

## **CONVENING NOTICE**

## Ordinary and Extraordinary Annual General Meeting

Tuesday 12 May 2020 at 03:00 p.m. at 78, quai Marcel-Dassault 92210 Saint-Cloud, France (closed doors)

Notice prepared in accordance with articles R. 225-73-1, R. 225-76 and R. 225-81 of the French Commercial Code.

www.dassault-aviation.com

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Ladies and gentlemen, Dear shareholders,

The Covid-19 epidemic, defined as a pandemic by the WHO on March 12, 2020, has unleashed an unprecedented global health crisis due to its public health consequences and its effects, particularly on the global economy.

We hope that in this context, you are doing well, as well as your families.

Firstly, I wanted to assure you that our main priority in the face of this crisis remains the health and protection of our employees and our stakeholders.

This is why, in order to guarantee the safety of the shareholders and Dassault Aviation teams, and to respect the containment measures imposed by the Government, the Board of Directors of Dassault Aviation has decided to exceptionally hold the Annual General Meeting on Tuesday, May 12, 2020 at 3 p.m. at closed doors, which mean without the presence of the shareholders ant the persons being able to participate physically and this in accordance with specific regulations to tackle the epidemic<sup>1</sup>.

The practical arrangements allowing the best possible participation of shareholders in this meeting are specified below.

In this context, given that it is difficult to predict the impact of this crisis, Dassault Aviation Group decided on April 1, 2020 to suspend its 2020 objectives, announced on February 27, 2020. On the same day, the Board of Directors also decided to delete the 2019 dividend proposal and thus allocate all of the net profit to the retained earnings.

Thank you for your trust and loyalty and please accept, dear shareholders, the expression of my consideration.

> Éric TRAPPIER **Chairman and Chief Executive Officer**

<sup>&</sup>lt;sup>1</sup> Ordonnance n°2020-321 of 25 March 2020

DASSAULT Annual General Meeting 2020 Convening Notice

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### 1. Summary report of the activity in 2019

	2019	2018
	EUR 5,693 M	EUR 5,024 M
Order intake		,-
Order Intake	Ravel Support Contract	12 Rafale Export
	40 Falcon	42 Falcon
	EUR 7,341 M	EUR 5,084 M
Adjusted net Sales (*)		3 Rafale France
	26 Rafale Export	9 Rafale Export
	40 Falcon	41 Falcon
	EUR 17,798 M	EUR 19,376 M
Deelder	75 Rafale	101 Rafale
Backlog As of 31 December	of which	of which
	28 Rafale France	28 Rafale France
	47 Rafale Export	73 Rafale Export
	53 Falcon	53 Falcon
A directed Or exet in $r$ to $r = r^{(*)}$	EUR 765 M	
Adjusted Operating Income <sup>(*)</sup>	EUR 765 W	EUR 669 M
		13.2 % of net sales
Adjusted Operating Margin	10.4% of net sales	9.2% without Safran
		compensation
	EUR 527 M	EUR 392 M
Research and Development	7.2% of net sales	7.7% of net sales
Adjusted net Income (*)	EUR 814 M	EUR 681 M
		13.4% of net sales
<u>Adjusted</u> net Margin	11.1% of net sales	10.8% without Safran
		compensation
Earnings per shares	€97,9/share	€82,1/share
Available cash		
As of December 31	EUR 4,585 M	EUR 5,211 M
	Proposal not to pay a	
Dividends	dividend in the context of the	EUR 177 M €21,2/share
	Covid-19 crisis	C2 1,2/3/10/6
Employee Profit sharing and	EUR 187 M	EUR 168 M
incentive plans <u>including 20%</u> correlated social tax		
Worforce as of December 31	12 757	11 494

Note: Dassault Aviation recognizes the Rafale Export contracts in their entirety (including the Thales and Safran parts).

Main IFRS aggregates (see reconciliation ta	ble in the Appendix)	
(*) Consolidated net sales	EUR 7,371 M	EUR 5,119 M
(*) Consolidated operating income	EUR 796 M	EUR 708 M
(*) Consolidated net income	EUR 713 M	EUR 573 M



## DASSAULT AVIATION GROUP RESULTS

2019 was uniquely busy for our group, with the delivery of 26 Rafale Export, major advances on the Future Combat Air System (FCAS) around the New Generation Fighter (NGF) for which we were designated industrial leader, the delivery of 40 Falcon and the order intake of 40 Falcon in the context of a difficult market, the ranking as world leader by AIN and Propilot for the support of our business aircraft, and the Falcon 6X program on schedule.

2019 order intake that includes the integrated support contract (RAVEL) amounts EUR 5,693 million, up by 13% compared to 2018, which recorded the order intake of 12 additional Rafale for Qatar.

2019 net sales amounts EUR 7,341 million up by 44% compared to 2018 mainly due to the record number of Rafale deliveries.

The adjusted operating margin is 10.4% (13.2% in 2018 including Safran compensation related to the Silvecrest). This 10.4% operating margin is to be compared to a 9.2% operating margin in 2018 without Safran compensation: the operating margin improvement is mainly explained by the sharp increase of net sales.

The sharp rise of self-financed Research and Development (EUR 527 million in 2019, compared to EUR 392 million in 2018) is explained by the simultaneous development of 2 Falcon programs.

2019 adjusted net result is EUR 814 million, up by 20% (EUR 681 million in 2018), i.e. a net margin of 11.1% of net sales.

This leads to a profit-sharing and incentive plans of EUR 187 million (including a correlated social tax) and a total corporate income tax of EUR 215 million mostly paid in France (EUR 210 million i.e. 98%).

Furthermore in 2019:

- acceleration of the implementation of our transformation plan with the ramp up of the Dassault Aviation / Dassault Systèmes strategic partnership (in the form of the 3DExperience<sup>™</sup> collaborative engineering platform), the creation of a Big Data platform, the ongoing deployment of new tools for Industrial Performance management, upgrading and construction of new buildings and industrial rationalization,
- the ramp-up of the "Make in India" policy continued mainly through the Dassault Reliance Aerospace Ltd. in Nagpur,
- our customer service network grew following the acquisition of 3 additional service-center networks (ExecuJet, TAG Europe, and RUAG),
- the Group workforce rose from 11,494 to 12,757 employees.

The Covid-19 epidemic, defined as a pandemic by the WHO on March 12, 2020, has triggered an unprecedented global health crisis due to its public health consequences and related effects.



In this context, it is difficult to predict the impact of this crisis due to the uncertainties as to its magnitude, its geographical extent, its duration and its economic and social consequences on the 2020 objectives of the Dassault Aviation Group, announced on February 27.

On April 1, 2020, the Group then decided to suspend its 2020 Objectives. On the same day, the Board of Directors also decided to delete the 2019 dividend proposal and thus allocate all of the net profit to retained earnings.

Recall that on February 27, 2020, the Group announced plans to deliver in 2020 40 Falcon (iso 2019) and 13 Rafale (vs 26 in 2019) and a turnover in decline. The Board of Directors of February 26, 2020 also proposed the payment of a dividend of 212 million euros (25.4 euros per share compared to 21.2 euros in 2018).

Éric TRAPPIER, Chairman and Chief Executive Officer.



### 1. 2019 ADJUSTED CONSOLIDATED RESULTS

(Cf. reconciliation tables in appendix)

#### 1.1 ORDER INTAKE

2019 order intake was EUR 5,693 million versus EUR 5,024 million in 2018. Export order intake represented 49%.

The order intake item is composed entirely of firm orders.

#### Defense programs

2019 Defense order intake was EUR 3,385 million versus EUR 2,710 million in 2018.

**The Defense Export share** of the intake was **EUR 769 million** in 2019, compared to EUR 1,672 million in 2018, a year in which an order for an additional 12 Rafale by Qatar was recorded.

**The Defense France share** was **EUR 2,616 million** in 2019, versus EUR 1,038 million in 2018. Order intake includes the integrated support contract (RAVEL) for French Rafale over the next 10 years and an additional order for supplemental development and integration work in the frame of the contract for the development of the Rafale Standard F4 (notified in 2018).

#### Falcon programs

In 2019, 40 Falcon orders were recorded, compared to 42 in 2018.

The Falcon 2019 order intake represented **EUR 2,308 million** versus EUR 2,314 million in 2018. Order intake was steady and included the Archange contract for the acquisition of 2 intelligence aircraft (based on Falcon 8X) to implement the Universal Electronic Warfare Capacity (CUGE) and associated support.

#### 1.2 ADJUSTED NET SALES

Net sales for 2019 were **EUR 7,341 million** versus EUR 5,084 million in 2018. **Export** net sales represented **88%**.

#### Defense programs

**26 Rafale for Export** were delivered in 2019 versus 12 Rafale (9 for Export and 3 for France) in 2018.

Defense net sales in 2019 were EUR 5,148 million versus EUR 2,485 million in 2018.

**The Defense Export share** was **EUR 4,261 million** versus EUR 1,419 million in 2018. This sharp increase is due to the delivery of 26 Rafale for Export with associated support, whereas, in 2018, 9 Rafale for Export had been delivered.



**The Defense France share** was **EUR 887 million** versus EUR 1,066 million in 2018. Defense France 2019 net sales do not include Rafale deliveries but take into account the delivery of developments of the renovation of the combat system for the ATL2 and the first 2 modernized aircraft to the French Navy. Note that 2018 had recorded the delivery of the F3R standard and 3 Rafale.

#### Falcon programs

**40 Falcon** were delivered in 2019, compared to 41 in 2018. Even though we had planned for 45 Falcon deliveries in 2019, we had to contend with difficult market conditions.

**Falcon net sales** for 2019 were **EUR 2,193 million**, versus EUR 2,599 million in 2018, due to a decrease in the number of new and pre-owned aircraft delivered.

\*\*\*\*

The "book-to-bill ratio" (order intake/net sales) is 0.78 for 2019.

#### 1.3 BACKLOG

**The consolidated order backlog** as of December 31, 2019 was **EUR 17,798 million** versus EUR 19,376 million as of December 31, 2018. It consisted of:

- the Defense Export backlog, which was EUR 10,725 million versus EUR 14,217 million as of December 31, 2018. It consisted mainly of 47 Rafale versus 73 Rafale as of December 31, 2018,
- the **France Defense backlog**, which was **EUR 4,740 million**, compared to EUR 3,011 million as of December 31, 2018. In particular, it included 28 Rafale (as of December 31, 2018), the RAVEL contract for the Rafale and the Rafale F4 Standard,
- the Falcon backlog, which was EUR 2,333 million, compared with EUR 2,148 million at December 31, 2018. It included 53 Falcon, (among which the 2 "Archange" Falcon 8X), same as of December 31, 2018.

#### 1.4 ADJUSTED RESULTS

#### **Operating income**

**2019 adjusted operating income** was **EUR 765 million** compared to EUR 669 million in 2018, an increase of 14%.

**The operating margin** was **10.4%**, compared to 13.2% in 2018. This decrease was mainly due to the recording in 2018 of the compensation of Safran in the amount of USD 280 million following the termination of the Silvercrest engine contract.

The 2019 operating margin of 10.4% was an increase over the 2018 operating margin excluding the Safran compensation of 9.2% and was due to the strong increase in net sales (+44%).



Self-financed research and development costs are up sharply (EUR 527 million in 2019 compared to EUR 392 million in 2018), due to the simultaneous development of 2 Falcon programs, but in view of the strong increase in net sales, they accounted for only 7.2% of net sales in 2019, compared to 7.7% in 2018.

The foreign exchange hedging rate was 1.18 \$/€ in 2019 compared to 1.19 \$/€ in 2018.

#### Net financial income

**2019 adjusted net financial income** was **EUR -52 million** compared to EUR -77 million in 2018. This negative financial result was due to the recording of the financing component for long-term military contracts. In 2019, this component was smaller because of the reduction in down payments following the delivery of 26 Rafale for Export and related support over the period.

#### Net income

**2019 adjusted net income** was **EUR 814 million** compared to EUR 681 million in 2018, an increase of 20%. Thales' contribution to the Group's net income was EUR 346 million compared to EUR 290 million in 2018.

As a result, **the adjusted net margin** was **11.1%** in 2019 compared to 13.4% in 2018. This decrease was mainly due to the recording of the Safran compensation in 2018. The 2019 adjusted net margin of 11.1% was an increase over the 2018 net adjusted margin excluding Safran compensation of 10.8%.

Thales' contribution to the 2019 net margin was down from 2018 (4.7% in 2019 versus 5.7% in 2018).

2019 net income per share was EUR 97.9 compared to EUR 82.1 in 2018.

### 2. FINANCIAL STRUCTURE

#### 2.1 AVAILABLE CASH

The Group uses a specific indicator, referred to as "Available cash", which reflects the total liquidities available to the Group, net of any financial debt. It covers the following balance sheet items: cash and cash equivalents, current financial assets (at market value) and financial debts. It does not take into account the impact on financial debt of the application of IFRS 16 for leases.

**Group available cash** amounted to **EUR 4,585 million** as of December 31, 2019, compared to EUR 5,211 million as of December 31, 2018. This decrease of EUR 626 million is related to:

- the increase in the working capital requirement resulting from such factors as the reduction in down payments following the delivery of the 26 Rafale for Export and associated support,
- investments made under the transformation plan and acquisitions of the ExecuJet, TAG Aviation and RUAG maintenance centers,
- the payment of dividends to shareholders,
- these items are partially offset by net cash flows from activities before working capital changes.



#### 2.2 BALANCE SHEET (DATA IN IFRS)

**Total equity** was **EUR 4,446 million** as of December 31, 2019 compared with EUR 4,277 million as of December 31, 2018. This EUR 169 million increase is mainly due to the consolidated net income for the period, partially offset by the actuarial losses on pension benefit obligations. These actuarial losses, recorded as "Other income and expenses recognized directly though equity" are due to the decrease in the discount rate used to assess these obligations.

Borrowings and financial debt amounted to EUR 558 million as of December 31, 2019, compared to EUR 991 million as of December 31, 2018. They mainly include:

- EUR 250 million, the balance of the Group's borrowings in 2014 and 2015 (EUR 625 million was repaid in 2019),
- employee profit-sharing invested in locked-in funds for EUR 113 million,
- and, for the first time as of December 31, the lease liabilities recorded due to the application of IFRS 16 to leases for EUR 178 million,

Inventories and work-in-progress decreased by EUR 35 million and stood at EUR 3,368 million as of December 31, 2019. The drop due to the delivery of services under the Rafale Export contracts was partially offset by the increase in Falcon and Defense France inventories and work-in-progress.

Down payments received on orders net of down payments paid decreased by EUR 1,448 million as of December 31, 2019, mainly due to decrease the down payments following the delivery of Rafale for Export and associated support during the period.

Derivative financial instruments had a market value of EUR -71million as of December 31, 2019, compared to EUR 14 million as of December 31, 2018. This decrease is related in part to the change in dollar exchange rates between December 31, 2019 and December 31, 2018 (1.12 % versus 1.15 %).



### APPENDIX

#### **DEFINITION OF ALTERNATIVE PERFORMANCE INDICATORS**

To reflect the actual economic performance of the Group, and to monitor and compare performance, the Dassault Aviation Group presents an adjusted income statement of the following elements:

- gains and losses resulting from the exercise of derivative hedging instruments that do not qualify for hedge accounting under IFRS. This income/loss, presented as financial income/loss in the consolidated income statement, is reclassified as net sales, and therefore in operating income within the adjusted income statement,
- the valuation of foreign currency derivatives that do not qualify for hedge accounting, by neutralizing the change in fair value of these instruments (the Group considering that the gains and losses on hedging should impact the result only as commercial flows occur), with the exception of the derivatives allocated to hedge balance sheet positions whose change in fair value is presented in operating income,
- amortization of assets valued as part of the PPA "Purchase Price Allocation" (Business combinations),
- adjustments applied by Thales in its financial reporting.

The Group also presents the "available cash" indicator, which reflects the amount of the Group's total liquidities, net of financial debt. It covers the following balance sheet items:

- cash and cash equivalents,
- other current financial assets (mainly available-for-sale marketable securities at market value),
- financial debt, except for lease liabilities recorded due to the application of IFRS 16 to leases.

Note that only the consolidated financial statements are audited by the Statutory Auditors. Adjusted financial data are subject to the verification procedures applicable to all the information provided in the annual report.



### IMPACT OF THE ADJUSTMENTS

#### The impact in 2019 of adjustments to income statement aggregates is presented below:

	2019 consolidated		exchange atives		Adjustments	2019 adjusted			
(in EUR thousands)	income statement	Foreign exchange gain/loss	Change in fair value	PPA	applied by Thales	income statement			
Net sales	7,370,616	-28,520	-1,578			7,340,518			
Operating income	796,252	-28,520	-3,272	1,036	1,036 76				
Net financial income	-95,625	28,520	14,858		-52,247				
Share in net income of equity associates	258,673			22,228	28 69 947 35				
Income tax	-246,578		-3,211	-273		-250,062			
Net income	712,722	0	8,375	22,991	69 947	814,035			
Group share of net income	712,704	0	8,375	22,991	69 947	814,017			
Group share of net income per share (in EUR)	85.7					97.9			

#### The impact in 2018 of adjustments to income statement aggregates is presented below:

	2018 consolidated		exchange atives		Adjustments	2018 adjusted			
(in EUR thousands)	income statement	Foreign exchange gain/loss	Change in fair value	PPA	applied by Thales	income statement			
Net sales	5,119,219	-30,162	-5,223	5,083					
Operating income	707,529	-30,162	-8,527			668,840			
Net financial income	-145,883	30,162	38,243			-77,478 545 293,974			
Share in net income of equity associates	205,849			39,580	48,545				
Income tax	-194,693		-9,505			-204,198			
Net income	572,802	0	20,211	39,580	48,545	681,138			
Group share of net income	572,741	0	20,211	39,580	48,545	681,077			
Group share of net income per share (in EUR)	69,1					82.1			





### 2. AGENDA

### ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF 12 MAY 2020

Dassault Aviation shareholders are called to a General Meeting to deliberate on the following agenda:

- Management report of the Board of Directors for the 2019 financial year, report on corporate governance and report of the Board of Directors on the performance shares 2019;
- Statutory auditors' reports on the annual and consolidated financial statements for that financial year, statutory auditors' report on regulated agreements, statutory auditors' report referred to in article L. 225-235 of the French Commercial Code;
- Approval of the parent company financial statements for 2019
- Approval of the consolidated financial statements for 2019
- Allocation and distribution of the net income of the Parent Company
- Approval of the elements of compensation due or attributed for fiscal year 2019 to the Directors
- Approval of the elements of compensation due or attributed for fiscal year 2019 to Mr. Éric Trappier, Chairman and Chief Executive Officer
- Approval of the elements of compensation due or attributed for fiscal year 2019 to Mr. Loïk Segalen, Chief Operating Officer
- Approval of the 2020 compensation policy for the Directors
- Approval of the 2020 compensation policy for the Chairman and Chief Executive Officer
- Approval of the 2020 compensation policy for the Chief Operating Officer
- Renewal of term of office of two directors
- Appointment of a Statutory Auditor
- Renewal of term of office of a Statutory Auditor's term of office
- Authorization to be given to the Board of Directors to allow the Company to purchase its own shares under a share buyback program
- Authorization to be given to the Board of Directors to reduce the Company's share capital by cancellation of shares purchased or to be purchased under the scope of a share buyback program
- Harmonization of the 4th paragraph of Article 13 of the bylaws concerning the threshold for the appointment of Directors representing employees
- Harmonization of the 2nd paragraph of Article 25 of the bylaws on the obligation to appoint an Alternate statutory Auditor for each Statutory Auditor



### 3. PROPOSED RESOLUTIONS

### ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETING OF 12 MAY 2020

The following resolutions are presented by the Board of directors:

#### **RESOLUTIONS TO BE SUBMITTED TO THE ORDINARY SHAREHOLDERS' MEETING :**

#### FIRST RESOLUTION

#### Approval of the parent company financial statements for 2019

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having reviewed the reports of the Board of Directors including the Directors' Report, its Report on Corporate Governance and its Report on performance shares, the statutory auditors' Report on the parent company financial statements and their Report referred to in Article L.225-235 of the French Commercial Code, approves in their totality and without reservation the parent company financial statements for the year ended December 31, 2019 as presented, which resulted in a net income of EUR 490,289,664.18, as well as all transactions reported in said financial statements or summarized in these reports.

#### SECOND RESOLUTION

#### Approval of the consolidated financial statements for 2019

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having noted that the Group management report is included in the Directors' Report and after having reviewed the statutory auditors' Report on the consolidated financial statements, approves in their totality and without reservation the consolidated financial statements for the year ended December 31, 2019 as presented, which result in a net income for the consolidated group of EUR 712,722 thousand (of which EUR 712,704 thousand is attributable to the owners of the parent company) as well as all transactions reported in said financial statements or summarized in these reports.

#### THIRD RESOLUTION

#### Allocation and distribution of the net income of the Parent Company

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, decides, on the proposal of the Board of Directors, to allocate the net income of EUR 490,289,664.1 to retained earnings bringing the amount from EUR 2 461 744 348,54 to EUR 2 952 034 012,72.



Note that the net dividends distributed for the three preceding years and the corresponding allowance were as follows:

Fiscal year	Dividend per share (in euros)	Total amount (in EUR millions)	Allowance (1)
2016	12.1	100	40%
2017	15.3	127	-
2018	21.2	177	-

(1) allowance for individuals

#### FOURTH RESOLUTION

## Approval of the elements of compensation due or attributed for fiscal year 2019 to the Directors

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having reviewed the Report on Corporate Governance referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.225-100 II of the French Commercial Code, the information included in Article L. 225-37-3 I of the French Commercial Code as presented, as featured in the Report on Corporate Governance in paragraph 2.1, with the exception of the aforementioned components concerning the Chairman and Chief Executive Officer and the Chief Operating Officer, proposed in the resolutions No.5 and No.6.

#### FIFTH RESOLUTION

## Approval of the elements of compensation due or attributed for fiscal year 2019 to Mr. Éric Trappier, Chairman and Chief Executive Officer

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, approves, pursuant to Articles L.225-37-3 and L.225-100 III of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2019 to Mr. Eric Trappier by virtue of his term of office as Chairman and Chief Executive Officer, as featured, in accordance with the provisions of Article L. 225-37-3 I of the French Commercial Code, in the Report on Corporate Governance included in the 2019 Director's Report, paragraph 2.1.

#### SIXTH RESOLUTION

## Approval of the elements of compensation due or attributed for fiscal year 2019 to Mr. Loïk Segalen, Chief Operating Officer

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, approves, pursuant to Articles L.225-37-3 and L.225-100 III of the French Commercial Code, the fixed, variable and exceptional elements comprising the total compensation and benefits of any kind paid or awarded for the year ended December 31, 2019 to Mr. Loïk Segalen by virtue of his term of office as Chief Operating Officer, as featured, in accordance with the provisions of Article L. 225-37-3 I of the French Commercial Code, in the Report on Corporate Governance included in the 2019 Director's Report, paragraph 2.1.



#### SEVENTH RESOLUTION

#### Approval of the 2020 compensation policy for the Directors

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having reviewed the Report on Corporate Governance referred to in Article L.225-37 of the French Commercial Code describing the elements of the compensation policy of the corporate officers, approves, in accordance with the provisions of Article L.225-37-2 II of the said Code, the compensation policy for the Directors for the fiscal year 2020.

#### **EIGHTH RESOLUTION**

#### Approval of the 2020 compensation policy for the Chairman and Chief Executive Officer

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having reviewed the Report on Corporate Governance referred to in Article L.225-37 of the French Commercial Code describing the elements of the compensation policy of the corporate officers, approves, in accordance with the provisions of Article L.225-37-2 II of the said Code, the compensation policy for the Chairman and Chief Executive Officer for the fiscal year 2020.

#### NINTH RESOLUTION

#### Approval of the 2020 compensation policy for the Chief Operating Officer

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having reviewed the report of the Report on Corporate Governance referred to in Article L.225-37 of the French Commercial Code describing the elements of the compensation policy of the corporate officers, approves, in accordance with the provisions of Article L.225-37-2 II of the said Code, the compensation policy for the Chief Operating Officer for the fiscal year 2020.

#### TENTH RESOLUTION

#### Renewal of term as director of Ms. Catherine Dassault

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings and declaring that the term of office of Ms. Catherine Dassault expires at the end of this General Meeting, decides, on the proposal of the Board of Directors, to renew the said term for four years, until the end of the General Meeting called to decide in 2024 on the financial statements for the fiscal year ended December 31, 2023.

#### ELEVENTH RESOLUTION

#### Renewal of term as director of Ms. Mathilde Lemoine

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings and declaring that the term of office of Ms. Mathilde Lemoine expires at the end of this General Meeting, decides, on the proposal of the Board of Directors, to renew the said term for four years, until the end of the General Meeting called to decide in 2024 on the financial statements for the fiscal year ended December 31, 2023.



#### TWELFTH RESOLUTION

#### **Appointment of a Statutory Auditor**

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings and declaring that the term of office as statutory auditor of the company Deloitte & Associés expires at the end of this General Meeting, decides, on the proposal of the Board of Directors, to appoint PricewaterhouseCoopers, as a replacement, as statutory auditor for six years, until the end of the General Meeting called to decide on the financial statements for the fiscal year 2025.

#### THIRTEENTH RESOLUTION

#### Renewal of a statutory auditor's term of office

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings and declaring that the term of office as statutory auditor of the company Mazars SA expires at the end of this General Meeting, decides, on the proposal of the Board of Directors, to renew the said term of office for six years, until the end of the General Meeting called to decide on the financial statements for the fiscal year 2025.

#### FOURTEENTH RESOLUTION

## Authorization to be given to the Board of Directors to allow the Company to purchase its own shares under a share buyback program

The General Meeting, acting under the conditions of quorum and majority of Ordinary Meetings, having reviewed the Directors' Report and the description of the share buyback program, authorizes the Board of Directors to purchase or arrange for the purchase of a number of shares accounting for up to 10% of the share capital of Dassault Aviation (with the limit of 10% applying to an amount of Company capital that will, if necessary, be adjusted to take into account transactions on its capital) in accordance with Articles L.225-209 et seq. of the French Commercial Code and European Regulation No. 596/2014 of April 16, 2014.

This authorization may be used by the Board of Directors for the following objectives:

- 1) canceling shares in order to increase the profitability of shareholders' equity and earnings per share, subject to the adoption of the Fifteenth Resolution,
- ensuring market trading or liquidity of Dassault Aviation stock through an investment services provider via a liquidity contract compliant with an ethics charter recognized by the French Financial Markets Authority,
- 3) transferring or allocating shares to Company employees and Executive Officers of the Company and/or associated companies under the conditions and in accordance with the law, particularly in case of the exercising of stock options or allocations of existing shares, or by granting and/or subscription of existing shares in an employee stock ownership scheme,
- retaining shares with a view to subsequent use, to hand them over as payment or in exchange for potential external growth transactions or other purposes, within the limit of 5% of the share capital,



- 5) remitting shares upon exercise of rights attached to securities convertible to Dassault Aviation shares,
- 6) implementing any market practice that would be recognized by the law or by the French Financial Markets Authority.

Shares may, within the limits imposed by the regulations, be acquired, sold, traded or transferred by any means, on whatever market (regulated or not), on a multilateral trading facility (MTF), via a systematic internalizer as part of negotiated or over-the-counter transactions through buyback of blocks of shares or otherwise, at times that the Board of Directors or the person acting in a subdelegated capacity decides, in accordance with the provisions provided for by law.

These means include the use of available cash as well as recourse to any derivative financial instruments, including the use of options or warrants, and without limitations.

Dassault Aviation may, within the limit of 10% of its capital, buy its own shares for a maximum unit price of EUR 1,700 excluding acquisition costs, subject to adjustments relating to transactions on its capital, in particular by incorporation of reserves and the free allocation of shares and/or stock splits or reverse stock splits, provided that the Company may not purchase shares at a price higher than the greater of the following two values: the most recent listed price resulting from the performance of a transaction in which the Company was not a party, or the independent bid in progress on the trading platform where the purchase will have been made.

The maximum amount of the funds intended for the buyback of Company shares may not exceed EUR 1,419,279,000, this condition being cumulative with the cap of 10% of the Company's share capital.

This authorization is valid for a period of 18 months from the date of this General Meeting. It will enter into force as of the next Board of Directors meeting that decides to implement the new buyback program.

The General Meeting confers all powers to the Board of Directors, with an option to subdelegate where authorized by the law, to place any stock market or off-market orders, sign any agreements, draw up any documents including information documents, set the terms for the Company's market or off-market dealings, as well as the terms and conditions for acquisition and disposal of shares, to make any declarations including to the French Financial Markets Authority, fulfill any formalities and, in general, do whatever is necessary to complete these transactions.

The General Meeting also grants all powers to the Board of Directors if the law or the French Financial Markets Authority were to extend or add to the objectives authorized for the share buyback program, in order to bring to public attention, within applicable legal and regulatory terms and conditions, any amendments with regard to the program's objectives.

In accordance with the provisions of Articles L.225-211 and R.225-160 of the French Commercial Code, the Company or the person responsible for securities services shall maintain registers of the purchase and sale of shares acquired and sold under the scope of such program.

This authorization will terminate the unused portion of the share buyback program previously authorized by the Ordinary and Extraordinary General Meeting of May 16, 2019 as of the day of the next Dassault Aviation Board of Directors meeting that will decide on the entry into force of the new share buyback program.



#### <u>RESOLUTIONS TO BE SUBMITTED TO THE EXTRAORDINARY SHAREHOLDERS'</u> <u>MEETING :</u>

#### FIFTEENTH RESOLUTION

#### Authorization to be given to the Board of Directors to reduce the Company's share capital by cancellation of shares purchased or to be purchased under the scope of a share buyback program

The General Meeting, acting under the conditions of quorum and majority of Extraordinary General Meetings, having reviewed the Directors' Report and the special report of the statutory auditors, authorizes the Board of Directors, in accordance with Article L.225-209 of the French Commercial Code, to:

- reduce its capital by way of cancellation, in one or more stages, of all or some of the shares acquired by the Company under the scope of its own share buyback program, and limited to 10% of the capital per 24-month period,
- allocate the difference between the buyback value of canceled shares and their nominal value to premiums and available reserves.

More generally, for this purpose, the General Meeting gives all powers to the Board of Directors to set the terms and conditions of such capital reductions resulting from the cancellations authorized by this resolution, to note the completion of such reductions and subsequently amend, with the option to subdelegate, the bylaws of the Company, to make all declarations with the French Financial Markets Authority or any other body, to carry out all formalities and, more generally, to do whatever is necessary.

As of this date, this authorization shall render ineffective the unused portion of the similar authorization granted by the annual Ordinary and Extraordinary General Meeting of Shareholders of May 16, 2019. This new authorization is granted for a period expiring at the end of the annual Ordinary and Extraordinary General Meeting called to approve the financial statements for the fiscal year ended December 31, 2020.

#### SIXTEENTH RESOLUTION

## Harmonization of the 4<sup>th</sup> paragraph of Article 13 of the bylaws concerning the threshold for the appointment of Directors representing employees

The General Meeting, acting under the conditions of quorum and majority of Extraordinary General Meetings, decides to harmonize the bylaws of the Company with the provisions of Article L.225-27-1 of the French Commercial Code, as amended by Law No. 2019-486 known as the "Pacte Law" of May 22, 2019 and to amend accordingly the 4<sup>th</sup> paragraph of Article 13 of the bylaws as follows:

#### "Article 13 – Board of Directors

[...]

Pursuant to the laws in force, if the number of Directors is less than or equal to eight, a Director representing employees shall be appointed for a period of four years by the trade union organization that has obtained the most votes in the elections of the Works Councils of the Company and its subsidiaries, direct and indirect, whose registered office is established in French territory [...]"



SEVENTEENTH RESOLUTION

#### Harmonization of the 2<sup>nd</sup> paragraph of Article 25 of the bylaws on the obligation to appoint an alternate statutory auditor for each statutory auditor

The General Meeting, acting under the conditions of quorum and majority of Extraordinary General Meetings, decides to harmonize the bylaws of the Company with the provisions of Article L.823-1 of the French Commercial Code, as amended by Law No. 2016-1691 of December 9, 2016 and to remove the 2<sup>nd</sup> paragraph of Article 25 of the bylaws on the obligation to appoint an alternate statutory auditor for each statutory auditor.



# 4. Information related to directors to be renewed by the May 12<sup>th</sup>, 2020 General Meeting

### **Catherine Dassault**

Age: 52 years-old (born on 23 April 1967)

#### Current offices in DASSAULT AVIATION: Director

Date of first appointment: 07/03/2017

Start and end of current term as director: 07/03/2017 - AGM 2020

Offices (General Manager *(Gérant)*, C.E.O., Director, Member of a Directorate or of a Supervisory Board) in other French or foreign companies during the last 5 years:

Other corporate offices and duties

Dassault Systèmes SE (société cotée)	Director
Institut de l'Engagement (association)	Director
Fondation pour la recherche sur la maladie	Member of the Honorary Committee
d'Alzheimer	
Green Spark Invest (SARL)	General Manager
Goya (SCI)	General Manager
Falke (SC)	General Manager
TCBD & Fils (SC)	General Manager

• Other corporate offices and duties overt the last five years

Fondation pour la recherche sur la maladie d'Alzheimer d'Alzheimer Member of the Strategic Communications Committee

Number of shares owned in DASSAULT AVIATION: 26



### **Mathilde Lemoine**

Age: 50 years-old (born on 27 September 1969)

#### Current offices in DASSAULT AVIATION: Independent Director

Date of first appointment: 07/03/2017

Start and end of current term as director: 07/03/2017 - AGM 2020

Offices (General Manager (Gérant), C.E.O., Director, Member of a Directorate or of a Supervisory Board) in other French or foreign companies during the last 5 years:

Other corporate offices and duties

Carrefour SA (société cotée) CMA CGM SA Director Director

• Other corporate offices and duties overt the last five years

École Normale Supérieure Haut Conseil des Finances Publiques Neptune Orient Lines Std (Singapour) IFRI HSBC France Board Member Member Director Director Member of the Executive Committee

Number of shares owned in DASSAULT AVIATION: 25



### 5. How to take part in the General Meeting ?

#### Warning : COVID-19

The Dassault Aviation Annual General Meeting was called to be held at its head office at 9, Rond-point des Champs-Élysées Marcel Dassault, 75008 Paris, on Tuesday, May 12, 2020 at 3 p.m.

With regard to the evolution of the current context linked to the epidemic of coronavirus (covid-19), in order to respect the prohibition of public gatherings and movements imposed by the Government, to guarantee the safety of its shareholders and employees, and to prevent the spread of the virus, the Board of Directors of Dassault Aviation, meeting on April 1st, 2020, decided to hold the Annual General Meeting on May 12, 2020 at 3 p.m. at 78, quai Marcel Dassault in Saint-Cloud (92210), without the physical presence of shareholders and people who are entitled to attend the meeting.

Dassault Aviation invites as of now its shareholders to prioritize participation in this meeting by remote voting: to vote by post or by the VOTACCESS internet platform (through account-keepers) or by giving their proxy to the Chairman.

The notice of this meeting, including the draft resolutions, has been published in BALO on April, 6th, 2020.

#### 1. Participating in the Meeting

L'Assemblée se compose de tous les actionnaires, quel que soit le nombre d'actions qu'il possède.

## **1.1 Prior formalities to be accomplished to participate in the Shareholders Meeting**

In accordance with article R. 225-85 of the French Commercial Code, shareholders must prove ownership of their shares, on the Record Date, i.e. May 8, 2020 at midnight Paris time (hereinafter D-2), either in the registered securities accounts kept for the Company by its agent, Société Générale, or in the bearer securities accounts kept by an authorized intermediary.

For **registered shareholders**, this registration in an account on D-2 in the registered share accounts is sufficient to allow them to participate in the Meeting.

For **bearer shareholders**, this entry in the shares account must be confirmed by a

certificate of participation issued by the account keeper, which will thus provide proof of the status of shareholder of the holder of the securities. The participation certificate is drawn up in the name of the shareholder or on behalf of the non-resident shareholder represented by the registered intermediary. The account holder must attach the certificate of participation to the postal or proxy voting form and send it to Société Générale (Service Assemblées, CS 30812, 44 308 Nantes Cedex 3).

The shareholder may at any time transfer all or part of his shares, however if the outcome of the sale (transfer of ownership) occurs:

- Before D-2 midnight Paris time, the vote expressed by correspondence, the proxy possibly accompanied by a certificate of participation, will be invalidated or modified accordingly, as the case may be.
- After D-2 0h00 Paris time, whatever the means used, it will neither be notified by the authorized intermediary nor taken into consideration by the Company.

DASSAULT / Annual General Meeting 2020
 Convening Notice

#### 1.2 Ways of participating in the Meeting

As the Meeting is held exceptionally behind closed doors, the shareholder has the right to participate in the General Meeting:

- either by voting by post,

- either by being represented, by the President or by a third party,
- or by voting online via the secure
- "Votaccess" website.

Any shareholder who has already cast his vote at a distance, sent a proxy or requested his admission card or a certificate of participation may choose another method of participation in the Meeting, provided that his instructions to this effect reach the company according to the terms and deadlines specified below.

Shareholders who do not attend the Meeting in person may participate remotely i) by giving their proxy to the Chairman or to a third party, ii) by voting by post, or iii) by voting by Internet.

## 1.2.1 Designation - Revocation of a proxy holder

The shareholder who has chosen to be represented may notify this designation or revoke it:

- **by post,** using the voting form sent, either directly for registered shareholders, using the prepaid reply envelope attached to the invitation, or by the content of the securities account for bearer shareholders and received by Société Générale, General Assembly Service, CS 30812, 44 308 Nantes Cedex no later than the fourth day preceding the date of the Meeting,

- **by electronic means**, by connecting, for registered shareholders to the site www.sharinbox.societegenerale.com, for bearer shareholders on the Internet portal of their securities account holder to access the Votaccess site, according to the methods described in the section below no later than May 11, 2020 (D-1) at 3 p.m. (Paris time). It is reminded that the written and signed proxies must indicate the name, first name and address of the shareholder as well as those of his proxy.

The revocation of the mandate is carried out under the same formal conditions as those used for his appointment.

It is specified that for any proxy given by a shareholder without indication of a proxy, the Chairman of the General Meeting will cast a vote according to the recommendations of the Board of Directors.

The proxy holder sends his voting instructions for the exercise of his mandates in the form of a scanned copy of the single form to Société Générale by email at the following address: assemblees.generales@sgss.socgen.com.

The form must bear the surname, first name and address of the representative, the words "As a representative", and must be dated and signed. The voting directions are indicated in the "I vote by mail" form.

He attaches a copy of his identity card and, where applicable, a power of representation of the legal person he represents.

To be taken into account, the electronic message must reach Société Générale no later than the fourth day preceding the date of the Meeting.

In addition, for his own voting rights, the proxy sends his voting instructions according to the usual procedures.

#### 1.2.2 Remote voting by proxy form

Shareholders wishing to vote by post or be represented may:

- for the registered shareholder: return the single postal or proxy voting form, which was sent to him with the invitation, unless he has requested to be convened electronically, DASSAULT Annual General Meeting 2020 Convening Notice

using the reply envelope prepaid attached to the summons.

- **for bearer shareholders:** request this form by letter to the account holder. This request must be received no later than six (6) days before the date of the meeting of this Meeting, that is, on May 6, 2020.

The single form for voting by correspondence or by proxy must be returned to the account holder, who will be responsible for transmitting it to Société Générale accompanied by a certificate of participation justifying their status as a shareholder on D-3.

Shareholders will return their forms so that Societe Generale can receive them no later than May 9, 2020 (D-3 calendar, unless otherwise provided for in the articles of association).

#### 1.2.3 E-voting

#### Internet voting on the Votaccess website is open from April 27, 2020 at 10 a.m. until May 11, 2020 at 3 p.m. (Paris time).

In order to avoid any possible congestion on the Votaccess platform, shareholders are strongly advised not to wait until the day before the General Meeting to enter their instructions.

The registered shareholder will connect to the site <u>www.sharinbox.societegenerale.com</u> using their Sharinbox access code. The password to connect to the site was sent to him by mail when he entered into contact with Société Générale Securities Services. It can be re-sent by clicking on "Get your codes" on the home page of the site.

The shareholder must then follow the instructions in his personal space by clicking on the name of the Meeting in the "Transactions in progress" section of the home page and then on "Voting" to access the voting site.

Only holders of bearer shares whose account-keeping establishment has joined the Votaccess system and offers them this service for this Meeting will be able to access it.

The bearer shareholder's account holder, who does not adhere to Votaccess or subjects the access to the site to conditions of use, will indicate to the shareholder how to proceed.

Bearer shareholders will log on to their securities account holder to access the Votaccess website using their usual access codes, and will follow the procedure indicated on the screen.

#### 2. Submitting written questions

In accordance with article R. 225-84 of the French Commercial Code, shareholders who wish to ask written questions must, no later than the fourth working day preceding the date of the Meeting, i.e. May 5, 2020, address their questions at 78, quai Marcel Dassault in Saint-Cloud (92210) by registered letter with acknowledgment of receipt to the Chairman of the Board of Directors, or electronically at the following address: <u>www.dassault-aviation.com</u> in the Finance section - Investor contact.

To be taken into account, these questions must imperatively be accompanied by an account registration certificate.

## 3. Documents made available to shareholders

The documents that must be made available to shareholders during the Meeting have been made available at the Company's registered office since the publication of the notice of meeting on April 27.

The documents and information mentioned in article R. 225-73-1 of the French Commercial Code intended to be presented to the Meeting are made available on the Company's website: <u>www.dassaultaviation.com</u>, from the 21<sup>st</sup> day before the General Assembly.





## 6. Proxy form

#### HOW TO FILL IN THE FORM?

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<u>N.B</u>: The proxy form must, after having been duly completed, dated and signed, be sent to:

SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES Service Assemblées CS 30812 44312 NANTES Cedex 3



## 7. Request for additional documents and information

#### **REQUEST FOR ADDITIONAL DOCUMENTS AND INFORMATION**

#### Sent to: à SOCIÉTÉ GÉNÉRALE Securities Services Service Assemblées CS 30812 44312 NANTES Cedex 3

I, the undersigned,
(Name)
(Address)

Holder of

- ..... bearer DASSAULT AVIATION shares
- ..... registered DASSAULT AVIATION shares, in the account
   at.....(1)

request, in conformity with Article R.225-88 of the Commercial Code, the documents and information listed in Article R.225-83, pertaining to the Combined Ordinary and Extraordinary Meeting of Shareholders of 12 may 2020,

acknowledges having already received the documents referred to in articles R.225-76 and R.225-81 of the aforementioned code.

Done in ..... On .....

Signature :

- <u>Nota</u>: in conformity with the 3rd paragraph of Article R.225-88 of the Commercial Code, any holder of registered shares may use a single request form to obtain the documents and information specified in Article R.225-81 and R.225-83 of the Commercial Code for all succeeding Meeting of Shareholders.
- (1) Indicate the name of the financial intermediary holding the account (bank, financial institution or investment service provider).



#### **CONTACTS**

**Corporate Communication** Stéphane Fort - Tél. +33 (0)1 47 11 86 90 - stephane.fort@dassault-aviation.com

**Investor Relations** Armelle Gary - Tél. +33 (0)1 47 11 84 24 - armelle.gary@dassault-aviation.com



www.dassault-aviation.com