



Public limited company with capital of 296,881,806 Euro

Registered office: 291, Boulevard Raspail

75675 – PARIS Cedex 14

Registered on the Paris Trade and Companies Register under number B 552 016 628

REPORT FROM THE BOARD OF DIRECTORS

TO THE MIXED GENERAL MEETING

OF 15 MAY 2014

DESCRIPTION OF THE DRAFT RESOLUTIONS

At the session of 26 March 2014, the company's Board of Directors decided to convene a mixed general meeting for the purpose of putting before it the following agenda:

General Meeting of Shareholders - Ordinary Part

- Approval of the company accounts for the financial year closed on 31 December 2013.
- Approval of the consolidated accounts for the financial year closed on 31 December 2013.
- Appropriation of the result for the financial year closed on 31 December 2013 and fixing the dividend.
- Approval of the agreements entered into with the French State covered under articles L. 225-38 et seq of the Commercial Code.
- Approval of a commitment made for the benefit of Mr Patrick Jeantet, Chief Operating Officer, covered by article L. 225-42-1 of the Commercial Code.
- Authorisation to be given to the Board of Directors for the purpose of carrying out transactions on the company's shares, in the context of article L. 225-209 of the Commercial Code.
- Ratification of the co-opting of Mrs Géraldine Picaud as director
- Ratification of the appointment of Mr Xavier Huillard as non-voting Board member
- Ratification of the appointment of Mr Jérôme Grivet as non-voting Board member
- Renewal of Mr Augustin de Romanet de Beaune as director
- Renewal of Mr Jos Nijhuis as director
- Renewal of Mrs Els de Groot as director
- Renewal of Mr Jacques Gounon as director
- Appointment of the company VINCI as director
- Appointment of the company Predica Prévoyance Dialogue du Crédit Agricole as director
- Renewal of Mrs Christine Janodet as non-voting Board member
- Appointment of Mr Bernard Irion as non-voting Board member
- Decision on the remuneration due or allocated, in respect of the financial year closed on 31 December 2013, to the Chairman & Chief Executive Officer
- Ratification of the transfer of the registered office of Aéroports de Paris to a neighbouring department (Seine-Saint-Denis)

General Meeting of Shareholders - Extraordinary Part

- Delegation of competence to the Board of Directors to proceed, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, with an issue of shares or securities, with maintenance of the shareholders' pre-emptive subscription right.
- Delegation of competence to the Board of Directors to proceed, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, with an issue of shares or securities, by a public offering, with removal of the shareholders' pre-emptive subscription right.
- Delegation of competence to the Board of Directors to proceed, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, with an issue of shares or securities, by an offer of private placement, with removal of the shareholders' pre-emptive subscription right.
- Delegation of competence to be given to the Board of Directors for the purpose of increasing, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, the number of securities to issue in case of increase in capital with or without pre-emptive subscription right.
- Delegation of competence to be given to the Board of Directors for the purpose of deciding, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, to increase the share capital by the incorporation of premiums, reserves, profits or others;
- Delegation of competence to be given to the Board of Directors to decide, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, the increase in share capital by issue of shares or securities giving access to the capital reserves to enrolled members of company savings plans, with removal of the pre-emptive subscription right in favour of the latter.
- Delegation of competence to be given to the Board of Directors for the purpose of issuing shares or securities in case of public offering initiated by the company, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code.
- Delegation to be given to the Board of Directors for the purpose of proceeding with an issue of shares or securities, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, with a view to remunerating contributions in kind granted to the company, within the limit of 10% of the share capital.
- Authorisation to be given to the Board of Directors for the purpose of reducing, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, the share capital by cancellation of treasury shares.

General Meeting of Shareholders - Ordinary Part

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A. ORDINARY PART OF THE MEETING

1. Approval of the company's annual and consolidated accounts for the financial year closed on 31 December 2013 (*resolutions No 1 and 2*)

The company's annual accounts for the financial year closed 31 December 2013, the annual consolidated accounts for the financial year closed 31 December 2013, their respective schedules and the management report covering these accounts, were finalised at the Board meeting of 19 February 2014 pursuant to I of article L. 232-1 of the Commercial Code.

The net profit of Aéroports de Paris for FY2013 amounts to 312,047,634.83 Euro.

The consolidated net profit - group share - for FY2013 amounts to 304,740 billion Euro.

The principal elements making up these results are described in the management report of the Board of Directors to the general meeting of 15 May 2014.

The total expenditure and charges not allowable against corporation tax referred to in 4 of article

39 of the General Tax Code for FY 2013 amounts to 112,724.75 Euro and represents 42,835 Euro in tax. The corporation tax rate is 38%. This amount of non-allowable expenditure and charges corresponds exclusively to the write-ups for the passenger vehicles which Aéroports de Paris uses, either in the form of long-term hire or through ownership outright.

You are asked to approve the company's annual accounts in accordance with article L. 225-100 of the Commercial Code.

Also at your disposal is the report from the Chairman of the Board of Directors on the Board's composition and how the principle of gender equality is applied within it; on the conditions under which the Board's work is prepared and organized; and on the internal-control and risk management procedures implemented by Aéroports de Paris for the financial year ending 31 December 2013 as well the report of the auditors on this document.

2. Appropriation of the result for the financial year closed on 31 December 2013 and fixing the dividend (*resolution No 3*)

You are asked to decide on appropriating the result for the financial year closed on 31 December 2013 and fixing the dividend.

The balance sheet for the financial year closed on 31 December 2013 shows a net profit of 312,047,634.83 Euro.

The legal reserve having been allocated up 10% of the share capital and having accounted for the carry forward account in profit by 701,255,622.47 Euro, the distributable profit amounts to 1,013,303,257.30 Euro.

It is proposed that you pay each of the 98,960,602 shares making up the share capital, a dividend of 1.85 Euro (that is a total dividend of 183,077,113.70 Euro) and allocate the balance of 830,226,143.60 Euro to the carry forward account.

This dividend will be released for payment on 28 May 2014.

If when the dividend is released for payment the company were to be holding some of its own shares, the profit corresponding to the dividends not paid out because of these shares will be allocated to the "carry forward" account.

In compliance with the information obligation defined by article 243 bis of the General Tax Code, it is specified that the amount of 1.85 Euro to be distributed per share will be eligible for the 40% tax relief benefiting natural persons domiciled in France for tax purposes, provided at article 158.3.2° of the General Tax Code.

It is recalled that the dividend payments made in respect of the past three financial years were as follows:

- on 30 May 2013, dividends totalling 204,848,446.14 Euro, in respect of financial year closing 31 December 2012, representing a dividend per share of 2.07 Euro;
- on 18 May 2012, dividends totalling 174,170,659.52 Euro, in respect of financial year closing 31 December 2011, representing a dividend per share of 1.76 Euro;
- on 19 May 2011, dividends totalling 150,420,115 Euro, in respect of financial year closing 31 December 2010, representing a dividend per share of 1.52 Euro;

The distributions in respect of financial years closed on 31 December 2010, 31 December 2011 and 31 December 2012 were eligible for the 40% relief benefiting natural persons domiciled in France for tax purposes, provided by article 258.3.2° of the General Tax Code, unless the option provided by former article 117 quater of the General Tax Code for a flat-rate deduction at source of 19% for 2010 and 21% for 2011 and 2012 (excluding social security taxes) had been taken up.

With effect from 1st January 2013, dividends paid out to shareholders who are natural persons and domiciled in France for tax purposes are subject to an obligatory non-discharging deduction of 21% in accordance with the new wording of article 117 *quater* of the General Tax Code resulting from the finance law for 2013 (law of 29 December 2012).

3. Approval of the agreements entered into with the French state and the commitment for the benefit of Mr Patrick Jeantet, Chief Operating Officer, covered by articles L. 225-38 et seq of the Commercial Code and article L. 225-42-1 of the Commercial Code [for] (*resolution Nos 4 and 5*)

The purpose of **the fourth resolution** is to put to you for approval, in accordance with article L.225-40 of the Commercial Code, the agreements covered by article L. 225-38 of the Commercial Code entered into with the French State and which were authorised by the board of directors in 2013.

These agreements are as follows:

Framework agreement between Météo France and Aéroports de Paris relating to meteorological services to air navigation and experiments on the Aéroports de Paris airport sites subject to the Air Traffic Terminal Services Charge (“RSTCA”):

This agreement defines the general terms and conditions of services due by Météo France to Aéroports de Paris and the services rendered by the latter to enable Météo France to carry out its missions. With the exception of the areas of land which are provided to Météo France free of charge, the services supplied by Aéroports de Paris are remunerated on the basis of the costs it has had to bear. This agreement is entered into for a term of 5 years as from 15 March 2013. It is renewable by agreement between the parties.

Concerning Development scheme on the eastern access to the Paris-Charles de Gaulle Airport site.

Aéroports de Paris has accepted to support this development scheme by contributing financial to the works and structures by granting support funding and by authorisation the partial discharge of water runoff from the road scheme into the rain-water runoffs belonging to it.

Two agreements were authorised by the board of directors:

The support funding agreement

The agreement provides that Aéroports de Paris will participate in funding the operation by payment of an initial €1M in support funding, paid in accordance with progress of the works, and a second payment of €1M in accordance with a stage payment schedule related to the completion of the works.

The agreement authorising the State to allow a part of the rain water runoff from the road scheme to spill into the Paris-Charles de Gaulle Airport network.

The agreement will terminate on the expiry date of the interprefectoral decision of 3 April 1997, as amended, authorising Aéroports de Paris to exploit the rain water runoff networks at Paris-Charles de Gaulle Airport (7 February 2016).

The fifth resolution is also intended to put to you for approval, in accordance with article L. 225-42-1 of the Commercial Code, the commitment to pay Mr Patrick Jeantet a termination-of-service allowance, in case of departure following a dismissal or non-renewal at the end of the Chairman & Chief Executive Officer’s present term of office in July 2014 and connected to a change in strategy or a change in control. This would be paid except in cases where departure is on

grounds of the latter's misconduct or gross misconduct in office.

This commitment has been given prior authorisation by the Board of Directors in its sessions of 24 October 2013 and 19 February 2014. In accordance with the provisions of decree No 53-707 of 9 August 1953 as amended on control by the State over national corporations and certain bodies having an economic and social object, the elements of remuneration of Mr Patrick Jeantet's activity, as well as the indemnity likely to be paid him in case of termination of service, have been approved by the Minister for the Economy and Finances, by decision dated 12 November 2013 and 12 March 2014.

The amount of the termination-of-service allowance would be determined as follows:

The ceiling will be equivalent to 18 months (reduced on a pro rata basis in the event that the period of service was less than 24 months) of the average monthly remuneration (fixed and variable) received over the 24 month period preceding termination of service. The level of performance will be equivalent to the average level of attainment of the objectives defined by the board of directors, for calculating Mr Jeantet's variable remuneration, for the last two financial years closed on the date the board of directors makes its ruling. The amount of the allowance will be equivalent to the product of the ceiling [multiplied] by the level of performance. No payment will be due in the event that the level of performance is below 80%. The amount of the allowance cannot and shall not exceed the ceiling and will, as the case may be, be decreased by any other sum paid by any company in the Aéroports de Paris group because of his departure.

On the assumption that Mr Jeantet's term of office is terminated because of the dismissal or non-renewal of the office of Chairman & Chief Executive Officer in July 2014, it will fall to the Board of Directors, after hearing the remunerations committee, to assess the quality of Mr Jeantet's performance since he took office and to fix the amount of the corresponding allowance within the limits decided by the Board of Directors on 24 October 2013.

The agreements and commitments are presented in table form in attachment hereto and are referred to in the reports of the auditors on regulated agreements.

4. Authorisation to be given to the Board of Directors in order, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, to transact its own shares (*resolution No 6*)

In the context of the authorisation given by your general meeting of 16 May 2013, the Board of Directors has implemented a repurchase programme pursuant to a liquidity agreement made between Aéroports de Paris and an investment services provider. For implementing this contract, 10 Million Euro have been allocated to the liquidity account.

The information provided at article L. 225-211 of the Commercial Code on the transactions effected by the company on its own shares is set out in the management report (number of shares bought and sold, average purchase and sale prices, amount of the trading charges, number of shares registered in the company's name at the year-end closing, their value assessed at the purchase price, their nominal value, reasons for the acquisitions made, fraction of the capital they represent).

It is proposed that you renew the authorisation given to the Board of Directors to decide, subject to the provisions of the last sub-paragraph of article L.6323-1 of the Transport Code, to implement a share repurchase programme allowing the buying, selling or transfer of the company's shares in accordance with articles L. 225-209 et seq of the Commercial Code. These operations may take place at any time, to the exclusion of periods of public offering on the company's capital, in compliance with current regulations.

This authorisation will allow your Board of Directors to acquire a number of shares in Aéroports de Paris representing at most 5% of the shares making up the company's capital.

It is further specified that in accordance with the law, at no time may the company hold a number of shares representing more than 10% of its share capital.

The objectives of these share repurchases together with what the shares thus repurchased will be used for are detailed in resolution No 6.

The maximum purchase price per share will be equivalent to 120 Euro for the liquidity contract,, excluding acquisition costs and equivalent to 110 Euro, excluding acquisition costs for the other operations in the programme.

The acquisition, sale or transfer of shares may be carried out by all means, with the exception of the sale of sale options, once or several times, within the limits authorised by the legal and regulatory provisions in force, in particular on the market or over the counter, including by acquisition or sale of blocks, either directly or indirectly, by the intermediary of an investment services provider.

The maximum which the company will be able to allocate to this share repurchase scheme may not exceed 400 Million Euro.

With effect from 15 May 2014, this authorisation would render ineffective the previous delegation with the same object given to the Board of Directors by the ordinary general meeting of 16 May 2013, insofar as concerns the unused part and for the remainder of the period. This authorisation would be given to the Board of Directors for a period of eighteen months with effect from the date of the general meeting.

5. Ratification of the co-opting of a director (*resolution No 7*)

It is proposed that pursuant to article L.225-24 of the Commercial Code, you ratify the co-opting of Mrs Géraldine Picaud as a director, which took place at the Board Meeting of 31 July 2013, as a replacement for Mrs Catherine Guillouard who was standing down, for the remainder of the period of the latter's term of office.

Mrs Géraldine Picaud's curriculum vitae is attached in appendix to this report.

6. Ratification of the appointment of Messrs Xavier Huillard and Jérôme Grivet as non-voting Board member (*resolutions No 8 and 9*)

The ordinary general meeting of 28 May 2009 appointed three non-voting Board members: Mrs Christine Janodet, Mr Bernard Irion and Mr Vincent Capo-Canellas for a period of five years, with effect on 15 July 2009.

Two non-voting Board members have had to stand down for personal reasons: Mr Vincent Capo-Canellas, elected senator, resigned on 12 October 2011 and Mr Bernard Irion, who for reasons that have been preventing him from carrying out his office fully for some months, informed us of his resignation on 12 November 2013 with effect on 1st December 2013.

Since the general meeting of shareholders considers it useful for the Board of Directors to be assisted by three non-voting Board members, the Board has decided to appoint two new non-voting Board members, in an advisory capacity, with effect from 1st December 2013 and for the remainder of the term of office up to July 2014:

- M. Xavier Huillard, Chairman & Chief Executive Officer of Vinci,
- Mr Jérôme Grivet, Managing Director, Predica.

These two non-voting Board members have brought the Board their experience of business expanding in a complex competitive economic environment, and their thoughts on the challenges and ambitions of Aéroports de Paris. At the same time, they are learning more about the culture of Aéroports de Paris and the fundamental values that are its strength.

Representatives from these companies have a vocation to become directors of Aéroports de Paris in the conditions provided in the particulars of sale by private treaty by the State and the FSI of shares in our company.

It is proposed that you ratify the provisional appointments of Mr Xavier Huillard and Mr Jérôme Grivet as non-voting Board members, made at the Board Meeting of 29 November 2013, for the remainder of the period of the term of office to July 2014.

7. Renewal or appointment of directors (resolutions No 10 to 15)

In the 10th to 13th resolutions, it is proposed that you renew the terms of office of Mr Augustin de Romanet de Beaune, Mr Jos Nijhuis, Mrs Els de Groot and Mr Jacques Gounon

In the 14th and 15th resolutions, you are finally asked to appoint the company VINCI and the company Predica Prévoyance Dialogue du Crédit Agricole .

These new terms of office will take effect on the date of the first board meeting following 14 July 2014, for a period of five years.

Particulars on these persons are attached in appendix to this report.

8. Renewal or appointment of three non-voting Board members in an advisory capacity (resolutions Nos 16 and 17)

In the 16th and 17th resolutions, it is proposed that you renew or appoint two non-voting Board members in an advisory capacity.

Among these two non-voting Board members, it is proposed that you renew Mrs Christine Janodet and appoint Mr Bernard Irion These non-voting Board members will bring their experience and advice to the Board of Directors of Aéroports de Paris SA

These new functions will take effect on the date of the first board meeting following 14 July 2014, for a period of five years.

Particulars on these persons are attached in appendix to this report.

9. Decision on the remuneration due or allocated, in respect of the financial year closed on 31 December 2013, to the Chairman & Chief Executive Officer (resolution No 18)

Pursuant to article 24.3 of the revised AFEP-MEDEF Code on Corporate Governance of Listed Companies to which the company adheres, it is proposed that you give a *favourable decision* on the elements of the remuneration due or allocated to Mr Augustin de Romanet in respect of his office of Chairman & Chief Executive Officer. These elements are contained in the annual management report in Chapter 5 “Corporate Governance” to which the chairman’s report is attached, presented by the board of directors in respect of the financial year closed on 31 December 2013. Chapter 15 of the 2013 reference document presents the elements of the Chairman & Chief Executive Officer’s remuneration for financial year 2013.

Consultation of shareholders on the elements of Chairman & Chief Executive Officer Mr Augustin de Romanet’s remuneration in respect of the financial year closed on 31 December 2013:

| | 2013 | |
|---|--------------------------|---|
| in Euro | Amounts due and paid out | |
| Fixed Remuneration | 350,000 | |
| Annual variable remuneration | 100,000 ¹ | Criteria: EBITDA, ROCE, passenger satisfaction rate (55%), costs-savings plan, international strategy, managerial mobilisation) |
| Variable remuneration deferred / multi-annual | nil | |
| Exceptional remuneration | nil | |
| Directors’ fees | nil | |
| Fringe benefits | 5,021 | Company car |
| Total remuneration due in respect of the financial year | 455,021 | |
| Valuation of the options allocated during the financial year | Nil | |
| Valuation of the performance-related shares allocated during the financial year | Nil | |
| Termination of Service allowance | Nil | |
| Non-competition allowance | Nil | |
| Supplementary pension scheme | Nil | |

For the period from 20 November 2012 to 31 December 2013, additional variable part of a maximum of €100,000 gross. This is based on three quantitative objectives determined by reference to the 2013 Budget and to the commitments of the Economic Regulation Agreement and three qualitative objectives: cost-savings plan (15%), international strategy (15%) and managerial mobilisation policy (15%).

In accordance with the provisions of decree No 53-707 of 9 August 1953 as amended on control by the State over national corporations and certain bodies having an economic and social object, all the elements of the Chairman & Chief Executive Officer's remuneration have been approved by the Minister in charge of the Economy. By virtue of the said decree, the elements of remuneration (with the exception of the fringe benefits and allowances) are subject to a gross global ceiling of 450,000 Euro. The Minister of the Economy approved on 15 May 2013 the elements of the remuneration of Mr Augustin de Romanet's activity, as passed by the board of directors at its meeting of 20 December 2012.

It is specified that the items of Chief Operating Officer Mr Jeantet's remuneration will be put before the 2015 general meeting of shareholder; as he took up his duties in January 2014, the closed financial year in question will be 2014.

10. Ratification of the transfer of the registered office of Aéroports de Paris to a neighbouring department (Seine-Saint-Denis) (resolution No 19)

By voting the 19th resolution, pursuant to article L. 225-36 of the Commercial Code, we are asking you to ratify the board's decision of 26 March 2013 to move the company's registered office to a department neighbouring the company's present registered office, i.e., Rue de Rome at Tremblay-en-France in Seine-Saint-Denis. Works are necessary to complete the building, accordingly, transferring the registered office will be effective at the earliest on completion of the building construction. This decision of the board of directors aims to bring the company's leadership bodies closer to its customers.

The Board of Directors will give the precise address of the registered office and amend the company's articles of association and carry out the formalities pertaining thereto, with effect from the date of actual transfer of the registered office.

B. EXTRAORDINARY PART OF THE MEETING

I. Delegations to the Board of Directors for increasing the capital, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (resolutions Nos 20 to 27)

Your Board of Directors wishes to have the means available to enable it, as the case may be via the financial markets for the placement there of equity instruments, to assemble the necessary financial resources rapidly and flexibly for the development of your company and its group.

The draft resolutions are intended to give the Board of Directors the necessary competencies subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code to carry out a certain number of operations commonly delegated to the Board of Directors by the general meetings of companies whose shares are admitted for trading on a regulated market. These are similar to the delegations of authority which you conferred on the Board of Directors at the general meeting of 3 May 2012. For information, the delegations granted by the mixed general meeting of 3 May 2012 have not been used.

Accordingly, the Board of Directors is asking your meeting, by using the legal mechanism of delegation of authority, to delegate such authority to it for a period of twenty-six months, :

- to proceed with the issue, with maintenance of the pre-emptive subscription right of the shareholders, of shares or securities (i) giving access to the capital in the company or in subsidiaries of the company, within the limit of a maximum of 120 Million Euro nominal value or (ii) giving a right to the allocation of debt securities within the limit of a maximum of 500 Million Euro nominal value (Resolution No 20);

- to proceed with the issue of shares or securities, by public offering, with removal of the pre-emptive subscription right of the shareholders, (i) giving access to the capital in the company or in subsidiaries of the company, within the limit of a maximum of 40 Million Euro nominal value or (ii) giving a right to the allocation of debt securities within the limit of a maximum of 500 Million Euro nominal value (Resolution No 21);
- to proceed with the issue of shares or securities, by private placement, with removal of the pre-emptive subscription right of the shareholders, (i) giving access to the capital in the company or in subsidiaries of the company, within the limit of a maximum of 40 Million Euro nominal value or (ii) giving a right to the allocation of debt securities within the limit of a maximum of 500 Million Euro nominal value (Resolution No 22);
- to increase the number of securities to be issued in case of an increase in capital with or without pre-emptive subscription right within the limit of 15% of the initial issue (resolution No 23).
- to decide the increase in the company's share capital by the incorporation of premiums, reserves, profits or other within the maximum limit of 120 Million Euro nominal value (resolution No 24);
- to decide the increase in share capital by issue of shares or securities giving access to the capital reserved for enrolled members of company savings plans, with removal of the pre-emptive subscription right in favour of the latter, within the limit of a maximum amount of 5.2 Million Euro face value (resolution No 25);
- to proceed with an issue of shares or securities in case of public offering initiated by the company within the limit of 55 Million Euro nominal value (resolution No 26);
- to proceed with an issue of shares or securities with a view to remunerating contributions in kind granted to the company, within the limit of 10% of the share capital (resolution No 27).

The Board of Directors would also have the possibility of sub-delegating the power to decide on making issues to the Chairman & Chief Executive Officer, with ability for the latter to sub-delegate in turn to the chief operating officer.

The maximum global amount of the increases in capital likely to be carried out under the delegations above is fixed at 120 Million Euro nominal value. This is a global ceiling limit (the "**Global Ceiling**") common to resolutions Nos 20, 21, 22, 23, 25, 26, and 27.

The maximum global amount of the increases in capital likely to be carried out without the pre-emptive subscription right, under the above delegations, is fixed at 40 Million Euro nominal value. This is a ceiling limit common to resolutions Nos 21 and 22.

The maximum global amount of issues of securities giving right to the allocation of debt securities likely to be carried out under the above delegations is fixed at 500 Million Euro nominal value. This is a global ceiling limit common to resolutions Nos 20, 21, 22, and 26.

In proposing that you confer these delegations on your Board, the Board wishes to clarify the scope of the corresponding resolutions put before you for approval, in order to meet the requirements of the legal and regulatory texts.

1. General authorisations to issue shares and transferable securities giving access to the capital or to debt securities, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code

1.1 Issues with maintenance of the pre-emptive subscription right subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (resolution No 20)

Resolution No 20 relates to issues, with maintenance of the pre-emptive subscription right, of ordinary shares in your company or of securities giving access, immediately or in future, to your company's capital (for example, bonds convertible into shares), issued for consideration or free or charge, governed by articles L. 228-91 et seq of the Commercial Code or giving access to the capital in a company in which directly or indirectly it owns more than half of its capital¹. It also covers the issuances of complex debt securities.

¹ These issues would be put to the extraordinary general meeting of the subsidiary in question for approval.

The maximum nominal amount of the increases in capital likely to be carried out immediately or in future by virtue of this delegation would be fixed at 120 Million Euro, it being specified that these issues would also be charged against the Global Ceiling of 120 Million Euro.

On these bases, your meeting is invited to delegate its competence to your Board of Directors to decide, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code the issues, in one or several times, to the best of the interests of the company and its shareholders.

You are specifically requested to allow the Board of Directors, if the subscriptions have not absorbed the whole of the issue, to decide, in the order it shall determine and in accordance with the law, to limit the same to the amount of the subscriptions received or, in all or in part, to distribute the unsubscribed for securities freely or to offer them to the public in France and/or, as the case may be, abroad, and/or on the international market.

1.2 Issues with removal of the pre-emptive subscription right by public offering subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (resolution No 21)

This resolution would enable the Board of Directors, to seize the opportunities offered by the financial markets in certain circumstances, to go ahead subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code with issues on the international as well as on the French and foreign markets, without the shareholders' pre-emptive subscription right being able to be exercised.

Thus, your Board is asking you, by passing resolution No 21, to remove the shareholders' pre-emptive subscription right to the shares and other securities giving access to the capital which would be issues, for up to 40 Million Euro; it being specified that subject to certain reserves, this amount will be charged against the 120 Million Euro Global Ceiling, for the same period of twenty-six months and in the same conditions as the issues with the pre-emptive right.

Your authorisation will also enable the Board to issue complex debt securities, in the conditions hereinbefore stated.

If you give the Board of Directors this delegation, the issue price of the securities issued will be such that the sum collected by the company will be equivalent to the minimum provided by the regulations applying on the date of the issue - as of today's date, the weighted average of prices over the last three trading days on the Euronext Paris market preceding fixing the subscription price for the increase less 5%.

On these bases, your meeting is invited to delegate its competence to your Board to proceed with the issues, in one or several times, without the shareholders' pre-emptive subscription right.

In particular, if the subscriptions, including, as the case may be those of the shareholders, have not absorbed the whole of the issue, the Board of Directors will be able to limit the amount of the operation to the amount of the subscriptions received, subject to the condition that this amount reaches at least three-quarters of the issue decided.

You are also asked to grant the Board of Directors, pursuant to the 5th point of article L. 225-135 of the Commercial Code, the ability to confer a right of priority subscription on the shareholders for 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 decided by the Board of Directors in compliance with the legal and regulatory provisions that apply. It would not give rise to the creation of negotiable rights and would be exercised in proportion to the number of shares owned by each shareholder.

1.3 Issues with removal of the pre-emptive subscription right by private placement subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (resolution No 22)

In voting on resolution No 22, we propose that you delegate your competence to the Board of Directors to decide, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the

Transport Code, the increase in the share capital within the framework of an offer covered by II of article L. 411-2 of the Monetary-Financial Code by the issue, with removal of the shareholders' pre-emptive right, of ordinary shares or of securities issued for consideration or free of charge, governed by articles L. 225-149 et seq and L. 228-91 et seq of the Commercial Code, giving access to the company's capital (whether these are new or existing shares in the company).

The purpose of this resolution is to allow the company to increase its capital according to a simplified procedure, by private placement with qualified investors or within a restricted circle of investors, as permitted under order No 2009-80 of 22 January 2009.

The issues authorised in case the Board of Directors uses the delegation would be fixed at an amount of 40 Million Euro of share capital; it being specified that subject to certain reserves, the amount will be charged against the 120 Million Euro Global Ceiling as well as against the 40 Million Euro ceiling on issues with removal of the pre-emptive subscription right.

Your authorisation will also enable the Board to issue complex debt securities, in the conditions hereinbefore stated.

If you give the Board of Directors this delegation, the issue price of the securities issued will be such that the sum collected by the company will be equivalent to the minimum provided by the regulations applying on the date of the issue - as of today's date, the weighted average of prices over the last three trading days on the Euronext Paris market preceding fixing the subscription price for the increase less 5%.

By virtue of this delegation, if the subscriptions have not absorbed the whole of an issue of securities, the Board of Directors may be able to limit the issue to the amount of the subscription, in the conditions provided by the law in force at the time this delegation is used.

1.4 Characteristics of the securities giving access to the capital or giving a right to the allocations of debt securities and the terms and conditions of the debt securities or of capital subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (*provisions common to resolutions Nos 20, 21 and 22*)

Apart from the issue of ordinary shares, resolutions Nos 20, 21, and 22 **would enable your Board to decide**, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code **to issue**:

- securities giving access to the company's capital, either by the issue of new shares (convertible bonds or redeemable in new shares), or by the delivery of existing shares (bonds convertible into new or existing shares); these securities would be able to combine debt securities and equity securities as in the aforesaid example, or be exclusively made up of equity securities as, for example, in the case of shares with share subscription warrants;
- transferable securities giving right to the allocation of the debt securities such as bonds issued with bond warrants or bonds convertible or redeemable in another debt security.

The maximum nominal amount of the debt securities likely to be issued by the company may not exceed 500 Million Euro.

1.5 Increase the number of securities to issue in case of increase in capital with or without pre-emptive subscription right, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (*resolution No 23*)

Resolution No 23 is intended to authorise your Board of Directors to increase, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, the number of securities to be issued in case of an increase in capital, with or without pre-emptive subscription right, at the same price as that accepted for the initial issue, within the periods and limits (see below) provided by the applicable regulations.

This option makes it possible, in case of high demand in regard to an issue of securities, to

proceed with an additional issue of securities within 30 days of the subscription period being closed, up to a maximum amount of 15% of the initial issue, in order to meet the excess demand and avoid a run on the market for the security concerned. This resolution would also facilitate the granting of the over-allotment option traditionally put in place in capital market operations.

The nominal amount of the increases in capital decided under this resolution would be charged against the 120 Million Euro Global Ceiling and, as the case may be, against the ceiling or ceilings applicable in resolutions Nos 20 and 21.

2. Incorporation into the capital of premiums, reserves and profits subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code (resolution No 24)

We would ask you to allow your Board, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, to increase in capital by incorporation of premiums, reserves, profits or other. This operation, which does not necessarily lead to new shares being issued, being the subject of a specific provision in article L. 225-130 of the Commercial Code, must be taken by your extraordinary general meeting subject to the conditions of quorum and majority for ordinary meetings, thus we are asking you to devote a special resolution to it.

This delegation of authority would allow your Board to decide to increase the capital, once or several times, up to a maximum amount of 120 Million Euro, which would not be taken into account for calculating the Global Ceiling.

In accordance with the law, your Board of Directors would have all powers, with the ability to sub-delegate, to implement this delegation, in particular, to determine the nature and amount of the sums to be incorporated, and similarly the process or processes for carrying out the increase, raising the nominal value of pre-existing securities and/or the allocation of free equity securities and to modify the articles of association accordingly.

3. Delegation of authority to be given to the Board of Directors, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, for the purpose of increasing the share capital, by issue of shares or securities giving access to the capital, reserved for enrolled members of company savings plans, with removal of the pre-emptive subscription right in favour of the latter (resolution No 25)

Upon any decision to increase the capital by a cash contribution, the general meeting must pronounce on a draft resolution for an increase in capital reserved for enrolled members of a company savings plan.

Pursuant to articles L. 225-129-6 and L. 225-138-1 of the Commercial Code and articles L. 3332-18 et seq of the Employment Code, we propose that for twenty-six months with effect from the day of the extraordinary general meeting decision, you agree to delegate competence to the Board of Directors, with the ability to sub-delegate in the conditions provided by the law, to decide, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, to increase the share capital, once or several times, by a maximum nominal amount of 5.2 Million Euro, by issuing shares or securities giving access to the capital, reserved for enrolled members of one or more company savings schemes (or other plan for whose members articles L. 3332-18 et seq of the Employment Code would allow an increase in capital to be reserved in equivalent conditions) put in place within Aéroports de Paris or the Aéroports de Paris Group formed by the company and the French and foreign undertakings entering within the scope of the consolidated accounts, in application of articles L. 3344-1 and L. 3344-2 of the Employment Code.

The maximum nominal amount of the increases in capital likely to be carried out immediately or in future by virtue of this delegation would be charged against the 120 Million Euro Global Ceiling.

In accordance with the law, the General Meeting would remove the pre-emptive subscription right of the shareholders to new shares or to other securities giving access to the capital to be issued for the benefit of the beneficiaries hereinbefore stated.

The issue price of the new shares or securities giving access to the capital would be equivalent at least to 80% of the Reference Price (as this term is defined below); the Board of Directors may reduce or remove the aforementioned discounts, in the legal and regulatory limits, in order, *inter alia*, to take account of the legal, accounting, tax and social schemes applying locally.

For the requirements of this section 3, the Reference Price refers to the average listed price of the company's shares on the Euronext Paris market over the twenty trading days preceding the date of the decision fixing the opening date of the subscription for members in a company savings plan.

The Board of Directors may allocate, free of charge, to the beneficiaries hereinbefore state, in addition to the shares or securities giving access to the capital to be subscribed for in cash, shares or securities giving access to the capital to be or already issued, by way of substitution for all or part of the discount in relation to the aforementioned average and/or employer matching contribution, it being understood that the benefit arising 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 Employment Code.

4. Delegation of authority for the purpose of issuing, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, securities giving access immediately or in future to the company's capital in case of public offering initiated by the company (resolution No 26)

By voting on the 26th resolution, we are asking you to give the Board of Directors the possibility, with the ability to sub-delegate in the conditions fixed by the law, to proceed subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, with the issue of ordinary shares and securities, with a view to remunerating securities that may be contributed to the company, in the context of a public offering comprising an exchange initiated by the company on the securities of another company whose shares are admitted for trading on one of the regulated markets covered by article L. 225-148 of the Commercial Code, or in the context 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 for trading on a regulated market to which foreign law applies.

This option offered to the Board of Directors would be limited to capital increases likely to be made not exceeding 55 Million Euro maximum; with effect from the same date, the delegation for the same purpose given by the general meeting on 3 May 2012 would be rendered ineffective.

5. Delegation for the purpose of increasing, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, the share capital with a view to remunerating contributions in kind granted to the company, within the limit of 10% of the share capital (resolution No 27)

By voting on the 27th resolution, we are asking you to give the Board of Directors the ability to issue ordinary shares and securities, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, with a view to remunerating any contributions in kind consisting of equity shares or securities giving access to the capital in a third party company.

This option, which would be offered to the Board of Directors, would be limited to 10% of the company's share capital. Any issue in this context will necessitate the intervention of a capital contributions auditor.

II. Authorisation to be given to the Board of Directors for the purpose of reducing the share capital by cancellation of treasury shares subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, (resolution No 28)

Resolution No 28 is a corollary to the share repurchase scheme (resolution No 6) allowing cancellation of the repurchased shares.

This resolution gives authority, subject to the provisions of the last sub-paragraph of article L. 6323-1 of the Transport Code, to cancel all or part of Aéroports de Paris shares held by it and/or which it may acquire subsequently, within the limit of a maximum of 10% of the shares making up the company's capital.

By this resolution, we are asking you for a period of twenty-six months from the day of the extraordinary general meeting decision, for the authorisation to cancel all or part of the company's shares which it might acquire by virtue of any present or future authorisation, given by the ordinary general meeting of shareholders in the conditions provided at article L. 225-209 of the Commercial Code, within the maximum limit of 10% of the shares making up the company's capital.

III. Additional reports in case of use of a delegation and reports from the auditors

You will hear the special report from your auditors on resolutions Nos 20, 21, 22, 23, 25, 26, 27, and 28.

If the Board of Directors were to make use of the delegation of authority which your meeting will have granted in passing resolutions Nos 20, 21, 22, 23, 25, 26, 27 and 28, it would, where appropriate and in accordance with the law and regulations, at the time of its decision, draw up an additional report which would describe the final conditions of the transaction and indicate its impact on the situation of holders of equity instruments or securities giving access to the capital, in particular insofar as concerns their share of the company's equity. This report and, where appropriate, the auditors' report, would be at the disposal of the holders of equity instruments or securities giving access to the capital, and then brought to their attention at the very next general meeting.

C. ORDINARY PART OF THE MEETING

Power for formalities (resolution No 29)

By voting on the 29th resolution, the general meeting is asked to authorise the Board of Directors to carry out the legal formalities required, as the case may be.

* * *

Details of how the company's business is progressing, which must be provided in accordance with the law, are contained in the management report.

We hope that the different proposals put before you in this report will receive your approval and that you will kindly pass the corresponding resolutions.

* * *

Regulated agreements authorised by the board of directors and entered into during Financial Year 2013

Concerned: **The State**

Framework Agreement with Météo France

Authorisation of the Board of Directors on 20 December 2012

Subject: Framework Agreement defining the meteorological services to air navigation due by Météo France to Aéroports de Paris and the services rendered by the latter to Météo France to enable it to carry out its missions to provide meteorological assistance.

Agreement signed on 15 March 2013

Concerned: **The State**

Development scheme on the eastern access of the Paris-Charles de Gaulle Airport site - eastern bypass of the airport.

Authorisation of the Board of Directors on 24 October 2013

Subject: Signature of a funding support agreement enacting the general scheme of development works on the RN1104 and the financial participation from Aéroports de Paris and an agreement authorising the partial discharge of water runoff from the said highway development scheme into the ADP water treatment system.

Agreements signed on 20 December 2013

Concerned: **Patrick Jeantet**

Fixing the termination-of-service allowance of the Chief Operating Officer

Authorisation of the Board of Directors on 24 October 2013 and 19 February 2014

Subject: Fixing the allowance due to the Chief Operating Officer in case of departure following dismissal or non-renewal of his term of office.

Decisions of the 24/10/2013 and 19 February 2014 of the Board of Directors and letter of approval from the ministry dated 12/11/2013

Information concerning directors and non-voting Board members candidates

GERALDINE PICAUD – Independent director

Date of birth: **26 February 1970**

Nationality: **French**

Director of the Board of Aéroports de Paris:

Date of first appointment: co-opted on **31 July 2013, to replace Ms. Catherine GUILLOUARD**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: **15**

Education:

MBA of the ESC in Reims

Current duties:

Chief Financial Officer of Essilor International, a French listed limited company since 2011

Current mandates:

None

Mandate and duties completed over the last five years:

- Administrateur externe et membre du Comité d'audit de De Masterblenders 1753, Société cotée de droit néerlandais (basée à Amsterdam), de 2012 à 2013
- Membre du Conseil d'administration de Alcan Rubber & Chemicals, inc., Société de droit américain (basée à Uniontown), de 2006 à 2013
- Directeur financier et membre du Conseil d'administration de Ed&F Man Coffee LTD, Société de droit britannique (basée à Londres), et de sa filiale Volfcafe Holding AG, Société de droit suisse (basée à Winterthur), de 2008 à 2011

XAVIER HUILLARD

Date of birth: **27 June 1954**

Nationality: **French**

Non-voting Board member of Aéroports de Paris

Date of first appointment: **Appointed provisionally, on 29 November 2013, as of 1st December 2013**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: 0

Education:

Engineer of des Ponts et Chaussées, graduate of the Ecole Polytechnique and the Ecole Nationale des Ponts et Chaussées

Current duties:

Président-directeur général de VINCI, société anonyme cotée, depuis 2010

Current mandates held within the VINCI Group:

- Chairman of VINCI Concessions Management (a simplified joint stock company)
- Chairman of the Supervisory Board of VINCI Deutschland GmbH
- Director, representative of VINCI on the Board of Directors of:
 - VINCI Energies
 - Eurovia
- Director, representative of SNEL on the Board of Directors of ASF
- Director, representative of VINCI Autoroutes on the Board of Directors of Cofiroute
- President of Fondation d'entreprise VINCI pour la Cité

Mandate and duties completed over the last five years:

VINCI Group

- Chief Executive Officer from 2006 to 2010
- Deputy CEO from 2002 to 2006
- Chairman of VINCI Concessions (a simplified joint stock company)
- Chairman and CEO de VINCI Concessions (a French limited company)
- Chairman of the Board of Directors of VINCI Concessions (a French limited company)
- Director of VINCI plc and VINCI Investments Ltd
- Director of Soletanche Freyssinet
- Director of Cofiroute
- Member of the Supervisory Board of VINCI Energies Deutschland GmbH

Other mandates:

- President of "L'institut de l'Entreprise"
- Vice-president of Aurore Association

JEROME GRIVET

Date of birth: **26 March 1962**

Nationality: **French**

Non-voting Board member of Aéroports de Paris

Date of first appointment: **Appointed provisionally, on 29 November 2013, as of 1st December 2013**

Start date of current mandate: **15 juillet 2009**

Duration of the term: **5 years**

Number of shares in the Company: 0

Education:

- Graduate of the Ecole Nationale d'Administration,
- Graduate of ESSEC et and the Institut d'Etudes Politiques de Paris

Current duties

- Chief Executive Officer of Predica, a French unlisted limited company, since 2010
- Chief Executive Officer of Crédit Agricole, a French unlisted limited company, since 2010
- Member of the Executive Committee of Crédit Agricole S.A., a French listed limited company

Current mandates

- Member of the Supervisory Board of Korian, a French listed limited company.
- Director, and permanent representative of Predica, of Foncière des Régions, a French listed limited company

Current mandates at Crédit Agricole Group:

- Member of the Supervisory Board, permanent representative of Predica, of CA Grand crus, unlisted simplified joint stock company
- Chairman of the Board of Directors of:
 - Spirica, a French unlisted limited company;
 - Dolcea Vie, a French unlisted limited company
- Chairman of CA Life Greece, an unlisted Greek company
- Director, permanent representative of Crédit Assurances Agricole, of CACI, a French unlisted limited company
- Director of:
 - Pacifica, a French unlisted limited company
 - CAAGIS, an unlisted simplified joint stock company
 - CA Indosuez Private Banking, a French unlisted limited company
 - CA Agricole Vita, an unlisted Italian company
- Non-voting Board member of La Médicale de France, a French unlisted limited company

Mandates and duties completed over the last five years:

Mandates ending in 2013:

- Non-voting Board member, permanent representative of Predica, of Siparex Associés (a French limited company)

Mandates ending in 2012:

- Vice-Chairman of BES VIDA (a Portuguese limited company)

Mandates ending in 2011

- Chairman of CA Assurances Italie Holding (an Italian limited company)
- Member of the Board, permanent representative of Predica, of CAPE (a French limited company)
- Director of LCL Obligation Euro (SICAV)
- Director, permanent representative of Predica, of La Médicale de France (a French limited company)

Mandates ending in 2010

- Director of CA Chevreux (a French limited company)
- Deputy CEO - Executive member of Calyon (a French limited company)
- Director of Cedicam (Economic Interest Grouping)
- Managing Director of Credit Lyonnais Securities Asia (CLSA) of Hong Kong
- Director, permanent representative of Calyon, of Fletirec(a French limited company)
- Chairman and CEO of Mescas (a French limited company)
- Director of Newedge Group SA (a French limited company)
- Managing Director of Sticking CLSA Foundation (foundation)
- Director of Union de Banques Arabes et Françaises (UBAF)

Mandates ending in 2009

- Director of Trillion (SICAV)

AUGUSTIN DE ROMANET DE BEAUNE

Date of birth: **2 April 1961**

Nationality: **French**

Director of the Board of Aéroports de Paris:

Date of first appointment: co-opted **by the Board of Director on 12 November 2012, to replace de Mr Pierre Graff, ratified by the General meeting of shareholders of 16 May 2013.**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: 300

Education:

Graduate of the Ecole Nationale d'Administration and of the Institut d'Etudes Politiques de Paris (section public service).

Current duties:

Chairman and Chief Executive Officer of Aéroports de Paris

Current mandates:

TAV Group, Turkish sociétés anonymes governed by Turkish law:

- TAV Havalimanlari Holding A.S. (TAV Airports), company listed in Turkey:
 - Director and Vice Chairman of the Board of Directors;
 - Vice Chairman of the Governance Committee;
 - Vice Chairman of the Risk Committee;
 - Vice Chairman of the Appointments Committee.
- TAV Yatirim Holding A.S. (TAV Investment):
 - Director and Vice Chairman of the Board of Directors.
- Tav Tepe Akfen Yatirim Insaat Ve Isletme A.S.2 (TAV Construction):
 - Director and Vice Chairman of the Board of Directors.
 - administrateur et Vice-Président du conseil d'administration

Média Aéroports de Paris, a simplified joint stock company, joint venture

- Chairman and director

Airport Council International (ACI) Europe, international non-profit organisation based in Belgium

- Member of the Executive Committee and of the Board of Directors

Musée du Louvre-Lens, public cultural cooperation establishment

- Director

²*Subsidiary of Tav Yatirim Holding*

Mandates and duties completed over the last five years:

- Member of the Supervisory Board and the Audit Committee of NV Luchthaven Schipol, a company governed by Dutch law, from February 2013 to October 2013
- Managing director of the Caisse des Dépôts et Consignations (Public financial institution - Public establishment) from March 2007 to March 2012
- Member of the Conseil des Prélèvements Obligatoires (the French Tax and Social Charges Board, an independent institution attached to the Cour des Comptes) from April 2008 to December 2012
- Permanent Representative of the Caisse des Dépôts et Consignations:
 - Board of Directors of La Poste (a French limited company) and member of the Compensation and Governance Committees from April 2011 to March 2012;
 - Board of Directors of Icade (a listed simplified joint stock company) from November 2007 to January 2011.
- Chairman of:
 - the Board of Directors of Egis (a French limited company) from January 2011 to July 2012;
 - the Supervisory Board of the Société Nationale Immobilière - SNI (mixed economy limited company) from March 2007 to March 2012;
 - the Executive Committee of the Fonds de Reserve des Retraites (FRR) (a public administrative institution) from March 2007 to March 2012;
 - Board of Directors of the Fonds Stratégique d'Investissement - FSI (a French limited company) from December 2008 to March 2012.
- Vice Chairman of the Investment Board of InfraMed (a simplified joint stock company) from May 2010 to August 2012
- Director of:
 - OSEO (a French limited company) and member of the Appointments and Remuneration Committee, from December 2010 to March 2012;
 - Veolia Environnement (a French limited company), from September 2009 to February 2012;
 - FSI-PME Portefeuille (a simplified joint stock company) from March 2008 to April 2012;
 - CNP Assurances (a French listed limited company) and member of the Compensation and Appointments Committee and Strategy Committee from July 2007 to March 2012;
 - CDC Entreprises (a simplified joint stock company), from October 2007 to April 2012;
 - Dexia (a Belgian listed limited company), and member of the Strategy Committee and the Appointments and Compensation Committee from May 2007 to January 2011;
 - Accor (a French listed limited company), and member of the Strategy Committee and Appointments and Compensation Committee from 2007 to 2009

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| JOS NIJHUIS |
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Date of birth: **21 July 1957**

Nationality: **Dutch**

Director of the Board of Aéroports de Paris:

Date of first appointment: **General meeting of 28 May 2009**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: **1**

Education:

- Registered accountant,
- HEAO BE (School for Business Administration and economics), Utrecht (1978)

Current duty:

Chairman and Chief Executive Officer of Schiphol Luchthaven NV (a company under Dutch law) since 2008

Current mandates:

- Member of the Supervisory Board of Stichting Nationale Opera en Ballet (« Foundation National Opera and Ballet ») (Netherlands) since 2009
- Member of the Supervisory Board of SNS Reaal NV (Netherlands) since 2009
- Member of the Advisory Committee of « Amsterdam Economic Development Board » (Netherlands) since 2010
- Member of ACI Europe Board and ACI Strategic Committee (Netherlands) since 2013
- Member of the General and Executive Board of the Confederation of Netherlands Industry and Employers (VNO-NCW) (Netherlands) since 2013

Mandate and duty completed over the past five years:

Chairman of the Executive Committee of PricewaterhouseCoopers (Netherlands) from 2002 to 2008

ELS de GROOT

Date of birth: **27 April 1965**

Nationality: **Dutch**

Director of the Board of Aéroports de Paris:

Date of first appointment: **co-opted on 28 June 2012 to replace Mr Pieter Verboom, ratified by the General meeting of shareholders of 16 May 2013**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: **1**

Education:

- MA (drs.) Business Economics – University of Amsterdam, Netherlands (cum laude)
- Registered Investment Analyst, VBA - Association Financial Professionals, Netherlands

Current duties:

Member of the Managing Board and Chief Financial Officer of Schiphol Luchthaven NV (a company under Dutch law) since 2012

Current mandates:

- Member of the Supervisory Board and Chairwoman of the Audit Committee of « Beter Bed Holding » (Netherlands) since 2011
- Director of « Néoposine BV » (Netherlands) since 2008

Mandates and duties completed over the last five years:

- Acting CFO of « Van Lanschot Bankiers » (Netherlands) from 2009 to 2010
- Various management positions in « ABN AMRO BANK » (Netherlands) from 1987 to 2008, including Vice-President of « Group Risk Management » from 2003 to 2008

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| JACQUES GOUNON – Independent director |
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Date of birth: **25 avril 1953**

Nationality: **French**

Director of the Board of Aéroports de Paris:

Date of first appointment: **co-opted on 2 July 2008, ratified by the General meeting of shareholders of 28 May 2009**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: **100**

Education :

Chief Engineer of Ponts et Chaussées, graduate of the Ecole Polytechnique and the Ecole Nationale des Ponts et Chaussées

Current mandates and duties:

Chairman and Chief Executive Officer of Groupe Eurotunnel (GET SA) - a French listed limited company

Président-Directeur général du groupe Eurotunnel (GET SA), société anonyme cotée, depuis 2005

Mandates and duties completed over the last five years:

None

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| CHRISTINE JANODET |
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Date of birth: **29 September 1956**

Nationality: **French**

Non-voting Board member of Aéroports de Paris

Date of first appointment: **General meeting of shareholders of 28 May 2009**

Start date of current mandate: **15 July 2009**

Duration of the term: **5 years**

Number of shares in the Company: **20**

Education:

- Higher Diploma in Marketing
- License Educational Sciences

Current mandates and duties :

- Mayor of Orly
- Departmental Councillor for Val de Marne

Mandates and duties completed over the last five years:

- Deputy Mayor of Orly from 2008 to 2009
- Director of the Orly Centre for Social and Professional Integration from 1982 to 2009
- Operations Manager for the Mayor of Orly from 2006 to 2008

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| BERNARD IRION |
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Date of birth: **18 mars 1937**

Nationality: **French**

Non-voting Board member of Aéroports de Paris

Date of first appointment: **General meeting of shareholders of 28 May 2009**

Start date of current mandate: **15 July 2009**

End of mandate: **resignation as of 1st December 2013**

Duration of the term: **5 years**

Number of shares in the Company: **300**

Education:

- Engineer of des Ponts et Chaussées, graduate of the Ecole Polytechnique and the Ecole Nationale des Ponts et Chaussées,
- Graduate of the Institut d'Etudes Politiques de Paris

Current mandates and duties :

- Vice-Chairman of the Paris Departmental Chamber of Commerce and Industry (CCI-Paris)
- Director of F4 - a French limited company
- Director and permanent representative of CCIP to SAEMES, a French limited company
- Director and representative of CCIP to SEMAVIP (Société d'Economie Mixte Ville de Paris) - a French limited company
- Director and Vice Chairman of SIPAC (Société Immobilière du Palais des Congrès) (CCIP Group) - a French limited company
- Member of the STIF economic committee as representative of the CRCI (Chambre Régionale de Commerce et d'Industrie), the public transport partners authority

Mandates and duties completed over the last five years:

- Director of CITER (a French limited company) from 2002 to 2010
- Director of Aéroports de Paris from 1999 to 2009
- Director and Chairman of Société d'Exploitation du Parc Expo Nord Villepinte (a French limited company) from 1998 to 2008
- Director and Chairman of Société d'Exploitation du Parc Expo Nord Le Bourget (a simplified joint stock company) from 2003 to 2008