



**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**

**DRAFT**  
**TEXT OF RESOLUTIONS PRESENTED**  
**TO THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 20 MAY 2019**

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**FIRST RESOLUTION**

***Approval of the company financial statements for the year ended 31 December 2018***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the management report prepared by the Board of Directors and the report on corporate governance for the financial year ended on 31 December 2018, as well as the reports of the Statutory Auditors, hereby **approves** all transactions reflected in the financial statements and summarised in those reports and **approves** the company financial statements for the year ended on 31 December 2018 as presented to it, said company financial statements reflecting in a net profit of €563,693,847.22.

Pursuant to Article 223 quater of the French General Tax Code, the Ordinary General Meeting also approves 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, which amount to €282,677.90 and represents tax of €97,326. The overall rate of corporation tax for 2018 is 34.43% (this includes the social contribution on corporation tax provided for in Article 235 ter ZC of the French General Tax Code).

Such amount of expenses and charges that are not deductible, as set out by paragraph 4 of Article 39 of the French General Tax Code, 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.

## SECOND RESOLUTION

### **Approval of the consolidated financial statements for the year ended 31 December 2018**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the management report prepared by the Board of Directors and the report of the Statutory Auditors on the consolidated financial statements, hereby **approves** all transactions reflected in the financial statements and summarised in those reports and **approves** the consolidated financial statements for the year ended on 31 December 2018 as presented to it, which show a net profit attributable to the Group of €609,997.

## THIRD RESOLUTION

### **Allocation of income for the year ended 31 December 2018 and setting of the dividend**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the management report prepared by the Board of Directors and the report of the Statutory Auditors on the 2018 annual financial statements, hereby **ascertains** that the company financial statements as at 31 December 2018 approved by the Meeting show a net profit of €563,693,847.22.

As the legal reserve has reached 10% of the share capital, no deduction is made to supply the said reserve. After taking into account the retained earnings of €1,356,242,175.18 and before charging the interim dividend paid on 10 December 2018, the distributable profit stands at €1,919,936,022.40.

Consequently, the Ordinary General Meeting hereby **decides** to pay a dividend of €3.70 per share for shares with dividend rights for the year ending 31 December 2018 (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.

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%.

Shareholders who are natural persons domiciled in France for tax purposes, may, however, opt to pay taxes on the dividend subject based on the progressive income tax schedule. If that option is chosen, the dividend is eligible for the 40% tax rebate for natural persons who are domiciled in France for tax purposes referred to in sub-paragraph 2 of paragraph 3 of Article 158 of the French 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*).

If, when 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.

In compliance with Article 243 bis of the French General Tax Code, please note that 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
For the financial year ended 31 December 2017	8 June 2018	€342,403,682.92 representing a dividend of €3.46 per share	nil
For the financial year ended 31 December 2016	9 June 2017	€261,255,989.28 representing a dividend of €2.64 per share	nil
For the financial year ended 31 December 2015	2 June 2016	€258,287,171.22 representing a dividend of €2.61 per share	nil

#### FOURTH RESOLUTION

##### **Approval of agreements entered into with the French government covered by Articles L. 225-38 et seq. of the French Commercial Code**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreements entered into with **the French government** mentioned in the special report. These agreements were previously authorised by the Board of Directors.

#### FIFTH RESOLUTION

##### **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**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with **Cité de l'Architecture et du Patrimoine** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

#### SIXTH RESOLUTION

##### **Approval of an agreement entered into with the Institut Français covered by Articles L. 225-38 et seq. of the French Commercial Code**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with the **Institut**

**Français** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

#### **SEVENTH RESOLUTION**

***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves** (*the French government* did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreements entered into with **SNCF Réseau et la Caisse des dépôts et consignations** mentioned in the special report. These agreements were previously authorised by the Board of Directors.

#### **EIGHTH RESOLUTION**

***Approval of agreements entered into with SNCF Réseau covered by Articles L. 225-38 et seq. of the French Commercial Code***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves** (*the French government* did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreements entered into with **SNCF Réseau** mentioned in the special report. These agreements were previously authorised by the Board of Directors.

#### **NINTH RESOLUTION**

***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves** (*the French government* did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreements entered into with the company **Gestionnaire d'Infrastructure CDG Express** mentioned in the special report. These agreements were previously authorised by the Board of Directors.

#### **TENTH RESOLUTION**

***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves** (*the French government* did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with the company **Gestionnaire d'Infrastructure CDG Express** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

#### **ELEVENTH RESOLUTION**

**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**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with **the French government, the company Gestionnaire d'Infrastructure CDG Express, SNCF Réseau, la Caisse des Dépôts et Consignations and BNP Paribas** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

**TWELFTH RESOLUTION**

**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**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreements entered into with the **Musée d'Orsay et de l'Orangerie** mentioned in the special report. These agreements were previously authorised by the Board of Directors.

**THIRTEENTH RESOLUTION**

**Approval of an agreement entered into with Atout France covered by Articles L. 225-38 et seq. of the French Commercial Code**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government and Mr Augustin de Romanet** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with **Atout France** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

**FOURTEENTH RESOLUTION**

**Approval of an agreement entered into with the Musée du Louvre covered by Articles L. 225-38 et seq. of the French Commercial Code**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with the **Musée du Louvre** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## FIFTEENTH RESOLUTION

### ***Approval of an agreement entered into with Société du Grand Paris covered by Articles L. 225-38 et seq. of the French Commercial Code***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with the **Société du Grand Paris** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## SIXTEENTH RESOLUTION

### ***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves (the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with the **Établissement Public du Château, du Musée et du Domaine National de Versailles** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## SEVENTEENTH RESOLUTION

### ***Approval of an agreement entered into with the RATP covered by Articles L. 225-38 et seq. of the French Commercial Code***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves (the French government and Mr Augustin DE ROMANET** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with **the RATP** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## EIGHTEENTH RESOLUTION

### ***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves (Mr Augustin DE ROMANET** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with the **Institut pour l'Innovation Economique et Sociale** mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## NINETEENTH RESOLUTION

### ***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves** (**Mr Augustin DE ROMANET** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with *the company Média Aéroports de Paris* mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## TWENTIETH RESOLUTION

### ***Approval of an agreement entered into with TAV Construction and Hervé covered by Articles L. 225-38 et seq. of the French Commercial Code***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves** (**Mr Augustin DE ROMANET** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with *the companies TAV Construction and Hervé* mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## TWENTY-FIRST RESOLUTION

### ***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 *et seq.* of the French Commercial Code, hereby **approves** (**the French government** did not take part in the vote, pursuant to Article L. 225-40 of the French Commercial Code) the signing of the agreement entered into with *the French government and SNCF Réseau* mentioned in the special report. This agreement was previously authorised by the Board of Directors.

## TWENTY-SECOND RESOLUTION

### ***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 Transport Code, the shares of the Company under Article L. 225-209 of the French Commercial Code***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, in compliance with 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), hereby authorises the Board of Directors to purchase, arrange for the purchase of, dispose of or transfer shares of the company, 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, for:

- (a) 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

- (b) 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, specifically articles L. 3332-1 *et seq.* of the French Labour Code; or
- (c) the free allocation of shares under the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code; or
- (d) 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
- (e) 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
- (f) 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
- (g) 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 applicable regulations or to implement any market practice accepted by the AMF and, more generally, to carry out any other transaction in accordance with applicable regulations. In this event, the Company would issue a statement to inform its shareholders. These transactions may be carried out at any time, subject to compliance with all applicable regulations.

The General Meeting hereby **sets** the maximum number of shares that may be acquired at 5% of the total number of shares comprising the Company's share capital, noting that whatever the circumstances, (i) this limit applies to an amount of the capital of the Company that will, if relevant, be adjusted to take into account the transactions affecting the share capital subsequent to this meeting, (ii) on an exceptional basis, if the shares are bought back to promote liquidity under the conditions defined by the General Regulations of the AMF Financial Market Authority, the number of shares taken into account when calculating the 5% limit corresponds to the number of shares purchased, less the number of shares sold during the authorisation period and (iii) the acquisitions performed by the Company cannot under any circumstances cause it to hold more than 10% of the Company's share capital.

The acquisition, disposal or transfer of shares may be carried out at any time within the limits authorised by applicable legal and regulatory provisions, 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 Company's capital 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 Ordinary General Meeting hereby **decides** that the maximum purchase price per share is equal to €255, excluding acquisition costs for the transaction referred to in a) of the authorised programme and is equal to €210, excluding acquisition costs for other programme transactions.



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

This authorisation is given for a period of eighteen months from this date and hereby cancels the amount of any unused portion, and, for the remaining period, any prior delegation with the same purpose.

The General Meeting hereby **delegates** to the Board of Directors, in the event of a change in the par value of the share, an increase in capital by incorporation of reserves, the free allocation of shares, division or consolidation of shares, distribution of reserves or all other assets, capital depreciation, or any other capital or equity transaction, the authority to adjust the above-mentioned maximum purchase price to reflect the effect of such transactions on the value of the share.

The General Meeting hereby **grants** all powers to the Board of Directors, with the option to subdelegate under the conditions provided by law, to decide and implement this authorisation, and specify, if necessary, the wording and determine the terms thereof, conduct the buyback programme, make any stock exchange orders, enter into any agreements, in particular for the purpose of keeping records of purchases and sales of shares, and draft any documents or press releases relating to the transactions referred to above, allocate or reassign the shares acquired to objectives pursued under the applicable laws and regulations, set the conditions according to which, as appropriate, the preservation of the rights of the holders of securities giving access to the capital or other rights giving access to the capital in accordance with the laws and regulations in force will be ensured and, as appropriate, the contractual stipulations that provide for other adjustments, make all declarations to the AMF Financial Market Authorities and any other competent authority that replaces it, complete all formalities and, generally speaking, take all necessary measures.

#### **TWENTY-THIRD RESOLUTION**

***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, pursuant to Article L.225-100 of the French Commercial Code, hereby approves 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, as presented in section 1 of the report on corporate governance described in the last paragraph of Article L.225-37 of the French Commercial Code.

#### **TWENTY-FOURTH RESOLUTION**

***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***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, pursuant to Article L.225-37-2 of the French Commercial Code, hereby approves 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, due to his position, to the Chairman and Chief Executive Officer, as presented in section 1 of the report on corporate governance described in the last paragraph of Article L.225-37 of the French Commercial Code.

## **TWENTY-FIFTH RESOLUTION**

### ***Ratification of the co-opting of Mr Christophe MIRMAND as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby ratifies, pursuant to Article L. 225-24 of the French Commercial Code, the co-option of Prefect **Christophe MIRMAND** as a director, at the proposal of the French government at the Board of Directors meeting of 24 January 2019, 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.

## **TWENTY-SIXTH RESOLUTION**

### ***Reappointment of Mr Augustin DE ROMANET de Beaune as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint **Mr Augustin DE ROMANET de Beaune** as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

## **TWENTY-SEVENTH RESOLUTION**

### ***Reappointment of Mr Jacques GOUNON as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint **Mr Jacques GOUNON** as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

## **TWENTY-EIGHTH RESOLUTION**

### ***Reappointment of the company VINCI as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint the company **VINCI**, Nanterre T.C.R. registration number 552 037 806 as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

## **TWENTY-NINTH RESOLUTION**

### ***Reappointment of the company Prédica Prévoyance Dialogue du Crédit Agricole as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint the company **Prédica Prévoyance Dialogue du Crédit Agricole**, Paris T.C.R. registration number 334 028 123 as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTIETH RESOLUTION**

#### ***Reappointment of Ms Jacoba VAN DER MEIJS as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint **Ms Jacoba VAN DER MEIJS** as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-FIRST RESOLUTION**

#### ***Appointment of Mr Dirk BENSCHOP as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint **Mr Dirk BENSCHOP** as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-SECOND RESOLUTION**

#### ***Appointment of Ms Fanny LETIER as a director***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby decides to appoint **Ms Fanny LETIER** as a director, with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-THIRD RESOLUTION**

#### ***Reappointment of Ms Christine JANODET as a non-voting board member***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby appoints **Ms Christine JANODET** as a non-voting board member with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-FOURTH RESOLUTION**

#### ***Reappointment of Ms Anne HIDALGO as a non-voting board member***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby appoints **Ms Anne HIDALGO** as a non-voting board member with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-FIFTH RESOLUTION**

#### ***Appointment of Ms Valérie PÉCRESSE as a non-voting board member***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby appoints **Ms Valérie PÉCRESSE** as a non-voting board member with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-SIXTH RESOLUTION**

#### ***Appointment of Mr Patrick RENAUD as a non-voting board member***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby appoints **Mr Patrick RENAUD** as a non-voting board member with effect from the date of the first meeting of the Board of Directors after 20 May 2019 for a period of five years ending at the conclusion of the Ordinary General Meeting of Shareholders held to approve the financial statements for the year ending on 31 December 2023.

### **THIRTY-SEVENTH RESOLUTION**

#### ***Powers to carry out formalities***

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, gives full powers to the bearer of an original, excerpt or certified copy of the original hereof to carry out the legal and regulatory formalities that may be required.

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