategy. At least one of these criteria takes social or environmental considerations into account.

Short-term variable compensation represents 100% of annual fixed gross compensation when the targets are strictly achieved and is capped, in the event of overperformance, at 170% of gross annual fixed compensation. No floor has been set.

The results achieved, the achievement level for each criterion and the amount of the short-term variable portion are determined by the Board no later than at the meeting during which the accounts for the fiscal year are approved. On this occasion, subject to shareholders' approval at the 2020 Annual Shareholders' Meeting, the Board of Directors would benefit from a discretionary power when applying the compensation policy so as to ensure that the Chairman and Chief Executive Officer's actual annual variable compensation properly reflects the Group's performance. If the Board were to decide, on the Nominations and Remuneration Committee's proposal and in the context of exceptional circumstances, to use this discretionary power, it would continue to comply with the principles set out in the compensation policy and provide shareholders with a clear, specific and comprehensive explanation for its choice. This discretionary power would only apply to a limited portion of the annual variable compensation and could increase or decrease the amount of the bonus theoretically achieved - in accordance with the performance criteria – in respect of the fiscal year (i.e., maximum magnitude of plus or minus 15%) and without ever exceeding the global cap provided for in the compensation policy. Thus, the Board of Directors could consider, on the recommendation of the Nominations and Remuneration Committee, that taking into consideration new

Report of the Board of Directors on corporate governance

circumstances appeared during the fiscal year -unpredictable at the time when the Board determined the compensation policy for the concerned exercise- and significantly impacting, upward or downward, the achievement level of the performance criteria attached to the annual variable compensation would comply with the compensation policy previously approved by shareholders. In such a case, the Board could decide, to a limited extent, to modify (in the framework described above) the amount of the annual variable compensation in order that it better reflect the actual performance of the Group.

Long-term variable compensation

Long-term variable compensation is intended to incentivise the Chairman and Chief Executive Officer (as well as the Group's other senior executives and managers) to achieve the Company's strategic objectives over the long term and to contribute to the alignment of the Company's interests with those of the shareholders.

Long-term variable compensation is achieved through performance share plans granted annually around the date the accounts are closed and which are entirely subordinated to the achievement of demanding internal and/or relative performance conditions that are based on simple and measurable key criteria of Alstom's strategy. The satisfaction of the performance conditions is determined at the end of the third fiscal year following the grant date. The Board is prohibited from finding that performance conditions have been achieved or delivering shares under a given plan before the end of such third fiscal year. The vesting of the shares is also subject to the Chairman and Chief Executive Officer's actual continued employment on the vesting date (except in the event of death, disability or retirement).

In the event of a major change in the Group's strategy or structure, the Board of Directors has committed to adapt these performance conditions to the new challenges highlighted for the coming years, both as regards the nature of the conditions and the results to be achieved, all while continuing to be highly demanding and transparent about those changes.

The long-term variable compensation that is thus defined and, as assessed according to IFRS 2, recognised in the consolidated financial statements is capped at one year of on-target short-term compensation, *i.e.* 200% of the fixed short-term compensation.

In addition, the total amount of annual grants to corporate officers may not exceed 2.5% of the overall amount authorised by the Shareholders' Meeting with respect to performance share grants within the Group, nor 10% of the overall grant under the plan in question.

Grants are also subject to holding obligations (described below) and a prohibition on the use of hedging instruments.

Multi-annual compensation

The Company's policy does not provide for multi-year compensation.

Exceptional compensation

The Company's policy does not provide for exceptional compensation.

Compensation tied to directorship

The Company's policy does not provide for compensation for the executive corporate officer that is tied to being a Director of the Company or, as the case may be, a Group company.

Non-compete undertaking

The Company's policy is to enter into a non-compete agreement with its executive corporate officer.

In light of the intimate knowledge of the mobility sector and the new challenges tied to digitalisation the Company's Chairman and Chief Executive Officer has acquired, it is in the Company's interest to provide for a non-compete undertaking that binds the Chairman and Chief

Executive Officer. This undertaking (described below) applies for a period of two years commencing when his term of office ends. The consideration for this commitment consists of a total gross indemnity corresponding to 1.5 times the average gross annual fixed and variable compensation (excluding performance shares) received over the last three fiscal years. The Board of Directors reserves the right, in particular in the event of gross misconduct or major financial issue, to unilaterally waive the benefit of this undertaking as of the date the executive corporate officer's term of office ends. In any event, this non-compete agreement does not apply if the executive corporate officer retires at the end of his term of office. In such a case, no indemnity would be due.

Severance indemnity

The Company's policy does not provide for a severance indemnity for the Chairman and Chief Executive Officer.

Retention conditions of performance shares under vesting period

If the Chairman and Chief Executive Officer leaves the Company, the Board of Directors will assess whether he may retain the right, in full or in part, to acquire shares allocated subject to performance conditions, subject to the following limits:

- retention is only possible in case of a forced departure, i.e. in the event
 of dismissal and not resignation;
- no acquisition is authorised before the acquisition date specified in the relevant plans' rules. Consequently, no early vesting of performance shares is authorised:
- the performance conditions must continue to apply throughout the specified acquisition period;
- the number of shares that will be acquired (once established after measuring the achievement level of the performance conditions) will be subject to a reduction corresponding to the amount of time spent in the Company's service relative to the vesting period of each relevant plan (i.e. a prorata temporis discount); and
- in any event, the appropriateness of the final acquisition of the performance shares will be assessed in view of the Company's situation at the date of the departure and at the initially planned vesting date.
 No performance shares may be acquired if the Company is facing major financial difficulties.

Supplemental pension plans

In order to allow retirement savings to be constituted, the Company's policy provides for its Chairman and Chief Executive Officer to benefit from supplementary defined contribution pension plans. These collective supplementary defined contribution pension plans ("Article 82" and "Article 83" of the French Tax Code) also benefit other Group senior executives and managers. Following the closure (in 2016) and then the definitive liquidation (in 2019) of the "Article 39" supplementary pension plan, the Company's compensation policy no longer provides for the use of supplementary defined benefit pension plans for its executive corporate officer.

The arrangements applicable to the Chairman and Chief Executive Officer are described below.

Other benefits

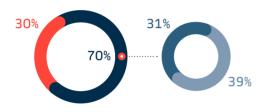
The Company's policy provides that the Chairman and Chief Executive Officer benefits from a Company car, supplemental health care cover, a death/disability insurance contract as is the case with other Group employees who have a certain degree of responsibility, and a private unemployment insurance coverage, the costs of which are borne in part by the Company and for the remaining by the Chairman and Chief Executive Officer.

Compensation policy in respect of the 2020/21 fiscal year

At its meeting of 11 May 2020, on the proposal of the Nominations and Remuneration Committee, the Board defined the structure and composition of the Chairman and Chief Executive Officer's compensation in respect of the 2020/21 fiscal year in accordance with the principles described above.

The structure of the target compensation (monetary and securities) of the Chairman and Chief Executive Officer's (excluding post-mandate compensation) is as follows:

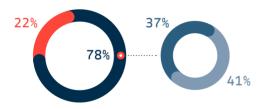
TARGET COMPENSATION



- Annual fixed compensation
- Compensation subject to performance conditions
 - of which annual variable compensation
 - of which long-term incentives (IFRS 2 basis, March 2020 award)

The structure of the maximum compensation (monetary and securities) of the Chairman and Chief Executive Officer (excluding post-mandate compensation) is as follows:

MAXIMUM COMPENSATION



- Annual fixed compensation
- Compensation subject to performance conditions
 - of which annual variable compensation
 - of which long-term incentives (IFRS 2 basis, March 2020 award)

The compensation includes the following components:

Compensation over the term of office

Fixed compensation

Annual fixed gross compensation of the Chairman and Chief Executive Officer amounts to €850,000 (unchanged since 10 July 2019).

On proposal of Mr Henri Poupart-Lafarge and after review of the Nominations and Remuneration Committee, the Board of Directors held on 11 May 2020 decided to decrease by 25% the fixed remuneration of Mr Henri Poupart-Lafarge for the first quarter of fiscal year 2020/21.

This decision has no impact on the calculation basis of the 2020/21 annual variable remuneration nor on the calculation basis of a potential grant of performance shares for 2020/21 to Mr Henri Poupart-Lafarge.

Short-term variable compensation

Target short-term variable compensation (*i.e.* when the targets are strictly achieved) represents 100% of his annual fixed gross compensation. In the event of overperformance, this compensation is capped at 170% of his annual fixed gross compensation. No floor has been set.

On the proposal of the Nominations and Remuneration Committee, at its meeting held on 11 May 2020, the Board of Directors defined the objectives attached to the Chairman and Chief Executive Officer's short-term variable compensation in respect of the 2020/21 fiscal year.

The objectives tied to the Company's overall performance will represent 60% of the target variable compensation and will be based on the same financial criteria of adjusted EBIT, free cash flow, gross margin on orders received and sales, on the one hand, and on criteria tied to ethics and compliance programmes, workplace safety and the result obtained in the Dow Jones Sustainability Index survey, on the other hand.

The financial performance indicators will represent 83% of the objectives tied to the Group's overall performance, *i.e.* 50 out of 60 points.

The objectives tied to specific action plans will be based on criteria established by the Board, qualitative and/or quantifiable, wherever possible. They are tied to the Group's commercial and operational performance, team and organisation development, and, specifically for the 2020/21 fiscal year, the definition and implementation of measures seeking to counter the effects of the Covid-19 crisis and the preparation for the Bombardier Transport acquisition. For confidentiality reasons, the details of the objectives to be reached cannot be disclosed here.

The objectives achievement level will be assessed by the Board on the basis of the results of the 2020/21 fiscal year. In the event of overperformance, the Group's overall performance criteria and the individual criteria may represent up to 120% and 50%, respectively, of annual fixed gross compensation (*i.e.* an overall cap of 170%).

The Board may use a discretionary power when applying the compensation policy so as to ensure that the Chairman and Chief Executive Officer's actual annual variable compensation properly reflects the Group's performance. If the Board were to decide, on the Nominations and Remuneration Committee's proposal and in the context of exceptional circumstances, to use this discretionary power, it would continue to comply with the principles set out in the compensation policy and provide shareholders with a clear, specific and comprehensive explanation of its choice. This discretionary power would only apply to a limited portion of the annual variable compensation and could increase or decrease the amount of the bonus theoretically achieved - in accordance with the performance criteria – in respect of the fiscal year (i.e. maximum magnitude of plus or minus 15%) and without ever exceeding the global cap provided for in the compensation policy. Thus, the Board of Directors could consider, on the recommendation of the Nominations and Remuneration Committee, that taking into consideration new circumstances appeared during the fiscal year -unpredictable at the time when the Board determined the compensation policy for the concerned exercise- and significantly impacting, upward or downward, the achievement level of the performance criteria attached to the annual variable compensation would comply with the compensation policy previously approved by shareholders. In such a case, the Board could decide, to a limited extent, to modify (in the framework described above) the amount of the annual variable compensation in order that it better reflect the actual performance of the Group.

Report of the Board of Directors on corporate governance

In compliance with article L. 225-100, III of the French Commercial Code, payment of this variable compensation is conditional upon shareholders' approval at the 2021 shareholders' meeting convened to approve the 2020/21 financial statements.

Long-term variable compensation

The characteristics of the performance share award policy applied to the Chairman and Chief Executive Officer for the 2020/21 fiscal year are as follows:

In the event of a major change in the Group's strategy or structure, the Board of Directors commits to adapting these performance conditions to the new challenges highlighted for the coming years, both as regards the nature of the conditions and results to be achieved, all continuing to be highly demanding and transparent about those changes beriod Satisfaction of the performance conditions is assessed at the end of the third fiscal year following the grant date. The Board of Directors will not assess whether the performance conditions have been achieved or deliver the shares under a given plan prior to the end of such third fiscal year. At its meeting held on 11 May 2020, the Board of Directors defined the following principles regarding grants to executive corporate officers: • The IFRS 2 value (which is used to establish the Group's consolidated financial statements) of any annual grant shall not exceed one year of annual fixed gross compensation and target short-term variable compensation, which corresponds to the compensation is capped at 100% of maximum short-term compensation (fixed and on-targe variable), i.e. 200% of fixed short-term compensation. • The aggregate amount of annual grants to corporate officers cannot exceed 2.5% of the overall amount authorised by the Shareholders' Meeting for grants to corporate officers cannot exceed 2.5% of the overall amount authorised by the Shareholders' Meeting for grants to performance shares within the Group, nor 10% of the total grants under the relevant plan. Since 2007, for each grant, the Board of Directors has set the number of shares corporate officers must hold untit the end of their terms of office. The Chairman and Chief Executive Officer is thus required to hold in registered form 50% of the performance shares that have vested during the entire term of his appointment (as renewed, as the case may be). This holding requirement ceases to apply when the Chairman and Chief Executive Officer is the purpose of calculating the cap on the holding obligati	Performance conditions	All performance shares are subject to performance conditions which are internal and/or relative.
The Board of Directors will not assess whether the performance conditions have been achieved or deliver the shares under a given plan prior to the end of such third fiscal year. At its meeting held on 11 May 2020, the Board of Directors defined the following principles regarding grants to executive corporate officers: • The IFRS 2 value (which is used to establish the Group's consolidated financial statements) of any annual grann shall not exceed one year of annual fixed gross compensation and target short-term variable compensation, which corresponds to the compensation obtained when achievement are strictly aligned with the set objectives. Thus performance share compensation is capped at 100% of maximum short-term compensation (fixed and on-targe variable), i.e. 200% of fixed short-term compensation. • The aggregate amount of annual grants to corporate officers cannot exceed 2.5% of the overall amount authorises by the Shareholders' Meeting for grants of performance shares within the Group, nor 10% of the total grants under the relevant plan. Since 2007, for each grant, the Board of Directors has set the number of shares corporate officers must hold untit the end of their terms of office. The Chairman and Chief Executive Officer is thus required to hold in registered form 50% of the performance shares that have vested during the entire term of his appointment (as renewed, as the case may be). This holding requirement ceases to apply when the Chairman and Chief Executive Officer reaches a shareholding targe of shares held in registered form corresponding in value to three years of his last annual fixed gross compensation. For the purpose of calculating the cap on the holding obligation, the following is taken into account: • the annual fixed gross compensation applicable on the date of the most recent acquisition of performance shares; and • the respective market price of the shares at the time of each acquisition of performance shares held in registered form corporate officer. The holding requirement	Performance conditions	In the event of a major change in the Group's strategy or structure, the Board of Directors commits to adapting these performance conditions to the new challenges highlighted for the coming years, both as regards the nature of the conditions and results to be achieved, all continuing to be highly demanding and transparent about those changes.
executive corporate officers: The IFRS 2 value (which is used to establish the Group's consolidated financial statements) of any annual gram shall not exceed one year of annual fixed gross compensation and target short-term variable compensation, which corresponds to the compensation is capped at 100% of maximum short-term compensation (fixed and on-targe variable), i.e. 200% of fixed short-term compensation. The aggregate amount of annual grants to corporate officers cannot exceed 2.5% of the overall amount authorises by the Shareholders' Meeting for grants of performance shares within the Group, nor 10% of the total grants under the relevant plan. Since 2007, for each grant, the Board of Directors has set the number of shares corporate officers must hold untit the end of their terms of office. The Chairman and Chief Executive Officer is thus required to hold in registered form 50% of the performance shares that have vested during the entire term of his appointment (as renewed, as the case may be). This holding requirement ceases to apply when the Chairman and Chief Executive Officer reaches a shareholding targe of shares held in registered form corresponding in value to three years of his last annual fixed gross compensation For the purpose of calculating the cap on the holding obligation, the following is taken into account: • the annual fixed gross compensation applicable on the date of the most recent acquisition of performance shares; and • the respective market price of the shares at the time of each acquisition of performance shares held in registered form by the Chairman and Chief Executive Officer. The holding requirement was satisfied on 31 March 2020, as Mr Henri Poupart-Lafarge held a number of registered shares on that date representing a value of more than three years of his last annual fixed gross compensation. The Chairman and Chief Executive Officer formally undertakes not to use hedging instruments in respect of the performance shares granted by the Company during the entire duration	Vesting and performance period	The Board of Directors will not assess whether the performance conditions have been achieved or deliver the shares
the end of their terms of office. The Chairman and Chief Executive Officer is thus required to hold in registered form 50% of the performance shares that have vested during the entire term of his appointment (as renewed, as the case may be). This holding requirement ceases to apply when the Chairman and Chief Executive Officer reaches a shareholding targer of shares held in registered form corresponding in value to three years of his last annual fixed gross compensation For the purpose of calculating the cap on the holding obligation, the following is taken into account: • the annual fixed gross compensation applicable on the date of the most recent acquisition of performance shares; and • the respective market price of the shares at the time of each acquisition of performance shares held in registered form by the Chairman and Chief Executive Officer. The holding requirement was satisfied on 31 March 2020, as Mr Henri Poupart-Lafarge held a number of registered shares on that date representing a value of more than three years of his last annual fixed gross compensation. Prohibition on hedging instruments and Chief Executive Officer formally undertakes not to use hedging instruments in respect of the performance shares granted by the Company during the entire duration of his term of office. To the Company's knowledge, no hedging instrument has been put in place. Blackout periods No transaction involving the Company's securities may be carried out during the 30-calendar days preceding the publication of the Company's half-year and annual results (which period is reduced to the 15-calendar days for quarterly results) and up until the second trading day following this publication. During periods where trading is authorized, the Group's internal rules of good conduct create an obligation to consult the Complaince Officer, in the event of any doubt prior to conducting a transaction.	Limits applicable to the grant	 The IFRS 2 value (which is used to establish the Group's consolidated financial statements) of any annual grant shall not exceed one year of annual fixed gross compensation and target short-term variable compensation, which corresponds to the compensation obtained when achievement are strictly aligned with the set objectives. Thus, performance share compensation is capped at 100% of maximum short-term compensation (fixed and on-target variable), i.e. 200% of fixed short-term compensation. The aggregate amount of annual grants to corporate officers cannot exceed 2.5% of the overall amount authorised by the Shareholders' Meeting for grants of performance shares within the Group, nor 10% of the total grants
performance shares granted by the Company during the entire duration of his term of office. To the Company's knowledge, no hedging instrument has been put in place. No transaction involving the Company's securities may be carried out during the 30-calendar days preceding the publication of the Company's half-year and annual results (which period is reduced to the 15-calendar days for quarterly results) and up until the second trading day following this publication. During periods where trading is authorized, the Group's internal rules of good conduct create an obligation to consult the Compliance Officer, in the event of any doubt prior to conducting a transaction.	Holding requirement	This holding requirement ceases to apply when the Chairman and Chief Executive Officer reaches a shareholding target of shares held in registered form corresponding in value to three years of his last annual fixed gross compensation. For the purpose of calculating the cap on the holding obligation, the following is taken into account: • the annual fixed gross compensation applicable on the date of the most recent acquisition of performance shares; and • the respective market price of the shares at the time of each acquisition of performance shares held in registered form by the Chairman and Chief Executive Officer. The holding requirement was satisfied on 31 March 2020, as Mr Henri Poupart-Lafarge held a number of registered
publication of the Company's half-year and annual results (which period is reduced to the 15-calendar days for quarterly results) and up until the second trading day following this publication. During periods where trading is authorized, the Group's internal rules of good conduct create an obligation to consul the Compliance Officer, in the event of any doubt prior to conducting a transaction.	Prohibition on hedging instruments	
Frequency When a grant is made, it is made annually, around the fiscal year closing date.	Blackout periods	During periods where trading is authorized, the Group's internal rules of good conduct create an obligation to consult
	Frequency	When a grant is made, it is made annually, around the fiscal year closing date.

The level of grant, which is determined by the Board, on the Nominations and Remuneration Committee's proposal, takes into consideration all of the Chairman and Chief Executive Officer's compensation components and market practices.

The general characteristics of the performance shares granted to the Chairman and Chief Executive Officer are identical to those offered under the same plan to the Company's management teams.

Benefits in-kind

Benefits in kind from which the Chairman and Chief Executive Officer benefits are limited to a Company vehicle, supplemental health insurance, life and disability insurance, and private unemployment insurance coverage, the costs of which are shared by the Company and the Chairman and Chief Executive Officer.

Compensation at the end of the term of office

Non-compete undertaking

The non-compete agreement entered into with the Chairman and Chief Executive Officer is limited to a two-year period commencing on the date the executive corporate officer's term of office ends. Consequently, at the end of his term of office (for any reason and at any time), the Chairman and Chief Executive Officer undertakes to abstain from acquiring an interest in, participating in, associating himself in any way with or engaging in, directly or through a legal entity, in the capacity of corporate officer, employee or consultant, worldwide, in any company with a significant activity (15% of turnover or at least £1 billion) related to the production of equipment or systems used in the railway industry or in public ground transport. Transportation operators are excluded from the scope of this non-compete undertaking.

In return for this commitment, the Chairman and Chief Executive Officer would receive a total gross indemnity corresponding to 1.5 times the average of his annual fixed and variable gross compensation received over the three fiscal years preceding the date of the end of his term of office (excluding performance shares). This indemnity would be paid on a monthly basis in twenty-four equal instalments throughout the entire term of the non-compete undertaking.

If the non-compete undertaking is breached at any time by the executive corporate officer:

- the Company will be released from its obligation to pay the financial indemnity; and
- the executive corporate officer would have to reimburse all amounts already received under the non-compete undertaking.

The Company, acting through its Board of Directors, reserves the right, in particular in the event of gross misconduct or major financial issue, to unilaterally waive the benefit of this non-compete undertaking on the date the executive corporate officer's term of office ends. In such a case, the executive corporate officer would be freed from any obligation and no indemnity would be due in this respect.

In any event, this non-compete agreement does not apply if the executive corporate officer retires at the end of his term of office. In such a case, no indemnity would be due.

The Board of Directors believes that, in certain circumstances, the ability to require executive corporate officers to enter into a non-compete undertaking is favourable to the Company. This is particularly the case with Mr Henri Poupart-Lafarge, in view of his knowledge – acquired over more than 20 years – of the mobility sector and of the new challenges resulting from the digitalisation of this sector. The Board considers that the Company's competitors must not, under any circumstances, benefit from this expertise. Therefore, this undertaking is intended to protect the Group's interests.

Retention conditions of performance shares under vesting period

If the Chairman and Chief Executive Officer leaves the Company, the Board of Directors will assess whether he may retain the right, in full or in part, to acquire shares allocated subject to performance conditions, subject to the following limits:

- retention is only possible in case of a forced departure, i.e. in the event
 of dismissal and not resignation;
- no acquisition is authorised before the acquisition date specified in the relevant plans' rules. Consequently, no early vesting of performance shares is authorised;
- the performance conditions must continue to apply throughout the specified acquisition period;

- the number of shares that will be acquired (once established after measuring the achievement level of the performance conditions) will be subject to a reduction corresponding to the amount of time spent in the Company's service relative to the vesting period of each relevant plan (i.e. a prorata temporis discount); and
- in any event, the appropriateness of the final acquisition of the performance shares will be assessed in view of the Company's situation at the date of the departure and at the initially planned vesting date.
 No performance shares may be acquired if the Company is facing major financial difficulties.

Supplemental pension plans

In respect of supplemental pension plans, pursuant to the Company's compensation policy, the Chairman and Chief Executive Officer benefits

- a defined contribution supplementary retirement scheme ("Article 83") as follows:
 - the contributions are paid annually and correspond to 1% of annual compensation up to four annual Social Security caps, 4% of annual compensation between four and eight times the annual Social Security cap and 11% of annual compensation between eight and twelve times the Social Security cap,
 - since 1 July 2014, 95% of the contributions are paid by the Company;
- a defined contribution supplementary retirement scheme ("Article 82").
 The calculation of this annual contribution is based on total annual compensation (fixed and variable compensation due in cash) as follows:
 - 10% of fixed gross compensation between eight and 12 annual Social Security caps and 20% of his fixed gross compensation in excess of 12 annual Social Security caps,
 - 20% of his annual variable compensation as determined by the Board of Directors.
 - the reference compensation (fixed and variable due in cash) used to calculate the contribution cannot, in any case, be greater than \$\infty\$2.000.000.
 - no contribution is paid if the calculation of the variable compensation equals zero,
 - the Chairman and Chief Executive Officer has undertaken, once the tax and social obligations relating to these contributions are satisfied, to keep amounts paid within the dedicated retirement savings vehicle, at least for his term of office.

Further to a presentation by the Nominations and Remuneration Committee, on 6 May 2019, the Board of Directors took note of the terms of the final conditions of liquidation of the "Article 39" plan (closed and whose cumulated rights were frozen on 31 December 2016) from which Mr Henri Poupart-Lafarge benefited on the date he resigned from his employment contract with Alstom Executive Management SAS, taking account of the fact that:

- Mr Henri Poupart-Lafarge would no longer be bound to Alstom Executive Management SAS by an employment contract starting at the 2019 Annual Shareholder Meeting;
- the loss of rights acquired between 1 January 2004 and 31 December 2016 will be offset by a balancing payment (soulte) to the "Article 82" defined contribution plan, paid annually in thirds over three years starting on the first anniversary of his resignation from his employment contract, and subject to his continued presence within the Company at each payment due date. The amount of this balancing payment includes an individual discount from the value of the recorded liability, which was established based on a proposal by external actuaries;

- the value of this balancing payment, as valued by the Company's actuarial advisers, is €3,375,000 (gross) and is subject to social charges and taxes in accordance with the legislation in force at the time of the various payments. This amount reflects a discount of about 20% compared with the value of the liabilities (excluding taxes) at 31 March 2019 in order to take into account the impact of the transformation of rights subject to conditions of continued employment within the Group into a definitively acquired pension capital, i.e. savings of more than €1 million for the Company;
- the final closeout of this "Article 39" scheme applies to all its
- Mr Henri Poupart-Lafarge's commitment, after the payment of the corresponding social and tax contributions, is to keep in this pension plan all the amounts paid, at least until the expiration of his corporate officer term of office.

The payment of the balance relating to Mr Henri Poupart-Lafarge will be made in thirds in three annuities, in July 2020, July 2021, and July 2022. subject to his continued presence within the Company.

Components of compensation paid during or awarded in respect of the 2019/20 fiscal vear to the corporate officers

Compensation paid during or awarded in respect of the 2019/20 fiscal year to members of the Board of Directors

TABLE 3 - TABLE ON COMPENSATION RECEIVED BY NON-EXECUTIVE DIRECTORS AS OF 31 MARCH 2020

Gross Amounts ⁽¹⁾	2018/19 fiscal year 2019/20 fiscal year		scal year	
Non-executive Directors	Amounts paid during the fiscal year (in €)	Amounts awarded in respect of the fiscal year (in €)	Amounts paid during the fiscal year (in €)	Amounts awarded in respect of the fiscal year (in €)
Candace K. Beinecke ⁽²⁾	64,500	67,781	59,031	22,500
Olivier Bouygues	55,500	67,781	59,781	62,250
Bi Yong Chungunco	58,250	75,750	85,750	87,500
Françoise Colpron ⁽³⁾	55,500	67,781	59,781	23,250
Yann Delabrière	111,000	124,615	133,115	139,500
Clotilde Delbos ⁽⁴⁾	6,250	35,344	59,344	76,250
Gérard Hauser	73,250	92,417	106,917	108,500
Sylvie Kandé de Beaupuy	74,500	86,781	85,281	84,750
Klaus Mangold ⁽⁵⁾	46,917	70,281	75,781	30,250
Géraldine Picaud ⁽⁶⁾	66,250	25,500	-	-
Baudouin Prot ⁽⁷⁾	6,250	51,781	87,031	84,500
Sylvie Rucar ⁽⁸⁾	86,250	108,250	122,750	125,000
Bouygues ⁽⁹⁾	70,500	85,000	85,750	84,000
TOTAL	774,917	959,062	1,020,312	928,250

- (1) Gross amounts. The non-executive Directors do not receive any other compensation from the Company or Group companies.
- (2) Director whose term of office expired on 10 July 2019.
- (3) The Board officially acknowledged this Director's resignation on 16 September 2019.
- (4) Director appointed in July 2018.
- (5) Director whose term of office expired on 10 July 2019.
- (6) Director who resigned on 30 July 2018.
- (7) Director appointed on 17 July 2018.
- (8) Director who became the chair of the Audit Committee upon the departure of Ms Géraldine Picaud.
- (9) Director whose representative was Mr Philippe Marien, and then, commencing 19 February 2020, Mr Pascal Grangé (share of the amount allocated in respect of the 2019/20 fiscal year relating to Mr Philippe Marien: €74,000 and share relating to Mr Pascal Grangé: €10,000).