



DRAFT RESOLUTION TEXTS SUBMITTED TO THE COMBINED GENERAL MEETING OF 15 MAY 2025

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the company financial statements for the year ended 31 December 2024

The shareholders present at 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 in respect of the year ended 31 December 2024, as well as the Statutory Auditors' reports on the annual financial statements, hereby **approve** all transactions reflected in the financial statements and summarized in these reports and **approve** the company financial statements for the year ended 31 December 2024 as presented to it, which show a net profit of €2,992,483,691.88.

In accordance with Article 223 *quater* of the French General Tax Code, the total amount of expenses and charges not deductible from the taxable income referred to in Article 39 paragraph 4 of the French General Tax Code for the year ended 31 December 2024 amounts to €590,766.95. 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 €152,595.10. 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 2024

The shareholders present at 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 as well as the Statutory Auditors' reports on the annual financial statements, hereby **approve** all transactions reflected in the financial statements and summarized in these reports and **approve** the company financial statements for the year ended 31 December 2024 as presented to it, which show a net profit Group share of €342 million.

THIRD RESOLUTION

Appropriation of earnings for the year ended 31 December 2024 and setting of the dividend

The shareholders present at 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 financial statements, hereby **note** that the company's financial statements for the year ended 31 December 2024 as approved by this meeting show a net profit of €2,992,483,691.88.

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 €1,069,816,652.51, the distributable profit amounts to €4,062,300,344.39.

Consequently, the shareholders present at the Ordinary General Meeting hereby **resolve** to pay a gross dividend of €3.00 per share entitled to dividends for the year ended 31 December 2024 (i.e. a maximum total dividend of €296,881,806) and to allocate the balance remaining after this distribution to retained earnings.

The ex-dividend date will take place on 3 June 2025. The dividend will be paid on 5 June 2025.

If, when the dividend is paid, the Company holds some of its own shares, the profit 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 flat tax at a blanket rate of 30% including (i) income tax at a flat rate of 12.8%, and (ii) social security deductions (CSG, solidarity levy and 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 income tax progressive scale. If this option is exercised, this dividend is eligible for the 40% deduction provided for in Article 158 paragraph 3 sub-paragraph 2 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 global. It therefore applies to all revenue, net gains, profits and receivables falling within the scope of the flat tax for a given year (essentially to interest, dividends and capital gains on the sale of securities).

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 the 40% rebate pursuant to Article 158, paragraph 3, sub-paragraph 2 of the French General Tax Code | Dividend not eligible for the 40% rebate |
|---|-------------------------------|---|--|
| For the financial year ended 31 December 2023 | 12 June 2024 | 378,029,499.64 ⁽¹⁾ representing a dividend of €3.82 per share for shares entitled to dividends | None |
| For the financial year ended 31 December 2022 | 7 June 2023 | €309,746,684.26 ⁽¹⁾ representing a dividend of €3.13 per share for shares entitled to dividends | None |
| For the financial year ended 31 December 2021 | Not applicable ⁽²⁾ | None | None |

FOURTH RESOLUTION

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

The shareholders present at 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 approve the agreements entered into with the French government and referred to

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.

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 authorized by the Board of Directors.

FIFTH RESOLUTION

Approval of an agreement entered into with Société des Grands Projets referred to in Articles L. 225-38 *et seq.* of the French Commercial Code

The shareholders present at 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 approve the agreement entered into with Société des Grands Projets and referred to in said special report, with the French government, the Mayor of Paris and the President of the Île-de-France Regional Council having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. This agreement was previously authorized by the Board of Directors.

SIXTH RESOLUTION

Approval of the agreements entered into with the Île-de-France Region and with Île-de-France Mobilités referred to in Articles L. 225-38 *et seq.* of the French Commercial Code

The shareholders present at 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 approve the agreements entered into with the Île-de-France Region and with Île-de-France Mobilités and referred to in said special report, with the President of the Île-de-France Regional Council having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. These agreements were previously authorized by the Board of Directors.

SEVENTH RESOLUTION

Approval of the agreements entered into with Île-de-France Mobilités and the Roissy Pays de France community of urban municipalities referred to in Articles L. 225-38 *et seq.* of the French Commercial Code

The shareholders present at 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 approve the agreements entered into with Île-de-France Mobilités and the Roissy Pays de France community of urban municipalities and referred to in said special report, with the Presidents of the Île-de-France Regional Council and of the Roissy Pays de France community of urban municipalities having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. These agreements were previously authorized by the Board of Directors.

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 shareholders present at 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 pursuant to 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 ("**Market Abuse Regulation**" or **MAR**), and Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing the Market Abuse Regulation as amended on 14 September 2016, and Articles 241-1 *et seq.* of the French Financial Markets Authority (AMF) General Regulation, hereby authorize the Board of Directors to purchase or arrange to have purchased, sell or transfer the Company's shares, with a view to:

- (a) 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 AMF in 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 out by law and in particular Articles L. 3332-1 *et seq.* of the French Labor 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, the meeting of obligations in connection with stock option programs 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 authorization 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 transactions.

This program is also intended to enable the Company to trade in the shares of the Company for any other purpose authorized or that may be authorized by 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 shareholders present at the General Meeting hereby **set** 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 AMF, 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 authorization 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 authorized by the legal and regulatory provisions in force, and by any means, on one or more occasions, in particular on regulated markets, via 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 traded financial contracts or through the remittance 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 program that may be carried out by any of these means), or in any other manner.

The shareholders present at the Ordinary General Meeting hereby **resolve** that the maximum purchase price per share is equal to €210, excluding acquisition costs, for all transactions in the program.

The maximum amount that the Company may allocate to the share buyback program authorized above is €1.100 billion.

This authorization 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 shareholders present at the General Meeting hereby **grant** the Board of Directors, in the event of a change in the par value of the share, a capital increase by capitalization of reserves, allocation of bonus shares, stock split or reverse stock split, distribution of reserves or any other assets, amortization 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 shareholders present at the General Meeting hereby **grant** the Board of Directors all powers, with the option to subdelegate such powers in accordance with the law, to decide on and implement this authorization, to specify, if necessary, the terms and conditions thereof, to carry out the share buyback program, 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 vested 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 AMF and any other substitute or competent authority, complete all formalities and, in general, take whatever measures are necessary.

NINTH RESOLUTION

Ratification of the co-opting of Philippe Pascal as director

The shareholders present at 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, hereby ratify, pursuant to Article L. 225-24 of the French Commercial Code, the co-opting of Philippe Pascal as director, which took place during the meeting of the Board of Directors of 18 February 2025, to replace Augustin de Romanet, who resigned, for the remainder of his term of office, i.e. until the 2029 Shareholders' General Meeting called to approve the financial statements for the financial year ended.

TENTH RESOLUTION

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

The shareholders present at the General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to Article L. 22-10-34 paragraph I of the French Commercial Code, hereby approve the information mentioned for each corporate officer under Article L. 22-10-9 paragraph 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 included in Chapter 3 of the 2024 Universal Registration Document.

ELEVENTH RESOLUTION

Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during, or granted for, the financial year ended 31 December 2024 to Augustin de Romanet, Chairman and Chief Executive Officer

The shareholders present at the General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to Article L. 22-10-34 paragraph II of the French Commercial Code, hereby approve the fixed, variable and exceptional components of total compensation and benefits of all kinds paid during, or granted for, the financial year ended 31 December 2024 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 and included in Chapter 3 of the 2024 Universal Registration Document.

TWELFTH RESOLUTION

Approval of the revised compensation policy applicable to Augustin de Romanet, Chairman and Chief Executive Officer for the period from 1 January to 18 February 2025

The shareholders present at 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 approve the revised compensation policy for Augustin de Romanet in his capacity as Chairman and Chief Executive Officer for the period from 1 January to 18 February 2025, as presented in the corporate governance report referred to in the last paragraph of Article L. 225-37 of the French Commercial Code and included in Chapter 3 of the 2024 Universal Registration Document.

THIRTEENTH RESOLUTION

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

The shareholders present at 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 approve 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 and included in Chapter 3 of the 2024 Universal Registration Document.

FOURTEENTH RESOLUTION

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

The shareholders present at 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 approve 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 and included in Chapter 3 of the 2024 Universal Registration Document.

FIFTEENTH RESOLUTION

Approval of the compensation policy for the Deputy Chief Executive Officer

The shareholders present at 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 approve the compensation policy for the Deputy 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 and included in Chapter 3 of the 2024 Universal Registration Document.

RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

SIXTEENTH RESOLUTION

Amendments to the Articles of Association related to legislative and regulatory changes - Entry into force of Law No. 2024-537 of 13 June 2024 and its implementing texts

The shareholders present at the General Meeting, voting in accordance with the conditions of quorum and majority required for Extraordinary General Meetings, having reviewed the Board of Directors' report, resolve to:

A. amend Article 15 “*Board Deliberations*” of the Articles of Association as follows:

“1. The Board of Directors shall meet as often as the interests of the company require, at the invitation of its Chair, in accordance with the legal and regulatory provisions. Notwithstanding Article 12 paragraph 2 of the Order of 20 August 2014, a majority of the members of the Board of Directors may convene the Board, indicating the agenda of the meeting.

The meeting shall be held at the registered office or at any other place indicated in the meeting notice.

Meetings of the Board of Directors shall be convened under the conditions set out in the internal rules. The Chairman and Chief Executive Officer of the company is required to provide each director with the information and documents necessary for the performance of their duties.

Meetings of the Board of Directors are chaired by the Chairman and Chief Executive Officer or, failing that, by the oldest of the directors.

2. *The Board shall only validly deliberate if at least half of its members are present. For the purposes of calculating the quorum and majority, directors who participate in the meeting via a telecommunication medium enabling their identification, under the conditions set by the legislation and regulations in force, shall be deemed present.*

Decisions shall be taken by a majority of the members present or represented. In the event of a tie, the chair of the meeting shall have the casting vote.

3. *An attendance register is kept, which is signed by the directors present at the meeting of the Board of Directors. This register shall also mention the names of the directors participating in the meeting via a telecommunication medium. The deliberations of the Board shall be recorded in minutes drawn up in accordance with the legal provisions in force and signed by the chair of the meeting and by a director or, if the chair of the meeting is unable to attend, by two directors. Copies or extracts of minutes of the deliberations shall be validly certified by the Chairman and Chief Executive Officer, the director temporarily delegated to act as Chair, the secretary of the Board of Directors, the Deputy Chief Executive Officers or a proxy authorized for this purpose.”*

B. amend Article 20 “General Meetings” of the Articles of Association as follows:

“General meetings are made up of all shareholders whose shares are paid up for the payments due and have been registered in the securities account in the name of the shareholder, or the intermediary registered on their behalf, on the date set by the applicable law and regulations, either in the registered securities accounts kept by the company or in the bearer securities accounts kept by the authorized intermediary.

Access to the General Meeting is open to its members on proof of status and ID. The Board of Directors may, if it deems it appropriate, have nominative, individual admission cards issued to shareholders and require them to be presented for admission.

Any shareholder may grant a proxy under the conditions and according to the procedures laid down by law and regulation. They may also vote by correspondence under the conditions and according to the procedures laid down by law.

In particular, shareholders may, under the conditions laid down by law and regulation, send their proxy and vote-by-correspondence form, either as a hard copy or, by decision of the Board of Directors published in the meeting notice and convocation notice, electronically.

The electronic form may be entered and signed directly on the website set up by the centralizing agent of the meeting by any process decided by the Board of Directors meeting the conditions defined in Article 1316-4 paragraph two sentence one of the French Civil Code (i.e. the use of a reliable identification process guaranteeing the link between the signature and the form), which may consist of a username and password.

The proxy or vote thus cast before the meeting by this electronic medium, as well as the acknowledgement of receipt provided, shall be considered as non-revocable written documents enforceable against all parties.

However, it is specified that in the event of a sale transfer of ownership of securities occurring before the date on which the status of shareholder is assessed in order to determine the right to participate in the general meeting, the company will invalidate or amend accordingly, as the case may be, the proxy or the vote cast before this date and time.

Ordinary and extraordinary general meetings and, where applicable, special meetings shall be convened, meet and deliberate under the conditions provided for by law. They shall be held at the registered office or at any other place (including in another department) indicated in the convocation.

They may take place via a telecommunication medium, under the applicable legal and regulatory conditions. Shareholders who participate in the meeting using this medium shall be deemed present for the purposes of calculating the quorum and majority.

The agenda of the meeting shall appear on the convocation notice, which shall be drawn up by the person convening the meeting.

The meeting may only deliberate on the matters appearing on the agenda.

One or more shareholders representing at least the portion of the capital provided for by law, the Social and Economic Committee or any association of shareholders meeting the conditions required by law, acting under the legal conditions and within the legal deadlines, may request the inclusion of draft resolutions on the agenda.

An attendance sheet containing the information required by law shall be kept at each meeting.

Meetings shall be chaired by the Chairman of the Board of Directors or, in their absence, by a director appointed for this purpose by the Board. Failing this, the meeting shall elect its own Chair.

The duties of scrutineers shall be performed by the two members of the meeting, present and accepting these duties, who hold the largest number of votes by themselves or as proxies.

The bureau, consisting of the Chairman and the two scrutineers, shall appoint the secretary, who may be chosen from outside the shareholders.

The members of the bureau are responsible for verifying, certifying and signing the attendance sheet, ensuring the proper conduct of discussions, settling incidents during the meeting, checking the votes cast, ensuring their compliance and ensuring that the minutes are drawn up.

Minutes shall be drawn up and copies or excerpts of the deliberations shall be issued and certified in accordance with the law.

The Ordinary General Meeting shall be called to take all decisions that do not amend the Articles of Association. It shall meet at least once a year, within six months of the end of each financial year, to approve the financial statements for that financial year, or, in the event of an extension, within the period set by a court decision. It shall decide by a majority of the votes cast by the shareholders present or represented.

The Extraordinary General Meeting is competent to amend all provisions of the Articles of Association and to ratify the amendments made to them by the Board of Directors. It may not, however, increase the commitments of shareholders, subject to compliant transactions resulting from a reverse stock split.

Subject to the same reservation, it shall act by a two-thirds majority of the votes cast by the shareholders present or represented.”

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

SEVENTEENTH RESOLUTION

Powers to carry out formalities

The shareholders present at the General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, hereby grant 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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