



Aéroports de Paris

A French limited company with capital of €296,881,806

Registered office : 1 rue de France

93290 – Tremblay en France

R.C.S. Bobigny B 552 016 628

## **REPORT FROM THE BOARD OF DIRECTORS**

### **TO THE COMBINED GENERAL MEETING**

**OF 21 MAY 2024**

#### **- DECEIPTION OF THE DRAFT RESOLUTIONS -**

---

At its meeting of 20 March 2024, the Board of Directors of the Company decided to convene a Combined General Meeting for the purpose of submitting the following agenda:

#### **Ordinary General Meeting of Shareholders**

- Approval of the company financial statements for the year ended 31 December 2023;
- Approval of the consolidated financial statements for the year ended 31 December 2023;
- Appropriation of earnings for the year ended 31 December 2023 and setting of the dividend;
- Approval of the two agreements entered into with the French government referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
- Approval of an agreement entered into with the Régie Autonome des Transports Parisiens referred to in Articles L. 225-38 *et seq.* of the French Commercial Code;
- Approval of an agreement entered into with Société du Grand Paris covered by Articles L. 225-38 *et seq.* of the French Commercial Code;
- Approval of an agreement entered into with Société du Grand Paris pursuant to Article L. 225-42 of the French Commercial Code;
- Delegation of authority to the Board of Directors to trade in the Company's shares pursuant to Article L. 22-10-62 of the French Commercial Code;
- Approval of the information on referred to in Article L. 22-10-9 I of the French Commercial Code concerning corporate officer compensation;
- Approval of the fixed, variable and exceptional items composing the total compensation and benefits of any kind paid during, or granted for, the financial year ended 31 December 2023 to Augustin de Romanet, Chairman and Chief Executive Officer;
- Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer);
- Approval of the compensation policy for the Chairman and Chief Executive Officer;
- Reappointment of Augustin de Romanet de Beaune as a director;
- Reappointment of Séverin Cabannes as a director;
- Reappointment of Olivier Grunberg as a director;
- Reappointment of Sylvia Metayer as a director;
- Renewal of Predica Prévoyance Dialogue du Crédit Agricole as a director;
- Reappointment of Jacques Gounon as a director;
- Reappointment of Fanny Letier as a director proposed by the French government;
- Appointment of the Secretary General of the ministry of the Interior and Overseas Departments and Collectivities as a non-voting Board member;
- Appointment of the President of the Île-de-France region as a non-voting Board member;
- Appointment of the Mayor of the City of Paris as a non-voting Board member;
- Appointment of the President of the Communauté d'agglomération Roissy Pays de France as a non-voting Board member;

- Appointment of Ernst & Young Audit as Statutory Auditor in charge of certifying sustainability information;
- Appointment of Deloitte & Associés as Statutory Auditor in charge of certifying sustainability information.

### **Extraordinary General Meeting Of Shareholders**

- Delegation of authority to be granted to the Board of Directors to issue shares in the Company or securities giving access to the capital of the Company or its subsidiaries with retention of shareholder preferential subscription rights;
- Delegation of authority to be granted to the Board of Directors to issue shares or securities, with cancellation of shareholder preferential subscription rights, by way of a public offering (other than those mentioned in Article L. 411-2 1° of the French Monetary and Financial Code) ;
- Delegation of authority to be granted to the Board of Directors to issue shares or securities, with cancellation of shareholder preferential subscription rights, by way of a public offering as referred to in Article L. 411-2 1° of the French Monetary and Financial Code ;
- Delegation of authority to be granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights by up to 15% of the amount of the initial issue ;
- Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by capitalisation of premiums, reserves, profits or other items ;
- Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the share capital reserved for members of Company Savings Plans with cancellation of shareholder preferential subscription rights ;
- Delegation of authority to be granted to the Board of Directors to issue shares or securities in the event of a public exchange offer initiated by the Company, with cancellation of shareholder preferential subscription rights ;
- Delegation of authority to be granted to the Board of Directors to issue shares or securities to compensate contributions in kind granted to the Company within the limit of 10% of the share capital ;
- Delegation of authority to be granted to the Board of Directors to reduce the share capital via cancellation of treasury shares ;
- Maximum overall amount of increases in the Company's share capital that may be carried out pursuant to resolutions 26 to 29 and resolutions 31 to 33 submitted to this General Meeting ;
- Maximum overall amount of increases in the Company's share capital that may be carried out during a public offer period pursuant to resolutions 26 to 29 submitted to this General Meeting ;

### **Ordinary General Meeting Of Shareholders**

- Powers to carry out formalities.

## **A. Ordinary General Meeting**

### **1. Consolidated and company financial statements for the financial year ended 31 December 2023 (Resolutions No. 1 and 2)**

The company financial statements for the year ended 31 December 2023, the consolidated financial statements for the year ended 31 December 2023, their respective notes and the management report prepared by the Board of Directors on said financial statements were approved by the Board of Directors on 14 February 2024 pursuant to I of Article L. 232-1 of the French Commercial Code.

Aéroports de Paris' net profit for 2023 was €538,199,256.08.

Consolidated net profit - attributable to owners of the parent - for 2023 was €630,589,000.

The main components of these results are described in the management report presented to the General Meeting of 21 May 2024.

The total amount of expenses and charges not deductible from taxable income as referred to in paragraph 4 of Article 39 of the French General Tax Code for the financial year ended 31 December 2023 amounts to €450,988.26. The amount of tax paid on these expenses and charges, including corporation tax and the social contribution referred to in Article 235 *ter* ZC of the French General Tax Code, amounts to €116,490.

It is specified that the amount of expenses and charges that are not deductible from the afore mentioned corporation tax correspond exclusively to the reversal of the depreciation of the private cars that Aéroports de Paris uses, either in the form of long-term leases or which are fully owned.

You are requested to approve these consolidated and separate financial statements in accordance with Article L. 225-100 of the French Commercial Code.

The report on corporate governance and the Statutory Auditors' reports on the consolidated and separate financial statements for the year ended 31 December 2023 are also available for you.

### **2. Appropriation of earnings for the year ended on 31 December 2023 and setting of the dividend (Resolution No. 3)**

It is proposed that you decide on the appropriation of earnings for the year ended 31 December 2023 and set the dividend to be paid. For this item, the balance sheet for the year ended 31 December 2023 showed a net profit of €538,199,256.08.

As the legal reserve was funded at 10% of the share capital, distributable profit after taking into account retained earnings of €908,640,157.99 stands at €1,446,839,414.07.

It is proposed to pay a dividend of €3.82 per share with the right to dividends for the year ended 31 December 2023 (representing a maximum total dividend of €378,029,499.64) and allocate the balance remaining after this distribution to retained earnings.

The dividend will be paid on 12 June 2024 and the ex-dividend date will be 10 June 2024.

If, on the ex-dividend date, the Company holds some of its own shares, the amounts corresponding to the dividends not paid due to these shares will be allocated to the "retained earnings" account.

This dividend, when paid to shareholders who are natural persons domiciled for tax purposes in France, is subject in principle to a single fixed rate of tax at an overall rate of 30% including (i) income tax at a rate of 12.8%, and (ii) social security deductions (CSG-CRDS) of 17.2%.

Shareholders who are natural persons domiciled for tax purposes in France may, however, opt to pay income tax on this dividend according to the progressive scale. If this option is exercised, this dividend is eligible for the 40% deduction provided for in sub-paragraph 2 of paragraph 3 of Article 158 of the French General Tax Code, which is available to natural persons domiciled for tax purposes in France.

The option for application of the progressive income tax scale is annual, express, irrevocable and overall. It therefore applies to all revenue, net gains, profits and receivables falling within the field of application of the single flat tax rate for a given year (namely, essentially to interest, dividends and capital gains on sale of securities).

In accordance with Article 243 bis of the French General Tax Code, dividends paid in respect of the previous three years were as follows:

Financial years	Dividend distribution date	Total dividend eligible for 40% rebate pursuant to Article 158 3°2° of the French General Tax Code	Dividend not eligible for the 40% rebate
For the financial year ended 31 December 2022	7 June 2023	€309,746, 684.26 <sup>1</sup> , representing a dividend per share entitled to a dividend of €3.13	None
For the financial year ended 31 December 2021	Not applicable <sup>2</sup>	None	None
For the financial year ended 31 December 2020	Not applicable <sup>3</sup>	None	None

### 3. Approval of the agreements entered into by Aéroports de Paris covered by Articles L. 225-38 et seq. of the French Commercial Code (Resolutions No. 4 to 7)

**The fourth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, two agreements referred to in Article L. 225-38 of the French Commercial Code entered into with the French State (Ministry of Ecological Transition and Regional Cohesion - *Direction Générale de l'Aviation Civile* - DGAC).**

Details of these two regulated agreements are provided in the Statutory Auditors' special report.

#### 3.1. Agreement on the conditions for the provision of built and unbuilt buildings and private parking spaces

The purpose of this agreement is to set, in accordance with Article 43-II of the Aéroports de Paris specifications, the deductions on rents paid by the DGAC in return for the provision of land, local buildings and parking spaces belonging to Aéroports de Paris.

It enables Aéroports de Paris to contribute to the proper functioning of the Paris airports by performing the public service missions provided by the DGAC while respecting the obligation for Aéroports de Paris to make available to the State under the conditions provided for in Article 43-II of its specifications, built or unbuilt buildings belonging to it and occupied by the State services for airport operations.

This agreement was authorised by your Board of Directors at its meeting of 14 December 2022 and was signed on 28 July 2023.

#### 3.2. Agreement with the Ministry for the Ecological and Solidarity Transition and the *Direction Générale de l'Aviation Civile* (DGAC), for the exchange of land and buildings

The purpose of this agreement is to proceed by notarial deed, to the exchange of land and buildings between Aéroports de Paris and the French State (Ministry for the Ecological and Solidarity Transition, *Direction Générale de l'Aviation Civile*).

It enables Aéroports de Paris to reintegrate land and buildings that the French State (DGAC) no longer uses and to transfer to the State the land and buildings necessary for the creation of an urban boulevard called "barreau d'Athis-Mons", allowing the southern bypass of Paris-Orly airport to connect the RD 118 to the RD 25E.

At its meeting of 28 June 2012, the Board of Directors authorised the conclusion of an agreement signed on 2 November 2012, relating to the terms of this transfer. At its meeting of 14 October 2015, your Board of Directors authorised the conclusion of an amendment to this agreement, signed on 17 December 2015, with the aim of defining the buildings and land covered by this exchange. The purpose of the agreement signed on 5 December 2023 is to formalise this transfer of land and buildings provided for by the agreement of 28 June 2012.

<sup>1</sup> Including the amount of the dividend corresponding to treasury shares not paid and allocated to retained earnings.

<sup>2</sup> No dividend was paid in respect of the financial year ended 31 December 2021.

<sup>3</sup> No dividend was paid in respect of the financial year ended 31 December 2020.

**The fifth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with Régie Autonome des Transports Parisiens covered by Article L. 225-38 of the French Commercial Code.**

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement consists of amendment No. 1 to the memorandum of understanding (hereinafter "the Memorandum") signed on 23 April 2020 between Aéroports de Paris and RATP setting the terms of a partnership in the Paris region with a view to offering commercial and demonstration VTOL (Vertical Take-Off & Landing) flights during the 2024 Paris Olympic and Paralympic Games.

This memorandum of understanding had not been presented to the Board of Directors for prior authorisation as it constituted an unrestricted agreement within the meaning of Article L.225-39 of the French Commercial Code and the charter on related-party agreements adopted by the Board of Directors at its meeting of 11 December 2019.

Following a change in strategy, RATP asked Aéroports de Paris to be the project manager for the creation of the Paris-Austerlitz vertiport, assisted by RATP for the studies and construction work. This resulted in the two companies signing amendment No. 1 to the Protocol to define the conditions of this transaction.

This agreement is in the interest of Aéroports de Paris to support the development of 100% carbon-free electric air mobility and to promote the development of all associated uses, whether logistics, medical or passenger transport.

This agreement was authorised by your Board of Directors during its meeting held on 29 March 2023 and signed by Aéroports de Paris on 14 April 2023.

**The sixth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with Société du Grand Paris (SGP) covered by Article L. 225-38 of the French Commercial Code.**

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement consists of amendment No. 4 to the joint project management agreement concluded on 16 July 2015 between Société du Grand Paris and Aéroports de Paris for the construction of a station at Paris-Orly airport to accommodate metro lines 14 and 18.

The purpose of amendment No. 4 is to provide additional compensation for Aéroports de Paris from SGP due to changes in the work programme and schedule by SGP as well as for additional project ownership and project management assignments.

This agreement is of interest for Aéroports de Paris in that it develops the attractiveness of Paris-Orly airport, improves its access conditions and optimises airport development through the construction of the station and its connection to the terminals.

Agreement No. 4 was authorised by your Board of Directors at its meeting of 11 October 2023 and was signed by Aéroports de Paris on 13 November 2023.

**The seventh resolution is intended to submit for your approval, in accordance with Article L. 225-42 of the French Commercial Code, an agreement referred to in Article L. 225-38 of the French Commercial Code entered into with Société du Grand Paris which had not given rise to the prior authorisation of the Board of Directors.**

This agreement consists of amendment No. 3 to the joint project management agreement concluded on 16 July 2015 between Société du Grand Paris and Aéroports de Paris for the construction of a station at Paris-Orly airport to accommodate metro lines 14 and 18.

Amendment No. 3 was signed on 2 August 2022 in order to increase the total amount of financing of the works by SGP to €245 million excluding tax and to allow the compensation by Aéroports de Paris of the additional costs incurred by the contractor responsible for the work resulting from programme changes requested by SGP.

This agreement is of interest for Aéroports de Paris in that it develops the attractiveness of Paris-Orly airport, improves its access conditions and optimises airport development through the construction of the station and its connection to the terminals.

This agreement, which by omission was not submitted to the prior authorisation of the Board of Directors, is detailed in the Statutory Auditors' special report.

#### **4. Delegation of authority to the Board of Directors to trade in the Company's shares pursuant to Article L. 22-10-62 of the French Commercial Code (Resolution No. 8)**

In anticipation of and subject to the authorisation given by the General Meeting of 16 May 2023 under the ninth resolution, the Board of Directors authorised the implementation of the buyback programme by means of a liquidity contract entered into between the Company and an investment services provider (to implement this contract, on 29 March 2023, the Board of Directors decided to allocate €30 million to the liquidity account).

The information specified in Article L. 225-211 of the French Commercial Code on transactions carried out by the Company on its own shares is given in the management report (notably concerning the number of shares bought and sold during the year, the average prices of share purchases and sales, the amount of trading fees, the number of shares registered in the Company's name at year-end, their value measured at purchase price, their nominal value for each intended purpose, the number of shares used, any re-allocations and the fraction of the capital they represent).

It is proposed that you adopt the authorisation to be granted to the Board of Directors to decide to implement a share buyback programme to purchase, have purchased, sell or transfer shares of the Company pursuant to Articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, European regulation No. 596/2014 of the European Parliament and Council dated 16 April 2014 on market abuses ("**MAR Regulation**") and Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing the MAR Regulation, and Articles 241-1 *et seq.* of the French Financial Markets Authority (AMF) General Regulation, in particular in view of:

- the stimulation of the secondary market or the liquidity of the ADP share, by an investment services provider acting independently under a liquidity contract compliant with the ethics charter approved by the *Autorité des Marchés Financiers* in its de-

cision No. 2021-01 of 22 June 2021; and/or

- the allocation or sale of shares to employees, as their participation in the benefits of the Company's expansion or the implementation of any company or group savings plan (or equivalent plan) under the conditions set forth by the law and in particular Articles L. 3332-1 et seq. of the French Labour Code; and/or
- the allocation of bonus shares under the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French Commercial Code; and/or
- in general, to honour obligations in connection with stock option programmes or other allocations of shares to employees or officers of the Company or an associated company; and/or
- the implementation of any Company stock option plan under the provisions of Articles L. 225-177 et seq. and L. 22-10-56 et seq. of the French Commercial Code, or any similar plan; and/or
- the cancellation of all or part of the shares thus purchased, subject to authorisation to reduce the share capital granted by the Extraordinary General Meeting; and/or
- the remittance of shares when exercising rights attached to securities giving access to the capital by redemption, conversion, exchange, exercise of a warrant or in any other manner; and/or
- the retention and subsequent remittance of shares (for payment, exchange, contribution or other) in the context of external growth, merger, de-merger or contribution operations.

This programme is also intended to enable the Company to trade in the shares of the Company for any other purpose authorised or that may be authorised in law or by the regulations in force or to implement any market practice accepted by the AMF and, more generally, to carry out any other transaction in accordance with the regulations in force. In this event, the Company would issue a statement to inform its shareholders. These transactions may be carried out at any time, subject to compliance with the regulations in force.

Purchases of the Company's shares may be made for such a number of shares that, on the date of each buyback, the total number of shares purchased by the Company since the beginning of the programme may not exceed 10% of the shares comprising the Company's share capital, it being noted that in any event (i) such limit would apply to an amount of the Company's share capital that would be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this Meeting, (ii) by way of exception, when shares are purchased to promote liquidity under the conditions defined by the General Regulation of the *Autorité des Marchés Financiers*, the number of shares taken into account for the calculation of the 10% limit would correspond to the number of shares purchased, less the number of shares resold during the term of the authorisation, and (iii) the acquisitions that would be made by the Company could in no event result in the Company holding more than 10% of its share capital.

The maximum purchase price per share would be €210, excluding acquisition costs, for the purchases made for all of the programme's transactions.

The shares may be acquired, sold or transferred at any time within the limits authorised by the legal and regulatory provisions in force, and by any means, on one or more occasions, in particular on regulated markets, multilateral trading facilities or over-the-counter, including by block purchases or sales, or by public tender, sale or exchange offer, or through the use of options or other financial contracts negotiated or through the delivery of shares as a result of the issue of securities giving access to the Company's capital by conversion, exchange, redemption, exercise of a warrant or in any other manner, either directly or indirectly through an investment services provider (without limiting the portion of the buyback programme that may be carried out by any of these means), or in any other manner.

The maximum amount that the Company may allocate to this share buyback programme is €1,100 million.

This authorisation would be granted to the Board of Directors for a period of eighteen (18) months from the date of the General Meeting of Shareholders. As of the date of the General Meeting, it shall supersede, if applicable, up to the amount of the unused portion and for the remaining term, all previous authorisations granted for the same purpose to the Board of Directors by the Ordinary General Meeting.

Your Board of Directors proposes that you authorise it, in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, allocation of bonus shares, stock split or reverse stock split, distribution of reserves or any other assets, amortisation of capital, or any other transaction affecting the share capital or shareholders' equity, the power to adjust the aforementioned maximum purchase price to take into account the impact of those transactions on the value of the share.

Your Board of Directors further proposes that you delegate to it all powers, with the option to further delegate such powers in accordance with the law, to decide on and implement this authorisation, to specify, if necessary, the terms and conditions thereof, to carry out the share buyback programme, place any stock market orders, enter into any agreements, in particular to keep registers of purchases and sales of shares, and draw up any document or press release in connection with the aforementioned transactions, and allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions according to which the rights of holders of securities giving access to the capital or other rights giving access to the capital will be preserved in accordance with the laws and regulations in force and, where applicable, the contractual stipulations providing for other cases of adjustment, make all declarations to the *Autorité des Marchés Financiers* and any other substitute or competent authority, complete all formalities and, in general, take whatever measures are necessary.

## **5. Approval of the information referred to in Article L. 22-10-9 I of the French Commercial Code concerning the compensation of corporate officers (Resolution No. 9)**

Pursuant to Article L. 22-10-34 of the French Commercial Code, you are requested to approve the information mentioned for each corporate officer in Article L. 22-10-9, I of the French Commercial Code, as presented in the corporate governance report referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

## **6. Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of all kinds paid during, or granted for, the financial year ended 31 December 2023 to Augustin de Romanet, Chairman and Chief Executive Officer (Resolution No. 10)**

Pursuant to Article L. 22-10-34, II of the French Commercial Code, it is proposed that you approve the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during, or granted for, the 2023 financial year to Augustin de Romanet, Chairman and Chief Executive Officer.

The variable or exceptional compensation items allocated for the 2023 financial year can only be paid after approval by the General Meeting.

<i>In euros</i>	<b>2023 amounts submitted to a vote</b>	<b>Presentation</b>
Fixed compensation	350,000 (amount paid)	
Annual variable compensation (amount to be paid for 2023 after approval by the 2024 General Meeting)	100,000	<p>2023 criteria and weighting</p> <ul style="list-style-type: none"> <li>◆ <u>Quantitative criteria:</u> Group EBITDA (25%), Group net debt/EBITDA (25%);</li> <li>◆ <u>Qualitative criteria:</u> Continued deployment of the 2022-2025 strategic roadmap, securing of the industrial model and preparation for the 2024 Olympic Games (25%),</li> </ul> <p>In line with the Company's purpose and social and environmental commitments, notably for the climate and biodiversity (25%).</p>
Deferred/multi-annual variable compensation	None	
Exceptional compensation	None	
Director compensation	None	
Benefits in kind	9,019	Company car
<b>Total compensation</b> awarded for the 2023 financial year	459,019	
Valuation of options allocated during the year	None	
Valuation of performance shares allocated during the year	None	
Severance compensation	None	
Non-competition benefit	None	
Supplementary pension scheme	None	
<b>2022 annual variable compensation paid</b> in 2023 after approval by the 2023 General Meeting	100,000	

The amount of fixed compensation for 2023 is unchanged. The objectives for variable compensation were achieved, respectively, at 110% for the quantitative objectives (Group EBITDA = 110%; net debt/Group EBITDA = 110%) and 100% for the qualitative objectives (including continued deployment of the 2022-2025 strategic roadmap, securing of the industrial model and preparing for the Olympic Games = 100%, social and environmental commitments = 100%).

The Chairman and Chief Executive Officer benefits from a death/disability contract as well as the individual accident policy for employees of Aéroports de Paris.

Pursuant to Article 3 of Decree no. 53-707 of 9 August 1953 as amended relating to State control of national companies and certain organisations with an economic and social purpose, components of compensation (with the exception of benefits in kind and allowances) are subject to an overall gross ceiling of €450,000. In accordance with Article 3 of the Decree, all of the components of the compensation for the Chairman and CEO awarded to Augustin de Romanet for the year ended 31 December 2023, as adopted by the Board of Directors on 14 February 2024, have been submitted to the minister for approval.

## **7. Approval of the compensation policy for the members of the Board of Directors <sup>[1]</sup><sub>SEP</sub> (other than the Chairman and Chief Executive Officer) (Resolution No. 11)**

Pursuant to Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code, it is proposed that you approve the compensation policy for the members of the Board of Directors (other than the Chairman and Chief Executive Officer) as presented in the report on corporate governance.

Non-executive directors are compensated solely on the basis of their attendance at meetings of the Board of Directors and its committees.

The General Meeting of Shareholders set the amount of the annual total compensation package at €500,000, as of the close of the 12 May 2020 General Meeting until further deliberation of the Ordinary General Meeting.

By decision of the Board of Directors on 24 June 2020, this amount was distributed among the members of the Board of Directors appointed by the Annual General Meeting and the director representing the French government, excluding directors representing the employees in accordance with the laws and regulations in force. Part of this amount may be used to compensate non-voting Board members, by decision of the Board of Directors.

## 8. Approval of the compensation policy for the Chairman and Chief Executive Officer (Resolution No. 12)

Pursuant to Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code, it is proposed that you approve the compensation policy of the Chairman and Chief Executive Officer as presented in the corporate governance report.

This policy provides that the allocation of the variable portion is based on the achievement of quantitative and qualitative objectives related to the Group's strategy: this is part of the promotion of a new airport model, with a view to the long term, after two years of an exceptional and lasting crisis. Hospitality for the travelling customer remains at the heart of the Company's concerns, with increased attention paid to the components of travel: simplicity and fluidity, health and safety, comfort and quality of experience.

It meets societal and environmental expectations.

The strategic roadmap for 2022-2025, "2025 Pioneers" organises and makes this ambition possible, and its implementation since 2022 is a major objective.

This joint industrial project, on the scale of a multi-local group, must be built, and secured economically (economic performance indicators: amount of Group EBITDA and Group ROCE).

In a social, environmental and societal context that requires a sustainable model, and with the support of each of its employees, the Company is renewing and developing its social commitments, in particular to support employees in the transformation of the Group, and its environmental commitments, in particular for the climate.

These items are included in the report referred to in Article L. 22-10-8 of the French Commercial Code, which specifies that the payment of variable and exceptional compensation items granted for the 2024 financial year is subject to approval by the 2025 Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2024.

The 2024 compensation structure for the Chairman and Chief Executive Officer set out in the corporate governance report is as follows:

<i>In euros</i>	<b>2024 Amount</b>	
Fixed compensation	350,000	Unchanged since 2012
Annual variable compensation (maximum amount) (amount to be paid after approval by the 2025 General Meeting)	100,000	<p>2024 criteria and weighting:</p> <ul style="list-style-type: none"> <li>◆ <u>Quantitative criteria:</u> Group EBITDA (30%), Group ROCE (25%);</li> <li>◆ <u>Qualitative criteria:</u> <b>social and environmental responsibility: climate objective</b> (12%): submission, within the scope of the Paris airports, of the short-term SBTi (~2030) and Net 0 (2050) targets, together with action plans for the CO<sub>2</sub> emissions of our Scopes 1 and 2 and our Scope 3, aligned with the 1.5°C standard, and after their prior review by the Board of Directors</li> <li><b>social and environmental responsibility: social commitments</b> (13%), focusing in particular on: workplace safety, in particular improvement of the frequency rate indicator, by addressing the various risk factors and developing a prevention culture at all levels; employment of young people, in particular continuing the development of work-study programmes and reaching a percentage of hires at the end of these courses of around 15%.</li> <li><b>Continued deployment of the 2022-2025 strategic roadmap, securing the industrial model and roll-out of the 2024 Olympic Games</b> (20%).</li> </ul>
Deferred/multi-annual variable com-	None	

pensation		
Exceptional compensation	None	
Director compensation	None	
Benefits in kind	According to URSSAF rules regarding benefits	Company car
<b>Total compensation</b> due for the year	450,000 + <sup>(11)</sup> <sub>(99)</sub> benefits in kind	
Valuation of options allocated during the year	None	
Valuation of performance shares allocated during the year	None	
Severance compensation	None	
Non-competition benefit	None	
Supplementary pension scheme	None	

The amount of fixed compensation and the maximum amount of the variable portion are unchanged. The quantitative and qualitative objectives have a weighting of 55% and 45%, respectively, within the total variable portion.

The Chairman and Chief Executive Officer benefits from a company car and a death/disability contract, as well as the individual accident policy for employees of Aéroports de Paris.

Pursuant to Article 3 of Decree no. 53-707 of 9 August 1953 as amended relating to State control of national companies and certain organisations with an economic and social purpose, components of compensation (with the exception of benefits in kind and allowances) are subject to an overall gross ceiling of €450,000. In accordance with Article 3 of the decree, the items of compensation awarded to the Chairman and Chief Executive Officer, as adopted by the Board of Directors on 20 December 2023, were submitted to the minister for approval.

## 9. Renewal of directors (resolutions No. 13 to 19)

The terms of office of the following Directors expire at the end of the General Meeting of 21 May 2024: Augustin de Romanet de Beaune, Jacques Gounon, Predica Prévoyance Dialogue du Crédit Agricole, Sylvia Metayer, Séverin Cabannes, Olivier Grunberg and Fanny Letier, director proposed by the French State.

The position of Chairman and Chief Executive Officer of Aéroports de Paris, which Augustin de Romanet de Beaune has held since 29 November 2012, ends automatically with the end of his term of office as director.

The Board of Directors believes that this uniqueness of the position of Chairman and CEO makes it possible, in a profoundly changing international, environmental and societal context in air transport, to strengthen the cohesion between strategy and operational function and to guarantee true efficiency in decision-making within Groupe ADP. As part of the internal assessment of the Board of Directors, carried out in 2023 and in line with previous assessments, all of the members interviewed maintained that combining the functions of Chairman and CEO is appropriate for the Company's context because there is a real balance of powers.

In 2020, Augustin de Romanet de Beaune wished, after discussions with stakeholders, to include the purpose of Aéroports de Paris in the Company's Articles of Association: "Welcoming passengers, exploiting and imagining airports, responsibly and around the world". It clearly sets out what unites the Group and what the hundreds of professions that make up Groupe ADP's unique expertise contribute.

Covid disrupted the Company's operations with a historic drop in traffic in Paris and in revenue. In order to preserve the Company's financial equilibrium, Augustin de Romanet de Beaune implemented a massive savings plan and temporarily reduced wages. In return, he committed to maintaining employment, which he achieved. The results published on 14 February reflect the absorption of the Covid shock.

In 2021, Augustin de Romanet de Beaune proposed to the Board of Directors, which approved it, the "2025 Pioneers" strategic roadmap aimed at putting the Group's airports in France and abroad at the forefront of the decarbonisation of air transport. This roadmap, whose implementation is continuing, aims to transform airports into multimodal connectivity platforms, offering the mode of transport with the lowest environmental impact for each destination, and to create energy hubs, designed and operated sustainably. Groupe ADP thus wishes to support structural changes while continuing to create value for its shareholders, employees, customers, the surrounding regions and the entire airport community.

In line with his desire to put hospitality at the heart of Groupe ADP's raison d'être, Augustin de Romanet de Beaune has continued to act to improve the quality of service in the airports. This is evidenced by excellent Skytrax results, which ranked Paris-Charles de Gaulle Airport in first place in Europe for the second consecutive year. In Paris, the success of the new Extime hospitality brand is reflected in a remarkable commercial performance in 2023.

For more than 10 years, Groupe ADP has built an international network of 25 airports around the world under the leadership of Augustin de Romanet de Beaune, notably with the acquisition of the Indian group GMR Airports, which has seen its value multiplied 4.5 times since its acquisition in 2020. Currently the second global airport group, the Group is pursuing the goal of becoming the integrated and responsible leader in decarbonisation.

In the very short term, Groupe ADP is committed to the success of the Olympic and Paralympic Games, which will accelerate change and leave a lasting legacy, particularly in terms of the accessibility of Paris airports.

These factors justify our continued confidence. Thus, it is proposed, **in the thirteenth resolution**, that you renew the term of office of Augustin de Romanet de Beaune as a director.

As an executive officer of the Company, Augustin de Romanet de Beaune does not qualify as an independent director.



**In the fourteenth resolution**, you are asked to renew the term of office of Séverin Cabannes.

Séverin Cabannes is a Referent Administrator and Chairman of the Audit and Risk Committee of Aéroports de Paris.

He is an alumnus of École Polytechnique and École Nationale Supérieure des Mines de Paris (ENSM). After having worked as a financial analyst at Crédit National, then having held various management positions within the Elf Atochem Group, Le Groupe La Poste and Groupe Steria SCA, Séverin Cabannes joined Société Générale between 2007 and 2021 where he served as Head of Resources, then Deputy Chief Executive Officer in charge of Risk, Finance and Compliance, then of Corporate & Investment Banking and Investor Services.

His extensive expertise in the banking sector and his knowledge of finance and financial markets strengthen this expertise on the Board of Directors.

The situation of Séverin Cabannes was examined with regard to the independence criteria set out in the AFEP-MEDEF Corporate Governance Code for listed companies, which determine the independence of directors. It was noted that Séverin Cabannes meets the criteria of an independent director and does not have any business relations with the Company. He therefore qualifies as an independent director.

**In the fifteenth resolution**, you are asked to renew the term of office of Olivier Grunberg as a director.

Olivier Grunberg is a member of the Audit and Risk Committee and of the ESG Committee.

Olivier Grunberg graduated from the Institut d'Études Politiques in Paris and is an alumnus of the École Nationale d'Administration. After holding various positions within the central administration, in particular in the Budget Department of the Ministry of Finance, then in the Office of the Prime Minister and in the Office of the Secretary of State for Transport, Olivier Grunberg joined the Veolia Group in 1997. He held various positions in the Water and Transport sectors. He is currently Deputy Chief Executive Officer and General Secretary of Veolia Eau France.

His expertise and knowledge of the business world, particularly in the financial fields and in public service delegation projects in France and abroad, and his involvement in the field of ESG are undeniable assets that enrich the discussions of our Board of Directors.

The situation of Olivier Grunberg was examined with regard to the independence criteria set out in the AFEP-MEDEF Corporate Governance Code for listed companies, which determine the independence of directors. It was noted that Olivier Grunberg meets the criteria of an independent director and does not have a significant business relationship with the Company. He therefore qualifies as an independent director.

**In the sixteenth resolution**, you are asked to renew the term of office of Sylvia Metayer as a director.

Sylvia Metayer is Chairwoman of the Compensation, Appointments and Corporate Governance Committee.

She is a graduate of HEC Paris and holds a DESCF in accounting.

Sylvia Metayer has held various executive management positions within the Vivendi and Sodexo groups, notably as Group Director of Growth Strategy after having been Global Managing Director in charge of Corporate Services and Chairwoman of major international accounts.

Her real international expertise and knowledge of the corporate world are an undeniable asset that enriches the discussions of our Board of Directors.

Sylvia Metayer's situation was examined with regard to the independence criteria set out in the AFEP-MEDEF Corporate Governance Code for listed companies which determine the independence of directors. It was noted that Sylvia Metayer meets the criteria of an independent director and does not have a business relationship with the Company. With regard to her office as a member of the Supervisory Board of the KEOLIS Group, which has an insignificant business relationship with Aéroports de Paris, Sylvia Metayer has no direct or indirect decision-making power in the context of the establishment or the maintenance of business flows. She therefore qualifies as an independent director.

**In the seventeenth resolution**, you are asked to renew the term of office of Predica Prévoyance Dialogue du Crédit Agricole, a major shareholder with approximately 7.8% which does not control Aéroports de Paris. This large French institutional group provides a recognised advantage for long-term strategy plans. This director, which does not have a significant business relationship with the Company, is qualified as independent.

**In the eighteenth resolution**, you are asked to renew the term of office of Jacques Gounon.

Jacques Gounon is a Chief Engineer of École Nationale des Ponts et Chaussées and a former student of École Polytechnique.

After serving as Chief of Staff to the Secretary of State for Transport, he joined the Board of Directors of Eurotunnel in 2004, then became its Chairman and Chief Executive Officer in 2005. He has been Chairman of Getlink (formerly the Eurotunnel Group) since 2020.

His recognised expertise and in-depth knowledge of major industrial infrastructure and the governance of a large international group are an undeniable asset that enriches the discussions of our Board of Directors.

Jacques Gounon does not qualify as an independent director, as he has been on the Board for more than 12 years.

**In the nineteenth resolution**, you are asked to renew the term of office of Fanny Letier.

Fanny Letier is the Chairwoman of the ESG Committee.

She graduated from the Institut d'Études Politiques in Paris and is an alumnus of the École Nationale d'Administration.

After several years at the Ministry of the Economy and Finance, where she headed the Interministerial Committee for Industrial Restructuring (CIRI), she became a member of the Executive Committee of Bpifrance, in charge of direct investments and support for SMEs and mid-sized companies. Since 2019, Fanny Letier has been co-founder and Chairwoman of GENE Capital, a management fund to support the growth of SMEs and mid-sized companies. She also serves as Chief Executive Officer of GENE Capital Entrepreneur, the management company of GENE Capital.

Her expertise in financing and business development is an undeniable asset that enriches the discussions of our Board of Directors.

This director, proposed by the French government, represents the interests of the French government in its capacity as a shareholder (Article 6 III of the above order) and cannot be classified as an independent director in light of the criteria set by the AFEP-MEDEF Code. Since the French government controls Aéroports de Paris, this director is unable to meet the independence criterion that states that an inde-

pendent director cannot be the representative of a majority shareholder. She does not entertain a business relationship with the Company.

These terms of office will be renewed for a period of five years ending at the end of the Ordinary General Meeting called in 2029 to approve the financial statements for the past financial year.

The *curriculum vitae* of the candidates proposed as directors are appended to this report.

## **10. Appointment of four non-voting Board members in an advisory capacity (resolutions No. 20 to 23)**

The terms of office of the non-voting Board members (Anne Hidalgo, Valérie Pécresse, Didier Martin and Patrick Renaud) expire at the end of the General Meeting of 21 May 2024.

From the twentieth to twenty-third resolutions, you are asked to appoint four non-voting directors in an advisory capacity. Article 13 of the Articles of Association stipulates that *"On the proposal of the Board of Directors, the Ordinary General Meeting may appoint non-voting Board members to the Company, the number of which may not exceed four. Non-voting Board members are chosen from among the shareholders or outside them"*.

You are asked to appoint four non-voting Board members, the Secretary General of the Ministry of the Interior and French Overseas Departments and Collectivities, the Chairwoman of the Île-de-France region, the Mayor of the city of Paris, and the Chairwoman of the Communauté d'agglomération Roissy Pays de France. They participate in the Board of Directors in an advisory capacity.

These non-voting Board directors are very committed to the economic development and attractiveness of the Paris region. They contribute their experience to the Board of Directors to benefit the development of Paris airports. The expertise of the Secretary General of the Ministry of the Interior and Overseas Departments and Collectivities in the areas of safety and security and his perfect knowledge of the administrative organisation of the State, in particular that of the regular contacts of Aéroports de Paris, is an undeniable asset for the Company's Board of Directors.

These positions will be renewed for a period of five years ending at the end of the Ordinary General Meeting called in 2029 to approve the financial statements for the past financial year.

## **11. Appointment of Ernst & Young Audit and Deloitte & Associés as Statutory Auditors in charge of the certification of sustainability information (resolutions No. 24 and 25)**

Aéroport de Paris, a company listed on the Euronext regulated market and exceeding thresholds set by decree, is subject to a new sustainability reporting system applicable for the first time in 2025 for the financial year beginning on the 1 January 2024.

As part of sustainability reporting, sustainability information (IMD) will need to be certified by sustainability auditors. These sustainability auditors are to be appointed in 2024 by the Ordinary General Meeting. On the proposal of the Audit and Risk Committee, the Board of Directors proposes that you appoint, in accordance with the provisions of Article L.232-6-3 of the French Commercial Code, the firms Ernst & Young Audit and Deloitte & Associés as Statutory Auditors of the Company, in charge of the certification of sustainability information, for the remainder of their term of office in respect of their mission to certify the financial statements, i.e. until the end of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2026.

The firms Ernst & Young Audit and Deloitte & Associés will each be represented by a natural person meeting the necessary conditions to perform the certification of sustainability information in accordance with the conditions provided for by Article L. 821-26 of the French Commercial Code.

They indicated that they accepted these functions and were not affected by any incompatibility or prohibition likely to prevent their appointment.

## **B. Extraordinary General Meeting**

### **I. Delegations to the board of directors to increase the capital (resolutions no. 26 to 33)**

Your Board of Directors wishes to have the means to enable it, if necessary by using the financial markets to invest equity securities, to quickly and flexibly gather the financial resources necessary for the development of your Company and its group.

These draft resolutions are therefore intended to give the Board of Directors the necessary powers to carry out a certain number of transactions commonly delegated to the Board of Directors by the General Meetings of companies whose shares are admitted to trading on a regulated market. The ceilings are similar to those of the delegations of authority that you granted to the Board of Directors at the General Meeting of 17 May 2022. For information, the delegations granted by the Combined General Meeting of 17 May 2022 were not used.

An overall cap of €97 million applies for dilutive capital increases. This ceiling corresponds to the total nominal amount of capital increases that may be carried out by the Board of Directors under all the delegations of authority that you will be asked to grant to the Board of Directors. The following sub-ceilings are deducted from this overall ceiling:

- €97 million (i.e. 33% of the share capital) for capital increases with preferential shareholder subscription rights;
- €29 million (i.e. 10% of the share capital) for capital increases without preferential subscription rights;
- €29 million (i.e. 10% of the share capital) for certain capital increases when they are carried out during a public offer.

Consequently, the Board of Directors asks your meeting, using the legal delegation of authority, to delegate its authority to it for a period of twenty-six (26) months:

to proceed with the issue, with preferential subscription rights for shareholders:

- o (a) of shares of the Company, and/or (b) securities which are equity securities of the Company giving access by any means, immediately and/or in the future, to other existing equity securities or to be issued, by the Company or any Company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") or to existing equity securities of any Company in which the Company does not directly or indirectly own more than half of the share capital, and/or giving entitlement to the allocation of debt securities of the Company, any Subsidiary or any company referred to above; and/or (c) any securities, whether compound or not, giving access by any means, immediately and/or in the future, to equity securities to

be issued by the Company and/or by any Subsidiary and, where applicable, also giving access to existing equity securities and/or giving rise to the allocation of debt securities,

- o up to a maximum nominal amount of €97 million for the Company's capital increases and €500 million for the nominal amount of the securities representing claims on the Company that may be issued (resolution No. 26);

- to proceed with the issue, by way of a public offer (other than those mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code), of shares or securities (similar to those referred to in resolution No. 26), with cancellation of shareholders' preferential subscription rights, up to a maximum nominal amount of €29 million for the Company's capital increases and €500 million for the nominal amount of securities representing claims on the Company that may be issued (resolution No. 27);
- to proceed with the issue, by way of a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, of shares or transferable securities (similar to those referred to in resolution No. 27), without preferential subscription rights for shareholders up to a maximum nominal amount of €29 million for the Company's capital increases and €500 million for the nominal amount of securities representing claims on the Company that may be issued (resolution No. 28);
- to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights, up to a limit of 15% of the initial issue (resolution No. 29);
- to decide to increase the Company's share capital by incorporating premiums, reserves, profits or other up to a maximum nominal amount of €97 million (resolution No. 30);
- to decide on a capital increase by issuing shares or securities giving access to the share capital (excluding preferred shares) reserved for members of company savings plans with cancellation of preferential subscription rights for the benefit of the latter up to a maximum nominal amount of €2.9 million (resolution No. 31);
- to issue shares or securities with cancellation of shareholders' preferential subscription rights in the event of a public exchange offer initiated by the Company up to a maximum amount of €29 million for the Company's capital increases and of €500 million for the nominal amount of securities representing claims on the Company that may be issued (resolution No. 32);
- to issue shares or securities to remunerate contributions in kind granted to the Company up to a limit of 10% of the share capital (resolution No. 33).

The Board of Directors, within the limits that it would have previously set, would also have the option to sub-delegate, under the conditions provided by law, the power to decide on the completion of the issues.

The maximum total amount of capital increases that may be carried out with preferential subscription rights under the aforementioned delegations is set at a nominal value of €97 million. This is a cap common to resolutions No. 26 to 29 and No. 31 to 33 (when use is made of resolution No. 29 in connection with an initial issue on the basis of the aforementioned resolutions).

The maximum total amount of capital increases that may be carried out without preferential subscription rights, under the aforementioned delegations, is set at a nominal value of €29 million. This is a cap common to resolutions No. 27, 28, 29 (when use is made of resolution 29 in connection with an initial issue subject to this cap), 31, 32 and 33.

The maximum total amount of issues of securities giving entitlement to the allocation of debt securities that may be carried out under the aforementioned delegations is set at a nominal value of €500 million. This is an overall ceiling common to resolutions No. 26, 27, 28 and 32.

As indicated above, (i) an overall cap of €97 million will be common to resolutions No. 26, 27, 28, 29, 31, 32 and 33, and (ii) a cap of €29 million in nominal value will be common to resolutions No. 26, 27, 28 and 29 when these delegations are used during public offers.

In proposing that you grant it these delegations, your Board of Directors wishes to specify, in order to meet the requirements of laws and regulations, the scope of the corresponding resolutions submitted for your approval.

## **I.1. GENERAL AUTHORISATIONS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OR DEBT SECURITIES**

### **I.1.1 Delegation of authority to the Board of Directors to proceed with the issue, with preferential subscription rights for shareholders, of Company shares or securities giving access to the share capital of the Company or subsidiaries (Resolution No. 26)**

This resolution concerns the issues, with maintenance of your preferential subscription rights, of ordinary shares of your company, or securities giving access, immediately or in the future, to the share capital of your company (for example, bonds convertible or redeemable in shares), issued for consideration or free of charge, governed by Articles L. 228-91 *et seq.* of the French Commercial Code or giving access to the share capital of a company in which it directly or indirectly owns more than half of the share capital<sup>4</sup> or to existing equity securities of a company in which your company does not directly or indirectly own more than half of the share capital. It also covers issues of complex debt securities when the primary security is an equity security or when the security to which these securities give entitlement is an equity security to be issued by the Company or a subsidiary. It is specified that any issue of preferred shares and securities giving access by any means, immediately or in the future, to preferred shares would be expressly excluded.

The maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation would be set at €97 million, it being specified that these issues would also be deducted from the total cap amount of €97 million provided for in resolution No. 35 and, in the event of use of this delegation during a public offer period, on the sub-cap of €29 million set in resolution No. 36. In addition, the nominal amount of shares to be issued would be added to these ceilings, in order to preserve the rights of holders of securities and other rights giving access to the share capital.

It is specified that the maximum nominal amount of the securities representing claims on the Company that may be issued under this delegation may not exceed the ceiling of €500 million (or the equivalent value in euros of this amount in the event of an issue in other currencies or units of account), it being specified that (i) this amount is common to all securities representing receivables on the Company whose

---

<sup>4</sup> These issues would be subject to approval by the Extraordinary General Meeting of the subsidiary concerned.

issue is delegated to the Board of Directors pursuant to this resolution and resolutions No. 27, 28 and 32 of this meeting, the total nominal amount of debt securities issues resulting from the aforementioned delegations will therefore be deducted from the above ceiling, and (ii) this ceiling would not apply to the amounts of any debt securities referred to in Articles L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code, the issue of which would also be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association.

On this basis, your meeting is invited to delegate to your Board of Directors its authority to decide on issues, on one or more occasions, in the best interests of the Company and its shareholders.

In particular, you are asked to allow the Board of Directors, if the subscriptions have not absorbed the entire issue, to decide, in the order it determines, and in accordance with the law, to limit the capital increase in the amount of subscriptions received or, in whole or in part, to freely distribute the unsubscribed securities or offer them to the public in France and/or, where applicable, abroad, and/or on the international market.

#### **I.1.2 Delegation of authority to the Board of Directors to proceed with the issue, by way of a public offer (other than those mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code), of shares or securities without shareholders' preferential subscription rights (resolution No. 27)**

This resolution would enable the Board of Directors, in order to seize the opportunities offered by the financial markets in certain circumstances, to carry out issues on the international market as well as on the French and foreign markets, without the exercise of the preferential subscription rights of shareholders. It is specified that any issue of preferred shares and securities giving access to preferred shares would be expressly excluded.

In addition, your Board of Directors is asking you, by voting on this resolution, to cancel the preferential subscription rights of shareholders to shares and other securities giving access to the share capital (similar to those described in resolution No. 26 and referred to in paragraph 1.4 below) that would be issued.

The nominal amount of capital increases carried out in the event of use by the Board of Directors of this delegation and those granted under resolutions No. 28, 31, 32 and 33 of this meeting may not exceed €29 million.

This amount will be deducted from the total ceiling of €97 million provided for in resolution No. 35, and, if this delegation is used during a public offer period, against the sub-ceiling of €29 million set in resolution No. 36.

In addition, the nominal amount of shares to be issued would be added to this ceiling, to preserve the rights of holders of securities and other rights giving access to the share capital.

Your delegation would also enable the Board of Directors to issue complex debt securities under the conditions specified above.

It is specified that the maximum nominal amount of the securities representing claims on the Company that may be issued under this delegation may not exceed the ceiling of €500 million (or the equivalent value in euros of this amount in the event of an issue in other currencies or units of account), it being specified that (i) this amount would be deducted from the ceiling set in paragraph 2(c) of resolution No. 26, and (ii) this ceiling would not apply to the amounts of any debt securities referred to in Articles L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code whose issue would also be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association.

If you grant the Board of Directors this delegation, the issue price of the securities issued will be such that the amount received by the Company is at least equal to the minimum stipulated by the provisions applicable on the date of issue.

On this basis, your General Meeting is invited to delegate to your Board of Directors its authority to carry out, on one or more occasions, issues without preferential subscription rights for shareholders.

In particular, if the subscriptions, including where applicable those of the shareholders, have not absorbed the entire issue, the Board of Directors may decide, in the order it determines, and in accordance with the law, to limit the capital increase to the amount of subscriptions received or, in whole or in part, freely distribute the unsubscribed securities or offer them to the public.

You are also asked to grant the Board of Directors, pursuant to Article L. 22-10-51 of the French Commercial Code, the option to grant Shareholders a priority right to subscribe to any issue decided by the Board of Directors. This priority right granted to Shareholders will be exercised for a period and in accordance with the terms and conditions set by the Board of Directors in accordance with the applicable legal and regulatory provisions. It would not give rise to the creation of negotiable rights and would be exercised in proportion to the number of shares held by each shareholder.

This delegation would be granted for a period of twenty-six months (26).

#### **I.1.3 Delegation of authority to the Board of Directors to proceed with the issue, by way of a public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, of shares or securities with cancellation of shareholders' preferential subscription rights (resolution No. 28)**

By voting on this resolution, we propose that you delegate to the Board of Directors, for a period of 26 months, your authority to decide on the increase in the share capital as part of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code through the issue, with cancellation of shareholders' preferential rights, of ordinary shares or securities (similar to those described in resolution No. 26 and referred to in paragraph 1.4 below) issued for consideration or free of charge, governed by Articles L. 225-149 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code giving access to the Company's share capital (whether new or existing shares of the Company). It is specified that any issue of preferred shares and securities giving access by any means, immediately or in the future, to preferred shares would be expressly excluded.

The purpose of this resolution is to enable the Company to carry out capital increases by private placement with qualified investors or a restricted circle of investors as permitted by Article L. 411-2 of the French Monetary and Financial Code.

The nominal amount of capital increases carried out in the event of use by the Board of Directors of the delegation may not exceed an amount of €29 million (it being specified that this amount will be deducted from the total ceiling of €97 million) set in resolution No. 35 as well as on the sub-ceiling for issues with cancellation of preferential subscription rights of €29 million set in resolution No. 27 and, if this delegation is used during a public offer, on the sub-cap of €29 million set in resolution No. 36). In addition, the nominal amount of shares to be

issued would be added to this ceiling, to preserve the rights of holders of securities and other rights giving access to the share capital.

This delegation would also enable the Board of Directors to issue complex debt securities under the conditions specified above.

It is specified that the maximum nominal amount of the securities representing claims on the Company that may be issued under this delegation may not exceed the ceiling of €500 million (or the equivalent value in euros of this amount in the event of an issue in other currencies or units of account), it being specified that (i) this amount would be deducted from the ceiling set in paragraph 2(c) of resolution No. 26, and (ii) this ceiling would not apply to the amounts of any debt securities referred to in Articles L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code whose issue would also be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association.

If you grant the Board of Directors this delegation, the issue price of the securities issued will be such that the amount received by the Company is at least equal to the minimum stipulated by the provisions applicable on the date of issue.

Under this delegation, if the subscriptions have not absorbed the entire issue of securities, the Board of Directors may decide, in the order it determines, and in accordance with the law, to limit the capital increase to the amount of subscriptions received or, in full or in part, to freely distribute the unsubscribed securities or offer them to the public.

#### **1.1.4 Characteristics of securities giving access to the share capital, or giving entitlement to the allocation of debt securities and terms and conditions for allocating debt or equity securities (provisions common to resolutions No. 26, 27, 28 and 32)**

In addition to the issuance of ordinary shares, said resolutions would enable your Board of Directors to decide to issue:

securities which are equity securities of the Company giving access by any means, immediately and/or in the future, to other equity securities, existing or to be issued, of your Company (for example, shares with warrants attached to shares of your Company) or any subsidiary (in which your Company directly or indirectly holds more than half of the share capital) or to existing equity securities of any company in which your company does not directly or indirectly own more than half of the share capital, and/or giving entitlement to the allocation of debt securities of your Company, any subsidiary or any company referred to above;

securities, whether compound or not, giving access by any means, immediately and/or in the future, to equity securities to be issued by your Company (for example, bonds redeemable in shares to be issued by your Company) and/or by any subsidiary (in which your Company directly or indirectly holds more than half of the share capital), these securities, if applicable, also giving access to existing equity securities and/or giving rise to the allocation of debt securities.

The maximum nominal amount of debt securities that may be issued by the Company may not exceed the overall ceiling of €500 million.

#### **1.1.5 Delegation of authority to be granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights, up to a limit of 15% of the amount of the initial issue (resolution No. 29)**

This resolution aims to authorise your Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights, at the same price as that used for the initial issue, within the deadlines and limits (see below) provided for by the applicable regulations. It is specified that any issue of preferred shares and securities giving access to preferred shares would be expressly excluded.

This option makes it possible, in the event of strong demand as part of a securities issue, to proceed within 30 days of the end of the subscription period, to an additional issue of securities for a maximum amount of 15% of the initial issue, in order to satisfy excess demand and avoid a surge in the market for the security concerned. This resolution would also facilitate the granting of the over-allotment option traditionally implemented in market transactions.

The nominal amount of the capital increases decided pursuant to this resolution would be deducted from the total ceiling of €97 million set in resolution No. 35 and, where applicable, from the ceiling(s) applicable to the initial issue and the ceiling set in resolution No. 36 if the delegation is used during a public offer. In addition, the nominal amount of shares to be issued would be added to this ceiling, to preserve the rights of holders of securities and other rights giving access to the share capital.

#### **1.2. Delegation of authority to be given to the board of directors to decide on the increase of the share capital by incorporation of premiums, reserves, profits or other (resolution no. 30)**

We ask you to allow your Board of Directors to increase the share capital through the incorporation of premiums, reserves, profits or other. This transaction, which does not necessarily result in the issue of new shares, is subject to a specific provision of Article L. 225-130 and Article L. 22-10-50 of the French Commercial Code, must be adopted by your General Meeting in accordance with the quorum and majority requirements for Ordinary General Meetings, and we ask that you devote a specific resolution to it. It is specified that any issue of preferred shares and securities giving access to preferred shares would be expressly excluded.

This delegation of authority would enable your Board of Directors to decide, on one or more occasions, to carry out capital increases up to a maximum amount of €97 million, which would constitute an independent ceiling and would not be charged on the amount of the overall cap set in resolution No. 35 or on the amount of the cap set in resolution No. 36 in the event of use during a public offer. In addition, the nominal amount of shares to be issued would be added to this ceiling, to preserve the rights of holders of securities and other rights giving access to the share capital.

In accordance with the law, your Board of Directors would have full powers, with the option of subdelegation, to implement this delegation, in particular, to determine the nature and amount of the sums to be incorporated, as well as the procedure(s) for carrying out the increase, increase in the nominal value of pre-existing securities and/or allocation of free equity securities, and to amend the Articles of Association accordingly.

#### **1.3. Delegation of authority to be given to the board of directors to decide to increase the share capital, by issuing shares or securities giving access to the share capital, reserved for members of company savings plans**

### **with elimination of preferential rights to subscribe for the benefit of the latter (resolution no. 31)**

At the time of any decision to increase the capital by contributions in cash, the General Meeting must vote on a draft resolution to carry out a capital increase reserved for members of a Company savings plan. It is specified that any issue of preferred shares and securities giving access to preferred shares would be expressly excluded.

In accordance with Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labour Code, we therefore propose that you grant, for twenty-six (26) months from the date of the decision of the Extraordinary General Meeting, a delegation of authority to the Board of Directors, with the option of subdelegation under the legal conditions, to decide on the increase in the share capital, in one or more several times, for a maximum nominal amount of €2.9 million, through the issue of shares or securities giving access to the share capital reserved for members of one or more company savings plans (or other plan for members for whom Articles L. 3332-18 *et seq.* of the French Labour Code would allow reservation of a capital increase under equivalent conditions) set up within Aéroports de Paris or the Aéroports de Paris Group set up by the Company and the French and foreign companies within the scope of consolidation of the Company's financial statements pursuant to Articles L. 3344-1 and L. 3344-2 of the French Labour Code.

The maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation would be deducted from the total ceiling of €97 million set in resolution No. 35 and the ceiling of €29 million set in resolution No. 27 for capital increases with cancellation of preferential subscription rights. In addition, the nominal amount of shares to be issued would be added to this ceiling, to preserve the rights of holders of securities and other rights giving access to the share capital.

In accordance with the law, the General Meeting would cancel shareholders' preferential subscription rights to new shares or other securities giving access to the share capital to be issued to the beneficiaries indicated above.

The issue price of the new shares or securities giving access to the share capital would be calculated in accordance with the legal provisions in force, i.e. currently at least equal to 80% of the Reference Price (as this term is defined below); however, the Board of Directors may reduce or eliminate the aforementioned discounts, within the legal and regulatory limits, in order to take into account, *inter alia*, legal, accounting, tax and social security regimes applicable locally.

For the purposes of this section 3, the Reference Price means the average of the listed prices of the Company's share on the Euronext Paris market during the twenty trading sessions preceding the day of the decision setting the opening date of the subscription for members of a company savings plan.

The Board of Directors may grant, free of charge, to the beneficiaries indicated above, in addition to the shares or securities giving access to the share capital to be subscribed in cash, shares or securities giving access to the share capital to be issued or already issued, as a substitute for all or part of the discount in relation to the aforementioned average and/or matching contribution, it being understood that the benefit resulting from this allocation may not exceed the legal or regulatory limits pursuant to Articles L. 3332-18 *et seq.* and L. 3332-10 *et seq.* of the French Labour Code.

### **I.4. Delegation of authority to be granted to the board of directors to issue, with removal of the preferential subscription rights of shareholders, shares or securities in the event of a public exchange offer initiated by the company (resolution no. 32)**

By voting on this resolution, we ask you to give the Board of Directors, with the option of subdelegation under the conditions set by law, authority to issue ordinary shares and securities (as described above), with a view to remunerating securities that would be contributed to the Company, as part of a public offer involving an exchange initiated by the Company for the securities of another company whose shares are admitted to trading on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code or as part of a transaction having the same effect as a public exchange offer initiated by the Company on the securities of another company whose securities are admitted to trading on a regulated market governed by foreign law. It is specified that any issue of preferred shares and securities giving access to preferred shares would be expressly excluded.

This option provided to the Board of Directors would be limited to a maximum amount of capital increases to be carried out not to exceed €29 million. It would cancel, as from the same date, the delegation having the same purpose granted by the General Meeting of 17 May 2022. The maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation would be deducted from the total ceiling of €97 million set in resolution No. 35 and the ceiling of €29 million set in resolution No. 27. In addition, the nominal amount of shares to be issued would be added to these ceilings, in order to preserve the rights of holders of securities and other rights giving access to the share capital.

In any event, the maximum nominal amount of the securities representing claims on the Company that may be issued under this delegation may not exceed the ceiling of five hundred million euros (€500,000,000) (or the equivalent value in euros of this amount in the event of an issue in other currencies or units of account), it being specified that (i) this amount would be deducted from the ceiling set in paragraph 2(c) of resolution No. 26, and (ii) this ceiling would not apply to the amounts of any debt securities referred to in Articles L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code, the issuance of which would also be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association.

### **I.5. Delegation to be granted to the board of directors to issue shares or securities in order to remunerate contributions in kind granted to the company up to the limit of 10% of the share capital (resolution no. 33)**

By voting on this resolution, we ask you to give the Board of Directors the opportunity to issue ordinary shares and securities in order to compensate contributions in kind and consisting of equity securities or securities giving access to the capital of a third-party company. It is specified that any issue of preferred shares and securities giving access by any means, immediately and/or in the future, to preferred shares would be expressly excluded.

The maximum nominal amount of the capital increases that may be carried out immediately or in the future under this delegation would be deducted from the total ceiling of €97 million set in resolution No. 35 and the ceiling of €29 million set in resolution No. 27. In addition, the nominal amount of shares to be issued would be added to these ceilings, in order to preserve the rights of holders of securities and other rights giving access to the share capital.

This option, which would be offered to the Board of Directors, would be limited to 10% of the Company's share capital at the time of the issue. Any issue in this context would require the intervention of a contribution auditor.

## **II. Delegation of authority to be granted to the board of directors to reduce the share capital via cancellation of treasury shares (resolution no. 34)**

This resolution is a corollary of the share buyback programme (resolution No. 8 authorising share buybacks, in particular, for the purpose of cancelling repurchased shares).

This resolution authorises the cancellation of all or part of Aéroports de Paris' shares held by it and/or that it may subsequently acquire, up to a maximum of 10% of the Company's share capital per 24-month period, and allocation of the difference between the purchase price of the cancelled shares and their par value to any available reserves or premiums.

By this resolution, we ask you, for a period of twenty-six (26) months from the date of the decision of the Extraordinary General Meeting, the authorisation to cancel all or part of the shares of the Company that it may acquire under any current or future authorisation granted by the Ordinary General Meeting under the conditions provided for in Article L. 22-10-62 of the French Commercial Code

## **III. Maximum overall amount of increases in the company's share capital that may be carried out pursuant to resolutions 26 to 29 and resolutions 31 to 33 submitted to this general meeting (resolution no. 35)**

It will be proposed to set a common ceiling for all capital increases that may be decided by the Board of Directors on the basis of the delegations of authority proposed to the General Meeting. Thus, a total nominal amount would be set for the Company's capital increases that may be carried out immediately and/or in the future pursuant to the delegations and authorisations granted by resolutions No. 26, 27, 28, 29, 31, 32 and 33 submitted to the General Meeting, which would total €97 million, it being specified that to this ceiling will be added, where applicable, the nominal amount of the shares to be issued in order to preserve (in accordance with the legal and regulatory provisions and, where applicable, to the contractual provisions providing for other cases of adjustment) the rights of holders of securities or other rights giving access to the share capital.

## **IV. Maximum overall amount of increases in the company's share capital that may be carried out during a public offer period pursuant to resolutions 26 to 29 submitted to this general meeting (resolution no. 36)**

It will be proposed to set a common ceiling for capital increases that may be decided by the Board of Directors on the basis of the delegations of authority proposed to the General Meeting in resolutions No. 26, 27, 28 and 29. Thus, a total nominal amount would be set for the increases in the Company's share capital that may be carried out immediately and/or in the future pursuant to the delegations and authorisations granted by resolutions No. 26, 27, 28 and 29 submitted to the General Meeting, which would be €29 million, it being specified that (i) the amount of any capital increase carried out in this context will be deducted from the amount of the overall capital increase cap set in resolution No. 35 and, with regard to the delegations and authorisations granted by resolutions No. 27 and 28 and, when used in conjunction with resolutions No. 27 or 28, resolution No. 29, submitted to the General Meeting, from the amount of the ceiling provided for in paragraph 2(a) of resolution No. 27, and (ii) to this overall ceiling will be added, where applicable, the nominal amount of the shares to be issued in order to preserve (in accordance with the legislative and regulatory provisions and, where applicable, the contractual stipulations providing for other cases of adjustment) the rights of holders of securities or other rights giving access to the share capital.

## **V. Additional reports in the event of the use of a delegation and statutory auditors' reports**

You will hear the special report of your Statutory Auditors on resolutions No. 26, 27, 28, 29, 31, 32, 33 and 34.

If the Board of Directors made use of the delegation of authority that your meeting would have granted to it by the vote of the aforementioned resolutions, it would prepare, where applicable and in accordance with the law and regulations, at the time of its decision, an additional report, which would describe the final terms of the transaction and indicate its impact on the position of holders of equity securities or securities giving access to the share capital, in particular with regard to their share of equity. This report and, where applicable, the Statutory Auditors' report would be made available to holders of equity securities or securities giving access to the share capital, then brought to their attention at the next General Meeting.

\* \* \*

## **C. Ordinary General Meeting**

### **Powers to carry out formalities (resolution no. 37)**

In voting on this resolution, the General Meeting of Shareholders is asked to authorise the bearer of an original, extract or certified copy of the minutes of the General Meeting of Shareholders to carry out the legal and regulatory formalities required, where applicable.

\* \* \*

Information about the Company's situation, provided in accordance with legal requirements, is presented in the management report approved by the Board of Directors on 14 February 2024.

We hope that you will approve the various proposals put forward in this report and that you will vote to approve the corresponding resolutions.

\* \* \*

## Appendix 1

### Information on candidate directors

#### Renewal of Augustin de Romanet de Beaune

#### Chairman and Chief Executive Officer of Aéroports de Paris since 29 November 2012

<b>AUGUSTIN DE ROMANET</b> <b>CHAIRMAN AND CEO OF AÉROPORTS DE PARIS, SINCE 29 NOVEMBER 2012, RENEWED BY THE DECREES OF 24 JULY 2014 AND 29 MAY 2019, NON-INDEPENDENT DIRECTOR</b>	
<p>Date of birth: <b>2 April 1961</b></p> <p>Nationality: <b>French</b></p> <p>Term of office: <b>5 years</b></p> <p>Number of Aéroports de Paris shares held: <b>50</b></p> <p>Education: <b>Alumnus of the École nationale d'administration and the Institut d'études politiques de Paris (Public Service section).</b></p>	<p>Date of first appointment: <b>Co-opted by the Board of Directors on 12 November 2012 to replace Pierre Graff, ratified by the General Meeting of 16 May 2013</b></p> <p>Start of current term of office: <b>20 May 2019</b>, renewed by the Annual General Meeting of 20 May 2019 <b>20 May 2019</b> renewed by decree as Chairman and CEO</p>
<p style="text-align: center;"><b>OTHER CURRENT MANDATES AND DUTIES:</b></p> <p><b>OFFICES HELD WITHIN GROUPE ADP:</b></p> <ul style="list-style-type: none"> <li>◆ Chairman of the Strategy and Investment Committee</li> </ul> <p><b>Retail and services segment:</b></p> <ul style="list-style-type: none"> <li>◆ Extime Média (formerly Média Aéroports de Paris), a French simplified joint-stock company, joint venture with JC Decaux: Chairman and Director</li> <li>◆ Extime Duty Free Paris (formerly Société de Distribution Aéroportuaire (SDA)), a French simplified joint-stock company, joint venture with Lagardère Duty Free: member of the Board</li> <li>◆ Extime Travel Essentials Paris (formerly Relay@ADP), a French simplified joint-stock company, joint venture with Lagardère Travel Retail: member of the Management Board</li> </ul> <p><b>Other international activities segment:</b></p> <ul style="list-style-type: none"> <li>◆ GMR Airports Limited (GAL), a joint stock company under Indian law: member of the Board of Directors</li> </ul> <p><b>Groupe ADP Business Foundation:</b></p> <ul style="list-style-type: none"> <li>◆ Groupe ADP Business Foundation: Chairman</li> <li>◆ Alliance for education - United Way, non-profit: member of the Board of Directors</li> </ul>	<p style="text-align: center;"><b>PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS</b></p> <p><b>OTHER OFFICES:</b></p> <ul style="list-style-type: none"> <li>◆ Airport Council International (ACI) Europe, an international non-profit governed by Belgian law: member of the Board of Directors from June 2015 to June 2019 and member of the Executive Committee from January 2020 to October 2021</li> <li>◆ Fondation Long-Thibaud-Crespin, Foundation: Director from September 2015 to September 2021</li> <li>◆ Atout France, the French tourism development agency, an Economic Interest Grouping: member of the Board of Directors from November 2015 to March 2022</li> <li>◆ Chairman and Director of the Board of Directors of the local public industrial or commercial establishment of the national estate of Chambord (France) from December 2017 to March 2023</li> <li>◆ FONDACT, association for participative management, employee savings and responsible shareholding: director from June 2013 to June 2023</li> </ul>
<p><b>OTHER OFFICES:</b></p> <ul style="list-style-type: none"> <li>◆ SCOR, a European listed company: director and Vice Chairman of the Board of Directors, Member of the Accounts and Audit Committee, the Risk Committee, the Strategy Committee, the Crisis Management Committee, and Chairman of the Sustainable Development Committee</li> <li>◆ Régie Autonome des Transports parisiens (RATP), public industrial and commercial establishment: Director</li> <li>◆ Member of the Supervisory Board of Le cercle des</li> </ul>	



<p>économistes SAS, a French company</p> <ul style="list-style-type: none"> <li>◆ Paris EUROPLACE, a non-profit: Chairman of the Board of Directors</li> <li>◆ Institut pour l'Innovation Économique et Sociale endowment fund: founder and director</li> <li>◆ Qualium Investissement, an asset management company approved by the AMF, independent member of the Board of Directors</li> <li>◆ Cercle Turgot, non-profit: Chairman of the Board of Directors</li> <li>◆ Paris Île-de-France Capitale économique, non-profit: member of the Board of Directors</li> <li>◆ Endowment fund for the attractiveness of Greater Paris (AGP fund), non-profit organisation: member of the Board of Directors</li> <li>◆ Airports Council International (ACI), international non-profit: member of the Board of Directors of ACI World</li> </ul>	
---	--


## Renewal of Séverin Cabannes

<b>Séverin Cabannes, Independent director candidate</b>	
<p>Date of birth: <b>21 July 1958</b></p> <p>Nationality: <b>French</b></p> <p>Term of office: <b>5 years</b></p> <p>Number of <sup>[1]</sup>Aéroports De Paris shares held: <b>63</b></p> <p>Education: <b>École Polytechnique<sup>[1]</sup> Graduate of the École nationale supérieure des mines de Paris (ENSMF)</b></p>	<p>Date of first appointment: <b>Co-opted by the Board of Directors on 24 March 2021 and approved by the Annual General Meeting of 11 May 2021, replacing Vinci</b></p> <p>Start of current term of office: <b>Annual General Meeting on 20 May 2019</b></p>
<p><b>OTHER CURRENT MANDATES AND DUTIES:</b></p> <p><b><u>Offices held at Aéroports de Paris:</u></b></p> <ul style="list-style-type: none"> <li>◆ Referent administrator,</li> <li>◆ Chairman of the Audit and Risk Committee</li> <li>◆ Member of the Compensation, Appointments and Corporate Governance Committee</li> </ul> <p><b><u>Offices held in companies outside the Aéroports de Paris Group:</u></b></p> <ul style="list-style-type: none"> <li>◆ Chairman of Tolma Conseil, a simplified joint-stock company, France</li> <li>◆ Director: <ul style="list-style-type: none"> <li>◆ Moody's Investors Service Ltd (Foreign company)</li> <li>◆ Moody's Investors Service GmbH (Foreign company)</li> <li>◆ Moody's Investors Service SAS (French company)</li> </ul> </li> <li>◆ Director of ARKEMA (French public company with a Board of Directors, listed)</li> </ul>	<p><b>PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS</b></p> <p><b><u>Positions within Société Générale:</u></b></p> <ul style="list-style-type: none"> <li>◆ Advisor to the CEO from 1 January 2021 to 30 September 2021</li> <li>◆ Deputy Chief Executive Officer in charge of Major Clients Banking and Investor Services from May 2008 to December 2020</li> </ul>


## Renewal of Olivier Grunberg

<b>Olivier Grunberg</b> <b>Independent director candidate</b>	
Date of birth: <b>15 August 1958</b> Nationality: <b>French</b> Term of office: <b>5 years</b> Number of <sup>113</sup> <sub>SEP</sub> Aéroports de Paris shares held: <b>60</b> Education: <b>A graduate of the Institut d'Études Politiques in Paris Alumnus of the École Nationale d'Administration.</b>	Date of first appointment: <b>Co-opted by the Board of Directors on 30 March 2022 and approved by the Annual General Meeting of 17 May 2022, replacing Dirk Benschop.</b> Start of current term of office: <b>Annual General Meeting on 20 May 2019</b>
<b>OTHER CURRENT MANDATES AND DUTIES:</b> <u><b>Offices held at Aéroports de Paris:</b></u> <ul style="list-style-type: none"> <li>◆ Member of the Audit and Risk Committee</li> <li>◆ Member of the ESG Committee</li> </ul> <u><b>Offices held within Groupe Veolia Eau:</b></u> <ul style="list-style-type: none"> <li>◆ Chief Operating Officer and General Secretary of Veolia Eau France (Partnership limited by shares)</li> <li>◆ Chairman of Société Française de Distribution d'Eau (SFDE), SCA, a subsidiary of Veolia Eau</li> <li>◆ Chairman of Runéo, a French company subsidiary of Veolia Eau</li> <li>◆ Deputy Chairman of Société Monégasque des Eaux, <sup>113</sup><sub>SEP</sub> a subsidiary of Veolia Eau</li> </ul> <u><b>Other offices:</b></u> <ul style="list-style-type: none"> <li>◆ Chairman of UNSPIC (National Union of Industrial and Commercial Utilities)</li> <li>◆ Vice-Chairman of the foundation of non-profit companies, IGD (Institute of Delegated Management)</li> <li>◆ Vice-Chairman of the FPÉE (Fédération Professionnelle des Entreprises de l'Eau)</li> <li>◆ Director of Sade CGTH, a French company with a Board of Directors</li> </ul>	<b>PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS</b> <ul style="list-style-type: none"> <li>◆ Chairman of the UNPIMMS Association (Union Nationale des Points Information Médiation Multiservices) from 2016 to 2019</li> </ul>

## Renewal of Sylvia Metayer

<b>Sylvia Metayer</b> <b>Independent director candidate</b>	
<p>Date of birth: <b>17 January 1960</b></p> <p>Nationality: <b>French, British, Canadian</b></p> <p>Term of office: <b>5 years</b></p> <p>Number of  Aéroports de Paris shares held: <b>70</b></p> <p>Education: <b>HEC Queen's University, Canada</b></p>	<p>Date of first appointment: <b>Co-opted by the Board of Directors on 30 March 2022 and approved by the Annual General Meeting of 17 May 2022, replacing Robert Carsouw.</b></p> <p>Start of current term of office: <b>General Meeting of Shareholders of 20 May 2019</b></p>
<p><b>OTHER CURRENT MANDATES AND DUTIES:</b></p> <p><b><u>Offices held at Aéroports de Paris:</u></b></p> <ul style="list-style-type: none"> <li>◆ Chairwoman of the Compensation, Appointments and Corporate Governance Committee</li> </ul> <p><b><u>Offices held in companies outside the Aéroports de Paris Group:</u></b></p> <ul style="list-style-type: none"> <li>◆ Member of the Board of Directors and Chairwoman of the Audit Committee of ANIMALCARE (Company listed on the AIM market (secondary market) in London)</li> <li>◆ Member of the Supervisory Board, Chairwoman of the Audit Committee, Member of the Innovation and ESG Committee of GROUPE KEOLIS (SAS), France</li> <li>◆ Member of the Board of Directors, Member of the Audit, Compensation and Appointments Committees of PAGE GROUP (British company listed in London)</li> </ul>	<p><b>PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS</b></p> <ul style="list-style-type: none"> <li>◆ SODEXO (listed SA) <ul style="list-style-type: none"> <li>- Member of the Executive Committee from 2014 to 2022</li> <li>- Head of Group Growth Strategy from 2019 to 2022</li> <li>- Managing Director World, Business Services from 2014 to 2019</li> </ul> </li> <li>◆ Member of the Human Resources Committee of GROUPE KEOLIS (SAS) from November 2021 to September 2022</li> </ul>

## Renewal of Jacques Gounon

<b>Jacques Gounon</b> <b>Non independent director candidate</b>	
<p>Date of birth: <b>25 April 1953</b></p> <p>Nationality: <b>French</b></p> <p>Term of office: <b>5 years</b></p> <p>Number of  Aéroports De Paris shares held: <b>400</b></p> <p>Education: <b>Chief Engineer of Ponts et Chaussées, alumnus of École Polytechnique and École Nationale des Ponts et Chaussées</b></p>	<p>Date of first appointment: <b>Co-opted on 2 July 2008, ratified by the Ordinary General Meeting of 28 May 2009</b></p> <p>Start of current term of office: <b>20 May 2019 (renewed by the General Meeting of 20 May 2019)</b></p>
<p><b>OTHER CURRENT MANDATES AND DUTIES:</b></p> <p><b><u>Offices held at Aéroports de Paris:</u></b></p> <ul style="list-style-type: none"> <li>◆ Member of the Compensation, Appointments and Corporate Governance Committee</li> </ul> <p><b><u>Offices within the GETLINK Group (GET SE):</u></b></p> <ul style="list-style-type: none"> <li>◆ Chairman of the GETLINK Group (GET SE) a European listed company</li> <li>◆ Director of: <ul style="list-style-type: none"> <li>- France-Manche, a French limited company</li> <li>- The Channel Tunnel Group Limited, a British limited company</li> <li>- Eurotunnel Management Services Limited, a British limited company</li> <li>- London Carex Limited, a British public limited company</li> <li>- Le Shuttle Limited, a British public limited company</li> <li>- Eurotunnel Financial Services Limited, a UK public limited company</li> <li>- Eurotunnel Trustees Limited, a British public limited company</li> </ul> </li> </ul> <p><b><u>Other offices:</u></b></p> <ul style="list-style-type: none"> <li>◆ Chairman and Director of Groupe Hospitalier Paris Saint-Joseph, foundation</li> <li>◆ Chairman of the Comité pour la Transalpine, a recognised non-profit</li> <li>◆ Chairman of the Maison du numérique et de l'innovation du Calais, a non-profit governed by the French law of 1901</li> </ul>	<p><b>PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS</b></p> <p><b><u>Terms of office within the GETLINK Group (GET SE) formerly Eurotunnel:</u></b></p> <ul style="list-style-type: none"> <li>◆ Chairman and Chief Executive Officer of GETLINK Group (GET SE), a European listed company, from February 2005 to June 2020</li> <li>◆ Chairman and Chief Executive Officer of France-Manche, a French limited company, from June 2005 to June 2020</li> <li>◆ Chairman of Eurotunnel Holdings, a French <i>société par actions simplifiée</i>, from July 2017 to June 2020</li> <li>◆ Chairman of: <ul style="list-style-type: none"> <li>- Eleclink Limited, a British limited company from November 2011 to April 2021</li> <li>- Getlink Régions, a French simplified joint-stock company from May 2020 to June 2022</li> </ul> </li> <li>◆ Director of Eurotunnel Finance Limited, a British limited company from July 2005 to November 2022</li> <li>◆ Director of Get Elec Limited, a British public limited company from November 2010 to April 2023</li> <li>◆ Director of: <ul style="list-style-type: none"> <li>- Eurotunnel SE, a Belgian company, from March 2006 to June 2020</li> <li>- Eurotunnel Services Limited, a public limited company, from March 2006 to June 2020</li> </ul> </li> </ul>

## Renewal of Fanny Letier

<b>Fanny Letier</b> <b>Non-independent director candidate proposed by the French State</b>	
<p>Date of birth: <b>15 March 1979</b></p> <p>Nationality: <b>French</b></p> <p>Term of office: <b>5 years</b></p> <p>Number of <sup>11</sup><sub>SEP</sub> Aéroports De Paris shares held: <b>0</b></p> <p>Education:  <b>Graduate of the École Nationale d'Administration</b>  <b>Graduate of the Institut d'Études Politiques (IEP), Paris</b>  <b>Graduate of the French Institute of Directors (IFA)</b>  <b>Certificate of International Studies from The Johns Hopkins University in Baltimore (United States)</b> </p>	<p>Date of first appointment:  <b>appointed by the Annual General Meeting of 20 May 2019, on proposal by the French State</b> </p> <p>Start of current term of office:  <b>20 May 2019</b> </p>
<p><b>OTHER CURRENT MANDATES AND DUTIES:</b></p> <p><b><u>Offices held at Aéroports de Paris:</u></b></p> <ul style="list-style-type: none"> <li>◆ Chairman of the ESG Committee</li> </ul> <p><b><u>Offices held in companies outside the Aéroports de Paris Group:</u></b></p> <ul style="list-style-type: none"> <li>◆ Co-founder and Chairwoman of GENE0 Capital, a management fund to support the growth of SMEs and mid-sized companies (France), a simplified joint-stock company</li> <li>◆ Chairwoman of GENE0 Capital Entrepreneur, management company of GENE0 Capital, France, a simplified joint-stock company</li> <li>◆ Director of bioMérieux, a French listed limited company</li> <li>◆ Senior civil servant</li> </ul>	<p><b>PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS</b></p> <ul style="list-style-type: none"> <li>◆ Director of the French Institute of Directors (<i>Institut français des administrateurs</i> - IFA), from 2018 to June 2021</li> <li>◆ Director of Nexans, a French listed company, from May 2014 to June 2020</li> </ul>