THALES
COMBINED ANNUAL AND EXTRAORDINARY SHAREHOLDERS’ MEETING OF 11 MAY 2022
Draft resolutions

Ordinary resolutions

Resolution One (Approval of the consolidated financial statements for the 2021 financial year)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the consolidated financial statements for the financial year ended 31 December 2021, as drawn up and presented thereto, and which show a consolidated net profit, Group share of €1,088.8 million.

Resolution Two (Approval of the Company's financial statements for the 2021 financial year)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, approves the parent company financial statements for the financial year ended 31 December 2021, as drawn up and presented thereto, and which show a net profit of €452.2 million.

In accordance with the provisions of Article 223 quadr of the French Tax Code, the General Meeting approves in particular (i) the amount of non-deductible expenses (Article 39-4 of the French Tax Code) and (ii) the tax borne as a result of those expenses, as referred to in the Notes to these Financial Statements.

Resolution Three (Allocation of the parent company's earnings and calculation of the dividend at €2.56 per share for 2021)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, notes that distributable earnings include:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>net profit for financial year 2021</td>
<td>€452,246,810.12</td>
</tr>
<tr>
<td>less allocation to legal reserve</td>
<td>-€13,605.30</td>
</tr>
<tr>
<td>plus retained earnings at 31 December 2021</td>
<td>€2,106,512,464.99</td>
</tr>
<tr>
<td>plus an interim dividend of €0.60 per share paid on 9 December 2021 and deducted from retained earnings</td>
<td>€127,406,081.40</td>
</tr>
<tr>
<td>Total</td>
<td>€2,686,151,751.21</td>
</tr>
</tbody>
</table>

The Annual General Meeting resolves to allocate these distributable earnings as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Distribution of a dividend of €2.56 per share on 213,411,309 shares bearing rights from 1 January 2021 (including the interim dividend of €0.60 per share paid on 9 December 2021 charged to the 2021 dividend)</td>
<td>€546,332,951.04</td>
</tr>
<tr>
<td>Balance carried forward</td>
<td>€2,139,818,800.17</td>
</tr>
</tbody>
</table>
**(English translation for convenience only)**

Forfaitaire unique or PFU of 30%. For individuals domiciled in France who have exercised such an option, this dividend is subject to income tax according to the progressive scale for income tax and is eligible for the 40% reduction provided for in paragraph 2 of Article 158-3 of the French General Tax Code.

As required by law, information on the amount of dividends paid for the last three financial years is given below:

<table>
<thead>
<tr>
<th>Year</th>
<th>Dividend per share</th>
<th>Total amount distributed</th>
</tr>
</thead>
<tbody>
<tr>
<td>2018</td>
<td>€2.08 (1)</td>
<td>€442,018,319.00</td>
</tr>
<tr>
<td>2019</td>
<td>€0.60 (1)</td>
<td>€127,316,769.00</td>
</tr>
<tr>
<td>2020</td>
<td>€1.76 (1)</td>
<td>€374,777,030.32</td>
</tr>
</tbody>
</table>

(1) The dividend corresponds to the total amount of income distributed for the financial year. In case of option for the progressive income tax rate schedule, the whole dividend was eligible for the reduction provided for in paragraph 2 of Article 158-3 of the French General Tax Code.

**Resolution four** (Approval of an agreement relating to the creation, by the Company, of an economic interest grouping, in accordance with Article L. 225-42 of the French Commercial Code)

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, and having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, approves, in accordance with the provisions of Article L. 225-42 of the French Commercial Code, the agreement relating to the creation by the Company of a joint economic interest grouping with Dassault Systèmes SE among other companies.

**Resolution Five** (Renewal of Ms Anne-Claire Taittinger as an “External director”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Ms Anne-Claire Taittinger as an “External director”, under the terms of the shareholders’ agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

**Resolution Six** (Renewal of Mr Charles Edelstenne as a director, upon proposal of the “Industrial Partner”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Mr Charles Edelstenne as a director appointed upon proposal of the “Industrial Partner”, under the terms of the shareholders’ agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

**Resolution Seven** (Renewal of Mr Eric Trappier as a director, upon proposal of the “Industrial Partner”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Mr Eric Trappier as a director appointed upon proposal of the “Industrial Partner”, under the terms of the shareholders’ agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

**Resolution Eight** (Renewal of Mr Loïk Segalen as a director, upon proposal of the “Industrial Partner”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Mr Loïk Segalen as a director appointed upon proposal of the “Industrial Partner”, under the terms of the shareholders’ agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

**Resolution Nine** (Renewal of Ms Marie-Françoise Walbaum as a director, upon proposal of the “Industrial Partner”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Ms Marie-Françoise Walbaum as a director appointed upon proposal...
of the "Industrial Partner", under the terms of the shareholders' agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

Resolution Ten (Renewal of Mr Patrice Caine as a director, upon proposal of the "Public Sector")

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Mr Patrice Caine as a director appointed upon proposal of the "Public Sector", under the terms of the shareholders' agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

Resolution Eleven (Approval of the 2021 compensation scheme paid or granted to Mr Patrice Caine, Chairman and Chief Executive Officer and the sole company representative)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items that make up the total compensation and benefits of all types paid during the 2021 financial year, or granted for the same financial year to Mr Patrice Caine, Chairman and Chief Executive Officer, as presented in the corporate governance report appearing in paragraph 4.4.1.1 of the 2021 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 11 May 2022.

Resolution Twelve (Approval of information relating to the 2021 compensation of Company representatives)

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code as presented in the corporate governance report, paragraph 4.4.1 of the 2021 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 11 May 2022.

Resolution Thirteen (Approval of the compensation policy for the Chairman and Chief Executive Officer)

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the Chairman and Chief Executive Officer as presented in the said report, appearing in paragraph 4.4.2.1.B of the 2021 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 11 May 2021.

Resolution Fourteen (Approval of the compensation policy for the directors)

The General Meeting, deliberating under the quorum and majority conditions required for ordinary general meetings, having reviewed the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the compensation policy for the directors, as presented in the said report appearing in paragraph 4.4.2.2 of the 2021 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 11 May 2022.

Resolution Fifteen (Authorisation granted to the Board of Directors to allow the Company to trade in its own shares, with a maximum purchase price of €140 per share)

Having reviewed the report of the Board of Directors, the General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, authorises, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, of Regulation (UE) No. 596/2014 of the European Parliament and of the Council dated 16 April 2014 and of Commission
delegated Regulation (UE) 2016/1052 of 8 March 2016, the Board of Directors to trade in the Company’s shares with a maximum purchase price of €140 per share.

In the event of capital transactions, in particular through a capital increase by capitalisation of reserves and a free allocation of shares, or through a stock split or reverse stock split, the above-mentioned maximum purchase price will be adjusted accordingly.

The number of shares that may be acquired under this authorisation cannot exceed 10% of the shares comprising the Company’s share capital as of the repurchase date. Moreover, the Company cannot at any time hold more than 10% of its share capital.

As an indication and taking into account the number of shares making up the share capital at 31 December 2021, the maximum amount of the transaction, pursuant to Article R. 225-151 of the French Commercial Code, would stand at €2,987,758,200, which would correspond to 10% of the share capital (i.e. a maximum of 21,341,130 shares acquired) at the maximum purchase price of €140 per share.

This authorisation is intended to enable the Company:

- to sell or allocate shares or rights attached to securities, particularly when share purchase options are exercised or existing free shares are allocated, or when shares are sold and/or supplemented under an employee shareholding scheme transaction on existing shares, or in the event of allocations in any shape or form, to employees and executives of the Company and/or related companies, and to the Company’s representative, under the conditions defined by the applicable legal provisions in force;
- to retain shares for later use in connection with external growth transactions, mergers, demergers or contributions;
- to make use of market practices accepted by the French financial markets authority (Autorité des marchés financiers - AMF), such as the purchase and sale of shares under a liquidity contract that has been agreed with an investment services provider and that complies with the code of professional conduct recognised by the AMF;
- to cancel shares in accordance with a General Meeting resolution in force; and
- more generally, to carry out any other transaction that is accepted, or that might become authorised or accepted, by the law or regulations in effect or by the AMF in accordance with market practice.

Shares may at any moment, except during public offering periods for the Company’s shares, and within the limits set by the regulations in effect, be purchased, sold, exchanged or transferred, either on the market, over the counter or otherwise, by any means, and in particular through the use of any derivative financial instruments, including the use of options or warrants, and with no special limit for blocks, directly or by any third party, under conditions stipulated by the market authorities and at times that the Board of Directors or person acting on behalf of the Board of Directors deems appropriate.

To ensure this authorisation can be executed, full powers are granted to the Board of Directors, with the right to delegate said powers, to place any stock market orders, enter into any agreements, make any disclosures, carry out any other formalities, including allocating or reallocating purchased shares as intended, make any disclosures to the AMF and any relevant bodies, and generally to do whatever is necessary.

This authorisation, which cancels the authorisation given under resolution twelve of the General Meeting of 6 May 2021, is granted for a period of 18 months from the date of this General Meeting.
Extraordinary resolutions

Resolution Sixteen (Authorisation granted to the Board of Directors for a period of 26 months for the purpose of allocating free shares, within the limit of 1% of the share capital, to employees of the Thales group)

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code and L. 22-10-59 of the French Commercial Code:

- authorises the Board of Directors to allocate – on one or more occasions – existing free shares to employees or certain categories of employees from either the Company itself or from economic interest groupings directly or indirectly linked to the Company under the terms of Article L. 225-197-2 of the French Commercial Code;
- decides that the Board of Directors will determine the identity of the beneficiaries of the share allocations, the number of shares that can be allocated to each of them, the conditions for allocating the shares which may, for certain categories of employees, include performance criteria based on quantitative and/or qualitative criteria assessed over a period that will be determined by the Board of Directors and, where appropriate, other criteria for allocating shares for the allocation to become definitive;
- decides that if the allocation consists of a supplement made in the form of free shares under employee shareholding scheme transactions decided by the Board of Directors for the benefit of the majority of the Group's employees and/or under global schemes, these allocations will be made without performance conditions and will not be deducted from the cap established below, but will be deducted from the cap established in Resolution Fifteen;
- decides that the shares that may be allocated under this resolution can be acquired by the Company as part of the share buy-back programme authorised by the General Meeting in respect of Article L. 22-10-62 of the French Commercial Code;
- decides that the total number of existing free shares allocated under this resolution may not exceed 1% of the share capital on the date the Board of Directors first uses this delegation, without taking into account adjustments likely to be made to preserve beneficiaries' rights and in accordance with the legal and regulatory provisions and the applicable contractual provisions;
- decides that, in accordance with the law, said shares will be definitively allocated to their beneficiaries:
  - either at the end of a minimum vesting period of one year, on the understanding that all beneficiaries must then hold said shares for a minimum period of one year following their final allocation,
  - or, for all or part of the shares allocated, at the end of a minimum vesting period of two years, and in this case, with no minimum holding period,
  on the understanding that the Board of Directors will have the right to choose between these two options and to use them alternatively or concurrently, and may in either case extend the vesting period, or, in the first case, extend the holding period and, in the second case, establish a vesting period;
- decides that said shares will be definitively allocated to their beneficiaries prior to expiry of the aforementioned vesting periods in the event of invalidity of the beneficiary corresponding to classification into the second or third categories provided for in Article L. 341-4 of the French Social Security Code or equivalent foreign code and that said shares will be freely assignable in the case of invalidity of the beneficiary corresponding to classification into the aforementioned categories of the French Social Security Code or equivalent foreign code;
- delegates all powers to the Board of Directors with the right to sub-delegate within the limits provided for by law, to establish this authorisation, in order to carry out, where applicable during the vesting period and for the purpose of preserving the beneficiaries’ rights, adjustments of the number of shares allocated based on potential transactions on the Company's share capital, to carry out all acts and formalities, and in general to take all necessary action;
- grants full powers to the Board of Directors to temporarily suspend rights to share allocations under conditions stipulated by law;
- set the validity period of this delegation at 26 months, starting from the date of this General Meeting.
This authorization renders null and void the authorisation given under the tenth resolution approved by the General Meeting of 6 May 2020, for its unused portion.

**Resolution Seventeen (Delegation of authority granted to the Board of Directors for a period of 26 months to decide on the issuance of shares or securities giving access to share capital or securities conferring the right to the allotment of debt securities with application of shareholders’ preferential subscription rights)**

Having reviewed the report of the Board of Directors and the special report of the Auditors, and in accordance with the provisions of Articles L. 225-129 et seq., in particular Articles L. 225-129-2 and L. 225-132, and the provisions of Articles L. 228-91 et seq. and L. 22-10-49 of the French Commercial Code, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having noted that the share capital is fully paid up:

- delegates to the Board of Directors, with the right to sub-delegate under conditions established by law and by the articles of association, and in a manner that complies with the legal and regulatory provisions in effect at the time of issuance, its authority to decide on and carry out, on one or more occasions, in the proportions and at the times it deems appropriate, whether in France or overseas, the issuance with preferential subscription rights, whether in euros or in a foreign currency, (i) of ordinary shares in the Company, (ii) of securities governed by Articles L. 228-91 et seq. of the French Commercial Code representing equity securities in the Company conferring rights by any means, immediately and/or in the future, to other equity securities in the Company and/or conferring rights to the allocation of debt securities in the Company, and/or (iii) securities representing debts, whether or not they are governed by Articles L. 228-91 et seq. of the French Commercial Code, conferring rights or able to confer rights by any means, immediately and/or in the future, to equity securities in the Company to be issued (these securities may, where appropriate, also confer rights to existing equity securities and/or debt securities in the Company), the subscription to which can be made in cash, by way of a set-off against certain, liquid and due receivables or, in part, through the capitalisation of reserves, profits or premiums;
- decides that the maximum nominal amount of the capital increases that may be made immediately and/or over time by virtue of the above delegation may not exceed €159 million, to which amount shall be added, where applicable, the nominal amount of the supplementary shares to be issued in order to protect, in accordance with the provisions of the law and regulations, in addition to contractual stipulations providing for other cases of adjustment, the interests of the holders of securities giving access to equity capital, of options to subscribe for or purchase shares or of rights to free allotments; the nominal amount of any capital increase that may be carried out pursuant to this delegation shall be counted toward the overall cap provided in Resolution Twenty-two of this General Meeting;
- decides further that the maximum nominal amount of debt securities giving access to the equity capital of the Company that may be issued by virtue of the above delegation may not exceed €3 billion, or the equivalent of that amount in the event of issues in foreign currency or in a unit of account fixed by reference to multiple currencies; the nominal amount of any issue of debt securities giving access to equity capital that may be carried out pursuant to this authorisation shall be counted toward the overall cap provided in Resolution Twenty-two of this General Meeting;
- decides that the shareholders may exercise, under the terms provided by law, their preferential subscription rights in accordance with their fixed entitlement, it being specified that the Board of Directors shall have the ability to use the option offered by the final paragraph of Article L. 225-210 of the French Commercial Code to disregard shares that are held as treasury shares when determining the preferential subscription rights attached to the other shares. Furthermore, the Board of Directors shall have the option to grant the shareholders the limitable right to subscribe for a number of securities in excess of their fixed entitlement, in proportion to the subscription rights that they hold and capped in all events at the amounts requested by them.
- decides that if irrevocable subscriptions and, where applicable, revocable subscriptions have not absorbed the full amount of the capital increase, the Board of Directors may, in accordance with Article L. 225-134 of the French Commercial Code, decide to use the authorisations provided for below, or certain of them, in whatever order it deems appropriate:
  - to limit the issue to the amount subscribed, provided that such amount is equal to at least three-quarters of the issue, increased where applicable in accordance with the terms of Resolution Twenty below, and/or;
  - to freely allocate some or all of the unsubscribed shares and/or;
(English translation for convenience only)

- to offer some or all of the unsubscribed shares to the public;
- decides that in the event that warrants to subscribe for shares in the Company are issued, such issue may take place either by cash subscription in accordance with the terms set out above or by free allotment to the owners of the existing shares;
- notes that, where applicable, the above authorisation automatically entails the waiver by the shareholders, in favour of the holders of securities giving access to the equity capital of the Company, of their preferential right to subscribe for the shares to which those securities confer the right;
- decides that the sum that the Company receives or ought to receive for each share issued under the above authorisation shall be at least equal to the nominal value of the shares, after taking account, in the event that detachable share subscription warrants are issued, of the issue price of those warrants;
- decides that the Board of Directors shall have all powers, with the option to sub-delegate under the terms set by law, to implement this authorisation, including to determine the dates and procedures of the issues and the form and features of the securities to be created, to set the prices and terms of the issues, to set the amounts to be issued, to set the date from which the securities to be issued shall be eligible for dividends or interest, including retroactively, to determine the manner in which the ordinary shares or other securities issued shall be paid up and the terms under which such securities shall confer the right to shares in the Company, to provide where appropriate the terms for their repurchase in the market and their potential cancellation and for the possibility of suspending the exercise of the rights to share allotments attached to the securities to be issued, and to set the procedures by which it shall be ensured that the rights of the holders of securities giving access to the equity capital of the Company, of options to subscribe for or purchase shares or of rights to free allotments are preserved, in accordance with the provisions of the law and regulations or, where applicable, the contractual stipulations providing for other cases of adjustment;
- decides that the Board of Directors may, with the option to sub-delegate, make all deductions from the issue premium or premiums, including the deduction of the costs arising from the carrying-out of the issues, generally take all useful measures and enter into all agreements to achieve the successful completion of the issues envisaged, acknowledge the capital increase or increases resulting from any issue carried out through the use of this authorisation and amend the articles of association accordingly;
- decides further that in the event that debt securities giving access to the equity capital of the Company are issued, the Board of Directors shall also have all powers, with the option to sub-delegate, including to decide whether or not they shall be subordinated, to set their interest rate and the interest payment procedures, to set their term, which may be fixed or indeterminate, to set the fixed or variable redemption price, which may include or not include a premium, and to set the procedures for their repayment based in particular on the market conditions and the terms under which such securities shall confer the right to shares in the Company;
- decides lastly that this authorisation shall supersede the previous authorisation with the same purpose approved by the General Meeting of 6 May 2020, which was not used.

The General Meeting notes that, should the Board of Directors use the delegation of powers granted to it by this resolution, the Board of Directors shall account for the use made of the authorisations granted by this resolution to the next ordinary general meeting, in accordance with the law and regulations.

The delegation thus granted to the Board of Directors is valid for a period of 26 months as from this General Meeting.

Resolution Eighteen (Delegation of authority granted to the Board of Directors for a period of 26 months to decide on the issuance of shares or securities giving access to the share capital, with disapplication of shareholders' preferential subscription rights and the option of a priority period)

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-135, L. 225-136, L. 228-91 et seq. and Articles L. 22-10-51 et seq. of the French Commercial Code, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, after having noted that the share capital has been fully paid up:
- delegates to the Board of Directors, with the right to sub-delegate under conditions established by law and by the articles of association, and in a manner that complies with the legal and regulatory provisions in effect at the time of issuance, its authority to decide on and carry out, on one or more occasions, in the proportions and at the times it deems appropriate, whether in France or overseas, the issuance, by way of a public offering (other than the type referred to in Article L. 411-2 1o of the French Monetary and Financial Code), whether in euros or in a foreign currency (i) of ordinary Company shares, (ii) of securities governed by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities giving access by any means, immediately and/or in the future, to other equity securities in the Company, and/or granting entitlement to the allocation of debt securities in the Company, (iii) of debt instruments which may or may not be governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access by any means, immediately and/or in the future, to equity securities to be issued in the Company (these securities may, where applicable, also give access to existing equity securities and/or to debt securities in the Company). These securities may be issued as consideration for securities tendered to the Company under a public offering comprising an exchange component initiated by the Company carried out in France or abroad according to the local rules on securities which fulfil the conditions set out in Article L. 22-10-54 of the French Commercial Code;
- decides that the maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, under the aforementioned delegation, may not exceed €600 million. Added to this amount, where applicable, will be the nominal amount of additional shares to be issued to protect, in accordance with the legal and regulatory provisions with the exception of contractual stipulations providing for other cases of adjustment, the interests of holders of securities giving access to the share capital, share subscription or purchase options or rights to free allocation; the nominal amount of any capital increase that may be carried out pursuant to this delegation shall be counted toward the overall cap and the sub-cap provided in Resolution twenty-two of this General Meeting;
- also decides that the maximum nominal amount of debt instruments giving access to the Company's share capital, likely to be issued under the aforementioned delegation, may not exceed €2 billion or the equivalent value of this amount in the case of issue in foreign currency or in units of account determined according to several currencies; the nominal amount of any issue of debt securities giving access to equity capital that may be carried out pursuant to this authorisation shall be counted toward the overall cap and the sub-cap provided in Resolution Twenty-two of this General Meeting;
- decides to disapply the shareholders' preferential subscription rights to securities to be issued, on the understanding that the Board of Directors may grant, in accordance with the provisions of paragraph 5 of Article L. 225-135 and Article L. 22-10-51 of the French Commercial Code, shareholders a priority subscription right on all or part of the issue, throughout the period and under the conditions established by the Board in accordance with the legal and regulatory provisions. This priority subscription will not give rise to the creation of negotiable rights but may, if deemed appropriate by the Board of Directors, be exercised on both a non-reducible and reducible basis;
- decides that if the subscriptions of shareholders and the public have not absorbed an issue of ordinary shares or securities giving access to the share capital in its entirety, the Board of Directors may decide, pursuant to Article L. 225-134 of the French Commercial Code, as it deems fit:
  o to limit the issue to the amount of the subscriptions on the condition that it amounts to at least three quarters of the issue, increased, where applicable, under the conditions provided for in Resolution Twenty below and/or,
  o to freely distribute all or part of the unsubscribed securities and/or,
  o to offer to the public all or part of the unsubscribed securities;
- notes that, where applicable, for holders of securities giving access to the Company's share capital, the aforementioned delegation automatically carries with it a waiver of the shareholders' preferential subscription rights to the shares to which these securities give entitlement;
- decides that the sum paid or due to the Company for each of the shares issued under the aforementioned delegation, after taking into account, in the case of issue of detachable warrants for ordinary shares, the issue price of said warrants, will be at least equal to the amount stipulated in the legal and regulatory provisions in force at the time of issue, following adjustment of this amount if necessary to take into account the difference in the vesting date; the issue price of securities giving access to equity capital shall be such that the amount received immediately by the Company, plus
where applicable the amount it subsequently receives, i.e. for each share issued as a result of the issue of those securities, is at least equal to the issue price set above;

- decides that the Board of Directors will have full powers, with the right to sub-delegate under the conditions established by law, to implement this delegation, for the purposes in particular of determining the dates and terms of the issues and the form and characteristics of the securities to be created, setting the prices and conditions of the issues, establishing the amounts to be issued, setting the vesting date for the securities to be issued (which may be retrospective), determining the payment method for ordinary shares or other securities issued and the conditions under which these securities will grant entitlement to Company shares, to provide for, where applicable, the conditions for their buyback on the stock market and their potential cancellation and the possibility of suspending the exercise of the ordinary share allocation rights attached to securities to be issued and to establish the procedure to ensure preservation of the rights of holders of securities giving access to the share capital, share subscription or purchase options or free allocation rights, in accordance with the legal and regulatory provisions or, where applicable, the contractual stipulations providing for other cases of adjustment;

- decides that the Board of Directors may, with the right to sub-delegate, charge any and all amounts against the issue premium(s) and in particular the costs incurred in carrying out issues and in general take all relevant measures and enter into all agreements as are required to complete the issues envisaged and record the capital increase(s) resulting from any issue carried out under this delegation and amend the articles of association accordingly;

- also decides that in the case of issue of debt securities giving access to the Company's share capital, the Board of Directors will have full powers, with the right to sub-delegate, in particular to decide on whether or not they are subordinated, to set their interest rate and the interest payment methods, their duration which may be fixed or indefinite, the fixed or variable redemption price with or without premium, the amortisation terms depending primarily on the market conditions and the conditions under which these securities will grant entitlement to Company shares;

- finally, decides that this delegation renders null and void the previous delegation with the same purpose, approved by the General Meeting of 6 May 2020, which was not used.

The General Meeting duly notes that, in the event that the Board of Directors should use the delegation of authority granted to it under this resolution, the Board of Directors will report to the next Annual General Meeting on the use made of these authorisations granted under this resolution, in accordance with the laws and regulations.

This delegation granted to the Board of Directors is valid, as from this General Meeting, for a period of 26 months.

**Resolution Nineteen (Delegation of authority granted to the Board of Directors for a period of 26 months to decide on the issuance of shares or securities giving access to the share capital, with disapplication of shareholders' preferential subscription rights, by way of public offering, in compliance with the Article L. 411-2 1° of the French Monetary and Financial Code)**

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-135 and L. 225-136, L. 22-10-52 and of Articles L. 228-91 et seq. of the French Commercial Code and of Article L. 411-2 of the of the French Monetary and Financial Code, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, after having noted that the share capital has been fully paid up:

- delegates to the Board of Directors, with the right to sub-delegate under the conditions established by law and the articles of association, and according to the terms under the legal and regulatory provisions in force at the time of issue, its authority to decide and carry out – on one or more occasions – in the proportions and at the times it deems fit, both in France and abroad, whether in euros or in a foreign currency the issue of (i) ordinary Company shares, (ii) securities governed by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities giving access by any means, immediately and/or in the future, to other equity securities in the Company, and/or granting entitlement to the allocation of debt securities in the Company, and/or (iii) debt instruments which may or may not be governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access by any means, immediately and/or in the future, to equity securities to be issued in the Company (these securities may, where applicable, also give access to existing equity securities in the Company)
(English translation for convenience only)

securities and/or to debt securities in the Company), under a public offering referred to Article L. 411-2 1° of the French Monetary and Financial Code;
- decides that the maximum nominal amount of capital increases likely to be carried out immediately and/or in the future, under the aforementioned delegation, may not exceed €60 million. Added to this amount, where applicable, will be the nominal amount of additional shares to be issued to protect, in accordance with the legal and regulatory provisions with the exception of contractual stipulations providing for other cases of adjustment, the interests of holders of securities giving access to the share capital, share subscription or purchase options or rights to free allocation; the nominal amount of any capital increase that may be carried out pursuant to this delegation shall be counted toward the overall cap and the sub-cap provided in Resolution Twenty-two of this General Meeting;
- also decides that the maximum nominal amount of debt instruments giving access to the Company's share capital, likely to be issued under the aforementioned delegation, may not exceed €2 billion or the equivalent value of this amount in the case of issue in foreign currency or in units of account determined according to several currencies; the nominal amount of any issue of debt securities giving access to equity capital that may be carried out pursuant to this authorisation shall be counted toward the overall cap and the sub-cap provided in Resolution twenty-two of this General Meeting;
- decides to disapply the shareholders' preferential subscription rights to ordinary shares and securities to be issued under this delegation;
- decides that if the subscriptions have not fully absorbed an issue of ordinary shares or securities giving access to the share capital, the Board of Directors may decide to limit the issue to the amount of the subscriptions on the condition that it amounts to at least three quarters of the issue, increased, where applicable, under the conditions provided for in Resolution Twenty below;
- notes that, where applicable, for holders of securities giving access to the Company's share capital, the aforementioned delegation automatically carries with it a waiver of the shareholders' preferential subscription rights to the shares to which these securities give entitlement;
- decides that the sum paid or due to the Company for each of the shares issued under the aforementioned delegation, after taking into account, in the case of issue of detachable warrants for ordinary shares, the issue price of said warrants, will be at least equal to the amount stipulated in the legal and regulatory provisions in force at the time of issue, following adjustment of this amount if necessary to take into account the difference in the vesting date; the issue price of securities giving access to equity capital shall be such that the amount received immediately by the Company, plus where applicable the amount it subsequently receives, i.e. for each share issued as a result of the issue of those securities, is at least equal to the issue price set above;
- decides that the Board of Directors will have full powers, with the right to sub-delegate under the conditions established by law, to implement this delegation, for the purposes in particular of determining the dates and terms of the issues and the form and characteristics of the securities to be created, setting the prices and conditions of the issues under the conditions described above, establishing the amounts to be issued, setting the vesting date for the securities to be issued (which may be retrospective), determining the payment method for ordinary shares or other securities issued and the conditions under which these securities will grant entitlement to Company shares, to provide for, where applicable, the conditions for their buyback on the stock market and their potential cancellation and the possibility of suspending the exercise of the ordinary share allocation rights attached to securities to be issued and to establish the procedure to ensure preservation of the rights of holders of securities giving access to the share capital, share subscription or purchase options or free allocation rights, in accordance with the legal and regulatory provisions or, where applicable, the contractual stipulations providing for other cases of adjustment;
- decides that the Board of Directors may, with the right to sub-delegate, charge any and all amounts against the issue premium(s) and in particular the costs incurred in carrying out issues and in general take all relevant measures and enter into all agreements as are required to complete the issues envisaged and record the capital increase(s) resulting from any issue carried out under this delegation and amend the articles of association accordingly;
- also decides that in the case of issue of debt securities giving access to the Company's share capital, the Board of Directors will have full powers, with the right to sub-delegate, in particular to decide on whether or not they are subordinated, to set their interest rate and the interest payment methods, their duration which may be fixed or indefinite, the fixed or variable redemption price with or without premium, the amortisation terms depending primarily on the market conditions and the conditions under which these securities will grant entitlement to Company shares;
- finally, decides that this delegation renders null and void the previous delegation with the same purpose, approved by the General Meeting of 6 May 2020, which was not used.
The General Meeting duly notes that, in the event that the Board of Directors should use the delegation of authority granted to it under this resolution, the Board of Directors will report to the next Annual General Meeting on the use made of these authorisations granted under this resolution, in accordance with the laws and regulations.

This delegation granted to the Board of Directors is valid, as from this General Meeting, for a period of 26 months.

Resolution Twenty (Delegation of authority granted to the Board of Directors for a period of 26 months to increase the number of securities to be issued in the event of the issue of Company shares or securities giving access to the share capital, with application or disapplication of preferential subscription rights, up to the legal limit of 15%)

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings:

- delegates to the Board of Directors, with the right to sub-delegate under the conditions established by law and the articles of association, and according to the terms under the legal and regulatory provisions in force at the time of issue, its authority to increase the number of securities to be issued in the case of issue of (i) ordinary Company shares, (ii) securities governed by Articles L. 228-91 et seq. of the French Commercial Code, which are equity securities giving access by any means, immediately and/or in the future, to other equity securities in the Company, and/or granting entitlement to the allocation of debt securities in the Company, and/or (iii) debt instruments which may or may not be governed by Articles L. 228-91 et seq. of the French Commercial Code, giving access or likely to give access by any means, immediately and/or in the future, to equity securities to be issued in the Company (these securities may, where applicable, also give access to existing equity securities and/or to debt securities in the Company) with application or disapplication of preferential subscription rights, as referred to in resolutions Seventeen, Eighteen and Nineteen of this General Meeting, up to the limit of 15% of the number of securities in the initial issue, on the understanding that the issue price will be the same as that used for the initial issue;

- decides that the nominal amount of the additional capital increase likely to be carried out immediately and/or in the future under this resolution will be charged, as applicable:
  o to the maximum nominal amount established in Resolution Seventeen of this General Meeting in the case of securities issued with application of preferential subscription rights;
  o to the maximum nominal amount established in Resolution Eighteen or Resolution Nineteen of this General Meeting in the case of securities issued with disapplication of preferential subscription rights;
- also decides that the nominal amount of the additional issue of debt instruments giving access to the Company’s share capital, likely to be carried out under this resolution will be charged, as applicable:
  o to the maximum nominal amount established in Resolution Seventeen of this General Meeting in the case of securities issued with application of preferential subscription rights;
  o to the maximum nominal amount established in Resolution Eighteen or Resolution Nineteen of this General Meeting in the case of securities issued with disapplication of preferential subscription rights.

This delegation granted to the Board of Directors is valid for the same duration as that of resolutions Seventeen, Eighteen and Nineteen of this General Meeting, i.e. 26 months as from this General Meeting.

It replaces the delegation which was granted by the General Meeting of 6 May 2020 and which was not used.

Resolution Twenty-one (Delegation of authority granted to the Board of Directors for a period of 26 months to decide on the issuance of shares and/or securities giving access to the share capital as compensation for contributions of equity securities or giving access to the share capital of third-party companies up to the legal limit of 10% of the company’s share capital, without preferential subscription rights)
Having reviewed the report of the Board of Directors and in accordance with the provisions of Article L. 225-147 paragraph 6 of the French Commercial Code, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings:

- delegates to the Board of Directors the powers necessary to carry out the issuance of shares and/or securities conferring equity rights in the Company immediately or in the future, on one or more occasions, up to a limit of 10% of the share capital at any given time, this limit being assessed by applying this percentage to the share capital adjusted for equity transactions conducted after the date of this General Meeting, corresponding for information purposes to 21,331,750 shares with a par value of €3 on the date of this General Meeting, intended as consideration for contributions in kind made to the Company and comprised of equity securities or of securities conferring equity rights that are not admitted for trading on a regulated market of a state party to the European Economic Area Agreement or of a member of the Organisation for Economic Co-operation and Development if the provisions of Article L. 22-10-54 do not apply; the nominal amount of any capital increases that may be carried out under this authorisation will be counted against the overall cap and sub-cap on capital increases stipulated in Resolution Twenty-Two of this General Meeting;
- duly notes, as applicable, the absence of preferential subscription rights over the shares or securities issued and that this delegation implies a waiver by the shareholders of their preferential subscription rights over the shares to which the securities issued on the basis of this delegation would grant entitlement;
- delegates full powers to the Board of Directors, with the right to sub-delegate, under the conditions established by law, to implement this delegation, to approve the assessment of the contributions, to record that they have been carried out, to charge as applicable to the contribution premium all fees and charges incurred in the capital increase, to deduct from the contribution premium the sums required for allocation to the legal reserve and to amend the articles of association accordingly.

This delegation granted to the Board of Directors is valid, as from this General Meeting, for a period of 26 months. It replaces the delegation which was granted by the General Meeting of 6 May 2020 and which was not used.

**Resolution Twenty-two** *(Setting the overall limits on issuances carried out by virtue of the above authorisations to effect capital increases)*

Having reviewed the report of Board of Directors, the General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, resolves to set, in addition to the caps set out in Resolutions Seventeen, Eighteen, Nineteen, Twenty and Twenty-one above, overall limits on the amount of the issues that may be carried out by virtue of the said resolutions as follows:

- a limit of €180 million for the nominal amount of immediate and/or subsequent capital increases that may be carried out by virtue of the authorisations granted by Resolutions Seventeen, Eighteen, Nineteen, Twenty and Twenty-one above, it being specified that:
  - within this overall amount, the maximum nominal amount of immediate or subsequent capital increases involving the override of preferential subscription rights that may be carried out by virtue of the authorisations granted by Resolutions Eighteen, Nineteen, Twenty and Twenty-one above is set at €60 million; and
  - these amounts shall be increased where applicable by the nominal amount of the supplementary shares to be issued in order to protect, in accordance with the provisions of the law and regulations, in addition to contractual stipulations providing for other cases of adjustment, the interests of the holders of securities giving access to equity capital;
- a limit of €3 billion, or the equivalent of that amount in the event of issues in foreign currency or in a unit of account fixed by reference to multiple currencies, for the maximum nominal amount of debt securities that may be issued by virtue of the authorisations granted by Resolutions Seventeen, Eighteen, Nineteen and Twenty above, it being specified that within this amount, the maximum nominal amount of debt securities that may be issued by virtue of the authorisations granted by Resolutions Eighteen, Nineteen and Twenty above is set at €2 billion, or the equivalent of that amount in the event of issues in foreign currency or in a unit of account fixed by reference to multiple currencies.
Resolution Twenty-three (Delegation of powers to the Board of Directors to issue new shares reserved for members of a Group Savings Plan with disapplication of shareholders' preferential subscription rights)

Having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, the General Meeting, in accordance with Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3331-1 et seq. of the French Labour Code:

- delegates to the Board of Directors the necessary powers to increase the Company’s share capital – on one or more occasions – at its sole discretion, through the issue of equity securities or securities giving access to the Company’s share capital, reserved for eligible employees and former employees of the Company and of French or foreign companies associated to it pursuant to articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labour Code, who are members of a Group Savings Plan;

- decides that the capital increase under this resolution may not exceed a maximum nominal amount of €6 million, a cap which is separate and distinct from the caps referred to in the other resolutions adopted by this General Meeting and established without taking into account the nominal amount of shares to be issued, where applicable, through adjustments made to preserve, in accordance with the law, the rights of holders of securities giving access to the Company’s share capital issued on the basis of this resolution;

- decides to disapply the shareholders’ preferential subscription rights for said members of the Group Savings Plan, over equity securities and securities giving access to the share capital, to be issued, where applicable granted for free as a discount and/or contribution and paid for through the capitalisation of reserves, profits or issue premiums, under this resolution. This resolution implies a waiver by shareholders of their preferential subscription rights over the ordinary shares to which the securities giving access to the share capital issued on the basis of this delegation may grant entitlement;

- decides that the subscription price which will be determined in accordance with Articles L. 3332-18 et seq. of the French Labour Code, may carry with it a maximum discount, in relation to an average of the prices listed during the twenty trading sessions prior to the decision establishing the subscription dates, of 30% or 40% provided that the securities subscribed to, directly or indirectly, correspond to assets for which the lock-up period is a minimum of five years or equal to ten years under a company savings plan respectively; however, the General Meeting expressly authorises the Board of Directors to reduce or waive the aforementioned discount, if it deems fit, primarily to take into account market practices, accounting provisions, or, *inter alia*, legal, accounting, tax and social regimes which apply locally;

- authorises the Board of Directors to allocate free shares or other securities giving immediate or future access to the Company’s share capital, on the understanding that the full benefit of this allocation, in its entirety or in part, through the discount and/or contribution may not exceed the legal or regulatory limits;

- decides that the characteristics of the securities giving access to the Company’s share capital will be decided by the Board of Directors under the conditions established by the regulations in force;

- grants full powers to the Board of Directors, within the limits and under the conditions set out in this resolution, with the right to sub-delegate according to the applicable legal and regulatory provisions, to determine the terms and conditions of the transactions and, in particular:

  o to decide that the issues may take place directly for beneficiaries or through undertakings for collective investment in transferable securities,

  o to establish, as applicable, a perimeter for companies involved in the offer which is smaller than the perimeter for eligible companies or those which are members of the Group Savings Plan,

  o to establish the terms and conditions for issues which will be carried out under this resolution and in particular the vesting date, the form in which the capital will be paid up, the subscription price for equity securities or securities giving access to the share capital under the legal conditions,

  o to agree the opening and closing dates for subscriptions,

  o to establish the period granted to subscribers to provide payment in full for their equity securities or securities giving access to the share capital,

  o to record that the capital increase has been carried out in the amount of the equity securities or securities giving access to the share capital actually subscribed,

  o at its sole discretion and if it deems fit, to charge the fees incurred though the capital increases to the amount of issue premiums related to these increases and to deduct from this amount the sums necessary to bring the legal reserve to one tenth of the new share capital following each increase,
to take all necessary measures to carry out capital increases, including all formalities after said increases, in particular those relating to the listing of the securities created, and to amend the articles of association accordingly based on these capital increases.

The Board of Directors may delegate to any person authorised by law the power to decide on whether an issue should be carried out or delayed, within the limits and according to the terms it may stipulate in advance.

This delegation, which cancels and replaces that granted by the General Meeting of 6 May 2020 and which was not used, is granted for a period of 26 months as from this General Meeting.

**Ordinary resolutions**

**Resolution Twenty-four** (Powers to carry out formalities)

The General Meeting grants full powers to the bearer of a copy or extract of the minutes documenting its deliberations to carry out all publication and filing formalities set forth in current legal and regulatory provisions.

**Resolution Twenty-five** (Renewal of Ms Ann Taylor as an “External director”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Ms Ann Taylor as an “External director”, under the terms of the shareholders’ agreement, for a term of 4 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2025.

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