



ETHICS and COMPLIANCE COMMITTEE INTERNAL RULES

(as amended by the Board of Directors on 8 July 2020)

1. Membership

The Ethics and Compliance Committee (hereinafter referred to as the "Committee") shall consist of at least three members, including a Chairman, all appointed by the Board of Directors from among the Directors of ALSTOM upon the recommendation of the Nominations and Remuneration Committee. The term of office of a member of the Committee shall not exceed her or his term of office as a Director. The Board of Directors can, at any time, change the composition of the Committee.

At least two thirds of the Committee as members must be independent Directors, and an independent Director must chair the Committee. The criteria according to which a Director as independence is qualified are determined by the Board of Directors upon recommendation of the Nominations and Remuneration Committee in accordance with corporate governance principles that the Company abides by.

A Committee member cannot be a corporate officer of the Company with management duties.

2. Duties

The Committee shall act under the authority of the Board of Directors.

The Committee reviews and monitors the Company as policies on ethics and compliance matters and the systems and procedures in place to effectuate these policies and provides the Board of Directors with its views.

In fulfilling its role, the Committee is responsible for the following:

- To review the definition of the Group as core values and ethics and compliance policy;
- To review the organization of the Ethics and Compliance function and make recommendations if any ;
- To review the Group as ethics charters, rules and procedures (including procedures with third parties); the Committee is informed of the plans for their promotion and implementation;
- To receive, on an annual basis, the presentation of the Group as risk map concerning ethics and compliance; it reviews the risks thus identified and is kept informed of their evolution and of the characteristics of their management systems;
- To receive from the Chief Compliance Officer the annual activity report on the Company as ethics and compliance policy and actions undertaken;
- To review and recommend the proposed compliance action plan for the following year and to monitor its development;
- The Committee is informed of any possible cases of non-compliance with respect to the ethics and compliance policy and reviews the actions plans carried out as a result of such cases;
- To review the liaison with stakeholders over ethical issues;

- to review the human resources policies, objectives and results in the areas of diversity, equal employment and human rights in a wide sense.

3. Operating procedures

The Committee shall meet at least two times a year at the convocation of its Chairman or the Chairman of the Board of Directors, upon reasonable previous notice or without delay in case of urgency. In addition, each member may propose a meeting if he sees the need to discuss particular matters. Convening of the Committee may be done by any means, including verbally.

A quorum of at least two members present is required for a Committee Meeting to take place. The Chairman of the Meeting shall be an independent Director.

The Chairman of the Committee shall appoint the Secretary(ies) of the Committee.

Materials related to the matters on the Meeting's agenda are to be provided to the members of the Committee sufficiently in advance of the Meeting, wherever necessary, to allow the Committee's members to carry out their review.

The Committee should meet with any officer of the group it may deem necessary to perform its duties and with the external auditors, under the conditions it sets forth and, as the case may be, without the presence of Management.

At its sole discretion, the Committee shall have authority to retain such experts, counsel and other personnel as it deems appropriate, while expenses associated with the use of this authority will be borne by the Company.

If needed, the Committee provides the Audit Committee with the information it deems necessary on the risk map for ethics and compliance.

The Committee may request all information as well as any training necessary to the completion of its duties.

Meetings of the Committee may be held in person or through any other means (telephone or videoconference; exchange of documents by mail, telecopy or by electronic transfer) which permit the agenda and preliminary documents to be transmitted to members and which permit members to exchange opinions and to establish the Committee's recommendations, conclusions and comments.

The minutes of Meetings shall be prepared by the Secretary(ies) of the Committee for approval of the Chairman of the Committee and the other members of the Committee. Once approved, the Secretary(ies) shall keep the minutes of the Committee Meetings which are at the disposal of the members of the Board of Directors.

4. Report to the Board

The Chairman of the Committee or the member designated by the Committee when the Chairman is unable to attend shall, on a regular basis, report on the performance of the Committee's duties and its recommendations, conclusions and comments to the Board of Directors and its Chairman. The Committee must inform the Board as soon as possible whenever it encounters a problem.

A formal and externalized evaluation of the functioning of the Committee is done at least once every three years and, in any case, the Board of Directors dedicates once a year an item of its agenda to the review of its functioning and the one of all the Committees.

The Committee shall review at least annually the adequacy of these rules and submit any proposed amendment to the Board of Directors for approval.

A summary of the activity of the Committee during the elapsed year is included in the Company's annual report and is presented to the annual shareholders meeting.

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