



Aéroports de Paris
A French limited company with capital of €296,881,806
Registered office: 1 rue de France
93290 – Tremblay en France
Bobigny T.C.R. B 552 016 628

REPORT FROM THE BOARD OF DIRECTORS
TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF 20 MAY 2019
- DESCRIPTION OF DRAFT RESOLUTIONS -

At its meeting of 27 March 2019, the Board of Directors of the Company decided to call an Ordinary General Meeting in order to submit the following agenda:

- Approval of the company financial statements for the year ended 31 December 2018
- Approval of the consolidated financial statements for the year ended 31 December 2018
- Allocation of income for the year ended 31 December 2018 and setting of the dividend
- Approval of agreements entered into with the French government covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the Cité de l'Architecture et du Patrimoine covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the Institut Français covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of agreements entered into with SNCF Réseau and the Caisse des Dépôts et Consignations covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of agreements entered into with SNCF Réseau covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of agreements entered into with the company Gestionnaire d'Infrastructure CDG Express covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the company Gestionnaire d'Infrastructure CDG Express and SNCF Réseau covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the French government, the company Gestionnaire d'Infrastructure CDG Express, SNCF Réseau, the Caisse des Dépôts et Consignations and BNP Paribas covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of agreements entered into with the Musée d'Orsay et de l'Orangerie covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with Atout France covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the Musée du Louvre covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with Société du Grand Paris covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the Établissement Public du Château, du musée et du domaine national de Versailles covered by Articles L. 225-38 et seq. of the French Commercial Code

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Aéroports de Paris, French Limited Company with a capital of 296 881 806 euros ♦ Companies Register N° 552 016 628 RCS Bobigny ♦ APE code 52.23Z

- Approval of an agreement entered into with the RATP covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the Institut pour l'innovation Economique et Sociale covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the company Média Aéroports de Paris covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with TAV Construction and Hervé covered by Articles L. 225-38 et seq. of the French Commercial Code
- Approval of an agreement entered into with the French government and SNCF Réseau covered by Articles L. 225-38 et seq. of the French Commercial Code
- Authorisation to be granted to the Board of Directors to trade in, subject, where applicable, to the provisions of Article L. 6323-1 of the French Transportation Code, the shares of the Company under Article L. 225-209 of the French Commercial Code
- Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid or allocated for the year ended on 31 December 2018 to Mr Augustin de Romanet, Chairman and Chief Executive Officer
- Approval of the principles and criteria for determining, distributing and assigning the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer
- Ratification of the co-opting of Mr Christophe Mirmand as a director
- Reappointment of Mr Augustin de Romanet de Beaune as a director
- Reappointment of Mr Jacques Gounon as a director
- Reappointment of the company VINCI as a director
- Reappointment of the company Prédica Prévoyance Dialogue du Crédit Agricole as a director
- Reappointment of Ms Jacoba Van der Meijs as a director
- Appointment of Mr Dirk Benschop as a director
- Appointment of Ms Fanny Letier as a director
- Reappointment of Ms Christine Janodet as a non-voting board member
- Reappointment of Ms Anne Hidalgo as a non-voting board member
- Appointment of Ms Valérie Péresse as a non-voting board member
- Appointment of Mr Patrick Renaud as a non-voting board member
- Powers to carry out formalities.

1. Company financial statements and consolidated financial statements for the year ended 31 December 2018 (resolutions N°s 1 and 2)

The company annual financial statements for the year ended on 31 December 2018, the consolidated annual financial statements for the year ended on 31 December 2018, their respective appendices and the management report covering these financial statements were adopted during the meeting of the Board of Directors of 27 March 2019, pursuant to paragraph I of Article L. 232-1 of the French Commercial Code.

The net company profit of Aéroports de Paris for the 2018 financial year stands at €563,693,847.22

The consolidated net profit – attributable to the Group – for the 2018 financial year stands at €609,997,000 .

The main elements making up this income are described in the management report by the Board of Directors to the General Meeting of Shareholders on 20 May 2019.

The overall amount of expenses and charges that are not deductible from corporation tax, as

set out by paragraph 4 of Article 39 of the French General Tax Code, for the year ended on 31 December 2018 stands at €282,677.90 and represents tax of €97,326.

The overall rate of corporation tax is 34.43% (this includes the social contribution on corporation tax provided for in Article 235 ter ZC of the French General Tax Code).

It should be understood that the amount of expenses and charges that are not deductible from the aforementioned corporation tax corresponds exclusively to the reversal of the depreciation of the private cars that Aéroports de Paris uses, either in the form of long-term leases or fully owned.

You are requested to approve these company and consolidated annual financial statements pursuant to Article L. 225-100 of the French Commercial Code.

The report on corporate governance and the report of the Statutory Auditors on this document are also at your disposal.

2. Allocation of income from the year ended on 31 December 2018 and setting the dividend (resolution N° 3)

You are requested to decide on the allocation of profit for the year ended on 31 December 2018 and to set the dividend to be paid.

The balance sheet for the year ended on 31 December 2018 shows a net profit of €563,693,847.22.

As the legal reserve was funded at 10% of the share capital, the distributable profit, after taking into account the retained earnings of €1,356,242,175.18 and before charging the interim dividend paid on 10 December 2018, stands at €1,919,936,022.40.

It is proposed to pay a dividend of €3.70 per share with the right to dividends for the year ended on 31 December 2018 (representing a maximum total dividend of €366,154,227.40) and allocate the balance resulting from the distribution to retained earnings. In view of the interim dividend of €0.70 per share paid on 10 December 2018 representing €69,266,049.30, the balance of the dividend payable for the year ended on 31 December 2018 comes to €3.00 per share, i.e. a maximum amount of €296,881,806.

The balance of the dividend will be paid on 11 June 2019.

If, when the balance of the dividend is paid, the Company holds some of its own shares, the profit corresponding to the dividends not paid and due to these shares will be allocated to the "retained earnings" account.

When this dividend is paid to shareholders who are natural persons domiciled for tax purposes in France, it is subject in principle to a single lump-sum withholding at an overall rate of 30% including (i) income tax at a rate of 12.8%, and (ii) social-security deductions (CSG-CRDS) of 17.2%.

In accordance with the obligation to provide information defined by Article 243 bis of the French General Tax Code, it should be noted that the total amount of the dividend of €3.70 per share (including the interim dividend of €0.70 per share already paid on 10 December 2018) for the year ending 31 December 2018, will be eligible for the allowance of 40% to the benefit of natural persons who are domiciled for tax purposes in France, provided for in sub-paragraph 2 of paragraph 3 of Article 158 of the French General Tax Code.

The option to apply the progressive income tax scale is annual, express, irrevocable and global. It therefore applies to all revenue, net gains, profits and receivables falling within the field of application of the single lump-sum withholding for a given year (*namely, essentially to interest, dividends and capital gains on the sale of securities*).

By way of reminder, the dividends paid for the previous three years were as follows:

Financial years	Date of distribution of the balance of the dividend	Overall dividend eligible for the 40% rebate provided for in subparagraph 2 of paragraph 3 of Article 158 of the French General Tax Code.	Dividend not eligible for the 40% rebate
In respect of the financial year ended 31 December 2017	8 June 2018	€342,403,682.92 representing a dividend of €3.46 per share	nil
In respect of the financial year ended 31 December 2016	9 June 2017	€261,255,989.28 representing a dividend of €2.64 per share	nil
In respect of the financial year ended 31 December 2015	2 June 2016	€258,287,171.22 representing a dividend of €2.61 per share	nil

3. Approval of agreements entered into by Aéroports de Paris that are covered by Articles L. 225-38 et seq. of the French Commercial Code (resolutions N^{os}. 4 to 21)

The fourth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, two agreements entered into with the French government that are covered by Article L.225-38 of the French Commercial Code.

- Agreement entered into on 15 October 2018 with the French Ministry for the Environmental and Solidarity Transition – French Civil Aviation Authority (DGAC)

The purpose of this agreement is to determine the arrangements and terms and conditions for the leasing of buildings by Aéroports de Paris to the DGAC pursuant to Article 49-II of the Aéroports de Paris specifications.

It provides for rental discounts of 40% in the terminals, 20% outside the terminals, 10% on land and 10% on parking associated with buildings.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

The justification for this agreement is the obligation upon Aéroports de Paris to make available to the French government's departments and public establishments, any land that belongs to it on which a building assigned to the government is located.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 18 October 2017, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

- Agreement entered into on 26 July 2018 with the French Ministry for the Environmental and Solidarity Transition – Ile-de-France regional and interdepartmental installations and planning department (DRIEA IF) – Ile-de-France highways department (DIRIF).

This agreement consists of a settlement agreement whose purpose is to ensure payment to Aéroports de Paris for services provided as part of the works required to make road tunnels safe and carried out on behalf of the DRIEA IF and DIRIF.

The DRIEA IF and DIRIF undertake to pay Aéroports de Paris compensation in the amount of €384,089 excluding tax, representing the transfer cost of the works and installations whose ownership has been transferred to DRIEA IF/DIRIF.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in terms of benefiting from an order to enforce payment of services carried out on behalf of DRIEA IF/DIRIF.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 27 June 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The fifth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the Cité de l'Architecture et du Patrimoine that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement signed on 1 June 2018 is to agree the arrangements for a donation from Aéroports de Paris to the Cité de l'Architecture et du Patrimoine of an architectural façade feature, a work by Edouard Albert (a feature from Building 363 at Paris-Orly Airport, which was demolished in 2014).

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in terms of participating in protecting and preserving the French architectural heritage.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 20 December 2017, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The sixth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the Institut Français that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement signed on 27 July 2018 is to determine the arrangements for a sponsorship in the amount of €25,000 in favour of the Institut français as part of the programming for the "France-Israel Season", focusing on innovation, creation and youth.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in terms of participating in international development strategy, highlighting its activities and expertise in France and abroad, and benefiting from significant services and visibility.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 27 June 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The seventh resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, agreements entered into with SNCF Réseau and the Caisse des dépôts et consignations that are covered by Article L.225-38 of the French Commercial Code.

- Articles of Association of the company Gestionnaire d'infrastructure CDG Express signed on 5 October 2018.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 24 July 2017, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

- Shareholder agreement of the company Gestionnaire d'infrastructure CDG Express signed on 8 February 2019.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 24 July 2017, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

- Amendment N°. 4 of the memorandum of understanding concluded on 21 June 2018 between Aéroports de Paris, SNCF Réseau and the Caisse des Dépôts et Consignations. You are reminded that the purpose of this memorandum of understanding is to finance the studies, works and other preparatory expenditures for the CDG Express project.

This amendment increases the amount of the financing budget and represents a commitment of €110,000,000 before tax for Aéroports de Paris.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 20 December 2017, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The eighth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, agreements entered into with SNCF Réseau that are covered by Article L.225-38 of the French Commercial Code.

- Technical assistance agreement signed on 19 April 2018;
- Three railway security assignment agreements signed on 20 February 2018, 10 April 2018 and 20 June 2018;
- Works monitoring agreement; L2 zone clearance/felling and enclosure signed on 1 March 2018;
- Agreement to access and use SNCF Réseau's specifications system signed on 12 March 2018.

These agreements assign to SNCF Réseau services ensuring that the works carried out by Aéroports de Paris, as part of the CDG Express project, comply with technical and safety standards.

The details of these related party agreement are presented in the special report of the Statutory Auditors.

These agreements are advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

These agreements were the subject of a prior authorisation by the Board of Directors meeting of 22 February 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The ninth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, two agreements entered into with the company Gestionnaire d'Infrastructure CDG Express that are covered by Article L.225-38 of the French Commercial Code.

- Design/construction agreement signed on 8 February 2019.

The purpose of this agreement is to agree the terms and conditions for the execution by Aéroports de Paris of the design and construction works as part of the CDG Express project for a total of €205,000,000 before tax.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 16 October 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

- Credit agreement signed on 21 February 2019 by Aéroports de Paris for the company Gestionnaire d'Infrastructure CDG Express.

The purpose of this agreement is to define the terms and conditions of a reimbursable advance granted by Aéroports de Paris to the company Gestionnaire d'Infrastructure CDG Express, in the form of a non-revolving credit of €150,000,000.

This advance will be available for use from the date the link is commissioned, in the event that the operating revenue is insufficient to service the debt contracted by the company Gestionnaire d'Infrastructure CDG Express with the French government and the associated fees and commissions.

If the advance is used, no dividend may be paid to the shareholders until the advance has been completely repaid.

The outstanding advance is meant to be repaid under all circumstances (including in the event of termination and forfeiture).

A rendezvous clause will take effect every 5 years, starting from the review clause in 2030, in order to define the terms and conditions for partially or wholly keeping this advance in place in accordance with the project's results.

The interest rate associated with the repayment of the advance is 3.6%.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 21 November 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The tenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the company Gestionnaire d'Infrastructure CDG Express and SNCF Réseau that is covered by Article L.225-38 of the French Commercial Code.

This agreement signed on 8 February 2019 is an interface agreement whose purpose is to structure the relationships between the parties in the context of executing the CDG Express works.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 16 October 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The eleventh resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the company Gestionnaire d'Infrastructure CDG Express, SNCF Réseau Caisse des Dépôts et Consignations and BNP Paribas that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement signed on 11 February 2019 is to agree the terms and conditions of the equity contributions made by the shareholders of the company Gestionnaire d'Infrastructure CDG Express.

Aéroports de Paris undertakes to deliver a maximum contribution of €145,000,000 to the company capital of Gestionnaire d'Infrastructure CDG Express.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in advancing the development of CDG Express, a major project for Aéroports de Paris.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 21 November 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The twelfth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, agreements entered into with the Musée d'Orsay et de l'Orangerie that are covered by Article L.225-38 of the French Commercial Code.

- Amendment to a sponsorship agreement for featuring a "Welcome to Paris" exhibition at Paris-Charles de Gaulle Airport.

The purpose of this amendment signed on 23 July 2018 is to extend the term of a sponsorship agreement dated 23 February 2016 by 5 months.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This amendment is advantageous in that it extends the exhibition of works presented at Paris-Charles de Gaulle Airport, contributing to the implementation of the Aéroports de Paris cultural strategy to offer airport passengers the warmest possible welcome.

The amendment was the subject of a prior authorisation by the Board of Directors meeting of 27 June 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

- Sponsorship agreement to feature a "Welcome to Paris" exhibition at Paris-Charles de Gaulle Airport.

The purpose of this agreement signed on 14 January 2019 is to sponsor the "Welcome to Paris" exhibition for a period of 2 years. This exhibition is at Paris-Charles de Gaulle Airport.

The Aéroports de Paris contribution is valued at €99,880 before tax.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in that it helps promote the cultural strategy introduced by Aéroports de Paris to offer airport passengers the best possible welcome.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 12 December 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The thirteenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the Atout France that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement signed on 19 July 2018 is to agree a framework and establish the principles for a collaboration between Aéroports de Paris and Atout France for the 2018-2021 period. In particular, it defines the main areas for cooperation, which are to be set out in action plans prepared every year.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in that it:

- raises the awareness of institutional and private stakeholders of the benefits of aerial connectivity by consolidating the "Air connectivity observatory";
- increases the attractiveness of France as a destination and of its airports through communication and promotional operations;
- jointly develops support activities for new major intercontinental air routes.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 27 June 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders. Mr Augustin de Romanet also did not take part in the vote.

The fourteenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the Musée du Louvre that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement, which was signed on 28 August 2018, is to agree the

arrangements for a sponsorship with the Musée du Louvre covering the organisation, within the Paris-Orly Airport disembarkation corridor, of a Musée du Louvre exhibition and providing for reciprocal commitments between the parties.

The Aéroports de Paris contribution is valued at €63,000 before tax.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in that it contributes to the development of the cultural strategy put in place by Aéroports de Paris and passenger involvement at their destination so that "*art is also part of the journey*".

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 30 July 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The fifteenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with Société du Grand Paris that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement signed on 30 November 2018 is to transfer to Société du Grand Paris land and buildings to construct the future Line 17 station at Paris-Le Bourget Airport for the amount of €4,745,460.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in that it contributes to provide a metro service for Paris-Le Bourget Airport and receive compensation for this transfer assessed by the Direction Nationale d'Intervention Domaniale.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 16 October 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The sixteenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the Établissement Public du Château du musée et du domaine national de Versailles that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement, which was signed on 4 January 2019, is to agree the terms and conditions for sponsoring a project entitled "*A place at the Royal Table*" implemented as part of the 2018 European Year of Cultural Heritage by the Versailles "Établissement Public du Château, du Musée et du Domaine National".

The Aéroports de Paris donation is €40,000 before tax.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in that it contributes to the development of the cultural strategy put in place by Aéroports de Paris and provides visibility as a patron of the exhibition.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 12 December 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

The seventeenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the RATP that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement, which was signed on 18 October 2018, is to transfer to Aéroports de Paris, temporarily, the role of contracting authority for part of the equipment and works of the tramway that belongs to RATP. This temporary transfer is made necessary by works to underpin, waterproof and strengthen bridge N°. 2 at Paris-Orly airport, carried out partly within the footprint of the tramway.

Aéroports de Paris is financing all of the costs incurred by RATP in carrying out the studies and works that are the object of the delegated contracting authority role as well as the additional costs that would be related to carrying out the works and that are directly related to the site of the operations (e.g. replacement bus service).

The amount of the agreement is a total of €151,479 before tax. Added to this, as required, are the expenses related to communications, consignment and deployment of a replacement bus service in accordance with the number of periods that will be necessary to carry out the services up until the end of the project.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in that it allows the refurbishment and strengthening of aeronautical bridge N° 2, which supports runway 3 at Paris-Orly Airport.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 16 October 2018, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders or Mr Augustin de Romanet.

The eighteenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the Institut pour l'Innovation Economique et Sociale that is covered by Article L.225-38 of the French Commercial Code.

This purpose of this agreement signed on 17 December 2018 is to agree the arrangements for sponsoring the Institut pour l'Innovation Économique et Sociale.

Under this agreement, Aéroports de Paris undertakes to make a donation of €50,000.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

For Aéroports de Paris, this agreement is advantageous in that it furthers the development of an endowment fund, of which Aéroports de Paris is a founder member, and whose work may be very helpful both technically and image-wise.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 16 October 2018, noting that Mr Augustin de Romanet did not take part in the vote

The nineteenth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the company Média Aéroports de Paris that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement, which was signed on 16 October 2018, is to agree the arrangements for the sponsorship by Média Aéroports de Paris of an event organised at

Paris-Orly Airport in order to enable start-ups to meet with a target audience.

For Aéroports de Paris, this agreement is advantageous in that ADP benefits free of charge from the dissemination of a communication campaign for the "Airport Start-up Day" event on screens located inside its airports.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 16 October 2018, noting that Mr Augustin de Romanet did not take part in the vote.

The twentieth resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with TAV Construction and Hervé that is covered by Article L.225-38 of the French Commercial Code.

This amendment signed on 14 September 2016, modifies the works contract entered into with the TAV and Hervé consortium that was authorised by the resolution of the Board of Directors meeting dated 19 February 2015.

The purpose of this amendment is to pay for modification requests by Aéroports de Paris comprising programme changes, improving construction site supervision, and the modification of the partial deadlines for executing the registered office works.

All of these modifications valued at €4,590,000 before tax increase the contract amount of €87,867,995 before tax to €92,457,995 before tax.

The details of this related party agreement are presented in the special report of the Statutory Auditors.

This agreement is advantageous in that it builds a contractual framework for modifications to the works contract in progress.

The agreement was the subject of a prior authorisation by the Board of Directors of 14 February 2019, noting that Mr Augustin de Romanet, who was a director of TAV Construction when this agreement was concluded, did not take part in the vote.

The twenty-first resolution is intended to submit for your approval, in accordance with Article L. 225-40 of the French Commercial Code, an agreement entered into with the French government and SNCF Réseau that is covered by Article L.225-38 of the French Commercial Code.

The purpose of this agreement is to extend the duration of the shareholders' agreement for CDG Express Etudes S.A.S. This agreement, which was signed on 16 May 2014 after being authorised by the Board of Directors meeting of 26 March 2014, establishes the terms and conditions for the cooperation between the French government, SNCF Réseau and Aéroports de Paris within CDG Express Etudes.

Article 8 of the shareholders' agreement is renewable with the consent of the parties.

The Board of Directors meeting of 14 December 2016 authorised the extension of the term of the company's life and this shareholders' agreement until 31 December 2017, a decision adopted on 29 December 2016.

The Board of Directors meeting of 17 October 2017 authorised the extension of the term of the company's life and this shareholders' agreement until 31 December 2018, a decision adopted on 30 October 2017 by the partners in CDG Express Etudes.

These decisions were adopted because of a change in the project schedule.

Indeed, the studies carried out by CDG Express Etudes must be repurchased by Gestionnaire de l'infrastructure CDG Express.

However, as the latter company was only formed in October 2018, it has been necessary to extend the life of CDG Express Etudes to allow this repurchase to take place.

This extension is advantageous for Aéroports de Paris, as a shareholder of CDG Express Etudes, in that the latter will sell its studies to the future project company before it is itself wound up. Failure to do so would lead to the tax authority calling into question the company's right to a VAT deduction, and it therefore being obliged to repay the VAT credit received.

The agreement was the subject of a prior authorisation by the Board of Directors meeting of 18 October 2017, noting that the director representing the French government did not participate in the vote, neither did those nominated by the government and appointed by the General Meeting of Shareholders.

4. Authorisation to be granted to the Board of Directors to trade in, subject, where applicable, to the provisions of Article L. 6323-1 of the French Transportation Code, the shares of the company under Article L. 225-209 of the French Commercial Code (resolution N° 22)

Under the authorisation given by your General Meeting of Shareholders of 4 May 2018, the Board of Directors has implemented the buyback programme by means of:

- a liquidity contract entered into between Aéroports de Paris and an investment services provider; to implement this contract, the Board of Directors, at its meeting of 22 February 2018, decided to allocate €35 million to the liquidity account;
- authorisations to acquire shares allocated to an investment services provider acting independently, the shares thus acquired having been fully allocated or sold to employees.

The information specified in Article L. 225-211 of the French Commercial Code for transactions carried out by the company on its own shares is given in the management report (in particular: the number of shares bought and sold during the year, average prices of purchases and sales, amount of trading fees, number of shares registered in the name of the company at the closure of the financial year, their value evaluated at the purchase price, their nominal value for each intended purpose, the number of shares used, any re-allocations, reasons for the acquisitions made and the fraction of the capital that they represent).

It is proposed that you renew the authorisation given to the Board of Directors to decide (subject, where applicable, to the provisions of Article L. 6323-1 of the French Transport Code in the version in force at the date of implementation of this authorisation) to implement a share buyback programme to purchase, have purchased, dispose of or transfer shares of the company pursuant to Articles L. 225-209 et seq. of the French Commercial Code, European Regulation N°596/2014 of the European Parliament and Council dated 16 April 2014 and the General Regulations of the French financial markets authority (AMF), notably in view of:

- the stimulation of the secondary market or the liquidity of the Aéroports de Paris share, by an investment services provider acting independently under a liquidity contract compliant with the market practice accepted by the AMF in its decision N° 2018-01 of 2 July 2018; or
- the allocation or sale of shares to employees, in respect of their participation in the benefits of the company's expansion or the implementation of any company or group savings plan (or equivalent thereof) under the conditions laid down in law; or
- the free allocation of shares under the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code; or
- the implementation of any company stock option plan under the provisions of Articles L. 225-177 et seq. of the French Commercial Code, or any similar plan; or

- the cancellation of all or part of the shares thus bought, subject to authorisation to reduce the share capital granted by the Extraordinary General Meeting; or
- the remittance of shares when exercising rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a bond or in any other manner; or
- the retention and subsequent remittance of shares (for payment, exchange, contribution or other) in the context of external growth, merger, de-merger or contribution operations.

This programme is also intended to enable the company to trade in the shares of the Company for any other purpose authorised or that may be authorised in law or by the regulations in force or to implement any market practice accepted by the AMF and, more generally, to carry out any other transaction in accordance with the regulations in force. In this event, the Company would issue a statement to inform its shareholders. These transactions may be carried out at any time in compliance with all applicable regulations.

The purchases of the Company's shares may concern a number of shares such that, on the date of each repurchase, the total number of shares bought by the Company from the beginning of the programme does not exceed 5% of the shares composing the capital of the Company.

It should also be noted that, in compliance with the law, the Company may never hold a number of shares representing more than 10% of its share capital.

The maximum purchase price per share would be €255, excluding acquisition costs, for purchases made under the liquidity contract, and €210, excluding acquisition costs, for other transactions in the programme.

The acquisition, disposal or transfer of shares may be carried out at any time within the limits authorised by the legal and regulatory provisions in force, and by any means, on one or more occasions, notably on regulated markets, multilateral trading systems or over-the-counter, including by acquisition or disposal of blocks, by public offer to purchase, sell or exchange, or by the use of options or other traded financial contracts or by remittance of shares following the issue of securities giving access to the capital of the Company by conversion, exchange, redemption, exercise of a warrant or in any other manner, either directly or indirectly through the intermediary of an investment services provider (without limiting the share of the buyback programme that may be implemented by any of these means), or in any other manner.

The maximum amount that the Company may allocate to this share buyback programme may not exceed €550 million.

This authorisation would be granted to the Board of Directors for a period of eighteen months from the date of the General Meeting of Shareholders. As of the date of the General Meeting of Shareholders, this authorisation would cancel the prior delegation with the same purpose granted to the Board of Directors by the General Meeting of Shareholders of 4 May 2018 with regard to the unused part and for the period not yet elapsed.

5 Approval of the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid or allocated for the year ended on 31 December 2018 to Mr Augustin de Romanet, Chairman and Chief Executive Officer (resolution N° 23)

We would ask you to rule on the fixed, variable and exceptional elements composing the total compensation and benefits of any kind paid or allocated for the year ended on 31 December 2018 to Mr Augustin de Romanet, Chairman and Chief Executive Officer.

In euros

2018

Presentation

	Amounts submitted to the vote	
Fixed compensation	350,000 (amount paid)	
Annual variable compensation (amount to be paid after approval by the 2019 General Meeting of Shareholders)	100,000	2018 criteria and weighting quantitative: Group EBITDA (25%), Group ROCE including TAV Airport (20%), rate of satisfaction of passengers at departure (10%) and qualitative: policy on attractiveness and welcome in favour of airlines and passengers, notably the CDG Express project (10%), corporate social responsibility, including managerial engagement and employee safety (10%), strategy and management of subsidiaries and equity investments (25%)
Deferred/multi-year variable compensation	nil	
Exceptional compensation	nil	
Directors' attendance fees	nil	
Benefits in kind	6,165	Company car
Total compensation for the financial year	456,165	
Valuation of options allocated during the year	nil	
Valuation of performance shares allocated during the year	nil	
Severance compensation	nil	
Non-competition compensation	nil	
Supplementary pension scheme	nil	

The amount of fixed compensation is unchanged. The objectives determining the amount of the variable portion were achieved respectively at: 110 % for the quantitative objectives (including Group EBITDA = 110%, Group ROCE = 110%, customer satisfaction = 110%) and 109% for the qualitative objectives (including welcome and attractiveness policy = 110%, corporate social responsibility = 80%, strategy and control of subsidiaries and equity investments = 120%).

The Chairman and Chief Executive Officer benefits from a death/disability contract as well as the individual accident policy for employees of Aéroports de Paris.

In accordance with the provisions of Article 3 of decree N° 53-707 dated 9 August 1953, as amended, relating to the French government's control of national companies and certain organisations with an economic and social purpose, all the components of the Chairman and Chief Executive Officer's compensation were submitted for the approval of the Minister of the Economy. Pursuant to this decree, the compensation components (excluding benefits in kind and allowances) are subject to an overall gross ceiling of €450,000. The compensation components with respect to the activity for the year ended 31 December 2018, of Mr Augustin de Romanet, as adopted by the Board of Directors at its meeting on 14 February 2019, were submitted for the approval of the Minister of the Economy.

6 Approval of the principles and criteria for determining, distributing and assigning the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer (resolution N° 24).

Pursuant to Article L. 225-37-2 of the French Commercial Code, you are asked to approve the principles and criteria for determining, distributing and assigning the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer. The objectives are set annually in the light of those of the Company and the Group, on the basis of Economic Regulation Agreement and the Connect 2020 strategic plan, according to a structure that distinguishes between quantitative, both financial and non-financial, and qualitative objectives. This information can be found in the report stipulated by Article L. 225-37-2 of the French Commercial Code which specifies that the payment of the variable elements of compensation is subject to the approval of the General Meeting of Shareholders to be held in 2020 to approve the financial statements of the financial year ended 31 December 2019.

	2019	
In euros	Amounts	
Fixed compensation	350,000	Unchanged since 2012
Annual variable compensation (maximum amount) (amount to be paid after approval by the 2020 General Meeting of Shareholders)	100,000	<p>2019 criteria and weighting quantitative: Group EBITDA (25%), Group ROCE (15%), rate of satisfaction of passengers at departure (10%)</p> <p>and qualitative:</p> <ul style="list-style-type: none"> - involvement in the future privatisation process provided for by the PACTE law, by ensuring, in particular, the commitment of management and of the body corporate (20%); - Groupe ADP's policy on attractiveness and welcome in favour of airlines and passengers, notably by continuing the CDG Express project and launching the T4 terminal project consultation process (10%); - corporate social responsibility, including management commitment and employee safety (10%): define and progress the different elements of the corporate commitment of Aéroports de Paris : governance, environment, human capital, procurement – customers, societal; make CSR a driver of Group; take action to prevent workplace accidents; - strategy and oversight of subsidiaries and equity interests (10%): managing the international strategy and investments, in particular by supporting TAV following the end of the Istanbul Atatürk concession and the continuation and finalisation of the TAV and AIG integration projects.
Deferred/multi-year variable compensation	nil	
Exceptional compensation	nil	
Directors' attendance fees	nil	
Benefits in kind	According to URSSAF rules on the benefit	Company car
Total compensation for the financial year	450,000 + benefits in kind	
Valuation of options allocated during the year	nil	

Valuation of performance shares allocated during the year	nil
Severance compensation	nil
Non-competition compensation	nil
Supplementary pension scheme	nil

The amount of fixed compensation and the maximum amount of the variable portion are unchanged. The quantitative and qualitative objectives each have a weighting of 50% within the total variable portion.

The Chairman and Chief Executive Officer benefits from a company car, a death/disability contract as well as the individual accident policy for employees of Aéroports de Paris.

In accordance with the provisions of Article 3 of decree N° 53-707 dated 9 August 1953, as amended, relating to the French government's control of national companies and certain organisations with an economic and social purpose, all the components of the Chairman and Chief Executive Officer's compensation were submitted for the approval of the Minister of the Economy. By virtue of this decree, the compensation components (excluding benefits in kind and allowances) are subject to an overall gross ceiling of €450,000. The compensation components with respect to the activity of the Chairman and Chief Executive Officer, adopted by the Board of Directors of 12 December 2018, were approved by the Minister of the Economy on 10 January 2019.

7 Ratification of the co-opting of Mr Christophe Mirmand as a director (resolution N° 25)

It is therefore proposed that you ratify, pursuant to Article L. 225-24 of the French Commercial Code, the co-option of Prefect Christophe Mirmand, Secretary General of the Ministry of the Interior, in the capacity of director. He was co-opted at the meeting of the Board of Directors of 24 January 2019, at the proposal of the French government, to replace Mr Denis Robin, who has resigned, and for the remainder of his term of office, i.e. until the General Meeting of Shareholders called to approve the financial statements of the financial year ended 31 December 2021.

Prefect Christophe Mirmand has held several positions within the Ministry of the Interior and has been prefect of various departments and regions. His expertise, particularly in the fields of public security, and his in-depth knowledge of the Ministry of the Interior, are an essential asset which serves to illuminate and enhance the discussions of the Board of Directors.

Prefect Christophe Mirmand, a director proposed by the French government, represents the interests of the French government in its capacity as a shareholder (Article 6 III of order N° 2014-948 of 20 August 2014) and cannot be classed as an independent director in the light of the criteria set by the AFEP-MEDEF Code.

Mr Christophe Mirmand's CV is also attached in the appendix to this report.

8 Reappointment and appointment of directors (resolutions N°s 26 to 32)

Article 13 of the Articles of Association of Aéroports de Paris states that the terms of office of directors appointed by the General Meeting of Shareholders of 15 May 2014 end at the conclusion of the General Meeting of 20 May 2019. The terms of office in question are those of Mr Augustin de Romanet de Beaune, Mr Jacques Gounon, the company VINCI, the company Prédica Prévoyance Dialogue du Crédit Agricole, Ms Jacoba Van Der Meijs and Mr Jos Nijhuis.

The role of Chairman and Chief Executive Officer of Aéroports de Paris performed by Mr Augustin de Romanet de Beaune since 29 November 2012 automatically ends with the end of his term of office as a director. The Board of Directors of the Company has decided to propose that you renew his term of office as a director of Aéroports de Paris with a view to him being reappointed as Chairman and Chief Executive Officer.

For the shareholders of Aéroports de Paris, this combining of the roles provides increased cohesion between strategy and operating activities in a changing environment. The members of the Board of Directors considered that combining the roles of Chair and of Chief Executive Officer is appropriate in the context of our company. The Board of Directors confirmed this choice by proposing that the General Meeting of Shareholders of 11 May 2017 record this choice in the Company's Articles of Association. The limitations on the power of the Chief Executive Office agreed by the Board of Directors, effectively ensures a balance between the executive corporate officer and the Board of Directors, while preserving the flexibility and responsiveness required in administering and managing the Company and complying with governance best practices.

The twenty-sixth resolution proposes that you renew the term of office of Mr Augustin de Romanet de Beaune. Since joining Aéroports de Paris, he has in fact demonstrated his ability to develop the Company and its model to the benefit of all of its stakeholders. Under his management, a large number of projects have been launched, successfully completed or accelerated: the CDG Express link project, the improvement in the quality of service for passengers, the Economic Regulation Agreement (2016-2020) and its major infrastructure works for a total amount of more than €4 billion in investments and also, internationally, the acquisition of a majority interest in and full consolidation of TAV Airport and AIG. In 2018, Groupe ADP became the leading airport operator in the world. The financial results are robust and the 191.19% increase in the share price, increasing from €58.14 (price at 28 November 2012) to €169.30 (price at 11 March 2019) demonstrates the confidence of shareholders.

As the executive corporate officer of the Company, Mr Augustin de Romanet de Beaune cannot be considered to be an independent director.

With regards to the future, Mr Augustin de Romanet de Beaune's intention is to devote all of his energy into the long-term development of Groupe ADP, both for the Paris airports and internationally, by focusing simultaneously on operational excellence, the continuous improvement of the passenger experience and exemplary corporate social responsibility, in particular with regards to our stakeholders, regions, employees and customers. These elements justify our continuing confidence.

The twenty-seventh resolution proposes that you renew the term of office of Mr Jacques Gounon, Chairman and Chief Executive Officer of GETLINK Group (formerly Eurotunnel) who has exceptional expertise in the area of major industrial infrastructure and the governance of a major international group. In the light of his skills, Mr Jacques Gounon is Chairman of the Audit and Risk Committee and has always been classed as an independent director.

The twenty-eighth resolution proposes that you renew the term of office of the company VINCI, shareholder of 8% the capital of Aéroports de Paris. Vinci Group's presence, as an operator of transport concessions and infrastructure and also within the airport sector, is an irrefutable asset in enhancing the discussions of the Board of Directors. Vinci has not been classed as an independent director because of its significant business relationship with the Company.

The twenty-ninth resolution proposes that you renew the term of office of the company Prédica Prévoyance Dialogue du Crédit Agricole, a shareholder of around 5%, a major French institutional group, which inputs recognised ability in terms of long-term strategic planning. This director is independent.

The thirtieth resolution proposes that you renew the term of office of Ms Jacoba Van der Meijs, Financial Director of Royal Schiphol Group-Nv Luchtaven Schiphol. The thirty-first resolution proposes that you appoint Mr Dirk Benschop, Chairman and Chief Executive Officer Royal Schiphol Group-Nv Luchtaven Schiphol. These two individuals, proposed by the shareholder Royal Schiphol Group-Nv Luchtaven Schiphol, the owner of 8% of the Company's capital, contribute their international experience of operating Amsterdam Airport. As corporate officers of a company that has an Aéroports de Paris employee on its board, they cannot be classed as independent directors.

Finally, Ms Muriel Penicaud resigned her appointment as a director of the Company in May 2017, because of her appointment as Minister of Employment within the French government. Pursuant to Article 6 II of order N° 2014-948 of 20 August 2014, the French government has proposed that your Company's Board of Directors submit to your General Meeting the appointment of Ms Fanny Letier as a director.

In the thirty-second resolution, it is proposed that you appoint Ms Fanny Letier for a term of five years.

This director, proposed by the French government, represents the interests of the French government in its capacity as a shareholder (Article 6 III of the aforementioned order). It cannot comply with the independence criteria of the AFEP-MEDEF Code, by which the Company abides, as the French government is the majority shareholder of Aéroports de Paris.

These new appointments will take effect on the date of the first meeting of the Board of Directors held after the 20 May 2019. They will be for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the annual financial statements of the year in which their term of office expires (i.e. the 2024 General Meeting for the financial statements of the 2023 financial year).

The CVs of the candidates proposed as directors are also attached in the appendix to this report.

9 Reappointment and appointment of four members in an advisory capacity (resolutions N°s 33 to 36)

Article 13 of the Articles of Association of Aéroports de Paris states that the terms of office of non-voting board members, appointed by the General Meeting of Shareholders of 15 May 2014, end at the conclusion of the General Meeting of 20 May 2019. These are the terms of office of Ms Christine Janodet, Ms Anne Hidalgo and Mr Bernard Irion.

The thirty-third to thirty-sixth resolutions propose that you appoint four members in an advisory capacity. To this effect, Article 13 of the Articles of Association stipulate that "If this is proposed by the Board of Directors, the Ordinary General Meeting may appoint no more than four observers (non-voting board members) as advisors to the Company. Members in an advisory capacity may or may not be selected from amongst the shareholders."

This would involve reappointing Ms Christine Janodet, Mayor of Orly, Ms Anne Hidalgo, Mayor of Paris and appointing Ms Valérie Péresse, Chair of the Présidente Ile-de-France Regional Council, and Mr Patrick Renaud, Chair of Roissy Pays de France, an inter-municipal authority partnership. These three non-voting board members, who are committed to the economic development and attractiveness of the Ile-de-France region, will contribute their expertise to the development of the Paris airports.

These new responsibilities will take effect on the date of the first meeting of the Board of Directors held after the 20 May 2019. They will be for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the annual financial statements of the year in which their term of office expires (i.e. the 2024 General Meeting for the financial statements of the 2023 financial year).

The CVs of these individuals are also attached in the appendix to this report.

10 Powers to carry out formalities (resolution N° 37)

In voting on this resolution, the General Meeting of Shareholders is requested to authorise the bearer of an original, an extract or a certified copy of the minutes of the General Meeting of

Shareholders to carry out the legal formalities required, where applicable.

* * *

Information about the Company's situation, provided in accordance with legal requirements, is presented in the management report

We hope that you will approve the different proposals set out in this report and that you will vote for the corresponding resolutions.

* * *

Appendix 1

Information about the candidate directors and non-voting Board members

Ratification of the co-opting of Mr Christophe Mirmand as a director

Mr Christophe Mirmand was appointed as a director proposed by the French government by the Board of Directors at its meeting on 24 January 2019, to replace Denis Robin for the remaining period of his term of office, i.e. until the Ordinary General Meeting of Shareholders called to approve the financial statements for the year ended 31 December 2021.

Christophe Mirmand, non-independent director

Date of birth:
22 July 1961

Nationality:
French

Term of office
5 years

Number of Aéroports de Paris shares held:
0

Education:
Graduate of the École Nationale d'Administration.

Date of first appointment:

Co-opted by the Board of Directors meeting of 24 January 2019, to replace Mr Denis Robin,

Start date of current term of office:

General Meeting of Shareholders of 11 May 2017

OTHER CURRENT OFFICES AND POSITIONS

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

- ◆ Secretary General of the Ministry of the Interior
- ◆ Senior prefect

- ◆ Prefect of the region of Brittany, Prefect of the French Western Civil Defence Area, Prefect of Ille-et-Vilaine, from April 2016 to November 2018
 - ◆ Prefect of Corsica, Prefect of Southern Corsica, from June 2013 to April 2016
-

Reappointment of Mr Augustin de Romanet de Beaune Chairman and Chief Executive Officer of Aéroports de Paris since 29 November 2012

AUGUSTIN DE ROMANET – CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF AÉROPORTS DE PARIS REAPPOINTED BY DECREE ON 24 JULY 2014, NON-INDEPENDENT DIRECTOR

<p>Date of birth: 2 April 1961</p> <p>Nationality: French</p> <p>Term of office 5 years</p> <p>Number of Aéroports de Paris shares held: 300</p> <p>Education: Graduate of the Ecole Nationale d'Administration and of the Institut d'Etudes Politiques de Paris (public service section).</p>	<p>Date of first appointment: Co-opted by the Board of Directors meeting of 12 November 2012, to replace Mr Pierre Graff, ratified by the General Meeting of 16 May 2013</p> <p>Start date of current term of office: 15 July 2014, reappointed by the General Meeting of Shareholders of 15 May 2014</p>
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OTHER CURRENT OFFICES AND POSITIONS

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

OFFICES HELD WITHIN GROUPE ADP

Retail and services segment:

- ◆ Média Aéroports de Paris, a French simplified joint stock company, joint venture with JC Decaux: Chairman and director
- ◆ Société de Distribution Aéroportuaire (SDA), a French simplified joint stock company, joint venture with Lagardère: board member
- ◆ Relay@ADP, a French simplified joint stock company, joint venture with Lagardère: membre of Management Committee

Corporate Foundation:

- ◆ Groupe ADP Foundation: Chairman

OTHER OFFICES HELD:

- ◆ Airport Council International (ACI) Europe, international non-profit association subject to Belgian law: member of the Board of Directors and Executive Committee
- ◆ Régie Autonome des Transports parisiens (RATP), public industrial and commercial establishment: director
- ◆ SCOR, a listed European company:
 - Lead director
 - Chairman of the Compensation and Appointments Committee
 - Chairman of the Crisis Management Committee
 - Member of the Strategic Committee
 - Member of the Corporate Social Responsibility Committee
- ◆ Le cercle des économistes SAS, a French company: member of the Supervisory Board
- ◆ Chairman of the Board of Directors of the Public Establishment of the domaine national de Chambord (France)
- ◆ Atout France, the French Tourism Development Agency, an Economic Interest Grouping: member of the Board of Directors
- ◆ Paris EUROPLACE, an association: Chairman of the Board of Directors
- ◆ The Institut pour l'Innovation Économique et Social, an endowment trust: director

OFFICES HELD WITHIN GROUPE ADP

TAV Group, Turkish limited companies governed by

Turkish law:

- ◆ TAV Havalimanlari Holding A.S. (TAV Airports), company listed in Turkey, from January 2013 to July 2017: 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), from February 2013 to July 2017: Director and Vice-Chairman of the Board of Directors
- ◆ TAV Tepe Akfen Yatirim Insaat Ve Isletme A.S. (TAV Construction - *Subsidiary of Tav Yatirim Holding*), from February 2013 to July 2017: Director and Vice-Chairman of the Board of Directors

Royal Schiphol Group, a limited company subject to

Dutch law:

- ◆ Member of the Supervisory Board and the Audit Committee of NV Luchthaven Schiphol, a company subject to Dutch law, from February 2013 to October 2013

OTHER OFFICES HELD:

- ◆ Chairman of the Board of Directors and of the Executive Committee of ACI Europe from June 2015 to June 2017
- ◆ Director of the Musée du Louvre-Lens, a public cultural cooperation establishment, from February 2011 to February 2014

Reappointment of Mr Jacques Gounon

JACQUES GOUNON – INDEPENDENT DIRECTOR

Date of birth:
25 April 1953

Nationality:
French

Term of office
5 years

Number of Aéroports de Paris shares held:
300

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

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 term of office:
15 July 2014 (reappointed by the General Meeting of 15 May 2014)

OTHER CURRENT OFFICES AND POSITIONS

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

Appointments within GETLINK Group (GET SE)

◆ nil

(formerly Eurotunnel)

- ◆ Chairman and Chief Executive Officer of GETLINK Group (GET SA) - a European listed limited company
 - ◆ Chairman of France-Manche, a French limited company,
 - ◆ Chairman of Eurotunnel Projet, a French simplified joint stock company
 - ◆ Chairman of Eleclink Limited, a British company
 - ◆ Director of The Channel Tunnel Group Limited, a British company,
 - ◆ Director of Eurotunnel SE, a European company under Belgian law
-

Reappointment of Ms Jacoba van der Meijs

JACOBA VAN DER MEIJS, NON-INDEPENDENT DIRECTOR

Date of birth:
26 January 1966

Nationality:
Dutch

Term of office
5 years

Number of Aéroports de Paris shares held:
1

Education:
ACMA, The Chartered Institute of Management Accountants (CIMA), London
Doctor of Pharmacy (PharmD), Faculty of Pharmacy, University of Utrecht
MSc, Faculty of Pharmacy, University of Utrecht

Date of first appointment:
Co-opted by the Board of Directors of 23 May 2017,
to replace Ms Els de Groot

Start date of current term of office:
15 July 2014

OTHER CURRENT OFFICES AND POSITIONS

- ◆ Executive Vice President and Chief Financial officer at Royal Schiphol Group N.V. Luchthaven Schiphol (a company subject to Dutch law)
- ◆ Non-executive director of Brisbane Airport Corporation (Australia)
- ◆ Non-executive director of "Kendrion NV", a listed Dutch company (Netherlands)

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

- ◆ Non-executive director on the Supervisory Board, member of the Audit Committee and member of the HSEQ Committee of Koole Terminals BV (Netherlands) from September 2016 to June 2017
 - ◆ VP Finance-Capital Projects at Shell Global Solutions (Netherlands), from 2009 to September 2016
-

Appointment of Mr Dirk Benschop

DIRK BENSCHOP, CANDIDATE FOR NON-INDEPENDENT DIRECTOR

Date of birth:

5 November 1957

Nationality:

Dutch

Term of office

5 years

Number of Aéroports de Paris shares held:

0

Education:

**Master's Degree in History at Vrije Universiteit
Amsterdam**

OTHER CURRENT OFFICES AND POSITIONS

- ◆ President and CEO, Royal Schiphol Group N.V. Luchthaven Schiphol (a company subject to Dutch law)
- ◆ Chairman of the Board of Directors of Oranje Fonds
- ◆ Non-executive director of Brisbane Airport Corporation (Australia)

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

- ◆ Shell Group from 2003-2018
 - ◆ President and Director of Shell Netherlands and VP Gas Market Development (2011-2015)
 - ◆ Vice-President Ventures Shell International (2016-2018)
 - ◆ Director of Shell Petroleum Company SB (January 2016-April 2018) in Brunei (Asia)
 - ◆ Director of Shell Development BV (February 2016-April 2018) in Kazakhstan
 - ◆ Director of North Caspian Operating Company NV (April 2017-April 2018)
 - ◆ Director of Private Oil Holdings Oman Ltd (June 2017-April 2018)
 - ◆ Alternate Director PDO Oil Board (2017-April 2018)
-

Appointment of Ms Fanny LETIER

FANNY LETIER – CANDIDATE FOR NON-INDEPENDENT DIRECTOR PROPOSED BY THE FRENCH GOVERNMENT

Date of birth:

15 March 1979

Nationality:

French

Term of office

5 years

Number of Aéroports de Paris shares held:

0

Education:

Graduate of the École Nationale d'Administration.

Graduate of the Institut d'études politiques (IEP), Paris

Graduate of the Institut français des administrateurs (IFA)

Certificate in international studies from The Johns Hopkins University in Baltimore (United States)

OTHER CURRENT OFFICES AND POSITIONS

- ◆ Co-founder of GENEO Capital Entrepreneur, a fund manager supporting SMEs and middle-market companies
- ◆ Chair of G4 partners, management company
- ◆ Director of bioMérieux SA, a French listed company
- ◆ Director of Nexans, a listed company
- ◆ Director of Institut Français des Administrateurs (IFA)
- ◆ High-ranking civil servant

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

- ◆ Executive director responsible for the SME equity division and support coordination and member of the Executive Committee of BPIfrance (2015-2018)
 - ◆ Chief Executive Officer of BPIfrance Investissement Régions (September 2013 to March 2015)
-

CVs of non-voting board members

CHRISTINE JANODET, NON-VOTING BOARD MEMBER

Date of birth:
29 September 1956

Nationality:

French

Term of office

5 years

Number of Aéroports de Paris shares held:

50

Education:

Higher diploma in marketing

Degree in educational sciences

Date of first appointment:

General Meeting of Shareholders of 28 May 2009

Start date of current term of office:

15 July 2014, reappointed by the General Meeting of 15 May 2014,

OTHER CURRENT OFFICES AND POSITIONS

- ◆ Mayor of Orly
- ◆ Councillor, Val du Marne department
- ◆ Vice-Chair of the Grand Paris-Orly Seine Bièvres (GOSB) regional public establishment

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

- ◆ nil
-

ANNE HIDALGO, NON-VOTING BOARD MEMBER

Date of birth:

19 June 1959

Nationality:

French

Term of office

5 years

Number of Aéroports de Paris shares held:

0

Education:

Master's degree in social work, University of Lyon III

Master of Advanced Studies in employment and trade union law, Université de Paris X Nanterre

Date of appointment:

Appointed provisionally by the Board of Directors meeting of 8 July 2015 and ratified by the General Meeting of Shareholders of 3 May 2016.

Start date of current term of office:

15 July 2014

OTHER CURRENT OFFICES AND POSITIONS

- ◆ Mayor of Paris
- ◆ Chair of the Supervisory Board of Assistance Publique – Hôpitaux de Paris (APHP) – Public health establishment
- ◆ Chair of Cities Climate Leadership Group (C 40), organisation
- ◆ Vice-Chair of Métropole du Grand Paris, an inter-local authority cooperation public establishment (EPCI)
- ◆ Chair of the departmental council – Public authority

OFFICES AND POSITIONS ENDED DURING THE LAST 5 YEARS

- ◆ Chair of:
 - the APUR non-profit association (Paris urbanism agency) from 2008 to 2014
 - the Pavillon de l' Arsenal non-profit association from 2008 to 2014
 - ◆ Chair of the Supervisory Board of the Hôpital Necker, public health establishment, from 2008 to 2014
 - ◆ Director of:
 - SemPariSeine from 2008 to 2014
 - Fondation Mémoire pour la Shoah from 2012 to 2014
-

VALERIE PÉCRESE, CANDIDATE FOR NON-VOTING BOARD MEMBER

Date of birth:

14 July 1967

Nationality:

French

Term of office

5 years

Number of Aéroports de Paris shares held:

0

Education:

Graduate of the Ecole des hautes Etudes Commerciales (HEC)

Graduate of the École Nationale d'Administration.

**OTHER CURRENT OFFICES
AND POSITIONS**

- ◆ Chair of the Ile-de-France Regional Council
- ◆ Regional Councillor, Ile-de-France (Yvelines section)
- ◆ Chair of the Board of Directors of the Paris-Saclay public development establishment (EPAPS)
- ◆ Chair of the Board of Directors of Grand Paris Aménagement
- ◆ Member, representing STIF, of the SNCF's Supervisory Board
- ◆ Director, in the capacity of Chair of the Regional Council, of Business France
- ◆ First Vice-Chair of the Association des Régions de France (ARF)
- ◆ Member of the Steering Committee of the Observatoire des finances et de la gestion publique locales
- ◆ Chair (ex officio) of the Board of Directors of IDF Mobilités
- ◆ Chair of the Institut d'Aménagement et d'Urbanisme de la Région d'Île-de-France (IAURIF)
- ◆ Member (ex officio) of the Supervisory Board of Société du Grand Paris

**OFFICES AND POSITIONS ENDED
DURING THE LAST 5 YEARS**

- ◆ Member of the National Assembly (MP) for Yvelines (2nd constituency: Vélizy-Chevreuse) from June 2012 to January 2016
 - ◆ Former maître des requêtes (counsel) to the Conseil d'Etat from February 1995 to November 2015
-

PATRICK RENAUD, CANDIDATE FOR NON-VOTING BOARD MEMBER

Date of birth:

6 August 1947

Nationality:

French

Term of office

5 years

Number of Aéroports de Paris shares held:

0

**OTHER CURRENT OFFICES
AND POSITIONS**

- ◆ President of the Urban Community Roissy Pays de France (354,000 inhabitants, 42 municipalities of Val d'Oise and Seine-Marne)
- ◆ President of the economic development agency Roissy Dev Aerotropolis
- ◆ President of the Actors Club of Greater Roissy
- ◆ President of Euro Carex and Roissy Carex
- ◆ First Deputy Mayor of Roissy-en-France, Val d'Oise
- ◆ Director of Grand Paris Aménagement
- ◆ Member of the Bureau of the Actors Club of Greater Paris
- ◆ Director of the NGO Acting for Life

**OFFICES AND POSITIONS ENDED
DURING THE LAST 5 YEARS**

- ◆ President of the Association of Communities of Greater Roissy from 2011 to 2016
 - ◆ President of the Urban Community of Roissy Porte de France from 2001 to 2016
 - ◆ President of Roissy Développement, economic development agency of the Community of Agglomeration Roissy Porte de France from 2014 to 2015
 - ◆ President of SIEVO (Intercommunal Union of Studies and Programming for the development of Eastern Val d'Oise - 25 communes, 254 000 inhabitants) from 2002 to 2014
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