



PARIS 2024



GROUPE ADP

OFFICIAL
PARTNER



PARIS 2024

NOTICE OF MEETING 2024

COMBINED ANNUAL GENERAL
SHAREHOLDERS' MEETING
OF AÉROPORTS DE PARIS

TUESDAY, 21 MAY 2024 AT 3.00 P.M.

Maison de la Chimie
28, bis rue Saint-Dominique
75007 Paris - France



INFORMATION

Shareholders are invited to regularly consult the section dedicated to the Ordinary and Extraordinary General Meeting of 21 May 2024 on the Company's website.

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STAY INFORMED AND FOLLOW US

On social networks...



LinkedIn
<https://www.linkedin.com/company/groupe-adp>



X (ex-Twitter)
@GroupeADP
or @ParisAéroport



Youtube
<https://www.youtube.com/c/ParisAéroport>



Facebook
<https://www.facebook.com/parisaeroport/>



Instagram
@ParisAéroport

COMBINED GENERAL MEETING

TUESDAY 21 MAY 2024 AT 3.00 P.M.

Maison de la Chimie ♦ 28, bis rue Saint-Dominique ♦ 75007 Paris ♦ France

HOW TO GET THERE



La Maison de la Chimie

28 bis, rue Saint-Dominique
75007 Paris

Tel.: +33 (0)1 40 62 27 00

Fax: +33 (0)1 45 55 98 62

info@maisondelachimie.com

www.maisondelachimie.com



RER

Line C
Station :
Invalides



Métro

Routes 8, 12 et 13.
Stations :
Assemblée nationale
and Invalides



Bus Routes

63, 69, 83,
93 et 94



Airports

Paris-Orly and
Paris-Charles de Gaulle
at 30 minutes

EMAIL COMMUNICATION

Questions may be submitted
in writing in advance

of the General Meeting to:

ag@adp.fr

SHAREHOLDER RELATIONS DEPARTMENT

For more information,
the Shareholder Relations
Department is at your disposal

♦ By phone

from France: 0800 101 800

or from outside France: +33 1 55 77 30 11

♦ Website

[https://www.parisaeroport.fr/groupe/finances/
actionnaires-individuels/homepage/assemblee-generale/
assemblee-generale-2024](https://www.parisaeroport.fr/groupe/finances/actionnaires-individuels/homepage/assemblee-generale/assemblee-generale-2024)

♦ By email

Relationsactionnairesindividuels@adp.fr

♦ By post

Groupe ADP - Individual Shareholder Relations -
Communications Department
1, rue de France
BP 81007 - 95931 Roissy Charles de Gaulle Cedex
France

PART

1

2023 KEY FIGURES



NUMBER OF PASSENGERS
IN PARISIAN AIRPORTS

99.7 MPAX



NUMBER OF GROUP
PASSENGERS

336.4 MPAX



NUMBER OF AIRPORTS
MANAGED WORLDWIDE

26



SALES/PAX

€30.6



REVENUE

€5,495 M



EBITDA

€1,956 M

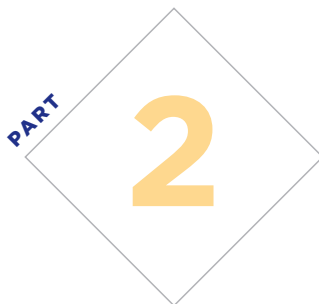


PROFIT/LOSS ATTRIBUTABLE
TO OWNERS OF THE PARENT

€631 M



GROUPE ADP



MESSAGE FROM THE CHAIRMAN AUGUSTIN de ROMANET

Dear Madam, Dear Sir, Dear Shareholder,

It is my pleasure to invite you to the Combined General Meeting of Aéroports de Paris, which will be held on Tuesday 21 May 2024 at 3.00pm at the Maison de la Chimie in Paris.

Groupe ADP had a very good year in 2023 with more than 336 million passengers welcomed across our entire airport network, including nearly 100 million at Paris Aéroport.

In Paris, the success of the new Extime hospitality brand is reflected in a remarkable commercial performance: revenue per Extime Paris passenger¹ reached a record level of €30.6, an increase of +11.6% compared to 2022.

In total, these good growth and operating performance dynamics resulted in a consolidated EBITDA of €1,956 million, i.e. an EBITDA margin of 35.6% of revenue, in line with the 2023 objective. Net income attributable to owners of the parent reached €631 million, enabling a dividend of €3.82 per share to be proposed to the General Meeting, in accordance with the policy of distributing a dividend of 60% of income.

2024 will be a historic year for all Groupe ADP employees: we just celebrated the 50th anniversary of Paris-Charles de Gaulle Airport last March, we will inaugurate the arrival of line 14 at Paris-Orly Airport in June and we will be opening the door wide to the Olympic and Paralympic Games this summer.

Our airports will be the first and last image people have of our country: we will live up to our responsibility. This year, we are also undertaking the transformation of Paris airports, in line with the new airport model formulated in our 2025 Pioneers strategic roadmap. The project for Paris-Orly, a model decarbonised and responsible airport anchored in its region, is being shared as part of a voluntary public consultation that began on 26 February 2024.

This General Meeting is yours. It provides an opportunity for discussion and dialogue in the questions and answers.

If you are unable to attend, the General Meeting will be broadcast live in video format on our website. You have the opportunity to vote before the General Meeting, either by Internet through VOTACCESS or by mail.

You can also give a proxy to any individual or legal entity of your choice, or authorise me, in my capacity as Chairman of the General Meeting, to vote on your behalf. As every year, we will be submitting several resolutions to you for approval, which you will find in this brochure.

I thank you in advance for your attention. I look forward to seeing you on 21 May.



Augustin de Romanet,
Chairman and Chief Executive Officer

¹ Revenue per passenger from airside activities: shops, bars & restaurants, foreign exchange & tax refund counters, commercial lounges, VIP reception, advertising and other paid airside services.



AGENDA

OF THE COMBINED GENERAL MEETING OF 21 MAY 2024

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:

ANNUAL GENERAL MEETING ORDINARY MEETING

- ◆ 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 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.

ANNUAL GENERAL MEETING EXTRAORDINARY MEETING

- ◆ 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, by way of a public offer, shares or securities with cancellation of shareholders' preferential subscription rights (other than those mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code);
- ◆ Delegation of authority to be granted the Board of Directors to proceed with the issue, by way of a public offering, of shares or securities without shareholders' preferential subscription rights referred to in 1° of Article L. 411-2 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 up to a limit of 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 incorporation of premiums, reserves, profits or other;
- ◆ Delegation of authority to be granted to the Board of Directors to decide on an increase in the share capital by issuing shares or securities granted access to the share capital reserved for members of Company savings plans with cancellation of 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 shareholders' 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;
- ◆ Authorisation to be to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares;
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out pursuant to the twenty-sixth to twenty-ninth resolutions and the thirty-first to thirty-third resolutions submitted to this General Meeting;
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out during public offer periods pursuant to the twenty-sixth to twenty-ninth resolutions submitted to this General Meeting.

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ANNUAL GENERAL MEETING ORDINARY PORTION

- ◆ Powers to carry out formalities.

PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES AS OF 14 FEBRUARY 2024

10
meetings in 2023



91%
attendance



AUGUSTIN DE ROMANET

CHAIRMAN AND CEO OF AÉROPORTS DE PARIS

BORN:
2 April 1961

Augustin de Romanet, was appointed Chairman and CEO of Aéroports de Paris by decree on 29 November 2012 and was renewed in this position by decree of the President of the Republic, deliberated in the French Council of Ministers, on 24 July 2014 and 29 May 2019. Augustin de Romanet holds 50 shares in the capital of ADP.

With regard to his current mandates within Groupe ADP, Augustin de Romanet is Chairman and director of Extime Média (SAS, joint venture with JC Decaux), a member of the Management Board of Extime Travel Essentials Paris (SAS, joint venture with Lagardère Travel Retail), a member of the Board of Extime Duty Free Paris (SAS, a retail subsidiary of Lagardère Duty Free) and a member of the Board of Directors of GMR Airports Limited (GAL: a joint-stock company incorporated under Indian law). He is also Chairman of the Groupe ADP Corporate Foundation and a member of the Alliance for Education - United Way association.

Augustin de Romanet is also a member of the Board of Directors of the Paris Île-de-France Capitale économique non-profit, the Endowment Fund for the Attractiveness of Greater Paris and the Airports Council International (ACI) non-profit.

As regards his other mandates, Augustin de Romanet is a director of Régie Autonome des Transports Parisiens (RATP), a public industrial and commercial establishment, a member of the Supervisory Board of the Cercle des Économistes SAS, a founding member and director of the endowment fund *Institut pour*

l'Innovation Économique et Sociale (2IES), Chairman of the Board of Directors of the Paris EUROPLACE non-profit and a member of the Board of Directors of the management company Qualium Investissement. Director and Vice-Chairman of the Board of Directors of the listed European company SCOR, Augustin de Romanet is Chairman of the Sustainable Development Committee and a member of the Strategy, Audit, Risk and Crisis Management Committees. He has been Chairman of the Board of Directors of the Cercle Turgot non-profit since the start of the 2023 school year.

Augustin de Romanet graduated from the Institut d'Études Politiques in Paris and is an alumnus of the École Nationale d'Administration. He was Managing Director of the Caisse des dépôts et consignations from March 2007 to March 2012 and chaired the Fonds Stratégique d'Investissement from 2009 to 2012. Prior to this, he was Deputy Chief Financial Officer of Crédit Agricole SA and a member of the Executive Committee. From June 2005 to October 2006, he was Deputy Secretary General to the Presidency of the Republic and held senior positions in various ministries. From 2002 to 2005, he was Private Secretary to the Minister Delegate in charge of the budget, Alain Lambert; Deputy Private Secretary to the Minister of Economy, Finance and Industry, Francis Mer; Private Secretary to the Minister of Employment, Labour and Social Cohesion, Jean-Louis Borloo, and Deputy Private Secretary to the Prime Minister, Jean-Pierre Raffarin..

■ Directors appointed by the Annual General Meeting. ■ Director representing the State. ■ Directors appointed by the Annual General Meeting on the proposal of the French State. ■ Directors elected as staff representatives. ■ Non-voting Board members..

**SÉVERIN CABANNES**

INDEPENDENT REFERENT
ADMINISTRATOR

BORN:
21 July 1958

Séverin Cabannes is Chairman of TOLMA Conseil, a simplified joint-stock company.

He is also a director of Moody's Investors Service Ltd (foreign company), Moody's Investors Service GmbH (foreign company), Moody's Investors Service SAS (French company) and of ARKEMA (a French public limited company with a Board of Directors).

Séverin Cabannes holds 63 ADP shares.

**NANCY DUNANT**

BORN:
17 November 1962

Nancy Dunant is in charge of internal control at Aéroports de Paris within the Services, Logistics and Purchasing Department. She is sponsored by the CFE-CGC.

**PIERRE CUNÉO**

BORN:
6 January 1975

Pierre Cunéo is an Inspector of Finance, Head of the French State's mission for consulting firms in intellectual services, and Head of the "Paris Saclay Cancer Cluster" at the Ministry of the Economy, Finance and Industrial and Digital Sovereignty. He is also Senior Director of Transport and Mobility for the Organising Committee for the 2024 Paris Olympic and Paralympic Games (OCOG - Non-profit).

**MAY GICQUEL**

BORN:
27 July 1985

May Gicquel is Director of Transport Participation at the French State Investment Agency - Ministry of the Economy, Finance and Industrial and Digital Sovereignty. She is also a member of the Supervisory Board and a member of the Audit Committee of the Établissement public du Grand port fluvio-maritime de l'axe Seine, HAROPA PORT, a member of the Supervisory Board of La Banque Postale (a French limited company with a management board), a member of the Appointments and Governance Committee, a member of the Compensation Committee, a member of the Strategy and ESG Committee, a member of the Accounts Committee, a member of the Board of Directors of RATP, a public industrial and commercial establishment (France) and a member of the Audit Committee.

**FAYÇAL DEKKICHE**

BORN:
10 May 1966

Fayçal Dekkiche is operational security coordinator for Aéroports de Paris within Paris-Charles de Gaulle Airport management. He is a director representing employees on the Aéroports de Paris Procurement Advisory Committee. He is sponsored by the CFE-CGC.

**FRÉDÉRIC GILLET**

BORN:
19 February 1972

Frédéric Gillet is in charge of protecting National Defence secrecy within the Audit, Security and Risk Management Department of Aéroports de Paris. He is sponsored by the CFDT.



JACQUES GOUNON



BORN:
25 April 1953

Jacques Gounon is Chairman of the GETLINK Group (GET SE), a European listed company. He is also a director of France-Manche, a French limited company, The Channel Tunnel Group Limited, a British limited company, Eurotunnel Management Services Limited, a British limited company, London Carex Limited, a British limited company, Le Shuttle Limited, a British limited company, Eurotunnel Financial Services Limited, a British limited company and Eurotunnel Trustees Limited, a British limited company. He is Chairman and a director of Groupe Hospitalier Paris Saint-Joseph, a foundation, Chairman of the Comité pour la Transalpine, a recognised non-profit and Chairman of the Maison du numérique et de l'innovation du Calaisis, a non-profit governed by the French law of 1901.

Jacques Gounon holds 400 ADP shares.



OLIVIER GRUNBERG

INDEPENDENT DIRECTOR



BORN:
15 August 1958

Olivier Grunberg is Chief Operating Officer and General Secretary of Veolia Eau France (a French partnership limited by shares). He is Chairman of the following Veolia Eau subsidiaries: Société Française de Distribution d'Eau (SFDE), Runéo and Société Monégasque des Eaux. He is also Chairman of the UNSPIC non-profit (Union Nationale des Services Publics Industriels et Commerciaux), Vice-Chairman of the foundation of non-profit companies, IGD (Institute of Delegated Management), Vice-Chairman of the FPPE non-profit (Fédération Professionnelle des Entreprises de l'Eau) and a director of Sade CGTH, a French company with a Board of Directors.

Olivier Grunberg holds 60 ADP shares.



CÉCILE DE GUILLEBON



BORN:
11 September 1961

Cécile de Guillebon is Chairwoman of ESSERTO (a French SAS).

She is also an independent director and Chairwoman of the Finance Committee of the listed company AB Sciences, an independent director of Foncière Inéa, a listed company, and a director of Groupe SLI, an intermediate housing company.



JEAN-PAUL JOUVENT



BORN:
31 January 1961

Jean-Paul Jouvent is in charge of the Employee Savings and Employee Shareholdings Schemes in the Human Resources Department at Aéroports de Paris. He is also an appointed member of the Supervisory Board of the ADP DIVERSIFIÉ PRUDENT mutual fund and of the ADP DIVERSIFIÉ DYNAMIQUE mutual fund and an elected member of the Supervisory Board of the ADP ACTIONNARIAT SALARIÉ mutual fund and the ADP OBLIGATIONS mutual fund. He is sponsored by SAPAP.



MATTHIEU LANCE

PERMANENT REPRESENTATIVE OF CRÉDIT AGRICOLE'S PREDICA PRÉVOYANCE DIALOGUE, INDEPENDENT



BORN:
28 December 1968

Matthieu Lance is Deputy Director of Investments, responsible for real assets and equity investments within the Crédit Agricole Assurances Group. Within the Predica subsidiaries, he is a director representing Predica and a member of the Audit Committee of the French listed company, GECINA (SA). Within Groupe Crédit Agricole Assurances, he is also a director of the Supervisory Board and a member of the Audit Committee of ALTAREA GROUPE (SCA), a French listed company, Vice-Chairman, director and member of the Compensation and Appointments Committee of RAMSAY SANTE (SA), a listed French company, a director representing Crédit Agricole Assurances, a member of the Compensation and Appointments Committee of SEMMARIS (SA), a director and member of the Audit Committee of CASSINI (SA) France and a director of INNERGEX France (SAS).

Predica Prévoyance Dialogue du Crédit Agricole held 7,526,506 ADP shares as at 31 December 2023.

■ Directors appointed by the Annual General Meeting. ■ Director representing the State. ■ Directors appointed by the Annual General Meeting on the proposal of the French State. ■ Directors elected as staff representatives. ■ Non-voting Board members.

**FANNY LETIER**

Fanny Letier is the co-founder and Chairwoman of GENEIO Capital, a management fund to support the growth of SMEs and mid-sized companies, France, a simplified joint-stock company.

BORN:
15 March 1979

She is CEO of GENEIO Capital Entrepreneur, a management company of GENEIO Capital, France, a simplified joint-stock company. She is a director of bioMérieux SA, a French listed limited company and also a non-class civil director.

**STÉPHANE RAISON**

Stéphane Raison is Chairman of the Management Board of the Établissement public du Grand port fluvio-maritime de l'axe Seine, HAROPA PORT.

BORN:
24 May 1970

**SYLVIA METAYER**

INDEPENDENT ADMINISTRATOR

Sylvia Metayer is a member of the Board of Directors and Chairwoman of the Audit Committee of ANIMALCARE (a company listed on the AIM (secondary market) in London), a member of the Supervisory Board, Chairwoman of the Audit Committee, and member of the Innovation and ESG Committee of the KEOLIS Group, a French joint-stock company and a member of the Board of Directors and member of the Audit, Compensation and Appointments Committees of PAGE GROUP, a company listed on the London Stock Exchange.

BORN:
17 January 1960

Sylvia Metayer holds 70 ADP shares.

**ROMUALD RAMBOER**

Romuald Ramboer is an internal trainer for Aéroports de Paris within the Aeronautical Areas Department of Paris-Charles de Gaulle Airport. He is sponsored by the CGT.

BORN:
4 August 1967

**VALÉRIE SCHORGERÉ**

Valérie Schorgeré is a tax specialist in the accounting department (Group tax department) of Aéroports de Paris. She is a director representing employees at the Groupe ADP Corporate Foundation. She is sponsored by the CGT.

BORN:
28 March 1965

**PERRINE VIDALENCHE**

Perrine Vidalenche is a member of the Supervisory Board, Chairwoman of the Audit and Risk Committee and a member of the Compensation Committee of CDC Habitat, a semi-public limited company of mixed economy, real estate subsidiary of Caisse des Dépôts, France, independent director and Chairwoman of the Audit, Risks and Management Committee compliance of New IMMO Holding, a limited company with a Board of Directors, France, independent director of NHOOD, a limited company with a Board of Directors, France.

BORN:
26 December 1956

NON-VOTING BOARD MEMBERS APPOINTED BY THE GENERAL MEETING



ANNE HIDALGO

BORN:
19 June 1959

Anne Hidalgo is Mayor of Paris, Chairwoman of the Supervisory Board of the Assistance Publique - Hôpitaux de Paris (APHP) - Public Health Establishment, Vice-Chairwoman of Métropole du Grand Paris, Public Establishment of Intercommunal Cooperation (EPCI), Chairwoman of the Olympic Works Delivery Company (SOLIDEO), a public institution, and Vice-Chairwoman of the Organising Committee for the Olympic and Paralympic Games (OCOG), a non-profit under the law of 1901.



VALÉRIE PÉCRESSE

BORN:
14 July 1967

Chairwoman of the Île-de-France Regional Council, Chairwoman of the Board of Directors of the Établissement public d'Aménagement Paris-Saclay (EPAPS), member of the Board of Directors of Grand Paris Aménagement (EPIC), Senior Vice-Chairwoman of the Association des Régions de France (ARF), a declared non-profit, Chairwoman (ex-officio) of the Board of Directors of IDF Mobilités, Chairwoman (ex-officio) of the Board of Directors of the Institut Paris Région, a non-profit under the law of 1901, member (ex-officio) of the Supervisory Board of Société du Grand Paris (EPIC), community councillor of the Versailles Grand Parc community council, urban community, municipal councillor of the Vélizy-Villacoublay municipal council, local authority in a municipality, permanent member of the Board of Directors of Établissement public Foncier d'Île-de-France, public industrial and commercial establishment, member of the Board of Directors of the Organisation Committee of the Olympic and Paralympic Games (OCOG), a declared non-profit, and full member of the Board of Directors of the public institution: Société de livraison des Travaux Olympiques (SOLIDEO), a public institution.



DIDIER MARTIN

BORN:
9 June 1966

Didier Martin is Secretary General of the French Ministry of the Interior and French Overseas Departments and Collectivities - Senior Defence Officer and Senior Official in charge of Sustainable Development in the same Ministry, Senior Counsellor to the Court of Auditors on secondment, director of the National Institute of public service, member of the Coordination Committee working with the Interministerial Delegate for the 2024 Olympic and Paralympic Games, member (ex-officio) of the Standing Committee of the Interministerial Committee for International State Networks and director (ex-officio) of the École nationale supérieure de la police.



PATRICK RENAUD

BORN:
6 August 1947

Patrick Renaud is Chairman of the Club des Acteurs du Grand Roissy, a non-profit and a director of the NGO Acting for Life.

■ Directors appointed by the Annual General Meeting. ■ Director representing the State. ■ Directors appointed by the Annual General Meeting on the proposal of the French State. ■ Directors elected as staff representatives. ■ Non-voting Board members.

THE FOLLOWING ALSO ATTEND THE BOARD OF DIRECTORS' MEETINGS IN AN ADVISORY CAPACITY

- ◆ **Damien Cazé**, Government Commissioner, Director General of Civil Aviation
- ◆ **Marc Borel**, Deputy Government Commissioner, Director for Air Transport, Directorate General of Civil Aviation
- ◆ **Jean-Marc Delion**, Economic and Financial Controller General
- ◆ **Éric Namigandet-Tenguere**, Secretary of the Social and Economic Committee

PRINCIPAL STATUTORY AUDITORS

Appointed by the General Meeting of 11 May 2021 for a term of six financial years.

Ernst & Young Audit

Represented by **Alain Perroux** and **Antoine Flora**

Deloitte & Associés

Represented by **Guillaume Troussicot**

4

AD HOC COMMITTEES

AUDIT AND RISK COMMITTEE

CHAIRMAN

Séverin Cabannes, referent administrator and independent director

DIRECTORS PARTICIPATING IN THE COMMITTEE

May Gicquel, **Frédéric Gillet**, **Olivier Grunberg**, independent director, and **Matthieu Lance**, permanent representative of Crédit Agricole's Predica Prévoyance Dialogue, independent director

COMPENSATION, APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE

CHAIRWOMAN

Sylvia Metayer, independent director

DIRECTORS PARTICIPATING IN THE COMMITTEE

Séverin Cabannes, lead independent director, **May Gicquel**, **Jacques Gounon** and **Jean-Paul Jouvent**

STRATEGY AND INVESTMENT COMMITTEE

CHAIRMAN

Augustin de Romanet

DIRECTORS PARTICIPATING IN THE COMMITTEE

Pierre Cunéo, **Fayçal Dekkiche**, **May Gicquel**, **Cécile de Guillebon** and **Romuald Ramboer**

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (ESG)

CHAIRWOMAN

Fanny Letier

DIRECTORS PARTICIPATING IN THE COMMITTEE

Nancy Dunant, **Olivier Grunberg**, independent director, **Cécile de Guillebon**, **Valérie Schorgeré** and **Perrine Vidalenche**



REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF 21 MAY 2024 – DESCRIPTION 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

- ◆ 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 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

- ◆ 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, by way of a public offer, shares or securities with cancellation of shareholders' preferential subscription rights (other than those mentioned in 1° of Article L. 411-2 of the French Monetary and Financial Code);
- ◆ Delegation of authority to be granted the Board of Directors to proceed with the issue, by way of a public offering, of shares or securities without shareholders' preferential subscription rights referred to in 1° of Article L. 411-2 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 up to a limit of 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 incorporation of premiums, reserves, profits or other;
- ◆ Delegation of authority to be granted to the Board of Directors to decide on an increase in the share capital by issuing shares or securities granted access to the share capital reserved for members of Company savings plans with cancellation of 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 shareholders' 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;
- ◆ Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling treasury shares;
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out pursuant to the twenty-sixth to twenty-ninth resolutions and the thirty-first to thirty-third resolutions submitted to this General Meeting;
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out during public offer periods pursuant to the twenty-sixth to twenty-ninth resolutions submitted to this General Meeting.

5

ORDINARY GENERAL MEETING

- ◆ Powers to carry out formalities.

A. ORDINARY GENERAL MEETING

1. Consolidated and separate financial statements for the financial year ended 31 December 2023 (resolutions No. 1 and 2)

The separate 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 aforementioned 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 to 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 ¹ , representing a dividend per share entitled to a dividend of €3.13	None
For the financial year ended 31 December 2021	Not applicable ²	None	None
For the financial year ended 31 December 2020	Not applicable ³	None	None

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

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.

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.

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 L2. 25-39 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 decision 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>	2023 amounts submitted to a vote	Presentation
Fixed compensation	350,000 (amount paid)	
Annual variable compensation (amount to be paid for 2023 after approval by the 2024 General Meeting)	100,000	2023 criteria and weighting <ul style="list-style-type: none"> ♦ quantitative criteria: Group EBITDA (25%), Group net debt/EBITDA (25%); ♦ qualitative criteria: <ul style="list-style-type: none"> ♦ continued deployment of the 2022-2025 strategic roadmap, securing of the industrial model and preparation for the 2024 Olympic Games (25%), ♦ in line with the Company's purpose and social and environmental commitments, notably for the climate and biodiversity (25%).
Deferred/multi-annual variable compensation	None	
Exceptional compensation	None	
Director compensation	None	
Benefits in kind	9,019	Company car
Total compensation 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	
2022 annual variable compensation paid 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 (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>	2024 Amount	
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	2024 criteria and weighting: <ul style="list-style-type: none"> ◆ <u>quantitative criteria</u>: Group EBITDA (30%), Group ROCE (25%); ◆ <u>qualitative criteria</u>: <ul style="list-style-type: none"> ◆ social and environmental responsibility: climate objective (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 CO₂ 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, ◆ social and environmental responsibility: social commitments (13%), focusing in particular on: <ul style="list-style-type: none"> ◆ 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%. ◆ Continued deployment of the 2022-2025 strategic roadmap, securing the industrial model and roll-out of the 2024 Olympic Games (20%).
Deferred/multi-annual variable compensation	None	
Exceptional compensation	None	
Director compensation	None	
Benefits in kind	According to URSSAF rules regarding benefits	Company car
Total compensation due for the year	450,000 + 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 to.

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 Extimote 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 (ENSMP). 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 Human 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 independent 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)

Aéroports 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

1. 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:
 - ◆ (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,
 - ◆ 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.

1.1. GENERAL AUTHORISATIONS TO ISSUE SHARES AND SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OR DEBT SECURITIES

1.1.1 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 capital¹ 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 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.

1.1.2 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).

1.1.3 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 GRANTED 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 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 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.

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1.4. DELEGATION OF AUTHORITY TO BE GIVEN 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.

1.5. DELEGATION TO BE GIVEN 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.

2. 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

3. 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.

4. 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.

5. 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.

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* * *

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

AUGUSTIN DE ROMANET

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

DATE OF BIRTH:

2 April 1961

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

50

EDUCATION:

Alumnus of the École nationale d'administration and the Institut d'études politiques de Paris (Public Service section).

DATE OF FIRST APPOINTMENT:

Co-opted by the Board of Directors on 12 November 2012 to replace Pierre Graff, ratified by the General Meeting of 16 May 2013

START OF CURRENT TERM OF OFFICE:

20 May 2019, renewed by the Annual General Meeting of 20 May 2019

20 May 2019 renewed by decree as Chairman and CEO

OTHER CURRENT MANDATES AND DUTIES:

OFFICES HELD WITHIN GROUPE ADP:

- ◆ Chairman of the Strategy and Investment Committee

Retail and services segment:

- ◆ Extime Média (formerly Média Aéroports de Paris), a French simplified joint-stock company, joint venture with JC Decaux: Chairman and Director
- ◆ 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
- ◆ Extime Travel Essentials Paris (formerly Relay@ADP), a French simplified joint-stock company, joint venture with Lagardère Travel Retail: member of the Management Board

Other international activities segment:

- ◆ GMR Airports Limited (GAL), a joint stock company under Indian law: member of the Board of Directors

Groupe ADP Business Foundation:

- ◆ Groupe ADP Business Foundation: Chairman
- ◆ Alliance for education - United Way, non-profit: member of the Board of Directors

PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS

OTHER OFFICES:

- ◆ 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
- ◆ Fondation Long-Thibaud-Crespin, Foundation: Director from September 2015 to September 2021
- ◆ Atout France, the French tourism development agency, an Economic Interest Grouping: member of the Board of Directors from November 2015 to March 2022
- ◆ 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
- ◆ FONDACT, association for participative management, employee savings and responsible shareholding: director from June 2013 to June 2023

AUGUSTIN DE ROMANET

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

OTHER OFFICES:

- ◆ 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
- ◆ Régie Autonome des Transports parisiens (RATP), public industrial and commercial establishment: Director
- ◆ Member of the Supervisory Board of Le cercle des économistes SAS, a French company
- ◆ Paris EUROPLACE, a non-profit: Chairman of the Board of Directors
- ◆ Institut pour l'Innovation Économique et Sociale endowment fund: founder and director
- ◆ Qualium Investissement, an asset management company approved by the AMF: independent member of the Board of Directors
- ◆ Cercle Turgot, non-profit: Chairman of the Board of Directors
- ◆ Paris Île-de-France Capitale économique, non-profit: member of the Board of Directors
- ◆ Endowment fund for the attractiveness of Greater Paris (AGP fund), non-profit organisation: member of the Board of Directors
- ◆ Airports Council International (ACI), international non-profit: member of the Board of Directors of ACI World

RENEWAL OF SÉVERIN CABANNES

SÉVERIN CABANNES

Independent director candidate

DATE OF BIRTH:

21 July 1958

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

63

EDUCATION:

École Polytechnique Graduate of the École nationale supérieure des mines de Paris (ENSMP)

DATE OF FIRST APPOINTMENT:

Co-opted by the Board of Directors on 24 March 2021 and approved by the Annual General Meeting of 11 May 2021, replacing Vinci

START OF CURRENT TERM OF OFFICE:

Annual General Meeting on 20 May 2019

OTHER CURRENT MANDATES AND DUTIES:OFFICES HELD AT AÉROPORTS DE PARIS:

- ◆ Referent administrator:
 - ◆ Chairman of the Audit and Risk Committee
 - ◆ Member of the Compensation, Appointments and Corporate Governance Committee

OFFICES HELD IN COMPANIES OUTSIDE THE AÉROPORTS DE PARIS GROUP:

- ◆ Chairman of Tolma Conseil, a simplified joint-stock company, France
- ◆ Director:
 - ◆ Moody's Investors Service Ltd (foreign company)
 - ◆ Moody's Investors Service GmbH (foreign company)
 - ◆ Moody's Investors Service SAS (French company)
- ◆ Director of ARKEMA (French public company with a Board of Directors, listed)

PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARSPOSITIONS WITHIN SOCIÉTÉ GÉNÉRALE:

- ◆ Advisor to the CEO from 1 January 2021 to 30 September 2021
- ◆ Deputy Chief Executive Officer in charge of Major Clients Banking and Investor Services from May 2008 to December 2020

RENEWAL OF OLIVIER GRUNBERG

OLIVIER GRUNBERG

Independent director candidate

DATE OF BIRTH:

15 August 1958

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

60

EDUCATION:

A graduate of the Institut d'Études Politiques in Paris
 Alumnus of the École Nationale d'Administration

DATE OF FIRST APPOINTMENT:

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.

START OF CURRENT TERM OF OFFICE:

Annual General Meeting on 20 May 2019

OTHER CURRENT MANDATES AND DUTIES:OFFICES HELD AT AÉROPORTS DE PARIS:

- ◆ Member of the Audit and Risk Committee
- ◆ Member of the ESG Committee

OFFICES HELD WITHIN GROUPE VEOLIA EAU:

- ◆ Chief Operating Officer and General Secretary of Veolia Eau France (Partnership limited by shares)
- ◆ Chairman of Société Française de Distribution d'Eau (SFDE), SCA, a subsidiary of Veolia Eau
- ◆ Chairman of Runéo, a French company subsidiary of Veolia Eau
- ◆ Deputy Chairman of Société Monégasque des Eaux, a subsidiary of Veolia Eau

OTHER OFFICES:

- ◆ Chairman of UNSPIC (National Union of Industrial and Commercial Utilities)
- ◆ Vice-Chairman of the foundation of non-profit companies, IGD (Institute of Delegated Management)
- ◆ Vice-Chairman of the FPÉE (Fédération Professionnelle des Entreprises de l'Eau)
- ◆ Director of Sade CGTH, a French company with a Board of Directors

PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS

- ◆ Chairman of the UNPIMMS Association (Union Nationale des Points Information Médiation Multiservices) from 2016 to 2019

RENEWAL OF SYLVIA METAYER

SYLVIA METAYER

Independent director candidate

DATE OF BIRTH:

17 January 1960

NATIONALITIES:

French, British, Canadian

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

70

EDUCATION:

HEC Queen's University, Canada

DATE OF FIRST APPOINTMENT:

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.

START OF CURRENT TERM OF OFFICE:

General Meeting of Shareholders of 20 May 2019

OTHER CURRENT MANDATES AND DUTIES:

OFFICES HELD AT AÉROPORTS DE PARIS:

- ◆ Chairwoman of the Compensation, Appointments and Corporate Governance Committee

OFFICES HELD IN COMPANIES OUTSIDE THE AÉROPORTS

DE PARIS GROUP:

- ◆ Member of the Board of Directors and Chairwoman of the Audit Committee of ANIMALCARE (Company listed on the AIM market (secondary market in London))
- ◆ Member of the Supervisory Board, Chairwoman of the Audit Committee, Member of the Innovation and ESG Committee of Groupe KEOLIS (SAS), France
- ◆ Member of the Board of Directors, member of the Audit, Compensation and Appointments Committees of PAGE GROUP (British company listed in London)

PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS

- ◆ SODEXO (listed SA)
 - ◆ Member of the Executive Committee from 2014 to 2022
 - ◆ Head of Group Growth Strategy from 2019 to 2022
 - ◆ Managing Director World, Business Services from 2014 to 2019
- ◆ Member of the Human Resources Committee of Groupe KEOLIS (SAS) from November 2021 to September 2022

RENEWAL OF JACQUES GOUNON

JACQUES GOUNON

Non-independent director candidate

DATE OF BIRTH:

25 April 1953

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

400

EDUCATION:

Chief Engineer of Ponts et Chaussées, alumnus of École Polytechnique and École Nationale des Ponts et Chaussées

DATE OF FIRST APPOINTMENT:

Co-opted on 2 July 2008, ratified by the Ordinary General Meeting of 28 May 2009

START OF CURRENT TERM OF OFFICE:

20 May 2019 (renewed by the General Meeting of 20 May 2019)

OTHER CURRENT MANDATES AND DUTIES:OFFICES HELD AT AÉROPORTS DE PARIS:

- ◆ Member of the Compensation, Appointments and Corporate Governance Committee

OFFICES WITHIN THE GETLINK GROUP (GET SE):

- ◆ Chairman of the GETLINK Group (GET SE) a European listed company
- ◆ Director of:
 - ◆ France-Manche, a French limited company
 - ◆ The Channel Tunnel Group Limited, a British limited company
 - ◆ Eurotunnel Management Services Limited, a British limited company
 - ◆ London Carex Limited, a British public limited company
 - ◆ Le Shuttle Limited, a British public limited company
 - ◆ Eurotunnel Financial Services Limited, a UK public limited company
 - ◆ Eurotunnel Trustees Limited, a British public limited company

OTHER OFFICES:

- ◆ Chairman and Director of Groupe Hospitalier Paris Saint-Joseph, foundation
- ◆ Chairman of the Comité pour la Transalpine, a recognised non-profit
- ◆ Chairman of the Maison du numérique et de l'innovation du Calais, a non-profit governed by the French law of 1901

PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARSTERMS OF OFFICE WITHIN THE GETLINK GROUP (GET SE) - FORMERLY EUROTUNNEL:

- ◆ Chairman and Chief Executive Officer of GETLINK Group (GET SE), a European listed company, from February 2005 to June 2020
- ◆ Chairman and Chief Executive Officer of France-Manche, a French limited company, from June 2005 to June 2020
- ◆ Chairman of Eurotunnel Holdings, a French société par actions simplifiée, from July 2017 to June 2020
- ◆ Chairman of:
 - ◆ Eleclink Limited, a British limited company from November 2011 to April 2021
 - ◆ Getlink Régions, a French simplified joint-stock company from May 2020 to June 2022
- ◆ Director of Eurotunnel Finance Limited, a British limited company from July 2005 to November 2022
- ◆ Director of Get Elec Limited, a British public limited company from November 2010 to April 2023
- ◆ Director of:
 - ◆ Eurotunnel SE, a Belgian company, from March 2006 to June 2020
 - ◆ Eurotunnel Services Limited, a public limited company, from March 2006 to June 2020

RENEWAL OF FANNY LETIER

FANNY LETIER

Non-independent director candidate proposed by the French State

DATE OF BIRTH:

15 March 1979

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

Graduate of the École Nationale d'Administration

Graduate of the Institut d'Études Politiques (IEP), Paris

Graduate of the French Institute of Directors (IFA)

Certificate of International Studies from The Johns Hopkins University in Baltimore (United States)

DATE OF FIRST APPOINTMENT:

appointed by the Annual General Meeting of 20 May 2019, on proposal by the French State

START OF CURRENT TERM OF OFFICE:

20 May 2019

OTHER CURRENT MANDATES AND DUTIES:

OFFICE HELD AT AÉROPORTS DE PARIS:

- ◆ Chairman of the ESG Committee

OFFICES HELD IN COMPANIES OUTSIDE THE AÉROPORTS DE PARIS GROUP:

- ◆ Co-founder and Chairwoman of GENE Capital, a management fund to support the growth of SMEs and mid-sized companies (France), a simplified joint-stock company
- ◆ Chairwoman of GENE Capital Entrepreneur, management company of GENE Capital, France, a simplified joint-stock company
- ◆ Director of bioMérieux, a French listed limited company
- ◆ Senior civil servant

PAST POSITIONS AND OFFICES IN THE LAST FIVE YEARS

- ◆ Director of the French Institute of Directors (Institut français des administrateurs - IFA), from 2018 to June 2021
- ◆ Director of Nexans, a French listed company, from May 2014 to June 2020



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

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.

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 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 THE 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 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

REAPPOINTEMENT 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 OLIVIER 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

REAPPOINTEMENT 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

REAPPOINTEMENT 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

REAPPOINTEMENT 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

REAPPOINTEMENT 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 IT'S 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,
- (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

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 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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SUMMARY OF THE SITUATION OF AÉROPORTS DE PARIS DURING THE PAST FINANCIAL YEAR

SIGNIFICANT EVENTS FOR THE YEAR 2023

Projected merger between GIL and GAL to form an airport holding company listed on the Indian financial markets

On 19 March 2023, the Boards of Directors of Aéroports de Paris (Groupe ADP) and GMR Airports Infrastructure Ltd (GIL), listed companies and co-shareholders at 49% and 51%, respectively, of the airport holding company GMR Airports Ltd (GAL), approved the execution of a framework agreement initiating a process that will lead to a merger between GIL and GAL in the first half of 2024 ("New GIL").

The transaction, announced in the [press release dated 19 March 2023](#), will simplify and clarify the capital structure of airport assets, fully reveal the value of GAL and make the merged Company a more agile development platform to seize new opportunities in India and South-East Asia.

Several preliminary steps for the planned transaction were completed in 2023:

- ◆ Groupe ADP subscribed to 330,817 bonds of Foreign Currency Convertible Bonds (FCCBs), issued by GMR Airports Infrastructure Ltd (GIL) and allocated on 24 March 2023, for a total of €331 million;
- ◆ Groupe ADP also proceeded to the early settlement of earnouts, for a total of €62 million. The initial impact of this payment, which will be negative on the Group's net debt in 2023, will be gradually neutralised by the extinction of the liability associated with these earnouts, extending until the completion of the planned merger;
- ◆ on 12 June 2023, BSE Limited and National Stock Exchange of India Limited, the Indian financial markets where GIL is currently listed, issued a no-objection certificate to the merger request filed by GIL on 12 April 2023;
- ◆ on 2 August 2023, the merger request submitted for approval to the Securities and Exchange Board of India (SEBI) on 12 April 2023, was not subject to any objections, leading to the official approval of the application by the stock exchanges where GIL is currently listed;
- ◆ the merger request was filed for approval with the National Company Law Tribunal (NCLT) on 5 September 2023.

The transaction is expected to be completed in the first half of 2024. It should be noted that the merger will lead to the recognition of a non-cash expense, reflecting on one hand a change in the economic interest of Groupe ADP (including the settlement of ratchet clauses and a liquidity premium) and on the other hand the integration of the assets, excluding GAL, of New GIL, whose net value will be negative at the merger date.

This expense was estimated at around €100 million when the agreement was signed in March 2023. Its final amount will be determined on the effective merger date, and is therefore likely to increase, particularly in view of GIL's stock market valuation.

Renewal of Ankara Airport concession

Following the success of TAV Airports in the auctions for the renewal of Ankara Airport concession agreement for 2025-2050 period (see [press release of 20 December 2022](#)), TAV Airports signed the concession contract with the Turkish Airport Authority (DHMI) on 1 February 2023. At this purpose, TAV Airports is going to pay by 1 May 2023, the sum of €119 million owed to DHMI, representing 25% of the concession rental.

Work to expand the airport's capacity have been engaged during the second quarter of 2023. As a reminder, necessary investments are planned at around €300 million of which two thirds will be conducted between 2023 and 2026 and the remaining third to be engaged by 2038.

Skytrax 2023 ranking results

In 2023, 5 airports of the Group are among the 100 best airports in the world in terms of service quality according to the Skytrax World Airport Awards.

Paris-Charles de Gaulle retains the best airport in Europe, and is ranked fifth best airport in the world (compared to sixth in 2022). **Paris-Orly** continues its progression, ranking **39th in the world** (against 46th in 2022 and 76th in 2021).

Abroad, three other airports in the network are among 100 best airports: Indira Gandhi in Delhi in 36th position (+1 place), Rajiv Gandhi in Hyderabad in 65th position (down -2 places) and Medina in 52nd position (up +6 places).

Implementation of a barometer of waiting times at borders in Paris

Groupe ADP has initiated, in collaboration with the French border police, the implementation of a barometer of waiting time at borders control in Paris airports (see the [press release of 29 March 2023](#)).

Each month, it will report on the percentage of passengers who waited less than 10 minutes at Paris-CDG and Paris-Orly; the number of events resulting in waiting times of more than 30 minutes, and will specify the reason for the most disruptive events; and lastly, provide details by terminal of the share of departing and arriving passengers who waited in 10-minute increments. This tool will make it possible to measure, report and manage progress.

The data are extracted from sensors installed in the border controls areas of our Parisian airports. This approach is part of a global action plan carried out alongside the border police to reduce waiting times at borders controls recruitment of contractual staff by this summer, reinforcement of PARAFE (Automated Rapid Crossing of External Borders and, as a result, improve the quality of service and contribute to the performance of Parisian platforms.

Support for low-carbon aviation and electric urban air mobility

On the occasion of the Paris Air Forum and the Paris International Air Show from 19 to 25 June 2023, Groupe ADP announced the completion of several projects as part of the active approach deployed by the group to support the decarbonization of the sector:

- ◆ Air Liquide and Groupe ADP announced on 16 June 2023 ([see the press release](#)) the creation of “Hydrogen Airport”, an engineering and consulting joint venture specialising in supporting airports integrate hydrogen projects within their infrastructures. The governance team is in place and the joint venture has begun commercial activities;
- ◆ Groupe ADP and Volocopter, alongside French Civil Aviation Authority (DGAC) and Paris Region, confirmed in a joint press release dated 20 June 2023 ([see the press release](#)), that all safety, airspace integration, acceptability and passenger route conditions have been fulfilled at this stage in view of the launch of the first eVTOL (electric vertical take-off and landing) aircraft services over Paris Region skies for the 2024 Olympic and Paralympic Games;
- ◆ Groupe ADP announced on 21 June 2023 ([see the press release](#)) having joined forces with six leaders in low-carbon regional aviation to accelerate the introduction of electric- and hydrogen-powered 2 to 100-seat aircraft on its airfields and at Paris-Le Bourget, Paris-Orly and Paris-CDG airports before 2030. These new aircraft are thus set to decarbonise flights around aerodromes, and to provide radial and regional routes, and short-haul routes in Europe.

Launch of ABELIA, the new employee shareholding plan for Aéroports de Paris SA

Following the approval of the Annual General Meeting of Shareholders on 16 May 2023, Aéroports de Paris launched its new employee shareholding operation on 21 June 2023, the rollout of which will be phased in 2023 and 2024. Entitled ABELIA, the transaction involves a maximum of 305,985 shares (or around 0.3% of the capital), corresponding to the 296,882 shares bought back from Royal Schiphol Group in December 2022 (see press release of 6 December 2022) and 9,103 shares remaining from the employee shareholding plan implemented in 2016.

ABELIA is part of “2025 Pioneers” roadmap ([see the press release of 16 February 2022](#)), which provides that Aéroports de Paris will carry out at least one employee shareholding operation by 2025. It will have two components:

- ◆ a free allocation of shares of the company to employees of Aéroports de Paris SA which, depending on the choices made, may be up to maximum of 16 shares per beneficiary;
- ◆ an offer to acquire shares of the company on preferential terms, reserved for employees who are members of the Group Savings Plan (PEG). The financial impact of this transaction, recognized over the period 2023-2025, is estimated at around 28 million euros in total on Aéroports de Paris personnel costs.

The operation aims to initiate the development of a new culture of value sharing, by involving employees in the Company’s performance.

The financial impact of this transaction, recognised over the 2023-2025 period, is estimated at approximately €28 million in total on Aéroports de Paris’ personnel expenses, of which €12 million was recognised for the 2023 financial year.

Following the Board meeting of 14 February 2024, which approved the Management Report for 2023, the roll-out of ABELIA has been postponed to 2025.

New salary increase measures applicable as of 1 July 2023

To reward the involvement and commitment of Aéroports de Paris employees during this period of strong recovery in activity and major challenges ahead, the company has initiated new unilateral salary measures. They come on top of measures already taken or planned since July 2022.

From 1 July 2023, these new measures provide for a 1.5% general increase in base salary for all Aéroports de Paris employees.

Confirmation of the rating of Aéroports de Paris by S&P Global Ratings

On 14 June 2023, Standard & Poor's reaffirmed its long-term A credit rating, negative outlook, for Aéroports de Paris.

JC Decaux and Groupe ADP launch the Extime JCDecaux Airport brand

Aéroports de Paris and JC Decaux, the two co-shareholders of Extime Media, announced on 18 July 2023 (see the [press release](#)) the launch of Extime JCDecaux Airport (previously JCDecaux Airport Paris), the new Extime JCDecaux Airport brand aims to become the new benchmark brand in the airport media world, by expanding internationally, with the deployment of its activities in Turkey from 2024 and in Jordan during 2025.

This announcement follows the Groupe ADP's choice, after a public consultation, of JCDecaux as co-shareholder in Extime Media to operate advertising activities at Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports until December 2034 (see press release of 28 July 2022).

Groupe ADP has selected Lagardère Travel Retail as co-shareholder of the future joint venture Extime Travel Essentials Paris

Following the advertising and competitive bidding process launched by Groupe ADP for the Travel Essentials business (including books and press products, gifts and souvenirs, groceries and take-away snacks, and travel accessories) for the Paris-Charles de Gaulle and Paris-Orly airports, Lagardère Travel Retail was chosen to become the co-partner in Extime Travel Essentials Paris (see press release of 24 July 2023 – available in French only).

As of 1 February 2024, Extime Travel Essentials Paris will operate more than sixty points of sale for a period of ten years, notably under the RELAY brand and in partnership with a large number of brands. The joint venture is held equally by Groupe ADP (50%) and Lagardère Travel Retail (50%).

Establishment of Extime Food & Beverage Paris

On 4 August 2023, the French Competition Authority announced that it had authorised the creation of a fully-fledged joint venture – Extime Food & Beverage Paris – jointly controlled by Aéroports de Paris and Select Service Partner specialised in the management of food and beverage outlets at Paris-Charles de Gaulle and Paris-Orly (see the [press release of 11 September 2023](#)).

Select Service Partner, chosen following a consultation conducted in 2021, acquired 50% of the share capital of Extime Food & Beverage Paris on 25 October 2023. The transaction was authorised by the French Competition Authority in August 2023 (see above).

The financial statements of Extime Food & Beverage Paris, which were fully consolidated until Select Service Partner acquired this interest, have since been accounted for using the equity method.

The ESG Score extra-financial rating agency awards Groupe ADP a rating of AA+

Groupe ADP was awarded an AA+ [89/100] rating by the rating agency ESG Score in December 2023. The agency, whose evaluation method is based on international references and a database of ESG best practices, noted the quality of the Group's CSR plan. Launched in 2022, Groupe ADP's "2025 Pioneers for Trust" plan covers all its extra-financial responsibilities and sets an ambitious timetable for its actions.

Performance of the regulated scope in 2023¹

As of 31 December 2023, the ROCE of the regulated scope was 5.60%, against 4.72%² as of 31 December 2022. It corresponds to the ratio between the regulated³ scope's operational income, after normative income tax, and the regulated asset base, used to assess the performance of the regulated scope in accordance with article L. 6325-1 of the French Transport Code.

The operational income of the regulated perimeter for the year 2023 was €436 million before income tax, compared to €369 million in 2022.

The sum of the regulated asset base, corresponding to the net book value of tangible and intangible assets related to the regulated scope, and the working capital requirement amounted to €5,781 million as of 31 December 2023, compared to €5,800 million as of 31 December 2022.

The "2025 Pioneers" strategic roadmap

In its second year of implementation, the progress of the "2025 Pioneers" roadmap is materializing into concrete actions contributing to the 2025 goals.

The following table summarizes and illustrates the 2023 dynamic for the deployment of actions aiming for the 2025 objective.

¹ Data under review – will be certified by the Statutory Auditors in the second quarter of 2024.

² The data for the regulated scope were certified by the Statutory Auditors on 31 May 2023. Prior to this review, the regulated ROCE for 2022, as published in Section 1.1.3.1.1 of the 2022 Universal Registration Document, was estimated at 4.67%.

³ Regulated scope as defined by Article 1 of the Order of 16 September 2005 relating to fees for services provided at aerodromes.

FOLLOW UP OF THE 2025 PIONEERS STRATEGIC ROADMAP INDICATORS

Legend:



The blue bars symbolize the deployment dynamics of the identified actions.
Greater number of bars indicates greater momentum.

N°	Key performance indicator and 2025 objective	Scope	Deployment Dynamics in 2023
ONE AMBITION - IMAGINING THE SUSTAINABLE AIRPORT OF TOMORROW			
1	Make more than 80% of flights depart on time or within 15 minutes of the scheduled time	Airports controlled within Groupe ADP	
2	Reduce average taxiing emissions per flight by 10% at Paris-Orly and Paris-CDG	Paris-Orly, Paris-CDG	
3	Set a carbon budget for the life cycle of all investment projects over €5 million	ADP SA, TAV Airports	
4	Provide 50% of passengers at Paris-Orly and Paris-CDG with biometric facilitation in their departure journey	Paris-Orly, Paris-CDG	
5	Aim for excellence in hospitality		
	◆ Place Paris-CDG on the top 10 of the Skytrax ranking of the world's best airports, as well as 4 airports in the Top 50 and 8 airports in the Top 100	All Groupe ADP's airports	
	◆ Achieve an ACI/ASQ score of 4 for passenger satisfaction	Airports controlled, with traffic > 3m pax	
6	Deploy the Extime Retail and Hospitality concept in Paris and initiate the deployment of the franchise in two terminals outside the Parisian platforms	Paris & International	
7	Set the Parisian platforms at the best European level in terms of train-air connection by increasing by 50% the number of train-aircraft connecting passengers at Paris-CDG and by doubling it at Paris-Orly	Paris Airports	
8	Using 10% of low-carbon energy in terminals and airside, almost doubling compared to 2019, and 40% excluding landing and take-off	Controlled Airports and with ACA ≥ 3 in 2021	
9	Open the new multimodal hub at Paris-Orly, with the opening of the line 14 station, in 2024 and make it possible to open or build 8 additional public transport lines to connect the Parisian airports to the neighboring territories	Paris Airports	
10	Preserve 25% of land for biodiversity at Paris-CDG and 30% at Paris-Orly and Paris-Le Bourget, and set a course for the group's airports to improve their biodiversity index by 2030	The 23 airports committed to the <i>Airports for trust charter</i>	
ONE GROUP - BUILDING A GLOBAL, INTEGRATED AND RESPONSIBLE GROUP			
11	Stabilize the average maturity of our concession portfolio at 30 years	All airports under concession (excl. Paris)	
12	Opening 100 additional international routes to increase the connectivity of our territories	All airports	
13	Develop the smartization of the Group's airports with three airports at «full» level and 100% of the others at «friendly» level	Airports controlled, with traffic > 4m pax	
14	Support the generalization of continuous descent procedures between 2023 and 2025 at Paris-CDG and Paris-Orly	Paris-Orly, Paris-CDG	
15	Promote the realization 80% of local purchases in the Paris region, including 20% from SMEs, in compliance with public procurement legislation	ADP SA	
SHARED DYNAMICS - INNOVATE, SUPPORT & EMPOWER			
16	Deploy 120 experiments in societal, environmental and operational innovations by 2025, 30 of which will leading to industrialization	ADP SA, TAV Airports, Hub One	
17	Carry out at least one employee shareholding operation by 2025	ADP SA	
18	Include a ESG element in the remuneration of 100% of employees	ADP SA, TAV Airports, AIG	
19	Increase the number of employee civic engagement days by a factor of five, to 5,000 over the period 2022-2025	ADP SA	
20	Educate 100% of employees on good ethical and compliance practices	ADP SA, TAV Airports, AIG	

The deployment of the “2025 Pioneers” roadmap can be illustrated with several examples of actions whose implementation began in 2022 and whose observed results are contributing to the achievement of the objective set for 2025.

One Ambition - Imagining the sustainable airport of tomorrow

The strategic axis One Ambition aims for (i) excellence and sustainability of operational and construction methods, (ii) being innovative in hospitality, and (iii) Developing the offer of multi-global connections.

- ◆ In 2023, several actions have been initiated or continued to reduce CO₂ emissions during taxiing. Paris-Orly airport and pilots of several airlines have shared best practices in taxiing, in particular by limiting the use or shutting down 1 or 2 engines. In 2024, this will be followed by more detailed analysis of operational conditions, in strict compliance with aeronautical safety standards, to establish a framework for this practice. In addition, a trial of a robotized electric tractor has been launched in 2023 at Paris-CDG, with the aim of testing aircraft towing between terminals and runway thresholds in real-life conditions, with aircraft engines switched off. The call for tenders for the shipment of aviation fuel by the shipping concessionaire at Paris-CDG, awarded in 2023, ensures that the arrival of European incorporation mandates for sustainable aviation fuel is properly taken into account. Finally, a new IT tool will be available from 2024 to optimize the flight departure sequence, considering taxiing times and waiting at the runway threshold. [KPI 2]
- ◆ In 2023, the tool to budget the carbon impact of investment projects has been implemented for the Paris hubs for a total of 11 test projects, including 6 projects for Paris-CDG, including the rehabilitation of runway 1, with work scheduled to start in 2025, and 5 projects for Paris-Orly, including the redesign of the International Departure Process. This budgeting tool is currently being adapted by TAV and AIG for their future use. [KPI 3]
- ◆ The latest World Airport Awards rankings, based on a worldwide passenger satisfaction survey conducted by the independent British organization Skytrax, were unveiled on March 15, 2023. Paris-Charles de Gaulle was voted “Best European Airport” and now ranks 5th in the Top 100 of the world’s best airports (up 1 place). Paris-Orly moved up 7 places to 39th worldwide. 2 airports belonging to the Group’s international network continue to climb in the world’s top 100: Delhi and Medina. [KPI 5]
- ◆ In 2023, Groupe ADP deployed the Extime brand across all Paris-CDG and Paris-Orly terminals. Terminal 1 International and Terminal 2 B/D were positioned in 2023 as “pilot” or “show apartments” for the “boutique Terminal” concept, in the Premium and Lifestyle formats respectively. In addition, the Extime Rewards loyalty program and marketplace

(www.extime.com) are now operational. At the end of 2023, the loyalty program had more than 2.7 million members. Studies into the possibility of deploying the Extime brand and concept internationally keep going on. [KPI 6]

- ◆ Works at the multimodal hubs are progressing well in line with the trajectory. Power-up of equipment at metro line 14 station is now 75% complete, and operations in preparation to commissioning are well underway. Commercial service for the southern extension of line 14 is scheduled for June 2024. It will link central Paris to Paris-Orly airport, serving dense residential areas as well as major urban centers and facilities, such as the Rungis international Market. By the end of 2027, the airport will also be connected to Massy-TGV station with line 18, currently under construction, and to Versailles by 2030. In addition, as part of intermodality, bus lines will be built and put into service. At this stage, studies have been launched for 2 bus lines from Paris-CDG serving the Val d’Oise district. [KPI 9]

One Group - Building a global, integrated and responsible group

The strategic axis One Group aims for (i) consolidating the group’s network (ii) Mobilising and federating expertise to multiply it and (iii) building on strong local roots, respectful of diversity.

- ◆ In 2023, the average maturity of the concession portfolio is stable at 32 years. [KPI 11]
- ◆ 180 international routes were opened or reopened in 2023, and 76 routes were closed. Thus, the group has added 104 routes in the past year. [KPI 12]
- ◆ The project to digitalize passenger journey and customer experience is progressing in line with the Pioneers 2025 roadmap. The year 2023 was highlighted by a massive roll-out of automated digital check-in (commercialization of automated Self-Service Check-in Kiosks and Automated Baggage Drop-offs to airlines), as well as the deployment of Extime digital on Paris hubs. In addition, international hubs are following the same trend, with significant progress on digital passenger flow tracking and improved WiFi. [KPI 13]

Shared Dynamics - Innovate, support and empower

The strategic axis Shared dynamics aims for (i) promoting an innovative and agile approach in our projects, (ii) Attracting and retaining talents and (iii) developing a culture of responsibility promoting civic engagement of employees.

- ◆ In 2023, 100% of AIG employees have been set a 5% CSR target “Extra Mile” included in their remuneration. In addition,

58% of TAV employees on the consolidated scope have been set the same “Extra Mile” CSR criterion, to participate in a CSR activity or initiative in line with the Airport for Trust roadmap. Achievement of this objective is reviewed annually. [KPI 18]

- ◆ Groupe ADP relaunched the sponsorship of senior skills at the beginning of 2023. This scheme enables employees, less than 2 years before their effective retirement, to make a part-time commitment to public-interest associations. Furthermore, in November 2023, Groupe ADP organized the second edition

of the “Month of Civic Engagement”. This highlight enabled Groupe ADP employees to get involved in collective actions around the issues of biodiversity, inclusion, education and professional integration. For this occasion, more than 300 (vs 177 employees in 2022) employees committed their working time to 10 associations. [KPI 19]

- ◆ In 2023, c. 94% of ADP SA's employees (vs. 90% in 2022) have received training in good ethical practices and compliance. [KPI 20]

2023 FINANCIAL RESULTS

Definitions of operational and financial indicators can be found on page 68 of this brochure.

Revenue

(in millions of euros)	2023	2022	2023/2022	
Revenue	5,495	4,688	+€807M	+17.2%
Aviation	1,910	1,675	+€235M	+14.0%
Retail and services	1,766	1,442	+€324M	+22.5%
<i>of which Extime Duty Free Paris</i>	756	631	+€125M	+19.8%
<i>of which Extime Travel Essentials Paris (ex. Relay@ADP)</i>	118	95	+€22M	+23.3%
Real estate	314	296	+€18M	+5.7%
International and airport developments	1,630	1,361	+€269M	+19.8%
<i>of which TAV Airports</i>	1,305	1,048	+€258M	+24.6%
<i>of which AIG</i>	277	263	+€14M	+5.3%
Other activities	180	166	+€14M	+8.5%
Inter-sector eliminations	(305)	(252)	-€53M	+20.7%

Groupe ADP's **consolidated revenue** stood at €5,495 million in 2023, up +17.2% (+€807 million) compared to 2022, mainly due to the positive effect of traffic recovery on:

- ◆ Revenue of Aviation activities in Paris, was up +14.0% (+€235 million), to €1,910 million;
- ◆ Revenue of Retail and Services in Paris, was up +22.5% (+€324 million), to €1,766 million;

- ◆ Revenue of International and airport developments segments, especially in TAV Airports, was up +19.8% (+€269 million), to €1,630 million.

The amount of inter-sector eliminations stood at €305 million, up +20.7% (+€53 million) in 2023..

EBITDA

(in millions of euros)	2023	2022	2023/2022	
Revenue	5,495	4,688	+€807M	+17.2%
Operating expenses	(3,597)	(3,071)	-€526M	+17.1%
<i>Consumables</i>	(837)	(755)	-€82M	+10.8%
<i>External services</i>	(1,310)	(1,106)	-€203M	+18.4%
<i>Employee benefit costs</i>	(1,055)	(862)	-€193M	+22.4%
<i>Taxes other than income taxes</i>	(265)	(233)	-€32M	+13.7%
<i>Other operating expenses</i>	(130)	(114)	-€16M	+14.2%
Other incomes and expenses	58	87	-€29M	-33.5%
EBITDA	1,956	1,704	+€252M	+14.8%
<i>EBITDA/Revenue</i>	<i>35.6%</i>	<i>36.4%</i>	<i>-0.8pt</i>	<i>-</i>

Group's **operating expenses** stood €3,597 million in 2023, up +17.1% (+€526 million), in line with the growth in revenue. The breakdown of the Group's operating expenses was as follows:

- ◆ **Consumables** stood at €837 million, up +10.8% (+€82 million), mainly due to:
 - ◆ The increase by +€34 million (+12.0%) for TAV Airports, especially at Almaty,
 - ◆ The increase by +€44 million (+15.3%) for Extime Duty Free Paris and Extime Travel Essentials Paris (formerly Relay@ADP) due to the increase in cost of goods sold, in line with the increase in revenue of these subsidiaries;
- ◆ **External services** stood at €1,310 million, up +18.4% (+€203 million), due to:
 - ◆ The increase in expenses related to subcontracting of +18.7% (+€98 million) especially in security and PRM subcontracting (reception and assistance for Persons with Reduced Mobility), due to the increase in traffic in Paris, and due to the reopening of infrastructure in Paris compared to 2022,
 - ◆ The increase in expenses related to other services and external expenses by +2.5% (+€41 million), due in particular to the reopening of infrastructure in Paris compared with 2022 and increased efforts to meet the operational challenges of the strong traffic growth in 2023 and ahead of the Paris 2024 Olympics and Paralympics;
- ◆ **Employee benefits costs** stood at €1,055 million, up +22.4% (+€193 million), This increase is notably due to:
 - ◆ +€92 million for TAV Airports, linked to salary increases in Turkey driven by inflation, and to a lesser extent by increased headcount,
 - ◆ +€85 million for Aéroports de Paris SA, due to:
 - ◆ the impact of recruitments made in 2023 (293 additional net FTE¹), and in 2022 (full-year effect),
 - ◆ the unfavorable base effect linked to the reversal for €20 million of a provision on employee benefits, recognized in 2022 (linked to the termination of the defined-benefit pension plan, known as "article 39"),
- ◆ the impact on Aéroports de Paris personnel costs of the wage increases introduced in July 2022 and January 2023,
- ◆ the accounting impact of Abelia, the employee shareholding operation, amounting to €12 million. The financial impact of this operation, recorded over the 2023-2025 period, is estimated at approximately €28 million in Aéroports de Paris' staff expenses;
- ◆ **Taxes other than income taxes** stood at €265 million, up +13.7% (+€32 million), due to:
 - ◆ An increase in property taxes in Paris of +32.0% (+€22 million), mainly due to the unfavorable base effect of property tax reductions in 2022, linked to infrastructure closures in Paris in 2020,
 - ◆ An increase in taxes on security services of +13.0% (+€8 million), linked to traffic growth;
- ◆ **Other operating expenses** stood at €130 million, up +14.2% (+€16 million), mainly due to the favorable base effect of the recognition of losses on bad debt in 2022;
- ◆ **Other income and expenses** represented a net product of €58 million, down -33.5% (-€29 million). The one-off income of €35 million from the sale of surplus electrical capacity by Aéroports de Paris was more than offset by:
 - ◆ the unfavorable base effect of the reversal of an international provision in 2022,
 - ◆ the unfavorable base effect of the reversal in 2022 of an impairment charge relating to the above-mentioned irrecoverable receivables;
 - ◆ the accounting of a provision of 25 million euros for current expenses relating to the hosting of the Olympic Games at Paris airports.

Over 2023, the group's **consolidated EBITDA** stood at 1,956 million euros, up +14.8% (+252 million euros). EBITDA margin stood at 35.6% of revenue as of 2023, down -0.8 point.

¹ Full-time equivalent

EBITDA excluding one-off items

In order to provide an analysis of the Group's performance that does not take into account one-off events, i.e. performance excluding items occurring over a limited period of time (so-called "one-offs"), Groupe ADP presents below:

- ◆ a list of "one-offs" for 2022 and 2023;
- ◆ the calculation of EBITDA excluding one-offs and the EBITDA margin excluding one-offs for these two years.

Excluding the impact of one-off items, the Group's EBITDA excluding one-offs amounted to €1,958 million in 2023 compared to €1,655 million in 2022, i.e. an increase of +18.3% (+€303 million). Margin excluding one-offs amounted to 35.6% of revenue in 2023, up by 0.3 points compared to the EBITDA margin excluding one-offs of 2022.

2022 EXCLUDING ONE-OFFS

(in millions of euros)	2022	Details
EBITDA published	1,704	
One-offs items	-49	
Of which staff expenses	-20	Provision reversal on retirement scheme
Of which taxes other than income tax	-14	Tax rebates on closed infrastructure
Of which other income & expenses	-15	Return to full ownership of some buildings & Provision reversal in an intl. asset
EBITDA excluding one-offs	1,655	
EBITDA margin excl. one-offs (in % of revenue)	35.3%	

2023 EXCLUDING ONE-OFFS

(in millions of euros)	2023	Details
EBITDA published	1,956	
One-offs items	+2	
Of which operating expenses	+12	Olympics-related expenses & others
Of which other income and expenses	+25	Provision on Olympics-related expenses
Of which other income and expenses	-35	Income from excess electrical capacities
EBITDA excluding one-offs	1,958	
EBITDA margin excl. one-offs (in % of revenue)	35.6%	

NET RESULT ATTRIBUTABLE TO THE GROUP

(in millions of euros)	2023	2022	2023/2022	
EBITDA	1,956	1,704	+€252M	+14.8%
Amortization and impairment of tangible and intangible assets	(792)	(782)	-€10M	+1.3%
Share of profit or loss in associates and joint ventures	75	14	+€61M	-
Operating income from ordinary activities	1,239	936	+€303M	+32.4%
Other operating income and expenses	4	52	-€48M	-93.1%
Operating income	1,243	988	+€254M	+25.7%
Financial income	(227)	(224)	-€3M	+1.3%
Income before tax	1,016	764	+€252M	+32.8%
Income tax expense	(232)	(172)	-€60M	+34.5%
Net income from continuing operations	784	592	+€192M	+32.4%
Net income from discontinued operations	0	(1)	+€1M	-
Net income	784	591	+€192M	+32.5%
Net income attributable to non-controlling interests	(153)	(75)	-€78M	+103.9%
Net income attributable to the group	631	516	+€114M	+22.2%

Amortization and impairment of tangible and intangible assets stood at €792 million, up +1.3% (+€10 million). A impairment reversal for +€60 million, related to AIG, being offset by:

- ◆ The increase in amortization and impairment of TAV Airports of +42.7% (+€54 million), driven by greater amount of amortization of Airport Operating Rights (AOR) for several of TAV Airports' assets, which is calculated according to the level of traffic¹, as well as a €10 million impairment on TAV Tunisia;
- ◆ The unfavorable base effect of the impairment reversal on an international asset, for €10 million, booked in 2022.

Share of profit or loss in associates and joint ventures stood at €75 million, up +€61 million. The -18 million euro decrease in result attributable to GMR Airports was offset by improved results at TAV Antalya, and by the following one-offs:

- ◆ A €38 million gain in income from equity-accounted companies of TAV Airports, corresponding to the capital gain on the partial sale by TAV Airports of a 24% stake in Tibah Airports Development, the company operating Medina airport in Saudi Arabia;
- ◆ A €38 million gain linked to the application of Turkish law on hyperinflation accounting on the financial statements of TAV Airports' equity-accounted companies.

Operating income from ordinary activities stood at €1,239 million, up +32.4% (+€303 million), driven by the EBITDA, up +14.8% (+€252 million), and of share of profit or loss in associates and joint ventures described above.

Other operating income and expenses totaled €4 million, down -93.1% (-€48 million). This decline was due to an unfavorable base effect of €56 million, linked to a reversal of the provision on departure plan, booked in 2022. In addition, the proceeds from the sale of 50% of Extime Food & Beverage Paris shares to Select Service Partner (SSP), for €19 million, were partially offset by the public interest fine, for €15 million, paid by ADP Ingénierie under the Judicial Agreement of Public Interest signed in December 2023².

Operating income stood at €1,243 million, up +25.7% (+€254 million), notably due to the increase in operating income from ordinary activities, partially offset by a decrease in other operating income and expenses.

Financial result stood at -€227 million, up +1.3% (-€3 million), the following effects offsetting each other:

- ◆ the unfavorable base effect from the capital gain on the disposal of the stake in Royal Schiphol Group for €46 million, booked in 2022;

- ◆ the +€45 million gain from provision reversal on the sold securities shareholder loan granted to Tibah;
- ◆ an increase in TAV Airports' gross cost of debt of +€30 million;
- ◆ the change in fair value, for +€32 million, of the FCCBs (Foreign Currency Convertible Bonds) issued by GMR Airports Infrastructure Ltd, and held by Aéroports de Paris since 25 March 2023³;
- ◆ a €10 million increase in provisions for retirement plans, to take account of the effects of pension reform in France.

The **income tax expense** stood at -€232 million, compared with a tax expense of -€172 million in 2022, due to the improvement in pre-tax income, and despite a gain of €21 million linked to the application of the Turkish law on hyperinflation accounting on the financial statements of TAV Airports' consolidated companies.

The **income tax expense** stood at -€232 million, compared with a tax expense of -€172 million in 2022, due to the improvement in pre-tax income, and despite a gain of €21 million linked to the application of the Turkish law on hyperinflation accounting on the financial statements of TAV Airports' consolidated companies.

Net income stood at 784 million euros in 2023, up +32.5% (+192 million euros) compared to in 2022.

Net income attributable to non-controlling interests was up +103.9% (+78 million euros), to -153 million euros, due in particular to the one-off effects in TAV Airports and AIG accounts described above.

Given all these items, **net income attributable to the Group** stood at 631 million euros, up +22.2% (+114 million euros) compared to 2022.

Net result Group share excluding one-off

In order to provide an analysis of the group's performance that does not take into account one-off events, i.e. performance excluding items occurring over a limited period of time (so-called "one-offs"), Groupe ADP presents below:

- ◆ the list of "one-offs" relating to 2022 and 2023;
- ◆ the calculation of profit/loss attributable to owners of the parent excluding one-offs for those two years.

Excluding the impact of one-off items, profit/loss attributable to owners of the parent excluding one-offs amounted to €552 million in 2023 compared to €393 million in 2022, an increase of +40.5% (+€159 million).

¹ See note 6.1.1 "Airport Operating Right" to the consolidated financial statements of Groupe ADP, shown on page 381 of the 2022 Universal Registration Document.

² See press release of December 4, 2023.

³ See press release of March 19th 2023.

2022 EXCLUDING ONE-OFFS

<i>(in millions of euros – net of minority interests)</i>	2022	Details
Net result group share	516	
One-offs items	(124)	
Of which EBITDA one-offs	(49)	
Of which D&A	+26	Scrapping resulting from asset base inventory in Paris
Of which other operating income & expenses	(56)	Provision reversal on departure plans
Of which financial result	(17)	Capital gain on the sale of RSG stake & other one-offs
Of which Income tax	(28)	Hyperinflation accounting for some TAV Airports' subsidiaries; Tax deduction on return to full ownership of assets in Paris
Net result group share excl. one-offs	393	

2023 EXCLUDING ONE-OFFS

<i>(in millions of euros – net of minority interests)</i>	2023	Details
Net result group share	631	
One-offs items	(79)	
Of which EBITDA one-offs	2	
Of which D&A	(1)	Provision reversal on AIG; Scrapping resulting from asset base inventory and other
Of which JVs & Associates	(42)	Gain on Tibah sale, TAV associates' hyperinflation accounting & other one-offs
Of which other operating income & expenses	(4)	Sale of Extime F&B shares & fine paid by ADP Ingénierie
Of which financial result	(34)	Provision reversal on Tibah shareholder loan, FCCBs fair value adjustment & other one-offs
Of which income tax	-	Hyperinflation accounting in Turkey, offset by earthquake tax effect
Net result group share excl. one-offs	552	

Cash and investments

As of 31 December 2023, Groupe ADP held a **cash position** of 2.3 billion euros down -€288 million (-10.9%) on 31 December 2022. Cash flow from operating activities amounted to €1,587 million, and the proceeds of the TAV Airports bond issue, in the amount of 400 million dollars, were more than offset by the following transactions:

- ◆ The subscription during the 1st quarter by Aéroports de Paris of 330,817 Foreign Currency Convertible Bonds¹ (FCCBs) issued by GIL for a total amount of c.€331 million;
- ◆ Payment on 27 April 2023 by TAV Airports of €119 million to the Turkish airport authority, DHMI, representing the upfront payment of 25% of the Ankara concession rent;
- ◆ Payment by Aéroports de Paris on June 7th, 2023, on a dividend to its shareholders, for an amount of €3.13 per share, or €309 million;

- ◆ The repayment by Aéroports de Paris, on 24 July 2023, of a €500 million bond.

In the current macroeconomic context and in view of its available cash and expected needs for 2024, the Group considers its liquidity being satisfactory to meet its operating needs and financial commitments.

Tangible and intangible investments stood at €1,009 million over 2023, (including €731 million for ADP SA), compared with €695 million in 2022 (including €497 million for ADP SA).

Financial debt

Groupe ADP's **net financial debt** stood at €7,934 million as of 31 December 2023, compared to €7,440 million as of 31 December 2022. As of 31 December 2023, debt ratio stood at 4.1x EBITDA, compared to 4.4x EBITDA at the end of 2022.

¹ See press release of March 19th 2023.

2023 TARGETS ACHIEVEMENT

	2023 Forecasts As of 16 February 2022 ¹	2023 Forecasts As of 28 July 2022 ²	2023 Forecasts As of 16 February 2023 ³	Achievement of targets on 31 December 2023
Group traffic ⁴ <i>In % of 2019 traffic</i>			95% -105% Back to 2019 level between 2023 and 2024	✓ Traffic recovery at 98.7% of 2019
Traffic at Paris Aéroport <i>In % of 2019 traffic</i>	85% -95%	85% -95%	87% -93%	✓ Traffic recovery at 92.3% of 2019
EBITDA growth <i>group, compared with 2019</i>			At least equal to full-year 2019 EBITDA (i.e. ≥ €1,772 M)	✓ EBITDA at €1,956M
Group EBITDA margin <i>In % of revenue</i>	30% to 35%	32% to 37%	32% to 37%	✓ EBITDA Margin at 35.6%
Net income, attributable to the group <i>in millions of euros</i>	Positive	Positive	Positive	✓ Net income attributable to the Group positive at €631M
Group investments (ADP SA and subsidiaries) ⁵ <i>(excl. financial investments)</i>	c.€1 billion per year on average between 2023 and 2025, in constant euros	c.€1 billion per year on average between 2023 and 2025, in constant euros	c.€1.3 billion per year on average between 2023 and 2025, in current euros	- €1,009 million of investments in 2023
ADP SA Investissements ⁶ <i>(excl. financial investments, regulated/non-regulated)</i>	€750M - €800M	€750M - €800M	c€.900 million per year on average between 2023 and 2025, in current euros	- €731 million of investments in 2023
Dividend <i>In % of NRAG</i>	60% pay out rate Minimum of €3 per share	60% pay out rate Minimum of €3 per share	60% pay out rate Minimum of €3 per share	✓ Proposal of a €3.82 dividend being 60% of net income attributable to the Group ⁶

¹ See the 2022 annual results press release, published on February 16th, 2022.

² See the half-year results 2022 press release, published on July 28th, 2023.

³ See the 2022 annual results press release, published on February 16th, 2023.

⁴ The group's traffic includes the traffic of Delhi International Airport Limited (DIAL), Hyderabad International Airport Limited (GHIAL), Mactan Cebu International Airport and Almaty International Airport from 1 January 2019. Following the non-renewal of the technical assistance contract (TSA) for Mauritius airport on 31 December 2021, the group's traffic no longer includes the traffic of Mauritius airport.

⁵ In constant euros.

⁶ Subject to the approval of the General Meeting of the Shareholders of May 21st, 2024, approving 2023 accounts.

EVENTS SINCE 31 DECEMBER 2023

Approval of tariffs at Paris Aéroport

By its decision n°2024-001 of January 18th, 2023, published on February 12th, 2024, the ART has approved the airport fees for Aéroports de Paris for the tariff period from April 1st, 2024, to March 31st, 2025.

For Paris-Charles de Gaulle and Paris-Orly airports, this approval translates into an average increase in charges of +4.5%, and an average increase by +5.4% for Paris-Le Bourget airport (see in appendix 4 of this document and on the company's website).

Aéroports de Paris's proposal included initial changes in cost accounting, for which ART invited Aéroports de Paris to complete its analyses by the end of the transitional period on

December 31, 2025. In addition, the ART confirmed that the part of the long-distance transport infrastructure tax, created by the finance law for 2024, that was included in Aéroports de Paris' tariff proposal could indeed be covered by airport fees. Lastly, in its tariff approval decision, ART specified that it had estimated the weighted average cost of capital (WACC) at 4.5% for the regulated scope

Dividend distribution policy

On 14 February 2024, the Board of Directors approved the separate and consolidated annual financial statements for the year ended 31 December 2023. During this meeting, it decided to propose to the next Annual General Meeting, to be held on

21 May 2024, the payment of a dividend, in respect of 2023, of 60% of net income attributable to owners of the parent, i.e. €3.82 per share, higher than the target floor of €3.00 per share and than the dividend of €3.13 paid for 2022. Subject to the approval of the Annual General Meeting of 21 May 2024, the dividend payment date would take place on 12 June 2024 with an ex-dividend date of 10 June 2024.

OUTLOOK 2024 - 2025

Approaching its 2019 traffic level in Paris and exceeding it abroad, while having already surpassed its 2019 consolidated EBITDA, the group expects to gradually return to growth rates close to those experienced before the Covid-19 crisis. In addition, the introduction of the new tax applicable to major transport infrastructure in France has an impact on the group's financial trajectory. For these reasons, Groupe ADP is updating its assumptions, forecasts and targets 2024 - 2025 and is returning to a selection of indicators allowing for a direct reading of the evolution of its performance, without reference to 2019. The updated 2024 - 2025 assumptions, targets and forecasts are summarized on page 24 of this release and presented below. Previous assumptions, forecasts and targets are listed in Appendix 6 of this release.

Passenger traffic

In Paris

In 2024, passenger traffic in Paris is expected to grow by +3.5% to +5.0% compared to 2023. In 2025, it is expected to grow by +2.5% to +4.0% compared to 2024.

Over the longer term, and in line with our decarbonization objectives, the group anticipates a gradual normalization of passenger traffic in Paris, tending towards a compound annual growth rate of 1% to 1.5% over the 2024-2050 period, a level slightly below than that recorded before the Covid-19 crisis, but with a more contributive traffic mix.

Indeed, this expected growth in traffic volume should be accompanied with a gradual shift in the mix in favor of international traffic, which is more value-creating for the group. A more reasoned use of air travel and increasing use of other modes of transport for short and medium-distance journeys should lead to a natural decline in the share of short and medium-haul flights in favor of international traffic (outside Europe) at Paris Aéroport, which is a higher contributor.

At group level

In 2024, group passenger traffic is expected to grow by more than +8.0% compared to 2023.

Going forward, the traffic compound annual growth rate at the group scale should continue to surpass that recorded in Paris, as international assets are located in regions of the world where traffic growth is more dynamic, particularly for TAV Airports, whose financial objectives are based on the assumption of a compound annual growth rate of +10% to +14% over the 2022 - 2025 period, and for GMR Airports.

Traffic in the first two months of 2024

Groupe ADP traffic for the first two months of 2024 was 50.7 million passengers, up +12.4% compared to the same period in 2023, while traffic at Paris Aéroport was 14.0 million passengers, up +2.7% compared to the same period in 2023.

Retail in Paris Aéroport

Extime Paris Sales/pax are now expected to grow by +3% to +5% in 2025 compared with 2023 (previous target was €29.5 in 2025).

The deployment of Extime's strategy and ecosystem in Paris should continue to bear fruits and contribute to drive the profitable growth of commercial activities. Certain temporary adverse effects are likely to affect this performance:

- ◆ the sequential reopening of terminal 2-AC at Paris-Charles de Gaulle, in 2024, whose commercial offer is less developed than those of terminal 1 or terminal 2-E, which concentrate the majority of international traffic to date;
- ◆ continued renovation of terminal 2-E, hall K, at Paris-Charles de Gaulle, in 2024 and 2025. While these works will not lead to the closure of the terminal, they will lead to the temporary closure or relocation of certain stores.

These effects should nevertheless be more than offset by the very strong underlying performance of retail activities, driven by the Extime model, the ramp-up of its new digital ecosystem, and the opening of Extime Exclusive reception lounges, scheduled for the second quarter of 2024.

Paris 2024 Olympic and Paralympic Games

Groupe ADP is preparing for the Paris Olympic and Paralympic Games taking place between July and September 2024. An exceptional response has been made to the operational and human challenges of these events and the entire airport community is mobilized with Groupe ADP. The major resources deployed by Groupe ADP to host the Olympic Games are aimed at:

- ◆ meeting the highest standards of passenger service in Parisian airports;
- ◆ meeting specific needs of delegations, as well as those of passengers. The accommodation of both can put a strain on operations (groups, oversized baggage, ground transportation by bus, etc), particularly at certain peak hours;
- ◆ deploying innovative solutions to enhance quality of service and traffic management capacities: remote check-in at the Olympic Village, progressive deployment of new safety equipment for cabin luggage, etc.
- ◆ improving the accessibility to and in the Parisian airports, to sustainably adapt our processes and facilities for individuals with disabilities.

The actions implemented in 2023 and 2024 will lead to additional operating expenses estimated at between 40 and 50 million euros¹, of which close to 8 million euros have already been accounted for in 2023 and 25 million euros have been provisioned as of 2023. The group expects the Olympic Games to have a neutral effect on Paris Airport's total passenger traffic volume in 2024. Indeed, the increase linked to the sporting events could be offset by a slight downturn in tourist traffic, as some foreign visitors may choose to postpone their visit to Paris.

New tax on major transport infrastructure in France

The promulgation, on December 29, 2023, of the initial finance law for 2024, leads to the implementation of a new tax applicable to certain French companies in the transport infrastructure sector, including Aéroports de Paris SA (ADP SA) from 2024 (see [press release of September 27, 2023](#)). This 4.6% tax applies to revenue recorded by Aéroports de Paris SA's in its statutory financial statements, notably excluding revenues from airport safety and security, and after the deduction of a 120 million euros exemption. Its net impact, after taking into account tariff increase as approved by the French Transport Regulatory Authority (Autorité de Régulation des Transports), is estimated at around 90 million euros in 2024, to the EBITDA and the net result attributable to the group.

Updated forecasts and financial targets

The group expects revenue growth to be driven by the positive effects described above: on one hand, the recovery in traffic in Paris and abroad, and on the other, growth in commercial activities. Real estate activities, resilient by nature, will also contribute to this growth.

Groupe ADP intends to maintain its strict cost management discipline. Nevertheless, various factors will exert increased pressure on the cost base from 2024 onwards, notably:

- ◆ the reopening of terminal 2A-C, the opening of the new "Extême Exclusive" terminal, the commissioning of a new baggage sorter at terminal 1 and, more generally, the pursuit of excellence in hospitality and quality of service, which will lead to a mechanical increase in ADP SA's expenses in maintenance and care;
- ◆ the effect of recruitments carried out in 2023 and planned for 2024, with the aim to provide the group with renewed and diversified skills, in line with its strategic priorities;
- ◆ the effect of inflation on certain expiring external services contracts, notably electricity supply in Paris;
- ◆ the particularly intense inflationary environment in Turkey, the effects of which on TAV Airports' expenses should only be partially offset by the evolution of the Turkish lira.

In this context and taking into account the impact of the new tax applicable to major transport infrastructures in France

introduced in the finance law for 2024 and which Aéroports de Paris is subject to, **Groupe ADP expects EBITDA yearly² growth to be above +4.0% in 2024 and above +7.0% in 2025.**

While continuing to account for selected external growth projects in international geographies, the target range for the net debt ratio is now 3.5x to 4.0x EBITDA in 2025.

The other elements of the capital allocation policy remain unchanged:

- ◆ aiming at optimizing its investment policy, the group confirms its forecasted investments (capex) for an average of around €900 million a year for ADP SA and around €1.3 billion a year on average for the group;
- ◆ the dividend policy, based on a payout ratio of 60% of NRAG, with a floor of €3.00 per share for 2024 and 2025, is confirmed.

Launch of a voluntary public concertation phase for the "Paris-Orly 2035" project

On 26 February 2024, Aéroports de Paris launched a voluntary public consultation on the "Paris-Orly 2035" development project for the Paris-Orly airport platform. This consultation will end on 26 May 2024.

In line with the objectives of transforming the group's airports towards a new airport model, as set out in the 2025 Pioneers strategic roadmap (see [press release of February 16, 2022](#)), the "Paris-Orly 2035" project aims to meet air transport demand while ensuring the sustainable industrial transformation of the airport. The project is based on reference scenarios forecasting a moderate increase in traffic for Paris-Orly, i.e. a compound annual growth rate in passenger traffic below 1% over the 2023-2035 period, and the same number of aircraft movements in 2035 as in 2018. With the aim to create the conditions for sustainable, innovative development, the "Paris-Orly 2035" development project has been built on four key pillars:

- ◆ the decarbonization and decongestion of accesses to the airport, with priority given to public transport and soft mobility;
- ◆ the development of low-carbon energy production through the creation of a local "energy hub", and the desire to maintain and enrich biodiversity at Paris-Orly;
- ◆ improving quality of service offered to passengers and airlines by better sizing boarding areas and increase efficiency of the airside system, all without creating additional aircraft positions;
- ◆ the deployment of a real estate offer that complements the orientations of the southern Paris region.

This ambitious development project aims at moving towards a more sustainable airport, capable of offering transport solutions with a low environmental impact for each destination and is carrying a promise of more inclusive hospitality for both passengers and everyday travelers.

¹ Excluding airport safety and security expenses covered by airport safety and security revenues.

² Growth compares to previous year.

The “Paris-Orly 2035” project includes a long-term vision (to 2035) that goes beyond the 2025 Pioneers roadmap. As part of the voluntary concertation process, it will be presented to the public for indicative purposes, and is subject to changes. The

elements relating in particular to the amounts of investment linked to the project are working hypotheses and do not constitute commitments for Groupe ADP.

REMINDER OF TRAFFIC ASSUMPTIONS, FORECASTS AND TARGETS 2024-2025

As part of the 2025 Pioneers strategic roadmap communicated on February 16th, 2022, Groupe ADP has set out targets up to 2025. These targets have been built on the assumptions of no new restrictions or airport closures linked to the health crisis, of a stability of the economic model in Paris and of an absence of abnormally high volatility in terms of exchange rates and inflation rates. They have also been built on the basis of the consolidation scope at the end of 2021, with no assumption of changes up to 2025.

Approaching its 2019 traffic level in Paris and exceeding it internationally, while having already surpassed its 2019 consolidated EBITDA, the group expects to gradually return to growth rates close to those experienced before the Covid-19

crisis. In addition, the introduction of the new tax applicable to major transport infrastructure in France has an impact on the group's financial trajectory. For these reasons, Groupe ADP is updating its assumptions, forecasts and targets 2024 - 2025 and is returning to a selection of indicators allowing for a direct reading of the evolution of its performance, without reference to 2019. The assumptions, forecasts AND targets and are summarized below. Previous assumptions, forecasts and targets are listed in Appendix 6 of this release.

It is specified that any further changes to the assumptions on which the group's targets are based could have an impact on the volume of traffic and the 2025 Pioneers financial indicators.

	2024	2025
Group traffic ¹ % year-on-year growth	Over +8.0% growth compared with 2023	
Traffic at Paris Aéroport % year-on-year growth	Growth from +3.5% to +5.0% compared to 2023	Growth from +2.5% to +4.0% compared to 2024
Extime Paris Sales / Pax ² % growth compared to 2023	-	+3.0% to + 5.0% compared to 2023
Group EBITDA growth % year-on-year growth	Over +4.0% growth compared with 2023	Over +7.0% growth compared with 2024
Group investments (excl. financial investments)	c.1.3 billion euros per year on average between 2023 and 2025, in current euros	
ADP SA investments (excl. financial investments, regulated and non-regulated)	c.900 million euros per year on average between 2023 and 2025, in current euros	
Net Financial Debt/ EBITDA ratio incl. selected international growth projects	-	3.5x – 4.0x
Dividends In % of the NRAG for the year N, paid N+1	60% pay out ratio Minimum of €3 per share	

¹ Group traffic includes traffic from airports operated by Groupe ADP in freehold (incl. Almaty) or under concession, receiving regular commercial passenger traffic, excluding airports under management contract. Historical data since 2019 is available on the company's website.

² Sales per passenger in the airside activities, including shops, bars & restaurants, foreign exchange & tax refund counters, commercial lounges, VIP reception, advertising, and other paid services in the airside area.

Previous traffic assumptions, forecasts and financial targets for 2024 - 2025

The traffic assumptions, forecasts and targets below, which did not include the new tax applicable to major transport infrastructures in France, are replaced by those on page 24 of this press release.

	2024	2025
Group¹ traffic (In % of 2019 traffic)	Back to 2019 level between 2023 and 2024	-
Paris Aéroport traffic (en % du trafic de 2019)	90% - 100%	95% - 105%
	Return to the 2019 level between 2024 and 2026, above the 2019 level from 2026	
Sales / Pax Extime Paris² (in euros)	-	29.5€
ADP SA operating expenses per passenger, (in €)	€17 - €20 / pax Excluding any impact linked to the tax proposed by the French government as part of the Finance Law Project for 2024 (see press release dated September 27 th , 2023)	
EBITDA margin (In % of revenue)	35 % à 38 % Excluding any impact linked to the tax proposed by the French government as part of the Finance Law Project for 2024 (see press release dated September 27 th , 2023)	
Net income, attributable to the Group (In million euros)	Positive	
Group investments (excl. financial investments)	c.1.3 billion euros per year on average between 2023 and 2025, in current euros	
ADP SA investments (excl. financial investments, regulated and non-regulated)	c.900 million euros per year on average between 2023 and 2025, in current euros	
Net Financial Debt/ EBITDA ratio (incl. Selected international growth projects)	-	3.5x - 4.5x Excluding any impact linked to the tax proposed by the French government as part of the Finance Law Project for 2024 (see press release dated September 27 th , 2023)
Dividends (In % of the NRAG due for the year N, paid N+1)	60% pay out ratio Minimum of €3 per share	

¹ Group traffic includes traffic from airports operated by Groupe ADP in freehold (incl. Almaty) or under concession, receiving regular commercial passenger traffic, excluding airports under management contract. Historical data since 2019 is available on the company's website.

² Sales per passenger in the airside activities, including shops, bars & restaurants, foreign exchange & tax refund counters, commercial lounges, VIP reception, advertising, and other paid services in the airside area.

Definitions

Definition and accounting of Alternative Performance Measures (APM) as well as the segmentation of group activities presented in this press release are fully published in the Group universal registration document.

It is available in Groupe website: AMF information - Groupe ADP (parisaeroport.fr)

Financial indicators:

- ◆ **EBITDA** is an accounting measure of the operating performance of fully consolidated Group subsidiaries. It is comprised of revenue and other ordinary income less purchases and current operating expenses excluding depreciation and impairment of property, plant and equipment and intangible assets.
- ◆ **EBITDA margin** is the ratio corresponding to: EBITDA / Revenue.

- ◆ **Gross Financial debt** as defined by Groupe ADP includes long-term and short-term borrowings and debts (including accrued interests and hedge of the fair value of liabilities related to these debts), debts related to the minority put option (presented in other non-current liabilities)
- ◆ **Net Financial debt** as defined by Groupe ADP refers to gross financial debt less, fair value hedging derivatives, cash and cash equivalents and restricted bank balances.
- ◆ **Net Financial Debt/EBITDA Ratio** is the ratio corresponding to the ratio: Net Financial Debt/EBITDA, which measures the company's ability to repay its debt.

Operating indicators:

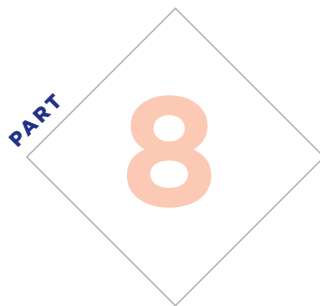
- ◆ **Sales / Pax Extime Paris or Sales per passengers** Extime Paris is the ratio corresponding to: Sales in the airside activities: shops, bars & restaurants, foreign exchange & tax refund counters, commercial lounges, VIP reception, advertising and other paid services in the airside area / Departing passengers at Paris Aéroport.

SUMMARY OF THE SITUATION OF AÉROPORTS DE PARIS DURING THE PAST FINANCIAL YEAR

Group traffic includes airports operated by Groupe ADP in freehold (incl. Almaty) or under concession, receiving regular commercial passenger traffic, excluding airports

under management contract. Historical data since 2019 is available on the Company's website.

Sub-group	Airport	Country
Paris Aéroport	Paris-Charles de Gaulle	France
	Paris-Orly	France
TAV Airports	Antalya	Turkey
	Almaty	Kazakhstan
	Ankara	Turkey
	Izmir	Turkey
	Bodrum	Turkey
	Gazipasa	Turkey
	Medina	Saudi Arabia
	Monastir	Tunisia
	Enfidha	Tunisia
	Tbilisi	Georgia
	Batumi	Georgia
	Skopje	North Macedonia
	Ohrid	North Macedonia
	Zagreb	Croatia
GMR Airports	Delhi	India
	Hyderabad	India
	Medan	Indonesia
	Goa	India
ADP International	Santiago de Chile	Chile
	Amman	Jordan
	Antananarivo	Madagascar
	Nosy Be	Madagascar



HOW TO TAKE PART IN THE ANNUAL GENERAL MEETING OF AÉROPORTS DE PARIS?

THE GENERAL MEETING WILL BE HELD ON **TUESDAY 21 MAY 2024** AT 3.00 P.M.
at the Maison de la Chimie, 28 bis rue Saint-Dominique, 75007 Paris

You can attend the General Meeting in person or vote by post, by Internet or by proxy.



ELIGIBILITY TO VOTE

1 VOTING CONDITIONS

All shareholders, regardless of the number of shares they own, have the right to vote at the General Meeting.

Regardless of the method of participation you choose, you must prove that you are a shareholder of the company Aéroports de Paris.

2 HOW CAN I PROVE THAT I AM A SHAREHOLDER?

For registered shares

Be **registered in a registered account** (pure or administered) at the latest on the second business day preceding the General Meeting, *i.e.* 17 May 2024 at midnight (*Paris time*) (*hereinafter the "registration date"*).

For bearer shares

You can have a certificate of participation issued stating that your shares were registered on the second business day preceding the General Meeting, *i.e.* 17 May 2024 at **midnight** (*Paris time*), in the securities accounts held by your financial intermediary (bank, stockbroker or online broker).

You may also attend the General Meeting in person on presentation of the admission card issued in your name.

3 HOW CAN I VOTE?

If you are a shareholder of Aéroports de Paris on the registration date, you have the following voting options:

- ◆ **attend the General Meeting in person;**
- ◆ **give a proxy to the Chairman** of the General Meeting;
- ◆ **give power of attorney to the person of your choice** under the conditions of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code;
- ◆ **vote by mail or by Internet.**

You are reminded that **any abstention will not be considered as a vote cast and will be excluded from the calculation of the majority of votes cast.**

It is specified that, since 3 April 2016, pursuant to Article L. 22-10-46 of the French Commercial Code, fully paid-up shares that have been registered in the name of the same shareholder for at least two years will automatically benefit from double voting rights.

METHODS OF OBTAINING INFORMATION

By phone

Free telephone number	0 800 101 800 (in France)
Call Centre number	+33 (0)1 55 77 30 11 (from outside France)
Online	www.groupeadp.fr
ISIN Code	FR0010340141

Shareholders wishing to attend the General Meeting in person may request an admission card in the following manner:

ASK FOR AN ADMISSION CARD BY POST

Your shares are **REGISTERED** (pure or administered)

- ◆ tick **box A** on the paper form;
- ◆ date and sign the bottom of the form;
- ◆ return the form to Uptevia using the T envelope provided.

Uptevia must receive your form no later than midnight (*Paris time*) on 17 May 2024.

Your shares are **BEARER** shares

- ◆ tick **box A** on the paper form;
- ◆ date and sign the bottom of the form;
- ◆ return the form as soon as possible to the financial intermediary (bank, stockbroker or online broker) that holds your account.

Your financial intermediary will send the form with a certificate of participation confirming the accounting registration of your shares to:

Uptevia
General Meetings
90-110 esplanade du Général de Gaulle
92931 PARIS LA DÉFENSE Cedex

To be taken into account, the form and certificate must be received by Uptevia no later than 17 May 2024 at midnight (*Paris time*).

UPTEVIA WILL SEND YOU YOUR ADMISSION CARD

APPLICATION FOR AN ADMISSION CARD BY INTERNET

Shareholders wishing to attend the General Meeting in person may also request an admission card electronically on the secure VOTACCESS platform, as follows:

Your shares are **REGISTERED** (pure or administered)

Holders of pure or administered registered shares may request an admission card by Internet on the secure VOTACCESS platform *via* the Planetshares website accessible at <https://planetshares.uptevia.pro.fr>.

Access to the site is protected by a login and a password. Data exchanges are encrypted to ensure confidentiality.

- ◆ Shareholders holding **pure registered shares** should log in to the website <https://planetshares.uptevia.pro.fr> with their usual access codes.
- ◆ Shareholders holding **administered registered shares** should log in to the website <https://planetshares.uptevia.pro.fr> with their usual access codes using their ID number, which can be found at the top right of their paper voting form.

In the event that the shareholder is no longer in possession of their login and/or password, they can contact the toll-free number 0 800 101 800 (from France) or the call centre at +33 1 55 77 30 11 (from abroad).

After logging in, the registered shareholder should follow the instructions given on the screen to access the VOTACCESS website and then click on the "participation in the General Meeting" icon to request an admission card.

The VOTACCESS secure platform will be open from Monday 29 April 2024 at 10.00 a.m. (*Paris time*).

Your shares are **BEARER** shares

It is the responsibility of the bearer shareholder to find out whether or not their account-holding institution is connected to the VOTACCESS secure platform and, if so, whether this access is subject to specific conditions of use.

If the shareholder's account-holding institution is connected to VOTACCESS, the shareholder must identify themselves on the internet portal of his account-holding institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their Aéroports de Paris shares and follow the instructions given on the screen in order to access VOTACCESS and request an admission card.

The VOTACCESS secure platform will be open from Monday 29 April 2024 at 10.00 a.m. (*Paris time*).

8

YOU ARRIVE ON THE DAY OF THE GENERAL MEETING WITHOUT YOUR ADMISSION CARD

If your application for an admission card is received by Uptevia after 17 May 2024 or if you have not requested your admission card:

- ◆ **as a registered shareholder**, you can participate in the General Meeting by simply presenting your identity card at the counter provided for this purpose at the reception desk of the General Meeting;
- ◆ **as a bearer shareholder**, you can participate in the General Meeting on presentation of a certificate of participation established by your financial intermediary recording the registration of your shares by 17 May 2024 at midnight (*Paris time*) at the latest and an identity document at the counter provided for this purpose at the reception desk of the General Meeting.

YOU WISH TO VOTE BY POST OR BE REPRESENTED AT THE GENERAL MEETING

With the paper form

Voting **BY MAIL**

- ◆ tick the box “I vote by post” in box 1 and indicate your vote.

Agreed resolutions

- ◆ do not blacken any boxes if you vote “for” each resolution;
- ◆ if you wish to vote “against” a resolution or “abstain”, blacken the box corresponding to the number of the resolution concerned.

Non-agreed resolutions:

- ◆ if you wish to vote “for” or “against” a resolution or “abstain”, blacken the box corresponding to the number of the resolution concerned.

Amendments or new resolutions:

- ◆ if you wish to vote by giving your proxy to the Chairman, or proxy to a named person, or abstain, blacken the corresponding box;
- ◆ do not blacken any boxes if you wish to vote “against” an amendment or new resolution.
- ◆ Date and sign the bottom of the form.

GIVING POWER to the Chairman

- ◆ Tick the box “I give power to the Chairman” box 2.
- ◆ Date and sign the bottom of the form.
- ◆ Do not black out any boxes.
- ◆ Your votes will be “for” the draft resolutions presented or approved by the Board of Directors, and “against” all other draft resolutions.

GIVE PROXY to another

shareholder or any other natural or legal person or legal entity of your choice

- ◆ Tick box 3 “I give my proxy”.
- ◆ Specify the identity (surname, first name, address) of the person who will represent you.
- ◆ Date and sign the bottom of the form.

Your shares are **REGISTERED**

Return the form to Uptevia using the T-envelope provided.

In order to be taken into account, postal voting forms must be received by the General Meetings Department of Uptevia, no later than 17 May 2024 at midnight (*Paris time*).

Your shares are **BEARER** shares

Send the form as soon as possible to the financial intermediary (bank, stockbroker or online broker) that holds your account. Your financial intermediary will send the form together with a certificate of participation certifying the registration of your shares to:

Uptevia

General Meetings

90-110 esplanade du Général de Gaulle

92931 PARIS LA DÉFENSE Cedex

The form and the certificate must reach Uptevia no later than 17 May 2024 at midnight (*Paris time*).

Under no circumstances may a shareholder return both the proxy form and the postal voting form to the Company.

YOU WISH TO VOTE BY INTERNET

Your shares are **REGISTERED** (pure or administered)

Holders of pure or administered registered shares may vote by Internet on the secure VOTACCESS platform via the Planetshares website accessible at <https://planetshares.uptevia.pro.fr>.

Access to the VOTACCESS platform is secure and protected by a user name and password. Data exchanges are encrypted to ensure confidentiality.

The dedicated VOTACCESS secure website will be open from Monday 29 April 2024 at 10.00 a.m. (*Paris time*). The option to vote by Internet before the General Meeting will end on Monday 20 May 2024 at 3.00 p.m. (*Paris time*).

However, in order to avoid any possible congestion of the website dedicated to voting prior to the General Meeting, shareholders are advised not to wait until the day before the meeting the day before the meeting to vote:

- ◆ shareholders holding pure registered shares should log in with their usual access codes on the website <https://planetshares.uptevia.pro.fr>;
- ◆ shareholders holding administered registered shares should log on to the website <https://planetshares.uptevia.pro.fr>, using their login number, which can be found on the top right-hand side of their paper voting form.

In the event that the shareholder is no longer in possession of their login and/or password, they can contact the toll-free number 0 800 101 800 (from France) or the call centre at +33 1 55 77 30 11 (from abroad).

After logging in, the registered shareholder should follow the instructions given on the screen to access the VOTACCESS site and vote.

Your shares are **BEARER** shares

Bearer shareholders must find out whether or not their account-holding institution is connected to the VOTACCESS secure platform and, if so, whether access is subject to specific conditions of use.

Only shareholders whose account-holding institution is connected to the VOTACCESS platform may vote by Internet. Otherwise, the bearer shareholder will have to proceed with the procedures by post.

If the authorised intermediary who manages the shareholder's account is connected to the VOTACCESS website the shareholder must identify themselves on the Internet portal of their account-holding institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their shares and follow the instructions on the screen to access the VOTACCESS site and vote. In addition, they will have the possibility of accessing the official documents of the General Meeting via the same site.

The dedicated VOTACCESS secure website will be open from Monday 29 April 2024 at 10.00 a.m. (*Paris time*). The option to vote by Internet before the General Meeting will end on Monday 20 May 2024 at 3.00 p.m. (*Paris time*).

8

YOU WISH TO APPOINT/REVOKE A PROXY BY ELECTRONIC MEANS

The appointment and revocation of a proxy may be made electronically, in accordance with the following procedure:

- ◆ registered shareholders must send an email to the following address: Paris_France_CTS_mandats@uptevia.pro.fr.

This email must contain the following information: name of the issuer concerned, date of the General Meeting, surname, first name, address, bank details of the principal and the surname, first name and, if possible, the address or registered office of the proxy holder;

- ◆ bearer shareholders must ask the financial intermediary who manages their securities account to send a written confirmation of the appointment or revocation of a proxy

to the General Meetings Department of Uptevia -90-110 esplanade du Général de Gaulle -92931 PARIS LA DÉFENSE Cedex.

Only notifications of the appointment or revocation of mandates may be sent to the above-mentioned e-mail address, any other request or notification relating to any other request or notification relating to another subject cannot be taken into account and/or processed.

In order to ensure that the appointment and revocation of mandates expressed by electronic means are validly taken into account, they must be received no later than Monday 20 May 2024 at 3.00 p.m. (*Paris time*).

HOW TO FILL IN YOUR VOTING FORM?

Do not send your form directly to Aéroports de Paris.
All operations relating to the General Meeting are handled by Uptevia,
the centralising bank for the General Meeting of Aéroports de Paris.

STEP 1

You wish to attend
the General Assembly
and receive your
admission card:
tick box A

To vote by post
by post
Tick box 1

To give proxy to the
Chairman of the meeting
Tick box 2
Date and sign at the bottom
of the form, without filling
in anything.

To appoint a proxy
to a named person
Tick box 3
Fill in the contact details
of this person.

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire / **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

AÉROPORTS DE PARIS
Société Anonyme
au Capital de 296.881.806 €
Siège social : 1 rue de France,
93290 Tremblay en France
552 016 628 RCS BOBIGNY

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 21 mai 2024 à 15h00,
à la Maison de la Chimie
28 rue Saint-Dominique, 75007 Paris
COMBINED GENERAL MEETING
To be held on May 21st, 2024 at 3 p.m.,
at Maison de la Chimie
28 rue Saint-Dominique, 75007 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account
Nominatif Registered
Porteur Bearer
Vote simple Single vote
Vote double Double vote
Nombre d'actions Number of shares
Nombre de voix Number of voting rights

1 ☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**
Cf. au verso (2) - See reverse (2)
Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.
Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. On the draft resolutions not approved, I cast my vote by shading the box of my choice.

2 ☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3 ☐ **JE DONNE POUVOIR À :** Cf. au verso (4) pour me représenter à l'Assemblée / **I HEREBY APPOINT :** See reverse (4) to represent me at the above mentioned Meeting
M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf. au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

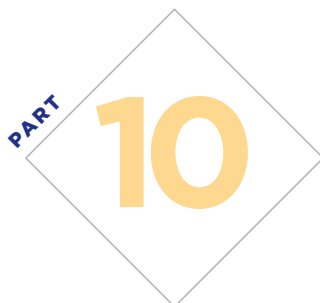
STEP 2
I Write your name, first name and address here or check them if they are already listed

STEP 3
Sign and date here, whatever your choice

STEP 4

To be taken into account, your form must reach UPTEVIA
UPTEVIA - Assemblées Générales - 90-110 esplanade du Général de Gaulle - 92931 PARIS LA DÉFENSE CEDEX
No later than 17 May 2024.

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée Générale »
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"



OPTIONAL REQUEST FOR DOCUMENTS AND INFORMATION AS REFERRED TO IN ARTICLE R. 225-83 OF THE FRENCH COMMERCIAL CODE

Do your bit for the environment

and prefer to consult or download documents on the website:
<http://www.groupeadp.fr>.

The documents provided for in the French Commercial Code can be consulted or downloaded from 24 April 2023 on the aforementioned website. However, if you wish to receive them in paper format, you can by returning the document below, duly completed and signed, to:

FORM TO BE SENT TO:

Uptevia
Assemblées Générales
90-110 esplanade
du Général de Gaulle
92931 PARIS
LA DÉFENSE
Cedex

AÉROPORTS DE PARIS COMBINED GENERAL MEETING ON TUESDAY 21 MAY 2024

I, the undersigned ☐ Mrs ☐ Mr ☐ Company

Name (or company name)

First Name (or form and TCR number of the company)

Home address (or registered office)

Owner of registered shares in the company **Aéroports de Paris** (registered account No)

And/or bearer shares of the company **Aéroports de Paris** registered in an account at¹
(attach a certificate of registration in the bearer share accounts held by your financial intermediary).

☐ Acknowledge that I have already received the documents relating to the convened General Meeting and referred to in Article R. 225-81 of the French Commercial Code.

☒ Request to receive, free of charge for me, before the Annual General Meeting, the documents and information referred to in Articles R. 225-83 of the French Commercial Code and L. 2312-32 of the French Labour Code.

I undertake to inform the Company, in writing and as soon as possible, of any change in the contact details provided above, and furthermore acknowledge that **Aéroports de Paris** may not under any circumstances be held liable for any reason whatsoever and whatever the consequences, in the event of an error or omission relating to these contact details.

This request for documents must be received by **Uptevia** no later than **Tuesday 16 May 2024** in order to be taken into account.

Signed in on 2024

Signature:

¹ Shareholders whose shares are registered as bearer shares are requested to indicate the name and address of the institution responsible for the management of their securities.

Note: in accordance with Articles R. 225-81 and R. 225-88 of the French Commercial Code, any shareholders holding registered shares may, upon single application, obtain from the company the documents and information referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code on the occasion of each subsequent General Meeting after the Meeting referred to above.

If the shareholder wishes to benefit from this option, they should mention it on this application.

Notes

IMPORTANT INFORMATION:

The information contained in this document is a free translation of the French Notice of meeting and while efforts are made to provide an accurate translation, there may be material errors, omissions or inaccuracies in the reporting. In no way does Groupe ADP assume any responsibility for any investment or other decisions made based upon the information provided on this translation. The original language version of the document in French prevails over the translation.

This document is a reproduction of the official Notice of meeting. It is available on the Aéroports de Paris website.



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3950*
groupe-adp.com

1 rue de France
93290 Tremblay-en-France - France

Aéroports de Paris, a public limited company (société anonyme) with capital of €296,881,806 —
SIREN registration number 552 016 628 — Bobigny TCR - Intra-community VAT FR 33 552 016 628

(*) €0.34 incl. tax/minute from a landline in mainland France, not including any additional costs charged by your operator.