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BULLETIN DES ANNONCES LEGALES ET OBLIGATOIRES (Compulsory notices gazette)

Bulletin No. 28

SUMMONS

SHAREHOLDERS MEETING

Aéroports de Paris – ADP

French Public Limited Company with a Supervisory Board with a share capital of 296,881,806 euros.
Head office: 291, Boulevard Raspail - 75014 Paris
SIREN 552 016 628 R.C.S. Paris

Notice of ordinary general meeting

The shareholders of the abovementioned company are informed that an ordinary general meeting shall be held on Thursday 16 May 2013 at 3 p.m. at the Palais des Congrès at porte Maillot, in the Bordeaux amphitheatre, 2 place de la Porte Maillot 75017 Paris in order to consider the following agenda:

Agenda

- Approval of the annual company financial statements for the financial year ending 31 December 2012.
- Approval of the annual consolidated financial statements for the financial year ending 31 December 2012.
- Allocation of the results of the financial year ending 31 December 2012 and establishment of the dividend.
- Approval of the agreements concluded with Schiphol Group referred to in Articles L. 225-38 et seq. of the French Commercial Code.
- Approval of the agreements concluded with the French State referred to in Articles L. 225-38 et seq. of the French Commercial Code.
- Authorisation to be granted to the Board of Directors to conduct transactions with shares of the company in accordance with the provisions of Article 225-209 of the French Commercial Code.
- Ratification of the co-option of Ms Els de Groot as a director
- Ratification of the co-option of Mr Augustin de Romanet de Beaune as a board director
- Powers with respect to formalities.

Draft text of resolutions presented to the ordinary meeting of shareholders on 16th May 2013

FIRST RESOLUTION

Approval of the annual company financial statements for the financial year ending on 31 December 2012

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having considered the management report prepared by the Board of Directors, the report of the Chairman of the Board of Directors on the composition of the Board and the application of the principle of gender equality within it, the conditions for preparing and organising its work and the internal control and risk management procedures put in place by Aéroports de Paris for the period ended 31 December 2012, as well as the reports of the Statutory Auditors, approves all of the transactions included in these financial statements and summarised in these reports and approves the Company's financial statements for the financial year ended 31 December 2012 as presented to it, showing net income of €271,640,740.74.

In application of the provisions of Article 223 quater of the French General Tax Code, the ordinary general meeting of shareholders approves the overall non-tax-deductible amount of expenditure and charges for the companies to which Article 39-4 of the French General Tax Code applies, which was €167,243.90, this amount of expenditure corresponds exclusively to the reintegration of the amortisation of the passenger vehicles, and on which the sum of €60,375.05 in tax was payable.

SECOND RESOLUTION

Approval of the annual consolidated financial statements for the financial year ending on 31 December 2012

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having considered the management report prepared by the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements, approves all of the transactions included in these financial statements and summarised in these reports and approves the consolidated financial statements for the financial year ended 31 December 2012 as presented to it, showing net income (group share) of €341,243,000.

THIRD RESOLUTION

Allocation of the results of the financial year ending on 31 December 2012 and establishment of the dividend

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having familiarised itself with the Board of Director's and statutory auditors' reports on the company's 2012 annual financial statements, notes that the company's financial statements for the year ended 31 December 2012 and approved by the present General Meeting show a net income of €271,640,740.74.

The legal reserve having reached the maximum of 10% of share capital, no appropriation has been carried out to supplement this fund. Accordingly, distributable income, after taking into account retained earnings of €634,463,327.87, amounts to €906,104,068.61.

Consequently, this Ordinary General Meeting decides to pay a dividend of €2.07 for each of the 98,960,602 shares constituting the share capital as of 31 December 2012 (making a total dividend of €204,848,446.14) and to allocate the balance of €701,255,622.47 to retained earnings.

The dividend will be paid on 30 May 2013. This dividend is eligible for the 40% allowance referred to in Article 158.3, item 2 of the French General Tax Code, to the benefit of individuals physically residing in France for tax purposes.

If, on payment of the dividend, the company should hold any of its own shares, any profit corresponding to dividends not paid because of these shares would be allocated to retained earnings.

In conformity with Article 243 *bis* of the French General Tax Code, it is recalled that the dividend payments made for the last three financial years were as follows:

- On 18 May 2012, a total dividend of €174,170,659.52 in respect of the financial year ended 31 December 2011, representing a dividend per share of €1.76;
- On 19 May 2011, a total dividend of €150,420,115 in respect of the financial year ended 31 December 2010, representing a dividend per share of €1.52;
- On 10 June 2010, a total dividend of €135,576,025 in respect of the financial year ended 31 December 2009, representing a dividend per share of €1.37;

The distributions for financial years ending on 31 December 2009, 31 December 2010 and 31 December 2011 are eligible for a reduction of 40% to the benefit of individuals physically residing in France, as provided by Article 158.3, item 2 of the French General Tax Code (excluding an option for flat rate withholding tax of 18% for 2009, 19% for 2010 and 21% for 2011 (excluding social security payments), as detailed in Article 117 *quater* of the French General Tax Code).

FOURTH RESOLUTION

Approval of the agreements concluded with Schiphol Group referred to in Articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having considered the special report prepared by the statutory auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves the signing of the agreements entered into with Schiphol Group and mentioned in that special report.

FIFTH RESOLUTION

Approval of the agreements concluded with the French State referred to in Articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings, having considered the special report prepared by the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves the signing of the agreements entered into with the State of France and mentioned in that special report.

SIXTH RESOLUTION

Authorisation to be granted to the Board of Directors to conduct transactions with shares of the company in accordance with the provisions of Articles 225-209 of the French Commercial Code

This General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having examined the Board of Directors' report, and in accordance with Articles L. 225-209 et seq. of the French Commercial Code, authorises the Board of Directors to acquire or arrange for the acquisition by the company of its own shares, for the purposes of:

- (a) influencing the secondary market or liquidity of Aéroports de Paris shares through a liquidity contract with an independent investment services provider, in accordance with the code of conduct recognised by the Autorité des Marchés Financiers (the French Financial Markets Authority); or
- (b) allocating shares to employees under the terms of profit-sharing and implementing an employee savings scheme as provided for by law, and in particular Articles L. 3332-1 et seq. of the French Labour Code; or
- (c) cancelling the shares thus acquired, subject to authorisation by an extraordinary general meeting; or
- (d) delivering shares upon the exercise of rights attached to securities giving access to capital by way of redemption, conversion, exchange, presentation of a warrant or in any other way; or
- (e) holding and delivering shares (by way of payment, exchange or contribution) as part of external growth transactions.

Such a programme would also be intended to enable the company to transact for any authorised purpose or any purpose such as may become authorised by law or applicable regulations. Should this eventuality occur, the company would inform its shareholders by way of a press release. These operations may be carried out at any moment, with the exception of periods of public offerings on the Company's capital, in compliance with the regulations in force.

The General Meeting sets the maximum number of shares that may be acquired at 5% of the total number of shares comprising the Company's share capital, with the reminder that in any event, (i) this limit shall apply to an amount of the Company's capital which shall be adjusted, if applicable, to take account of operations affecting the share capital after this Meeting, (ii) exceptionally, when shares are bought back in order to promote liquidity under the conditions defined by the General Regulations of the Financial Markets Authority, the number of shares taken into account for calculating the 5% limit shall correspond to the number of shares bought, after deducting the number of shares resold during the term of validity of the authorisation, and (iii) the acquisitions made by the Company shall not under any circumstances result in it holding more than 10% of the Company's share capital.

The purchase, sale or transfer of shares may be carried out, within the limits permitted by legislation and regulations in force, and by any means except the transfer of sale options, on one or more occasions, on the market or by private agreement, including through the purchase or sale of blocks (without limiting the portion of the buy-back programme that may be carried out by this means), through a public purchase, sale or exchange offer, or through the use of options (excluding transfers of sale options) or other financial contracts negotiated on a regulated market or by private agreement, or through the delivery of shares following the issuing of securities giving access to capital by way of redemption, conversion, exchange, presentation of a warrant or in any other way, either directly or indirectly through the intermediary of an investment services provider.

This Ordinary General Meeting decides that the maximum price per share shall be equal to €110 excluding acquisition costs.

The maximum amount to be allocated by the company to the share buyback programme authorised above may not exceed €400 million.

This authorisation is given for a period of eighteen months with effect from today's date and, if applicable and for the period not yet passed, cancels the effect of any prior authorisation with the same purpose up to the amount of any unused portion thereof.

This General Meeting delegates to the Board of Directors the power to adjust the maximum purchase price stipulated above in order to take into account the impact of such transactions on the value of shares in the event of any change in the share's par

value, capital increase by way of capitalisation of reserves, bonus share issue, share split or merge, distribution of reserves or any other assets, amortisation of capital, or any other transaction affecting the shareholders' equity.

This General Meeting grants all powers to the Board of Directors, with the option to sub-delegate in accordance with the legal conditions, to decide on and implement this authorisation, to specify, if necessary, its terms and define its conditions, to carry out the purchase programme, and in particular to place stock market orders, enter into agreements with a view to maintaining the register of purchases and sales of shares, make declarations to the Autorité des Marchés Financiers (the French Financial Markets Authority) and any other authority such as may take its place, complete all formalities and, more generally, take all necessary action.

SEVENTH RESOLUTION

Ratification of the co-option of Ms. Els de Groot as a director

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having considered the report prepared by the Board of Directors, ratifies, in application of Article L. 225-24 of the French Commercial Code, the co-option of Ms. Els de Groot as director, which was done during the meeting of the Board of Directors held on 28 June 2012, replacing Mr. Pieter Marinus Verboom, who had resigned, for the remaining term of the latter's mandate.

EIGHTH RESOLUTION

Ratification of the co-option of Mr. Augustin de Romanet de Beaune as a director

The General Meeting, acting under the quorum and majority conditions required for ordinary general meetings, having considered the report prepared by the Board of Directors, ratifies, in application of Article L. 225-24 of the French Commercial Code, the co-option of Mr. Augustin de Romanet de Beaune as director, which was done during the meeting of the Board of Directors held on 12 November 2012, replacing Mr. Pierre Graff, who had resigned, for the remaining term of the latter's mandate.

NINTH RESOLUTION

Powers with respect to formalities

This Ordinary General Meeting grants all powers to any bearer of an original, extract or certified true copy of this document to fulfil any and all such legal and regulatory formalities as may be required.



Participation of shareholders in the ordinary general meeting

A) Formalities to be completed prior to participating in the general meeting

Any shareholder, regardless of the number of shares he or she owns, is entitled to participate in the meeting.

If a shareholder does not attend in person, he/she may select one of the following options:

- 1) be represented at the General Meeting by granting proxy to his/her spouse or civil partner, to another shareholder or to any other person (an individual or a legal entity) of his/her choice, subject to the conditions set by Article L.225-106 of the French Commercial Code.
- 2) send BNP Paribas Securities Services a Proxy Form, but without naming a proxy, in which case the Chairman of the meeting shall vote in favour of all draft resolutions presented or approved by the Board of Directors and against the adoption of all other draft resolutions.
- 3) submit a postal vote, subject to complying with the following conditions.

According to Article R.225-85 of the French Commercial Code, the only persons who may participate in, be represented at or submit postal votes for the meeting are shareholders who have confirmed their shareholder status by means of the shares having been recorded in their own name or in the name of an intermediary acting on their behalf (in application of the seventh paragraph of Article L.228-1 of the French Commercial Code), by midnight (Paris time) on the third working day prior to the meeting (i.e. 13 May 2013, 12 a.m., Paris time), either in the registered share accounts kept for the company by its agent BNP Paribas Securities Services, or in the bearer share accounts kept by the authorised intermediary. Confirmation of the shares having been registered or recorded in the bearer share accounts kept by the financial intermediaries will be provided in the form of a certificate of holding issued by these intermediaries in the manner regulated by Article R.225-85 of the French Commercial Code, enclosed with:

- the postal vote form;
- the proxy vote form;
- the attendance card application form in the name of the shareholder or on behalf of a shareholder represented by the registered intermediary.

A certificate shall also be issued to a shareholder wishing to physically attend the meeting but who has not received his attendance card by midnight, Paris time, three working days before the meeting.

In accordance with Article R.225-85 of the French Commercial Code, if a shareholder has already submitted a postal vote, sent a proxy or requested his attendance card or a certificate of holding, he may not then select another method for participating in the meeting.

B) Procedure for participating in the general meeting

Shareholders wishing to attend the general meeting in person may request an attendance card in the following manner:

- Registered shareholders: on the day of the meeting, present proof of your identity at the desk provided for this purpose, or request an attendance card from BNP Paribas Securities Services, Corporate Trust Services - Service Assemblées Générales – Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.
- Owners of bearer shares: ask the intermediary who manages your securities for an admission card to be sent to him.

Any shareholder who has not received their attendance card at least three working days prior to the date of the meeting should ask their intermediary to issue them with a certificate of holding to allow them to demonstrate to the reception desk at the meeting that they are a shareholder.

For those shareholders not attending the meeting in person and who wish to vote by post or to grant proxy to the Chairman of the meeting, their spouse or civil partner or any other individual or legal entity of their choice:

- registered shareholders: complete the single postal vote or proxy vote form which will have been sent to you together with the notice of the meeting, and return it to: BNP Paribas Securities Services, Corporate Trust Services, Service Assemblées Générales — Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.
- owners of bearer shares: once the notice of the meeting has been sent out, ask the intermediary who manages your securities to send you this form. The single postal vote or proxy vote form must be sent, together with the certificate of holding issued by the financial intermediary, to: BNP Paribas Securities Services, Corporate Trust Services - Service Assemblées Générales — Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

In order to be counted, postal vote forms must be received by the Service Assemblées Générales of BNP Paribas Securities Services at least three calendar days prior to the date of the meeting, i.e. midnight on 13 May 2013 (Paris time).

In accordance with Article R.225-79 of the French Commercial Code, you may also request the appointment or revocation of a proxy electronically, as follows:

- directly registered shareholders: submit your request using the interactive on-line tool PlanetShares/My Shares; you can do this by logging on with the username and password that you use to access your personal account and by going to the "Mon espace actionnaire - Mes assemblées générales " [My shareholder area - My General Meetings] page then clicking on the "Désigner ou révoquer un mandat" [Appoint or revoke a proxy] button. You must include the following information: surname, first name and address of the proxy.
- owners of bearer shares or administered registered shares: send an email to: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must contain the following information: Surname, first name, address and full bank details of the principal as well as the surname, first name and address of the proxy. You must also ask the financial intermediary who manages your securities account to send written confirmation to the BNP Paribas Securities Services – Corporate Trust Services - Services Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

You can revoke a proxy under the same conditions and in the same way as it was set up.

This email address may only be used for notifications regarding the appointment or revocation of proxies; any other request or notification regarding another subject shall be disregarded and/or not processed.

In order for an appointment or revocation of a proxy requested electronically to be taken into account, confirmations must be received at the latest the day before the meeting at 3 p.m. (Paris time). Appointments or revocations of proxy sent by post must be received at least three calendar days prior to the date of the meeting.

In accordance with Article R.225-85 of the Commercial code, a shareholder who has already submitted a postal vote, sent a proxy or requested his attendance card or a certificate of holding may at any time sell all or some of his shares. However, if the sale takes place before midnight (Paris time) on the third working day prior to the date of the meeting i.e. midnight (Paris time) on 13 May 2013, the company shall invalidate or amend, as applicable, the postal vote, proxy, attendance card or certificate of holding. Therefore, the intermediary who manages the shareholder's securities account must inform the company's agent, BNP Paribas Securities, of the sale and send all relevant information.

No sale or any other transaction completed after midnight (Paris time) on the third working day prior to the meeting, regardless of the method used, may be notified by the authorised account manager or taken into account by the company, notwithstanding any agreement to the contrary.

C) Requests by shareholders and/or the Works Council for inclusion of agenda items or draft resolutions, and written questions

Requests for agenda items and draft resolutions

Requests for draft resolutions or items to be included on the agenda of the General Meeting of Shareholders which meet the conditions set by Article R.225-71 of the French Commercial Code (or by shareholder associations meeting the conditions set by Article L.225-120 of the French Commercial Code) must be sent to the company's registered address, or by recorded letter with proof of delivery certificate to 291 Boulevard Raspail, 75014 Paris, for the attention of the Chairman of the Board of Directors, within 20 calendar days from the publication of this notice, in accordance with Article R.225-73 of the French Commercial Code i.e. by no later than 26 March 2013.

Requests must be accompanied by the text of the draft resolutions, and if necessary by a brief description of the grounds, and for requests for agenda items, by the reasons.

Requests must also be accompanied by a share registration certificate confirming the persons making the request own or represent the proportion of the share capital required by Article R.225-71 of the French Commercial Code.

In order for the agenda item or draft resolution to be included, persons who submit the request must provide a further certificate confirming their shares have been recorded in these same accounts by no later than midnight (Paris time) on the third working day prior to the meeting (i.e. by midnight, Paris time, on 13 May 2013).

Requests for the inclusion of draft resolutions or agenda items made by the Works Council, represented by one of its members, must be addressed, in accordance with the requirements of Article R.2323-14 of the French Labour Code, to the company's registered address by recorded letter with proof of delivery certificate within 10 days from the publication of this notice.

Written questions

A shareholder may send the Board of Directors, which will deal with them during the meeting, any written questions of its choice.

Questions must be sent by recorded letter with proof of delivery certificate for the attention of the Chairman of the Board of Directors to 291 Boulevard Raspail, 75014 Paris.

Questions may be submitted from when the notice of the meeting is sent out, until four working days before the general meeting i.e. 10 May 2013. Questions must be accompanied by a share registration certificate.

D) Shareholders' right of communication

The text of any draft resolutions submitted by shareholders and a list of items added to the agenda at their request will be published, upon receipt, at <http://www.groupe.aeroportsdeparis.fr>.

All documents and information regulated by Article R.225-73-1 of the French Commercial Code may be consulted at <http://www.groupe.aeroportsdeparis.fr> by the twenty-first day prior to the meeting i.e. 24 April 2013 at the latest. Shareholders may obtain, within the time frames established by law, the documents regulated by Articles R.225-81 and R.225-83 of the French Commercial Code by sending a written request to BNP Paribas Securities Services, Corporate Trust Services - Service Assemblées Générales — Les Grands Moulins de Pantin 9, rue du Débarcadère – 93761 Pantin Cedex.

As required by law, all documents which must be communicated to the General Meeting will be made available to shareholders at the company's registered office within the time frames established by law.

For this meeting there will be no electronic voting and therefore the website regulated by Article R.225-61 of the French Commercial Code will not be created.

The Board of Directors