THALES COMBINED ANNUAL AND EXTRAORDINARY SHAREHOLDERS’ MEETING OF 6 MAY 2021
Draft resolutions

Ordinary resolutions

Resolution One (Approval of the consolidated financial statements for the 2020 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 2020, as drawn up and presented thereto, and which show a consolidated net profit, Group share of €483.4 million.

Resolution Two (Approval of the Company's financial statements for the 2020 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 2020, as drawn up and presented thereto, and which show a net profit of €509.3 million.

In accordance with the provisions of Article 223 quater 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 €1.76 per share for 2020)

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 (€ million)</th>
</tr>
</thead>
<tbody>
<tr>
<td>net profit for financial year 2020</td>
<td>509,346,558.64</td>
</tr>
<tr>
<td>minus allocation to legal reserve</td>
<td>-14,535.60</td>
</tr>
<tr>
<td>plus retained earnings at 31 December 2020</td>
<td>2,014,224,638.07</td>
</tr>
<tr>
<td>plus an interim dividend of €0.40 per share paid on 3 December 2020 and deducted from retained earnings</td>
<td>85,138,915.60</td>
</tr>
<tr>
<td>Total</td>
<td>2,608,695,576.71</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount (€ million)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Distribution of a dividend of €1.76 per share on 213,365,958 shares bearing rights from 1 January 2020 (including the interim dividend of €0.40 per share paid on 3 December 2020 charged to the 2020 dividend)</td>
<td>375,524,086.08</td>
</tr>
<tr>
<td>Balance carried forward</td>
<td>2,233,171,490.63</td>
</tr>
</tbody>
</table>

The General Meeting notes that, as an interim dividend of €0.40 per share was paid on 3 December 2020 and taken from retained earnings, the balance of the dividend to be paid amounts to €1.36 per share.

The ex-dividend date is 18 May 2021 and the balance of the dividend will be paid on 20 May 2021.
The amounts corresponding to dividends which, in accordance with the provisions of paragraph 4 of Article L. 225-210 of the French Commercial Code, were not paid on treasury shares, will be appropriated to retained earnings.

For individuals residing in France who have not opted expressly, irrevocably and globally for taxation according to the progressive scale of the income tax, the dividend is subject to a flat tax rate \((prélèvement forfaitaire unique or PFU)\) 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>2017</td>
<td>€1.75 (^{(1)})</td>
<td>€371,025,506.25</td>
</tr>
<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>
</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 Fourth** (Renewal of the French State 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 the French State 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 2024.

**Resolution Fifth** (Renewal of Ernst & Young Audit as principal statutory auditor)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, having reviewed the report of the Board of Directors, after noting that the mandate of Ernst & Young Audit company expires at the end of this General Meeting, renews the mandate of Ernst & Young Audit as a principal statutory auditor, for a term of 6 years, expiring at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2026.

**Resolution Six** (Approval of an amendment to the 2019 compensation policy for the Chairman and Chief Executive Officer and of an amendment to the features of an item of the Chairman and Chief Executive Officer’s compensation that was subject to an \(ex post\) vote in 2019)

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 Articles L. 22-10-8 II and L. 22-10-34 II of the French Commercial Code:

- the amendment of the items of the 2019 compensation policy for the Chairman and Chief Executive Officer approved in Resolution Six of the General Meeting of 15 May 2019 referring to the principles and criteria of the long-term incentive plan (2019 LTIP) that may be granted to the Chairman and Chief Executive Officer, and
- the amendment of the features of the performance units allotted to the Chairman and Chief Executive Officer under the 2019 LTIP for the 2019 financial year, the allotment of which was approved in Resolution Five of the General Meeting of 6 May 2020, as presented in the corporate governance report in paragraph 4.4.2 of the 2020 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 6 May 2021.
Resolution Seven (Approval of an amendment to the 2020 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 amendment of the parts of the 2020 compensation policy for the Chairman and Chief Executive Officer approved in Resolution Seven of the General Meeting of 6 May 2020 referring to the principles and criteria of the long-term incentive plan (2020 LTIP) that may be granted to the Chairman and Chief Executive Officer, as presented in the corporate governance report in paragraph 4.4.2 of the 2020 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 6 May 2021.

Resolution Eight (Approval of the 2020 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 2020 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 2020 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 6 May 2021.

Resolution Nine (Approval of information relating to the 2020 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 2020 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 6 May 2021.

Resolution Ten (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 4.4.3.1.B of the 2020 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 6 May 2021.

Resolution Eleven (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 4.4.3.2 of the 2020 Universal Registration Document and repeated in the brochure convening the Combined Ordinary and Extraordinary General Meeting of 6 May 2021.
Resolution Twelve (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 and the description of the share buy-back programme provided for in Articles 241-1 et seq. of the AMF General Regulations, 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 2020, the maximum amount of the transaction, pursuant to Article R. 225-151 of the French Commercial Code, would stand at €2,987,123,300, which would correspond to 10% of the share capital (i.e. a maximum of 21,336,595 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 ensure trading in the shares through a liquidity contract in accordance with the accepted market practice established by the AMF decision No. 2018-01 of 2 July 2018;
- to cancel shares in accordance with a General Meeting resolution in force; and
- more generally, to conduct any other transaction that complies with the regulations in effect.

Shares may at any moment, except during public offering periods for the Company's shares, and within the limits set by regulations in force, be acquired, sold, exchanged or transferred, either on the market, over the counter or otherwise, by any means, and in particular through the use of all derivative financial instruments, including the use of options or warrants, and with no special limit for blocks, directly or by any third party.

To ensure the execution of this authorisation, all powers are given to the Board of Directors, with the right to delegate said powers, to place any stock market orders, enter into any agreements, make all declarations, carry out all other formalities, and generally, to do whatever is necessary.

This authorisation, which cancels the authorisation given under resolution nine of the General Meeting of 6 May 2020, is granted for a period of 18 months from the date of this General Meeting.
Extraordinary resolution

Resolution Thirteen (Authorization granted to the Board of Directors to cancel shares acquired as part of a share buy-back programme)

The General Meeting, deliberating under the quorum and majority conditions required for extraordinary general meetings, having reviewed the reports of the Board of Directors and the Statutory Auditors, authorises the Board of Directors, with the right to sub-delegate said powers, to cancel, on one or more occasions, up to a limit of 10% of the share capital as of the date of its decision, all or part of the shares that the Company holds as part of the successive authorisations to buy back its own shares.

This authorisation, which replaces the authorisation granted by the General Meeting of 15 May 2019 and which expired without being used, is granted for a period of twenty-four months from this General Meeting.

The General Meeting gives all powers to the Board of Directors to implement this authorisation, amend the articles of the association, apply the difference between the book value of the cancelled shares and their par value against any reserve or premium account and, with the right to sub-delegate said powers, to carry out the required formalities to implement a capital reduction decided pursuant to this resolution.

Ordinary resolutions

Resolution Fourteen (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 Fifteen (Renewal of Mr Bernard Fontana 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 Bernard Fontana 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 2024.

Resolution Sixteen (Appointment of Ms Delphine Gény-Stephann as a director, upon proposal of the "Public Sector")

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, appoints Ms Delphine Gény-Stephann as a director upon proposal of the "Public Sector", under the terms of the shareholders' agreement, in place of Ms Delphine de Sahuguet d'Amarzit 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 2024.
Resolution Seventeen (Appointment of Ms Anne Rigail as a director, upon proposal of the “Public Sector”)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, appoints Ms Anne Rigail as a director upon proposal of the “Public Sector”, under the terms of the shareholders' agreement, in place of Ms Laurence Broséta, 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 2024.

Resolution Eighteen (Renewal of Mr Philippe Lépinay as a director representing employees shareholders)

The General Meeting, deliberating under the quorum and majority conditions required for annual general meetings, renews the mandate of Mr Philippe Lépinay as a director representing employees shareholders, 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 2024.

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