



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

DRAFT
RESOLUTIONS SUBMITTED TO
THE COMBINED GENERAL MEETING OF 21 MAY 2024

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the company financial statements for the year ended 31 December 2023

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the management report by the Board of Directors and the corporate governance report in respect of the year ended 31 December 2023, as well as the Statutory Auditors' reports on the annual financial statements, hereby **approves** all transactions reflected in the financial statements and summarised in these reports and **approves** the company financial statements for the year ended 31 December 2023 as presented to it, which show a net profit of €538,199,256.08.

In accordance with article 223 *quater* of the French General Tax Code, the total amount of expenses and charges not deductible from taxable income referred to in article 39, paragraph 4 of the French General Tax Code for the 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. This amount of non-deductible expenses and charges corresponds exclusively to the reintegration of depreciation charges for passenger vehicles used by Aéroports de Paris, either in the form of long-term leases or in full ownership.

SECOND RESOLUTION

Approval of the consolidated financial statements for the year ended 31 December 2023

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the management report by the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, hereby **approves** all transactions reflected in the financial statements and summarised in these reports and **approves** the consolidated financial statements for the year ended 31 December 2023 as presented to it, which show a net profit attributable to owners of the parent of €630,589,000.

THIRD RESOLUTION

Appropriation of earnings for the year ended 31 December 2023 and setting of the dividend

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Board of Directors' report and the Statutory Auditors' report on the annual separate financial statements, hereby **notes** that the company financial statements for the year ended 31 December 2023 as approved by this meeting show a net profit of €538,199,256.08.

Given that the legal reserve has reached 10% of the share capital, no allocation is made to that reserve. After taking into account retained earnings of €908,640,157.99, the distributable profit amounts to €1,446,839,414.07.

Consequently, the Ordinary General Meeting hereby **resolves** to pay a dividend of €3.82 per share for shares with dividend rights for the year ended 31 December 2023 (i.e. a maximum total dividend of €378,029,499.64) and to allocate the balance remaining after this distribution to retained earnings.

The ex-dividend date will take place on 10 June 2024.

The dividend will be paid on 12 June 2024.

If, when the dividend is paid, the Company holds some of its own shares, the profit corresponding to the dividends not paid and due to these shares will be allocated to the "retained earnings" account.

In accordance with article 243 bis of the French General Tax Code, you are hereby reminded that the dividends paid for 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 year ended 31 December 2022	7 June 2023	€309,746,684.26 ¹ representing a dividend per share of €3.13 entitled to a dividend	None
For the year ended 31 December 2021	Not applicable ²	None	None
For the year ended 31 December 2020	Not applicable ³	None	None

FOURTH RESOLUTION

Approval of two agreements entered into with the French government referred to in articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreements covered by articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby **approves** the agreements entered into with the French government and referred to in said special report, with the **French government** having abstained from voting

¹ Including the amount of the dividend corresponding to treasury shares not paid and allocated to the retained earnings account.

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

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

pursuant to article L. 225-40 of the French Commercial Code. These agreements were previously authorised by the Board of Directors.

FIFTH RESOLUTION

Approval of an agreement entered into with la Régie Autonome des Transports Parisiens referred to in articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreements covered by articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby **approves** the agreement entered into with la Régie Autonome des Transports Parisiens and referred to in said special report, with **Augustin de Romanet** having abstained from voting pursuant to article L. 225-40 of the French Commercial Code. This agreement was previously authorised by the Board of Directors.

SIXTH RESOLUTION

Approval of an agreement entered into with Société du Grand Paris covered by articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreements covered by articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby **approves** the agreement entered into with Société du Grand Paris and referred to in said special report, with **Anne Hidalgo and Valérie Pécresse** having abstained from voting pursuant to article L. 225-40 of the French Commercial Code. This agreement was previously authorised by the Board of Directors.

SEVENTH RESOLUTION

Approval of an agreement entered into with Société du Grand Paris pursuant to article L. 225-42 of the French Commercial Code

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report on an agreement referred to in article L. 225-42 of the French Commercial Code not subject to prior authorisation by the Board of Directors, **expressly approves and resolves to regularise, Anne Hidalgo and Valérie Pécresse** not taking part in the vote, under the conditions of article L. 225-40 of the French Commercial Code, the conclusion of the agreement entered into with Société du Grand Paris as mentioned in this special report, in accordance with the provisions of the article L. 225-42 paragraph 3 of the French Commercial Code.

EIGHTH RESOLUTION

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

The General Meeting, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Board of Directors' report, and in compliance with the provisions of articles L. 225-210 et seq. and L. 22-10-62 et seq. of the French Commercial Code, Regulation No. 596/2014 of the European Parliament and the Council of 16 April 2014 on market abuse ("**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 AMF General Regulation, authorises the Board of Directors to purchase or arrange to have purchased, sell or transfer the Company's shares, with a view to:

- (a) 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 Decision No. 2021-01 of 22 June 2021; and/or
- (b) 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
- (c) 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
- (d) 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
- (e) 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
- (f) 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
- (g) 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
- (h) 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.

The General Meeting hereby **sets** the maximum number of shares that may be acquired at 10% of the total number of shares comprising the Company's share capital at the date of each buyback, it being noted that under any circumstances, (i) this limit applies to an amount of the Company's share capital which shall, if necessary, be adjusted to take into account transactions affecting the share capital after this meeting, (ii) by way of exception, where shares are redeemed to boost liquidity in accordance with the conditions set out in the General Regulation of the *Autorité des marchés financiers*, the number of shares taken into account to calculate the 10% limit is the number of shares purchased, after deduction of the number of shares sold back during the authorisation period, and (iii) acquisitions made by the Company shall, under no circumstances, cause it to hold more than 10% of the Company's share capital.

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 Ordinary General Meeting **decides** that the maximum purchase price per share is equal to €210, excluding acquisition costs, for all transactions in the programme.

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

This authorisation is granted for a period of eighteen (18) months from this date, and hereby cancels the amount of any unused portion, and, for the remaining period, any prior delegation with the same purpose.

The General Meeting hereby **authorises** the Board of Directors, 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, redemption 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.

The General Meeting hereby **grants** the Board of Directors all powers, with the option to subdelegate 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.

NINTH RESOLUTION

Approval of the information referred to in Article I L. 22-10-9 of the French Commercial Code concerning corporate officer compensation

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to article L. 22-10-34 I of the French Commercial Code, hereby approves the information mentioned for each corporate officer under article L. 22-10-9 I of the French Commercial Code, as presented in the report on corporate governance referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

TENTH RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to article L. 22-10-34 II of the French Commercial Code, hereby approves 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, as presented in the corporate governance report referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

ELEVENTH RESOLUTION

Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to article L. 22-10-8 of the French Commercial Code, having taken note of the report of the Board of Directors, hereby approves the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer) as presented in the corporate governance report referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

TWELFTH RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to article L. 22-10-8 of the French Commercial Code, having taken note of the report of the Board of Directors, hereby approves the compensation policy for the Chairman and Chief Executive Officer as presented in the corporate governance report referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

THIRTEENTH RESOLUTION

Reappointment of Augustin de Romanet de Beaune as a director

The General Meeting, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to renew **Augustin de Romanet de Beaune** as a director, 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.

FOURTEENTH RESOLUTION

Reappointment of Séverin Cabannes as a director

The General Meeting, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to renew **Séverin Cabannes** as a director, 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 fiscal year.

FIFTEENTH RESOLUTION

Reappointment of Oliver Grunberg as a director

The General Meeting, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to renew **Olivier Grunberg** as a director, 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 fiscal year.

SIXTEENTH RESOLUTION

Reappointment of Sylvia Metayer as a director

The General Meeting, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to renew

Sylvia Metayer as a director, 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 fiscal year.

SEVENTEENTH RESOLUTION

Reappointment of Predica Prévoyance Dialogue du Crédit Agricole as a director

The General Meeting, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to renew **the company Predica Prévoyance Dialogue du Crédit Agricole**, registered with the Paris Trade and Companies Register under number 334 028 123 as a director, 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 fiscal year elapsed.

EIGHTEENTH RESOLUTION

Reappointment of Jacques Gounon as a director

The General Meeting, voting in accordance with the conditions of quorum and majority required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to renew **Jacques Gounon** as a director, 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 fiscal year.

NINETEENTH RESOLUTION

Reappointment of Fanny Letier as a director proposed by the French State

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to reappoint, on the proposal of the French State, **Fanny Letier** as a director, 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 fiscal year.

TWENTIETH RESOLUTION

Appointment of the Secretary of the Ministry of the Interior and French Overseas Departments as a non-voting Board member

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, appoints **the General Secretary of the French Ministry of the Interior and French Overseas Departments** as a non-voting Board member, 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 fiscal year.

TWENTY-FIRST RESOLUTION

Appointment of the president of the Île-de-France region as a non-voting Board member

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, appoints **the Chairwoman of the Île-de-France region** as a non-voting Board member, 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 fiscal year.

TWENTY-SECOND RESOLUTION

Appointment of the Mayor of the City of Paris as a non-voting Board member

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, appoints **the Mayor of the City of Paris** as a non-voting Board member, 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 fiscal year.

TWENTY-THIRD RESOLUTION

Appointment of the president of the Communauté d'agglomération Roissy Pays de France as a non-voting Board member

The General Meeting, voting in accordance with the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, appoints **the Chairman of the Communauté d'agglomération Roissy Pays de France** as a non-voting Board member, 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 fiscal year.

TWENTY-FOURTH RESOLUTION

Appointment of Ernst & Young Audit, as Statutory Auditor in charge of the sustainability information certification mission

The General Meeting, after having reviewed the Board of Directors' report, and in accordance with article 232-6-3 of the French Commercial Code, resolves to appoint Ernst & Young Audit as Statutory Auditor of the Company, in charge of the certification of sustainability information, for the remainder of the term of office as Statutory Auditor of the Company for the certification of the financial statements, i.e. until the end of the General Meeting called to approve the financial statements for financial year ended 31 December 2026.

TWENTY-FIFTH RESOLUTION

Appointment of Deloitte & Associés as Statutory Auditor in charge of the sustainability information certification mission

The General Meeting, having reviewed the Board of Directors' report, and in accordance with article 232-6-3 of the French Commercial Code, resolves to appoint Deloitte & Associés, as Statutory Auditor of the Company, in charge of the certification of the sustainability information, for the remainder of the term of office as Statutory Auditor of the Company to certify the financial statements, i.e. until the end of the General Meeting called to approve the financial statements for the year ended 31 December 2026.

RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

TWENTY-SIXTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to issue shares in the Company or securities giving access to the share capital of the Company or its subsidiaries with retention of shareholder preferential subscription rights

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, and pursuant to articles L. 225-127 *et seq.* of the French Commercial Code and, notably, article L. 225-129-2 of said code and its articles L. 228-91 *et seq.*:

1. **delegates** to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to decide and proceed, on one or more occasions, in France, abroad or on the international market, in the proportions and at the times that it will appreciate, either in euros, or in any other currency or monetary unit established by reference to several currencies, with increases in the Company's share capital, with preferential subscription rights, by issuing:

- (a) ordinary shares of the Company, and/or

- (b) securities that are equity securities of the Company (i) giving access by any means, immediately and/or in the future, to other equity securities, existing or to be issued, of the Company or of 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 (ii) 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, these securities, if applicable, also giving access to existing equity securities and/or giving rise to the allocation of debt securities,

it being specified that the subscription of these shares and securities may be made either in cash or by offsetting liquid and payable receivables and that any issue of preferred shares and securities giving access by any means, immediately or in the future, to preferred shares is expressly excluded;

2. **decides** to set the limits of the emissions authorised in the event of use by the Board of Directors of this delegation of authority as follows:

- (a) the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at ninety-seven million euros (€97,000,000) and the nominal amount of capital increases carried out pursuant to this resolution will also be deducted from (i) the amount of the overall capital increase ceiling set in the 35th resolution below, and (ii) where applicable, on the overall cap for capital increases during public offer periods set in the 36th resolution,

- (b) to these ceilings, the nominal amount of any additional shares to be issued will be added to preserve the rights of holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment),

- (c) 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 is common to all the securities representing receivables on the Company whose issue is delegated to the Board of Directors pursuant to this resolution and the 27th, 28th and 32nd

resolutions of this meeting. The total nominal amount of the debt securities issues resulting from the aforementioned delegations will therefore be deducted from the above ceiling, and (ii) this ceiling does not apply to the amounts of all 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 is otherwise 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;

3. **takes note** that the issue, pursuant to paragraph 1 of this delegation, of securities giving access, or likely to give access, immediately and/or in the future, to equity securities to be issued by a Subsidiary, may only be carried out by the Company with the authorisation of the Extraordinary General Meeting of said Subsidiary called to issue said equity securities;
4. if the Board of Directors uses this delegation:
 - (a) **decides** that shareholders will have, in proportion to the number of Company shares they hold, an irreducible preferential subscription right to the shares and securities issued pursuant to this resolution,
 - (b) **decides** that the Board of Directors will have the option to institute a subscription right on a reducible basis,
 - (c) **takes note** of the fact that this delegation of authority would entail the waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities that would be issued on the basis of this delegation could give entitlement,
 - (d) **decides**, as necessary, that if the subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one and/or another of the following options:
 - limit the amount of the issue to the amount of subscriptions received, provided that this amounts to three-quarters of the issue decided when the primary security is a share,
 - freely distribute all or part of the shares or securities that have not been subscribed,
 - offer to the public all or part of the unsubscribed shares or securities, on the French market and/or abroad and/or on the international market,
 - (e) **decides** that the issues of Company share subscription warrants decided under this delegation may be carried out by subscription offer, but also by free allocation to the owners of the old shares, it being specified that the Board of Directors will have the option to decide that fractional allocation rights will not be negotiable and that the corresponding shares will be sold;
5. **decides** that the Board of Directors, with the option of subdelegation under the conditions set by law, shall have full powers to implement this delegation of authority, in particular to:
 - (a) decide on the capital increase,
 - (b) determine the characteristics, amount and terms of any issue as well as the securities issued, in particular,
 - determine the category of the securities issued and set their subscription price, the terms of their payment, their date of vesting, which may be retroactive, and the terms by which the securities issued on the basis of this resolution will give access to ordinary shares of the Company, of 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, as well as the conditions under which will be temporarily suspended, in accordance with the applicable legal provisions, the allocation rights for holders of securities giving access to ordinary shares,

- decide, in the event of the issue of debt securities, whether or not they are subordinated (and, where applicable, their rank of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set an interest rate, their term and other terms of issue (including the granting of guarantees or sureties) and amortisation/redemption (including redemption by delivery of the Company's assets) (securities may also be the subject of stock market buybacks or a purchase or exchange offer by the Company),
 - set the conditions under which these securities will give access to the share capital of the Company, a Subsidiary or a company in which the Company does not directly or indirectly own more than half of the share capital or to the allocation of debt securities,
 - modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities and regulations,
- (c) at its sole initiative, charge the costs of the capital increase to the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve,
- (d) set and make any adjustments to take into account the impact of transactions on the Company's share capital and set the terms and conditions under which the rights of holders of securities or other rights giving access to the capital will be preserved (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment),
- (e) record the completion of each issue and each capital increase and make the corresponding amendments to the Articles of Association;
6. in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, admission to trading on a regulated market and the financial servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto or subsequent to the capital increases carried out; and
7. **sets** at twenty-six (26) months, from the date of this meeting, the period of validity of the delegation of authority covered by this resolution and note that this delegation cancels from this date, where applicable, up to the unused portion, any previous delegation having the same purpose.

TWENTY-SEVENTH RESOLUTION

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)

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant to the provisions of articles L. 225-127 *et seq.* of the French Commercial Code, and notably to articles L. 225-129-2, L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52 and L. 22-10-54 of said code and its articles L. 228-91 *et seq.*:

1. **delegates** to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to decide and proceed, on one or more occasions, in the proportion and at the times it deems appropriate, in France, abroad or on the international market, by public offer other than those mentioned in 1° of article L. 411-2 of the French Monetary and Financial Code, either in euros or in any other currency or monetary unit established by reference to several currencies, the Company's capital increase, without preferential subscription rights, by issue of:
 - (a) ordinary shares of the Company, and/or

- (b) securities that are equity securities of the Company (i) giving access by any means, immediately and/or in the future, to other existing or future equity securities of the Company or any 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 (ii) giving entitlement to the allocation of debt securities of the Company, of 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, these securities, if applicable, also giving access to existing equity securities and/or giving rise to the allocation of debt securities,

it being specified that the subscription of these shares and securities may be made either in cash or by offsetting liquid and payable receivables and that any issue of preferred shares and securities giving access by any means, immediately or in the future, to preferred shares is expressly excluded;

2. **decides** to set as follows the limits of the emissions authorised in the event of use by the Board of Directors of this delegation:

- (a) the maximum total nominal amount of capital increases that may be carried out immediately or in the future under this delegation and those granted under the 28th, 31st, 32nd and 33rd resolutions is set at twenty-nine million euros (€29,000,000) and the nominal amount of the capital increases carried out pursuant to this resolution will also be deducted from (i) the amount of the overall capital increase cap set in the 35th resolution below, and (ii) where applicable, on the overall cap for capital increases during public offer periods set in the 36th resolution,
- (b) to these ceilings will be added, where applicable, the nominal amount of the shares to be issued, to preserve the rights of the holders of securities and other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment),
- (c) 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 will be deducted from the ceiling set in paragraph 2(c) of the 26th resolution, and (ii) this ceiling does 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;

3. **decides** to cancel the preferential subscription rights of shareholders to the securities covered by this resolution, while leaving to the Board of Directors, pursuant to article L. 22-10-51 of the French Commercial Code, the option of granting shareholders, for a period and in accordance with the terms and conditions that it will set in accordance with the applicable legal and regulatory provisions and for all or part of an issue carried out, a priority subscription period not giving rise to the creation of negotiable rights and which must be exercised in proportion to the number of shares held by each shareholder and may be supplemented by a subscription on a reducible basis;

4. **decides**, as necessary, that if the subscriptions, including, where applicable, those of the shareholders, have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one and/or the other of the following options:

- limit the amount of the issue to the amount of subscriptions received, provided that this amounts to three-quarters of the issue decided when the primary security is a share,

- freely distribute among the persons of its choice all or part of the shares and securities that have not been subscribed,
 - offer all or part of the unsubscribed shares or securities to the public on the French market and/or abroad and/or on the international market;
5. **takes note** of the fact that this delegation of authority would entail the waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities that would be issued on the basis of this delegation could give entitlement;
 6. **decides** that, in accordance with articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
 - (a) the issue price of the shares issued directly will be at least equal to the minimum required by the regulatory provisions applicable on the date of issue,
 - (b) the issue price of the securities giving access to the share capital will be such that the amount immediately received by the Company (or the Subsidiary in question in the event of an issue of securities giving access to the ordinary shares of a subsidiary), increased, where applicable, by that which may be received by it (or the subsidiary in question) at a later time, will be, for each share issued as a result of the issue of these securities, at least equal to the minimum amount provided for by law;
 7. **decides** that the Board of Directors will have full powers, with the option of subdelegation under the conditions set by law, to implement this delegation of authority, in particular to:
 - (a) decide on the capital increase,
 - (b) determine the characteristics, amount and terms of any issue as well as the securities issued, in particular,
 - determine the category of the securities issued and set their subscription price, the terms of their payment, their date of vesting, which may be retroactive, and the terms by which the securities issued on the basis of this resolution will give access to ordinary shares of the Company, of 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, as well as the conditions under which will be temporarily suspended, in accordance with the applicable legal provisions, the allocation rights for holders of securities giving access to ordinary shares,
 - decide, in the event of the issue of debt securities, whether or not they are subordinated (and, where applicable, their rank of subordination, in accordance with the provisions of article L. 228-97 of the French Commercial Code), set an interest rate, their term and other terms of issue (including the granting of guarantees or sureties) and amortisation/redemption (including redemption by delivery of the Company's assets) (securities may also be the subject of stock market buybacks or a purchase or exchange offer by the Company),
 - set the conditions under which these securities will give access to the share capital of the Company, a Subsidiary or a company in which the Company does not directly or indirectly own more than half of the share capital, or to the allocation of debt securities,
 - modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities and regulations,
 - (c) at its sole initiative, charge the costs of the capital increases to the amount of the related premiums and deduct from this amount the sums necessary to fund the legal reserve,
 - (d) set and make any adjustments to take into account the impact of transactions on the Company's share capital and set the terms and conditions under which the rights of holders of securities or other rights giving access to the capital will be preserved (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment),

- (e) record the completion of each issue and each capital increase and make the corresponding amendments to the Articles of Association, and
 - (f) in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, admission to trading on a regulated market and the financial servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto or subsequent to the capital increases carried out; and
8. **sets** at twenty-six (26) months, from the date of this meeting, the period of validity of the delegation of authority covered by this resolution and note that this delegation cancels from this date, where applicable, up to the unused portion, any previous delegation having the same purpose.

TWENTY-EIGHTH RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant to the provisions of the French Commercial Code and notably to its articles L. 225-127 *et seq.*, L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-52, L. 228-92 and L. 228-93 and to article L. 411-2, paragraph 1 of the French Monetary and Financial Code:

1. **delegates** to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to decide and proceed, on one or more occasions, in the proportion and at the times it deems appropriate, in France, abroad or on the international market, either in euros, or in any other currency or monetary unit established by reference to several currencies, to the increase in the Company's share capital, with cancellation of the preferential subscription right by a public offering referred to in 1° of article L. 411-2 of the French Monetary and Financial Code, by issue of:
 - (a) ordinary 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 equity securities, existing or to be issued, of the Company or any 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, these securities, if applicable, also giving access by any means, immediately or in the future, to existing equity securities and/or giving rise to the allocation of debt securities,

it being specified that the subscription of these shares and securities may be made either in cash or by offsetting liquid and payable receivables and that any issue of preferred shares and securities giving access to preferred shares is expressly excluded;
2. **decides** to set the following limits on the amounts of the authorised issues in the event of use by the Board of Directors of this delegation:
 - (a) the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at twenty-nine million euros (€29,000,000),
 - (b) the nominal amount of the capital increases carried out pursuant to this resolution will be deducted from (i) the amount of the overall capital increase ceiling set in the 35th resolution below, (ii) on the amount of the cap provided for in paragraph 2(a) of the 27th

resolution, and (iii) where applicable, on the overall cap for capital increases during public offer periods set in the 36th resolution,

- (c) to these ceilings will be added, where applicable, the nominal amount of the shares to be issued, to preserve the rights of the holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment),
 - (d) in any event, the capital increases carried out pursuant to this resolution may not exceed the limits provided for by the applicable regulations (*i.e.* currently, as an indication, 20% of the Company's share capital per year), these limits being assessed on the date of the Board of Directors' decision to use the delegation granted under this resolution,
 - (e) 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 will be deducted from the ceiling set in paragraph 2(c) of the 26th resolution, and (ii) this ceiling does 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;
3. **decides** to cancel the preferential subscription rights of shareholders to the securities covered by this resolution;
4. **takes note** of the fact that this delegation of authority would entail the waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities that would be issued on the basis of this delegation could give entitlement;
5. **decides** that, in accordance with articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
- (a) the issue price of the shares issued directly will be at least equal to the minimum amount provided for by the laws and regulations in force at the time of use of this delegation,
 - (b) the issue price of the securities giving access to the share capital will be such that the amount immediately received by the Company (or the Subsidiary in question in the event of an issue of securities giving access to the shares of a Subsidiary), increased, where applicable, by that which may be received by it (or the Subsidiary in question) at a later time, will be, for each share issued as a result of the issue of these securities, at least equal to the same minimum amount provided for by law;
6. **decides**, as necessary, that if the subscriptions have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one and/or the other of the following options:
- limit the amount of the issue to the amount of subscriptions received, provided that this amounts to three-quarters of the issue decided when the primary security is a share,
 - freely distribute among the persons of its choice all or part of the shares and securities that have not been subscribed, and
 - offer all or part of the unsubscribed shares or securities to the public on the French market and/or abroad and/or on the international market;
7. **decides** that the Board of Directors will have full powers, with the option of subdelegation under the conditions set by law, to implement this delegation of authority, and in particular, to set the conditions for the issue, subscription and redemption payment, record the completion of the resulting capital increases, amend the Articles of Association accordingly

and, in particular, take the same decisions as those referred to in paragraph 7 of the 27th resolution; and

8. **sets** at twenty-six (26) months from the date of this General Meeting, the period of validity of the delegation of authority covered by this resolution, and note that this delegation cancels from this date, where applicable, up to the unused portion of any previous delegation having the same purpose.

TWENTY-NINTH RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant to articles L. 225-135-1 *et seq.* and R. 225-118 of the French Commercial Code:

1. **delegates** to the Board of Directors its authority, with the option of subdelegation under the conditions set by law, to decide, for each of the issues decided pursuant to the 26th, 27th and 28th foregoing resolutions, to increase the number of securities to be issued, at the same price as that used for the initial issue, within the time limits and limits provided for by the regulations applicable on the date of issue (to date, within thirty days of the closing of the subscription and up to a limit of 15% of the initial issue);
2. **decides** that the nominal amount of the capital increases decided by this resolution will be deducted from (i) the amount of the overall capital increase ceiling set in the 35th resolution below, (ii) from the specific ceiling(s) of the resolution used for the initial issue (or from the amount of the ceilings provided for by any resolution of the same nature that may succeed, during the period of validity of this delegation, the resolution under which the initial issue is decided), and (iii) where applicable, from the overall cap for capital increases during the public offer period set in the 36th resolution;
3. in the event the Board of Directors uses this delegation of authority, **delegates** to the latter full powers, with the option of subdelegation under the conditions set by law, to implement this delegation; and
4. **sets** at twenty-six (26) months from the date of this meeting, the period of validity of the delegation of authority covered by this resolution and note that this delegation cancels from this date, where applicable, up to the unused portion, any previous delegation with the same purpose.

THIRTIETH RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking note of the Board of Directors' report and pursuant to articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to decide to increase the share capital of the Company, on one or more occasions, in the proportions and at the times it deems appropriate, by incorporation of premiums, reserves, profits or other amounts that may be capitalised by law and the Articles of Association, in the form of the creation and allocation of free ordinary shares or an increase in the par value of existing shares or through the joint use of these two processes;

2. **resolves** that:

- (a) the maximum nominal amount of capital increases that may be carried out in this respect may not exceed ninety-seven million euros (€97,000,000) and, if applicable, will be added to this ceiling, the nominal amount of shares to be issued to preserve the rights of holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment), and
 - (b) the nominal amount of the capital increases carried out pursuant to this resolution will not be deducted from the amount of the overall capital increase ceiling set in the 35th resolution below and will not be deducted from the total ceiling for capital increases during the public offer period set in the 36th resolution below;
3. if the Board of Directors uses this delegation of authority, **delegates** to the latter full powers, with the option of subdelegation under the conditions set by law, to implement this delegation, in particular to:
- (a) set the conditions of issue, the amount and the nature of the sums to be incorporated into the share capital, set the number of new ordinary shares to be issued and/or the amount by which the par value of the existing shares comprising the share capital will be increased, set the date, even retroactively, from which the new shares will carry dividend rights or that on which the increase in the par value will take effect,
 - (b) decide, in the event of a distribution of free ordinary shares:
 - that the rights forming fractional shares will not be negotiable and that the corresponding shares will be sold; the sums resulting from the sale will be allocated to the holders of the rights under the conditions provided for by law and regulations,
 - set and make any adjustments to take into account the impact of transactions on the Company's share capital and set the terms and conditions under which the rights of holders of securities or other rights giving access to capital will be preserved (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment), and
 - record the completion of each capital increase and make the corresponding amendments to the Articles of Association,
 - (c) in general, enter into any agreement, take all measures and carry out all formalities necessary for the issue, admission to trading on a regulated market and the financial servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto or subsequent to the capital increases carried out;
4. **sets** at twenty-six (26) months from the date of this meeting, the period of validity of the delegation of authority covered by this resolution and note that this delegation cancels from this date, where applicable, up to the unused portion, any previous delegation with the same purpose.

THIRTY-FIRST RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant, on the one hand, to the provisions of articles L. 225-129, L. 225-129-2 to L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and, on the other, those of articles L. 3332-18 et seq. of the French Labour Code:

1. **delegates** to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to decide on and carry out an increase in the share capital, on one or more occasions, by issuing shares or securities that are securities of the Company giving access by any means, immediately and/or in the future, to the Company's share capital (excluding preferred shares) reserved for members of one or more Company savings plans (or other plan for members to which articles L. 3332-18 *et seq.* of the French Labour Code would allow a capital increase to be reserved under equivalent conditions) within the Company or the Aéroports de Paris Group formed by the Company and the companies, French or foreign, 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;
2. **resolves** that:
 - (a) the maximum nominal amount of capital increases that may be carried out in this respect may not exceed two million nine hundred thousand euros (€2,900,000),
 - (b) the nominal amount of the capital increases carried out pursuant to this resolution will be deducted from (i) the amount of the overall capital increase ceiling set in the 35th resolution below, and (ii) from the cap provided for in paragraph 2(a) of the 27th resolution of this meeting and, to these ceilings, will be added, where applicable, the nominal amount of the shares to be issued to preserve the rights of the holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment);
3. **decides** that the issue price of the new shares or securities that are equity securities giving access to the share capital will be set in accordance with the provisions of articles L. 3332-19 *et seq.* of the French Labour Code.

However, the General Meeting expressly authorises the Board of Directors to reduce or eliminate, as it deems appropriate, the discount provided for in articles L. 3332-19 *et seq.* of the French Labour Code, within the legal and regulatory limits, in order to take into account the locally applicable legal, accounting, tax and social regulations;
4. **authorises** the Board of Directors to allocate, free of charge, to the beneficiaries indicated above, in addition to shares or securities that are equity securities giving access to the share capital to be subscribed in cash, shares or securities that are equity securities giving access to share capital to be issued or already issued to replace all or part of the discount referred to in articles L. 3332-19 *et seq.* of the French Labour Code and/or matching contributions, it being understood that the resulting benefit of this allocation may not exceed the legal or regulatory limits pursuant to articles L. 3332-10 *et seq.* and L. 3332-18 *et seq.* of the French Labour Code;
5. **decides** that this resolution entails the cancellation of shareholders' preferential subscription rights in favour of the members of the Company savings plan for whom the capital increase is reserved and the waiver of all rights to shares or securities that are equity securities giving access to the share capital granted free of charge or against payment on the basis of this resolution;
6. **decides** that the Board of Directors will have full powers to implement this delegation, with the option of subdelegation under the legal conditions, within the limits and under the conditions specified above, in particular:
 - (a) to draw up, under the legal conditions, the list of companies whose employees, early retirees and retirees may subscribe to the shares or securities giving access to the share capital thus issued and, where applicable, benefit from the shares or securities giving access to the share capital allocated free of charge,
 - (b) decide that subscriptions may be made directly or through company mutual funds or other structures or entities permitted by applicable legal or regulatory provisions,

- (c) determine the conditions, in particular as to length of service, to be met by the beneficiaries of the capital increases,
 - (d) set the opening and closing dates for subscriptions,
 - (e) set the amounts of the issues that will be carried out pursuant to this authorisation and determine in particular the issue price, dates, deadlines, terms and conditions for the subscription, payment, delivery and enjoyment of the securities (even retroactive) as well as the other terms and conditions of the issues, within the legal or regulatory limits in force,
 - (f) in the event of the allocation of free shares or securities that are equity securities giving access to the share capital, to set the number of shares or securities that are equity securities giving access to the share capital to be issued, the number to be allocated to each beneficiary, and to determine the dates, deadlines, terms and conditions for the allocation of these shares or securities which are equity securities giving access to the share capital within the legal and regulatory limits in force and, in particular, choose either to replace all or part of the allocation of these shares or securities that are equity securities giving access to the share capital with the discounts referred to in articles L. 3332-19 *et seq.* of the French Labour Code, or to allocate the equivalent value of these shares or securities on the total amount of the matching contribution, or to combine these two possibilities,
 - (g) record the completion of capital increases up to the amount of shares that will be subscribed (after any reduction in the event of over-subscription),
 - (h) if applicable, to charge the costs of the capital increases to the amount of the related premiums and to deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital resulting from the capital increases,
 - (i) to enter into all agreements, to carry out directly or indirectly through an agent all transactions and procedures, including carrying out formalities following capital increases and the corresponding amendments to the Articles of Association,
 - (j) in general, to enter into any agreement, in particular to successfully complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, admission to trading on a regulated market and the financial servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto or subsequent to the capital increases carried out, and
7. **sets** at twenty-six months from the date of this meeting, the period of validity of the delegation of authority covered by this resolution and note that this resolution cancels from this date, where applicable, up to the unused portion, any previous delegation with the same purpose.

THIRTY-SECOND RESOLUTION

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

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant to articles L. 225-129 to L. 225-129-6, L. 22-10-54 and L. 228-91 *et seq.* of the French Commercial Code:

1. **delegates** to the Board of Directors, with the option of subdelegation under the conditions set by law, its authority to decide and proceed with the issue of ordinary shares or securities giving access, by any means, immediately and/or in the future, to the Company's share capital (excluding preferred shares), in consideration for securities contributed to (i) a public exchange offer initiated by the Company in France or abroad, according to local rules, on another company whose securities are admitted to trading on one of the regulated markets

referred to in article L. 22-10-54 of the French Commercial Code, or (ii) to any other transaction having the same effect as a public exchange offer initiated by the Company for the securities of another company that are admitted to trading on another regulated market governed by foreign law;

2. **resolves** that:

- (a) the maximum nominal amount of capital increases that may be carried out in this respect may not exceed twenty-nine million euros (€29,000,000) and will be deducted from (i) the amount of the overall capital increase ceiling set in the 35th resolution below, and (ii) on the cap provided for in paragraph 2(a) of the 27th resolution of this meeting;
 - (b) to these ceilings will be added, where applicable, the nominal amount of the shares to be issued, to preserve the rights of the holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment) ; and
 - (c) 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 will be deducted from the ceiling set in paragraph 2(c) of the 26th resolution, and (ii) this ceiling does 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;
3. **decides**, as necessary, to cancel in favour of the holders of these securities covered by the public offer the preferential subscription rights of shareholders to the ordinary shares and securities thus issued;
4. **takes note** of the fact that this delegation of authority would entail the waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities that would be issued on the basis of this delegation could give entitlement;
5. **decides** that the Board of Directors will have full powers to implement this delegation of authority, in particular to carry out the issues of shares and/or securities giving access immediately or in the future to shares of the Company in the context of the public exchange offers covered by this resolution and in particular:
- to set the exchange ratio and, where applicable, the amount of the cash balance to be paid,
 - to record the number of shares tendered to the exchange,
 - to determine the dates, conditions and terms of issue, in particular the price and dividend date, of new ordinary shares or, where applicable, securities giving access immediately and/or in the future to ordinary shares of the Company,
 - to record on the liabilities side of the balance sheet in a "Contribution premium" account, to which the rights of all shareholders will relate, the difference between the issue price of the new ordinary shares and their par value,
 - to charge, if applicable, all costs and duties incurred by the authorised transaction to said "Contribution premium",
 - to record the completion of the capital increase(s) resulting from the issues envisaged under this delegation and make the corresponding amendments to the Articles of Association and, in general, enter into any agreement, in particular to complete the planned issues, take all measures and decisions and to carry out all formalities necessary for the issue, admission to trading on a regulated market and

the financial servicing of the securities issued under this delegation as well as for the exercise of the rights therein or following the capital increases carried out; and

6. **sets** at twenty-six (26) months, from the date of this meeting, the period of validity of this delegation and acknowledge that this resolution cancels from this date, where applicable, up to the unused portion, any previous delegation with the same purpose.

THIRTY-THIRD RESOLUTION

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 a limit of 10% of the share capital

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report in accordance with article L. 22-10-53 of the French Commercial Code and the special report of the Statutory Auditors:

1. **delegates** to the Board of Directors, with the option to subdelegate under the conditions set by law, the powers necessary to issue ordinary shares or securities that are equity securities of the Company giving access by any means, immediately and/or in the future, to the Company's share capital (excluding preferred shares), up to a limit of 10% of the Company's share capital at the time of issue, with a view to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital of other companies, provided that the provisions of article L. 22-10-54 of the French Commercial Code are not applicable;
2. **decides** that the nominal amount of the increase in the Company's share capital resulting from the issue of the securities defined in the paragraph above will be deducted from (i) the amount of the overall capital increase ceiling set in the 35th resolution below, and (ii) from the cap provided for in paragraph 2(a) of the 27th resolution, it being specified that to these ceilings will be added, where applicable, the nominal amount of the shares to be issued in order to preserve the rights of the holders of securities or other rights giving access to the share capital (in accordance with the legislative and regulatory provisions and, where applicable, with the contractual stipulations providing for other cases of adjustment);
3. **decides** that the Board of Directors will have full powers, with the option of subdelegation under the conditions set by law, in particular to determine the nature and number of shares and/or securities to be created, their characteristics and the terms of their issue, approve the valuation of the contributions and concerning said contributions, record the realisation thereof, allocate all costs, charges and duties to the premiums and allocate the balance thereof, record the increase in share capital, make the corresponding amendments to the Articles of Association, and, in general, enter into any agreement, in particular to complete the planned issues, take all measures and decisions and carry out all formalities necessary for the issue, for admission to trading on a regulated market and the financial servicing of the securities issued under this delegation as well as the exercise of the rights attached thereto or subsequent to the capital increases completed;
4. **sets** at twenty-six (26) months, from the date of this meeting, from the period of validity of this delegation and acknowledge that this resolution cancels from this date, where applicable, up to the unused portion, any previous delegation with the same purpose

THIRTY-FOURTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to reduce the share capital via cancellation treasury shares

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

1. **authorises** the Board of Directors to reduce the share capital of the Company, in one or more instalments, in the proportions and at the times that it decides, by cancelling any quantity of treasury shares (or that the Company may self-own) that it will decide within the limits authorised by law, in accordance with the provisions of articles L. 22-10-62 *et seq.* of the French Commercial Code;
2. **sets** the maximum number of shares that may be cancelled by the Company under this authorisation, per period of twenty-four (24) months, at 10% of the Company's share capital;
3. **authorises** the Board of Directors to allocate the difference between the purchase price of the cancelled shares and their par value to all premiums and available reserves;
4. **confers** full powers to the Board of Directors, with the option of subdelegation under the legal conditions, to carry out the cancellation and capital reduction transaction(s) that may be carried out under this authorisation, set the number of shares to be cancelled set the terms and conditions for share cancellations and capital reductions, record their completion, amend the Articles of Association accordingly and carry out all formalities; and
5. **sets** at twenty-six (26) months from the date of this meeting the period of validity of this authorisation and acknowledges that this resolution cancels from this date, where applicable, up to the unused portion, any previous delegation with the same purpose.

THIRTY-FIFTH RESOLUTION

Maximum overall amount of increases in the Company's share capital that may be carried out pursuant to resolutions 26 to 29 and resolution 31 to 33 submitted to this General Meeting

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and in accordance with article L. 225-129-2 of the French Commercial Code, resolves that the total nominal amount of the Company's capital increases that may be carried out immediately and/or in the future pursuant to the delegations and authorisations granted by the 26th, 27th, 28th, 29th, 31st, 32nd and 33rd resolutions submitted to this General Meeting, may not exceed an overall ceiling of ninety-seven million euros (€97,000,000), 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 the rights of holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, contractual provisions providing for other cases of adjustment).

THIRTY-SIXTH RESOLUTION

Maximum overall amount of increases in the Company's share capital that may be carried out during a public offer period pursuant to resolution 26 to 29 submitted to this General Meeting

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the Board of Directors' report and in accordance with article L. 225-129-2 of the French Commercial Code, resolves that the total nominal amount of the Company's capital increases that may be carried out immediately and/or in the future pursuant to the delegations and authorisations granted by the 26th, 27th, 28th and 29th resolutions submitted to this General Meeting, in the event that these delegations or authorisations are used during a public offer period for the Company's shares, may not exceed

an overall ceiling of twenty-nine million euros (€29,000,000), 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 ceiling set in the 35th resolution above and, with regard to the delegations granted by the 27th and 28th, and, when used in conjunction with the 27th or the 28th resolution, the 29th resolution submitted to this General Meeting, from the amount of the ceiling provided for in paragraph 2(a) of the 27th resolution, and (ii) to this overall ceiling will be added, where applicable, the nominal amount of the shares to be issued in order to preserve the rights of holders of securities or other rights giving access to the share capital (in accordance with legal and regulatory provisions and, where applicable, with the contractual provisions providing for other cases of adjustment).

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

THIRTY-SEVENTH RESOLUTION

Powers to carry out formalities

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, hereby grants all powers to the bearer of an original, extract or certified true copy of this document to complete the necessary legal and regulatory formalities.

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