



Aéroports de Paris

A French public limited company ("Société Anonyme") with share capital of €296,881,806

Registered office: 1 rue de France

93290 – Tremblay en France

R.C.S. Bobigny B 552 016 628

## DRAFT

### RESOLUTIONS SUBMITTED TO

### THE COMBINED GENERAL MEETING OF 11 MAY 2021

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#### RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

##### FIRST RESOLUTION

##### ***Amendments to the Articles of Association related to changes in laws and regulations - Deletion of the reference to Substitute Statutory Auditors***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Board of Directors' report, hereby resolves to amend Article 19 "Statutory Auditors" of the Company's Articles of Association as follows:

"The Company's financial statements shall be audited by at least two Statutory Auditors appointed and performing their engagement in accordance with the law. In accordance with the applicable provisions of law, they shall be invited to all meetings of the Board of Directors called to review or approve annual or interim financial statements and to all meetings of shareholders.

Under the conditions stated in the laws and regulations in force, the Chairman and Chief Executive Officer and, if applicable, the Chief Operating Officer(s), if they are directors, shall not take part in the Board vote to propose the appointment of the Statutory Auditors to the General Meeting".

#### RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

##### SECOND RESOLUTION

##### ***Approval of the company financial statements for the year ended 31 December 2020***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the management report by the Board of Directors and the corporate governance report in respect of the year ended 31 December 2020, as well as the Statutory Auditors' reports on the annual financial statements, hereby **approves** all transactions reflected in the financial statements and summarised in these reports and **approves** the company financial statements for the year ended 31 December 2020 as presented to it, which show a loss of €1,316,353,587.31.

In accordance with Article 223 *quater* of the French General Tax Code, the total amount of expenses and charges not deductible from taxable income referred to in Article 39, paragraph 4 of the French General Tax Code for the year ended 31 December 2020 amounts to €446,546 and reduces the tax loss for that year by the same amount.

This amount relates exclusively to write-backs of depreciation on private vehicles, either fully owned or leased on a long-term basis by Aéroports de Paris.

### THIRD RESOLUTION

#### **Approval of the consolidated financial statements for the year ended 31 December 2020**

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the management report by the Board of Directors and the Statutory Auditors' report on the consolidated financial statements, hereby **approves** all transactions reflected in the financial statements and summarised in these reports and **approves** the consolidated financial statements for the year ended 31 December 2020 as presented to it, which show a loss of €1,168,819,000.

### FOURTH RESOLUTION

#### **Appropriation of earnings for the year ended 31 December 2020**

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Board of Directors' report and the Statutory Auditors' report on the annual financial statements, hereby **notes** that the company financial statements for the year ended 31 December 2020 as approved by this meeting show a net loss of €1,316,353,587.31.

The General Meeting of Shareholders hereby **resolves**, in accordance with Article 24 of the Articles of Association, to allocate the entire result for the financial year ended 31 December 2020, i.e. a net loss of €1,316,353,587.31, as a debit under retained earnings and **notes** that the retained earnings are thus decreased from €1,981,280,712.77 to €664,927,125.46.

Consequently, the General Meeting hereby **resolves** that no dividend shall be paid for the year ended 31 December 2020.

In accordance with Article 243 *bis* of the French General Tax Code, you are hereby reminded that the dividends paid for the previous three years were as follows:

Year	Dividend balance distribution date	Total dividend eligible for 40% rebate pursuant to Article 158(3)(2) of the French General Tax Code	Dividend not eligible for 40% rebate
In respect of year ended 31 December 2019	Not applicable <sup>1</sup>	€69,264,101.90 <sup>2</sup> representing a dividend of €0.70 per share	None
In respect of year ended 31 December 2018	11 June 2019	€366,154,227.40 representing a dividend of €3.70 per share	None
In respect of year ended 31 December 2017	8 June 2018	€342,403,682.92 representing a dividend of €3.46 per share	None

<sup>1</sup> The balance of the dividend for the year ended 31 December 2019 was not paid due to the health crisis, at the request of the French government, as announced in the financial press release dated 31 March 2020.

<sup>2</sup> This amount corresponds to the interim dividend of €0.70 per share paid on 10 December 2019 for the shares conferring entitlement to such interim dividend on such date.

## **FIFTH RESOLUTION**

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

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby approves the agreements entered into with the French government and referred to in said special report, with the **French government** having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. These agreements were given prior authorisation by the Board of Directors.

## **SIXTH RESOLUTION**

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

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby approves the agreement entered into with the Grand Paris Aménagement public body and referred to in said special report, with the **French government** having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. This agreement was given prior authorisation by the Board of Directors.

## **SEVENTH 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 of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreement covered by Articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby approves the agreement entered into with Société du Grand Paris and referred to in said special report, with the **French government** having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. This agreement was given prior authorisation by the Board of Directors.

## **EIGHTH RESOLUTION**

### ***Approval of an agreement entered into with Royal Schiphol Group N.V. (formerly N.V. Luchthaven Schiphol) covered by Articles L. 225-38 et seq. of the French Commercial Code***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code and the Board of Directors' report, hereby approves the agreements entered into with Royal Schiphol Group N.V. (formerly N.V. Luchthaven Schiphol) and referred to in said special report, with **Royal Schiphol Group N.V. (formerly N.V. Luchthaven Schiphol)** having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. This agreement was given prior authorisation by the Board of Directors.

## **NINTH RESOLUTION**

### **Approval of an agreement entered into with the French government pursuant to Article L. 225-42 of the French Commercial Code**

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Statutory Auditors' special report on an agreement covered by Article L. 225-42 of the French Commercial Code that has not received prior authorisation from the Board of Directors, and having taken note of the Board of Directors' report, hereby **approves and resolves to expressly regularise** the signing of the agreement entered into with the French government as referred to in said special report, in accordance with the provisions of paragraph 3 of Article L. 225-42 of the French Commercial Code, with the **French government** having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code.

## **TENTH RESOLUTION**

### ***Delegation of authority to the Board of Directors to trade in the Company's shares pursuant to Article L. 22-10-62 of the French Commercial Code***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Board of Directors' report, and in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, and the AMF General Regulation, hereby authorises the Board of Directors to purchase, have purchased, sell or transfer the Company's shares with a view to:

- (a) stimulation of the secondary market or the liquidity of the ADP share, by an investment services provider acting independently under a liquidity contract compliant with the ethics charter approved by the Autorité des Marchés Financiers in its Decision no. 2018-01 of 2 July 2018; or
- (b) the allocation or sale of shares to employees as their participation in the benefits of the Company's expansion or the implementation of any company or group savings plan (or equivalent plan) under the conditions set forth by the law and in particular 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. and L. 22-10-59 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. and Article L. 22-10-56 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 Company's shares for any other purpose that is or may be authorised by the laws and regulations in force or to implement any market practice approved by the Autorité des Marchés Financiers and, more generally, to carry out any other transaction in accordance with the regulations in force. In such a case, the Company will inform its shareholders through a statement. These transactions may be carried out at any time, subject to compliance with the regulations in force.

The General Meeting of Shareholders hereby **sets** the maximum number of shares that may be acquired at 10% of the total number of shares comprising the Company's share capital, it being noted that under any circumstances, (i) this limit applies to an amount of the Company's share capital which shall, if necessary, be adjusted to take into account transactions affecting the share capital after this meeting, (ii) by way of exception, where shares are redeemed to boost liquidity in accordance with the conditions set out in the General Regulation of the Autorité des Marchés Financiers, the number of shares taken into account to calculate the 10% limit is the number of shares purchased, after deduction of the number of shares sold back during the authorisation period and (iii) acquisitions made by the Company shall, under no 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 the laws and regulations in force, and by any means, on one or more occasions, 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 share capital by conversion, exchange, redemption, exercise of a bond or in any other manner, either directly or indirectly through an investment services provider (without limiting the portion of the buyback programme that may be implemented by any of these means), or in any other manner.

The Ordinary General Meeting hereby **resolves** that the maximum purchase price per share shall be €255, excluding transaction costs, for the transaction covered by item a) of the authorised programme, and €210, excluding transaction costs, for other transactions under the programme.

The maximum amount that the Company may allocate to the share buyback programme authorised above is €1,100 million.

This authorisation is given for a period of eighteen months as of this date and supersedes, as of this date, all authorisations granted for the same purpose with regard to the unused part and for the remaining period.

The General Meeting of Shareholders hereby **authorises** the Board of Directors, in the event of a change in the par value of the share, a capital increase by capitalisation of reserves, free allocation of shares, stock split or reverse stock split, distribution of reserves or any other assets, redemption of capital, or any other transaction affecting the share capital or shareholders' equity, the power to adjust the aforementioned maximum purchase price to take into account the impact of those transactions on the value of the share.

The General Meeting of Shareholders hereby **grants** the Board of Directors all powers, with the option to sub-delegate such powers in accordance with the law, to decide on and implement this authorisation, to specify, if necessary, the terms and conditions thereof, to carry out the share buyback programme, place any stock market orders, enter into any agreements, in particular to keep registers of purchases and sales of shares, and draw up any documents or press releases in connection with the aforementioned transactions, and allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions according to which the rights of holders of securities giving access to the capital or other rights giving access to the capital will be preserved in accordance with the laws and regulations in force and, where applicable, the contractual stipulations providing for other cases of adjustment, make all declarations to the Autorité des Marchés Financiers and any other substitute or competent authority, complete all formalities and, in general, take whatever measures are necessary.

## **ELEVENTH RESOLUTION**

### ***Approval of the information referred to in Article L. 22-10-9 of the French Commercial Code concerning corporate officer compensation***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to Article L. 22-10-34 of the French Commercial Code, hereby approves the information mentioned for each corporate officer in paragraph I of Article L. 22-10-9 of the French Commercial Code, as presented in the report on corporate governance referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

## **TWELFTH RESOLUTION**

### ***Approval of the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during, or granted for, the financial year ended 31 December 2020 to Mr Augustin de Romanet, Chairman and Chief Executive Officer***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to Article L. 22-10-34 of the French Commercial Code, hereby approves the fixed, variable and exceptional items comprising the total compensation and benefits of all kinds paid during, or granted for, the financial year ended 31 December 2020 to Mr Augustin de Romanet, Chairman and Chief Executive Officer, as presented in the report on corporate governance referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

## **THIRTEENTH RESOLUTION**

### ***Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer)***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to Article L. 22-10-8 of the French Commercial Code, having taken note of the report of the Board of Directors, hereby approves the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer) as presented in the report on corporate governance referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

## **FOURTEENTH RESOLUTION**

### ***Approval of the compensation policy for the Chairman and Chief Executive Officer***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and pursuant to Article L. 22-10-8 of the French Commercial Code, having taken note of the report of the Board of Directors, hereby approves the compensation policy for the Chairman and Chief Executive Officer as presented in the report on corporate governance referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

## **FIFTEENTH RESOLUTION**

### ***Ratification of the co-option of Mr Jean-Benoît Albertini as a director***

The General Meeting of Shareholders, 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 Jean-Benoît Albertini as a director at the Board of Directors meeting on 13 November 2020, at the proposal of the French government, to replace resigning director Mr Christopher

Mirmand for the remainder of his term of office, i.e. until the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2021.

## **SIXTEENTH RESOLUTION**

### ***Ratification of the co-option of Mr Séverin Cabannes as a director***

The General Meeting of Shareholders, 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 Mr Séverin Cabannes as a director at the Board of Directors meeting on 24 March 2021 to replace resigning director VINCI for the remainder of its term of office, i.e. until the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2023.

## **SEVENTEENTH RESOLUTION**

### ***Ratification of the co-option of Mr Robert Carsouw as a director***

The General Meeting of Shareholders, 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 Mr Robert Carsouw as a director, as of 1 April 2021, at the Board of Directors meeting on 24 March 2021 to replace resigning director Ms Jabine Van der Meijs for the remainder of her term of office, i.e. until the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2023.

## **EIGHTEENTH RESOLUTION**

### ***Renewal of the term of office of a Statutory Auditor***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the recommendation of the Audit and Risk Committee and the report of the Board of Directors, and after taking note that Ernst & Young Audit's term of office as Standing Statutory Auditor expires at the end of this meeting, hereby resolves to reappoint Ernst & Young Audit, a member of the Compagnie Régionale de Versailles et du Centre, having its registered office at Paris la Défense 1 1-2 Place des Saisons 92400 Courbevoie (France), as Statutory Auditor for a six-year term, i.e. until the end of the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2026.

The General Meeting takes note, in accordance with Article L. 823-1 of the French Commercial Code and the corresponding update to Article 19 of the Articles of Association, that Auditex's term of office as Substitute Statutory Auditor has come to an end.

## **NINETEENTH RESOLUTION**

### ***Renewal of the term of office of a Statutory Auditor***

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the recommendation of the Audit and Risk Committee and the report of the Board of Directors, and after taking note that Deloitte & Associés' term of office as Standing Statutory Auditor expires at the end of this meeting, hereby resolves to reappoint Deloitte & Associés, a member of the Compagnie Régionale de Versailles et du Centre, having its registered office at 6 Place de la Pyramide 92908 Paris La Défense Cedex (France), as Statutory Auditor for a six-year term, i.e. until the end of the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2026.

The General Meeting takes note, in accordance with Article L. 823-1 of the French Commercial Code and the corresponding update to Article 19 of the Articles of Association, that Beas' term of office as Substitute Statutory Auditor has come to an end.

## **TWENTIETH RESOLUTION**

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

The General Meeting of Shareholders, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, hereby grants all powers to the bearer of an original, extract or certified true copy of this document to complete the necessary legal and regulatory formalities.

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