

AEROPORTS DE PARIS

Société Anonyme

1, rue de France
93290 TREMBLAY-EN-FRANCE

Statutory Auditors' report on the consolidated financial statements

Year ended December 31, 2017

Deloitte & Associés

185, avenue Charles de Gaulle
92524 Neuilly-sur-Seine Cedex
S.A. au capital de 1 723 040 €
572 028 041 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

ERNST & YOUNG Audit

Tour First
TSA 14444
92037 Paris La Défense Cedex
S.A.S. à capital variable
344 366 315 R.C.S. Nanterre

Commissaire aux Comptes
Membre de la compagnie
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**Statutory Auditors' report
on the consolidated financial statements**

Year ended December 31, 2017

This is a translation into English of the statutory auditors' report on the financial statements of the Group issued in French and it is provided solely for the convenience of English speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Aéroports de Paris annual general meeting,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Aéroports de Paris for the year ended December 31, 2017.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as of December 31, 2017 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit and Risk Committee.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" section of our report.

Independence

We conducted our audit in compliance with independence rules applicable to us, for the period from January 1, 2017 to the issue date of our report and in particular we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics for statutory auditors.

Justification of assessments - Key Audit Matters

In accordance with the requirements of articles L.823-9 and R.823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period, as well as our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific elements, accounts or items of the consolidated financial statements.

Acquisition of TAV Airports and allocation of the acquisition price (see note 2.1 "Increase in the ADP Group interest in TAV Airports")

Risk identified

The ADP Group has acquired an additional interest of 8.12% in TAV Havalimanları Holding A.Ş. ("TAV Airports") on July 7, 2017, for €140 million, increasing its total interest from 38% to 46.12%. As of this date, the Group assumed de facto control of TAV Airports based on (i) legal and accounting analyses of the shareholders' agreement with the main minority shareholders, which grants the Group the ability to make relevant decisions regarding TAV Airports and (ii) the dispersal of share ownership. TAV Airports, previously accounted for using the equity method, has been fully consolidated since July 7, 2017.

As described in note 2.1, this transaction was reflected in the financial statements by (i) a fair value remeasurement of securities previously held, generating a capital gain of €63 million in profit or loss, and (ii) the fair value recognition of the assets acquired and liabilities assumed from TAV Airports (net assets of €674 million) and provisional goodwill (€113 million). The Group has a deadline of twelve months as of the acquisition date, to adjust the value of the assets acquired and liabilities assumed from TAV Airports.

We considered this transaction as a key audit matter due to (i) the assessment of the de facto control that resulted in the full consolidation of TAV Airports in the ADP Group financial statements, (ii) the importance of the assets acquired and liabilities assumed and the significant contribution of TAV Airports, and (iii) the use of estimates to record the fair value of the assets acquired and liabilities assumed, particularly to value the intangible assets relating to the Istanbul Atatürk concession and the airport operating rights.

Response as part of our audit

The work we conducted mainly consisted in:

- examining the clauses of the shareholders' agreement and the analyses of the ADP Group's legal counsel, in order to assess the Group's control analysis with respect to the IFRS 10 criteria determining the de facto control of TAV Airports;
- examining the appropriateness of the methodology adopted to identify the assets acquired and liabilities assumed and their fair value measurement, with the help of the valuation experts on our audit team, and specifically assessing the assumptions adopted to value the intangible assets relating to the Istanbul Atatürk concession and the airport operating rights, specifically (i) the estimate of concession terms, (ii) the discount rate, (iii) the investments, and (iv) the change in traffic, revenue and results.

Valuation of intangible assets arising from a service concession agreement (see note 6.1.1 "Airport concession operating rights")

Risk identified

As of December 31, 2017, the Group held €1,980 million in intangible assets relating to airport concession operating rights (approximately 14% of total assets as of December 31, 2017).

Note 6.1.1 describes the methods used to record airport concession operating rights in intangible assets, and those adopted for their amortization.

As described note 6.4, the Group conducts impairment tests on the intangible assets relating to airport concession operating rights when there are indications of impairment. The criteria adopted by the Group to determine the existence of impairment loss indicators include under performance in relation to forecasts, a decrease in traffic or a significant change in market data. Note 6.1.1 indicates that impairment tests were conducted as of December 31, 2017 following the identification of impairment loss indicators for the rights to operate the Milas-Bodrum, Monastir and Enfidha International airports, due in particular to lower traffic. Based on these tests, no impairment loss was recognized in relation to the fair values of these rights recognized as part the TAV Airports acquisition price allocation.

We considered the valuation of intangible assets arising from a service concession agreement as a key audit matter due to (i) their material value in the Group's financial statements, (ii) the traffic assumptions and concession terms used to calculate depreciation and amortization, (iii) the management judgments necessary to identify impairment loss indicators, and (iv) the assumptions adopted to measure their value in use, particularly in regard to traffic forecasts and business plans, where applicable.

Response as part of our audit

We examined the compliance of the methodology used to calculate depreciation and amortization with the corresponding policies in the notes to the consolidated financial statements, and recalculated the net value of the underlying assets.

We also:

- corroborated the absence or existence of impairment loss indicators at the closing by the change in actual traffic versus forecast traffic and by comparing the actual results of airport concessions compared to budgets;
- where applicable, compared the assumptions used for the impairment tests with the items presented in the concession agreements and the available market data; examined the analyses of management's sensitivity analyses covering the main traffic assumptions and the discount rates, for which we assessed the appropriateness and verified the calculation methods; and tested by sampling the arithmetical accuracy of the valuations adopted by the Group.

Valuation of property, plant, equipment (see note 6.2 "Property, plant, equipment")

Risk identified

As of December 31, 2017, the net carrying amount of property, plant, equipment is €6,793 million (or 48% of total assets), mainly driven by Aéroports de Paris SA.

Under the 2016-2020 Economic Regulation Agreement (ERA) signed with the French State, the Group is pursuing an investment program within the regulated scope that must meet a €2,978 million investment budget over the period, as well as a timetable constraint.

The assets are depreciated according to the methods set out in the notes to the financial statements. Useful lives are re-evaluated at each year-end based on the investment and continuation program for existing assets, so that they reflect the estimated useful lives.

We considered the valuation of property, plant, equipment as a key audit matter due to (i) the significant value of property, plant, equipment in the Group's financial statements, and (ii) the management judgments necessary to estimate the useful life of depreciable assets, which involves a specific and complete identification of assets whose renewal is planned in the short-to-medium term.

Response as part of our audit

The procedures we performed mainly consisted in:

- obtaining an understanding of the internal control procedures relating to the estimate of the useful life of depreciable assets and the identification of assets whose renewal is planned in the short-to-medium term;
- testing the effectiveness of key controls relating to these procedures, including controls covering depreciation terms supported by the dedicated IT application, with the help of an information system specialist in our audit team.

Using samples, we also:

- compared the useful lives applied with the estimated useful lives, as resulting from the investment and continuation program for existing assets;
- examined the accounting documentation for the assets whose depreciation term changed over the year;

- conducted a critical analysis of the residual values of assets likely to be replaced under the 2016-2020 investment program.

Fair value measurement of investment property

(see note 6.3 "Investment property")

Risk identified

The ADP Group recognizes its investment property in assets at historical cost less accumulated depreciation and amortization and any impairment losses (for a net carrying amount of €476 million as of December 31, 2017) and presents the fair value of its buildings in note 6.3 to the consolidated financial statements (€2,433 million as of December 31, 2017).

Note 6.3 specifies that the fair value of investment property is based on a value appraised by independent real estate appraisal firms for nearly 99% of its total value, land reserves being appraised internally.

The measurement of the fair value of a property asset requires significant judgments on the part of management, with the help of independent real estate appraisal firms, to determine the appropriate assumptions, mainly concerning discount or capitalization rates, market rental values and specific benefits granted to tenants.

We considered the measurement of the fair value of investment property as a key audit matter due to (i) the material value presented in the notes to the consolidated financial statements, and (ii) the significant portion of management judgments to determine the value.

Response as part of our audit

The work we conducted, with the help of a real estate specialist in our audit team, mainly consisted in:

- assessing the competency and independence of the real estate appraisal firms selected by the Group, particularly in regard to their professional qualifications;
- examining the existence and quality of the management analyses covering the appraisals conducted by the real estate appraisal firms;
- meeting with the real estate appraisal firms to understand and assess the appropriateness of the estimates, assumptions and valuations methodologies used;
- based on sampling, comparing the data used in the appraisal process with the existing documentation, such as lease contracts or the information provided by management to their real estate appraisal firms;
- corroborating, for the main investment properties, the changes in fair values observed over the year via the change in key assumptions described above;
- examining the information disclosed in note 6.3 to the consolidated financial statements.

Valuation of revenue related to airport safety and security (see notes 4.2 and 5.1 "Revenue")

Risk identified

In 2017, revenue related to airport safety and security amounted to €487 million.

Aéroports de Paris SA receives revenue within the context of its public service mission in France for security, air transport safety, rescue and aircraft firefighting (hereinafter "security missions"). This revenue covers the costs incurred in these missions. It is paid by the Direction Générale de l'Aviation Civile (DGAC), which funds it through the airport security tax levied on airline companies. This revenue is recognized as the estimated costs eligible for reimbursement by the DGAC are incurred.

The ADP Group uses allocation keys to determine which costs have been incurred with respect to these missions, as certain types of cost may not be exclusive to the missions, specifically certain leasing expenses, certain depreciation, amortization and maintenance charges, and taxes and income taxes.

We considered the valuation of revenue related to airport safety and security to be a key audit matter given the amounts at issue, and the fact that it is based on the reliability of the analytical allocation of costs incurred.

Response as part of our audit

The work we conducted mainly consisted in:

- obtaining an understanding of the internal control system for the chain of costs incurred with respect to security missions, ranging from the conclusion of supplier contracts to invoice payment;
- Examining the methods used to allocate security mission costs, with the help of an information system specialist in our audit team.

We also:

- for each type of cost, assessed the difference between the year's actual cost, the budget and the comparative period, including by means of the ADP Group's analyses;
- conducted a critical analysis of the security mission costs recorded for the airport safety and security scope by verifying, based on a sample, their eligibility for refunding by the DGAC, as defined in the applicable regulations.

Specific verification concerning the Group presented in the management report

As required by French law, we have also verified in accordance with professional standards applicable in France the information concerning the Group presented in the Board of Directors' management report.

We have no matters to report as its fair presentation and its consistency with the consolidated financial statements.

Report on other legal and regulatory requirements

Appointment of the Statutory Auditors

Deloitte & Associés and Ernst & Young Audit were appointed as statutory auditors of Aéroports de Paris S.A. by the Shareholders' Meeting of May 18, 2015.

As of December 31, 2017, Deloitte & Associés and Ernst & Young Audit were both in their 3rd year of uninterrupted engagement.

Ernst & Young et Autres and Ernst & Young Audit, members of the EY international network, previously served as statutory auditors from 2009 to 2014 and 2003 to 2008, respectively.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Group or to cease its operations.

The Audit and Risk Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements have been approved by the Board of Directors.

Auditor's responsibilities for the audit of the consolidated financial statements

Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Group or the quality of management of the affairs of the Group.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit, and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Group to cease to continue as a going concern. If we conclude that a material uncertainty exists, we draw attention in our audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, we modify our opinion;
- evaluates the overall presentation of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities included in the consolidation scope to express an opinion on the

consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

Report to the Audit and Risk Committee

We submit a report to the Audit and Risk Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit and Risk Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit and Risk Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics (Code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit and Risk Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris-La Défense, March 6, 2018

The Statutory Auditors
French original signed by

Deloitte & Associés

ERNST & YOUNG Audit

Christophe Patrier

Olivier Broissand Jacques Pierres

Alban de Claverie