



Aéroports de Paris  
A French limited company with 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 17 MAY 2022**

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

**FIRST RESOLUTION**

***Approval of the company financial statements for the year ended 31 December 2021***

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 2021, 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 2021 as presented to it, which show a loss of €188,343,060.66.

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 2021 amounts to €432,444 and reduces the tax loss for that year by the same amount.

This amount corresponds exclusively to the reintegration of depreciation of passenger vehicles used by Aéroports de Paris, either in the form of long-term leases or in full ownership.

**SECOND RESOLUTION**

***Approval of the consolidated financial statements for the year ended 31 December 2021***

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 2021 as presented to it, which show a loss of €247,697 thousand.

### THIRD RESOLUTION

#### **Allocation of income for the financial year ended 31 December 2021**

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 2021 as approved by this meeting show a net loss of €188,343,060.66.

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 2021, i.e. a net loss of €188,343,060.66, as a debit under retained earnings and **notes** that the retained earnings are thus decreased from €664,927,125.46 to €476,584,064.80.

Consequently, the General Meeting hereby **resolves** that no dividend shall be paid for the year ended 31 December 2021.

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:

Financial years	Date of distribution of the balance of the dividend	Total dividend eligible for 40% rebate pursuant to Article 158(3)(2) of the French General Tax Code	Dividend not eligible for the 40% rebate
In respect of year ended 31 December 2020	Not applicable <sup>1</sup>	Not applicable	nil
For the financial year ended 31 December 2019	Not applicable <sup>2</sup>	€69,264,101.90 <sup>3</sup> representing a dividend of €0.70 per share	nil
For the financial year ended 31 December 2018	11 June 2019	€366,154,227.40 representing a dividend of €3.70 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 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 previously authorised by the Board of Directors.

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<sup>1</sup> No dividend was paid in respect of the financial year ended 31 December 2020.

<sup>2</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>3</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 an agreement entered into with the Ile-de-France regional authority 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 Ile-de-France Region and referred to in said special report, with **Valérie Péresse** having abstained from voting pursuant to article L. 225-40 of the French Commercial Code. This agreement was previously authorised by the Board of Directors.

## **SIXTH RESOLUTION**

### ***Delegation of authority to be granted 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, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, having taken note of the Board of Directors' report, and in compliance with the provisions of Articles L. 225-210 et seq. and 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 ("**MAR Regulation**") and Delegated Regulation (EU) No. 2016/1052 of 8 March 2016 supplementing the MAR Regulation, and Articles 241-1 et seq. of the AMF General regulation, authorises the Board of Directors to purchase or arrange to have purchased, sell or transfer the Company's shares, in order 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; and/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; and/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; and/or
- (d) in general, to honour obligations in connection with stock option programmes or other allocations of shares to employees or officers of the Company or an associated company; and/or
- (e) the implementation of any Company stock option plan under the provisions of Articles L. 225-177 et seq. and Article L. 22-10-56 et seq. of the French Commercial Code, or any similar plan; and/or
- (f) the cancellation of all or part of the shares thus purchased, subject to authorisation to reduce the share capital granted by the Extraordinary General Meeting; and/or
- (g) 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; and/or
- (h) 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, subject to compliance with all applicable regulations.

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 at the date of each buyback, 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 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 General Meeting of Shareholders **decides** that the maximum purchase price per share is equal to €210, excluding transaction costs, for all transactions under the programme.

The maximum amount that the Company may allocate to the share buyback programme authorised above is €1,675 million.

This authorisation is granted for a period of eighteen (18) 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 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.

#### **SEVENTH RESOLUTION**

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

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 corporate governance report referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

#### **EIGHTH 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 2021 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 2021 to Mr Augustin de Romanet, Chairman and Chief Executive Officer, as presented in the corporate governance report referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

#### **NINTH 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 corporate governance report referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

#### **TENTH 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 corporate governance report referred to in the last paragraph of article L. 225-37 of the French Commercial Code.

#### **ELEVENTH RESOLUTION**

##### ***Ratification of the co-option of Mr Olivier Grunberg 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 Mr Grunberg as a director at the Board of Directors meeting on 30 March 2022 to replace resigning director Mr Dirk Benschop 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 2023.

#### **TWELFTH RESOLUTION**

##### ***Ratification of the co-option of Ms Sylvia Metayer 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 Ms Sylvia Metayer as a director at the Board of Directors meeting on 30 March 2022 to replace resigning director Mr Robert Carsouw 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 2023.

#### **THIRTEENTH RESOLUTION**

##### ***Appointment of Mr Pierre Cunéo 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 Pierre Cunéo** as a director, with effect from the end of the General Meeting of Shareholders of 17 May 2022 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 2026.

#### **FOURTEENTH RESOLUTION**

##### ***Appointment of Ms Cécile de Guillebon 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 Cécile de Guillebon** as a director, with effect from the end of the General Meeting of Shareholders of 17 May 2022 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 2026.

#### **FIFTEENTH RESOLUTION**

##### ***Reappointment of Ms Perrine Vidalenche 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 Perrine Vidalenche** as a director, with effect from the end of the General Meeting of Shareholders of 17 May 2022 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 2026.

## SIXTEENTH RESOLUTION

### ***Reappointment of Mr Jean-Benoît Albertini 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 Jean-Benoît Albertini** as a director, with effect from the end of the General Meeting of Shareholders of 17 May 2022 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 2026.

## RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

### SEVENTEENTH RESOLUTION

#### ***Delegation of authority to be granted to the Board of Directors to issue, with retention of shareholder preferential subscription rights, shares in the Company or securities giving access to the share capital of the Company or its subsidiaries***

The General Meetings of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, and in compliance with the provisions of Articles L. 225-127, L. 225-128, L. 225-129 et seq. of the French Commercial Code, and in particular Article 225-129-2 and Articles L. 228-91 et seq. of the French Commercial Code:

1. **delegates** to the Board of Directors, with the option to further delegate as provided for by law, its authority to decide and carry out, on one or more occasions, in France, abroad or on the international market, in such proportions and at such times as it shall deem fit, either in euros or in any other currency or in any other currency unit established by reference to more than one currency, the Company's capital increase, with retention of the preferential subscription rights, through the issuance of:
  - (a) ordinary shares in the Company; and/or
  - (b) securities that are equity securities of the Company (i) convertible into or exchangeable for by any means, immediately and/or in the future, other equity securities, existing or to be issued, of the Company or of any other company in which the Company owns directly or indirectly more than half of the share capital (a "Subsidiary"); or existing equity securities of any company in which the Company does not own directly or indirectly more than half of the share capital, and/or (ii) convertible into or exchangeable for debt securities of the Company, of any Subsidiary or any company set out above, and/or
  - (c) any securities, whether or not complex, convertible into or exchangeable for, by any means, immediately and/or in the future, equity securities to be issued by the Company and/or by any Subsidiary, with these securities also convertible into, or exchangeable for existing equity securities and/or debt securities,  
  
it being specified that these shares and securities may be subscribed for either in cash, or through conversion of liquid and payable debts, and that the issuance of preference shares and shares convertible into or exchangeable for preference shares in any way, immediately or in the future, is expressly excluded.
2. **decides** to set the following limits on authorised issuances, in the event the Board of Directors uses this delegation of authority:
  - (a) the maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of this delegation of authority is set at ninety-seven million euros (€97,000,000) and the nominal amount of capital increases carried out pursuant to this resolution shall also count towards (i) the overall capital increase ceiling set out in the twenty-

sixth resolution below and (ii) if applicable, the capital increase ceiling in connection with a public offering set out in the twenty-seventh resolution,

- (b) the nominal amount of additional shares that may be issued will be added to these ceilings, as applicable, in order to protect the rights of holders of securities or other rights convertible into, or exchangeable for, shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);
  - (c) The maximum nominal amount of securities representing claims on the Company that may be issued pursuant to this delegation is capped at five hundred million euros (€500,000,000) (or the equivalent in euros of this amount in the event of an issue in other currencies or units of account), it being specified that (i) such amount is common to all securities representing claims on the Company, whose issuance is delegated to the Board of Directors pursuant to this Resolution and to Resolutions 18, 19 and 23 of this meeting, and that the total nominal amount of the issues of debt securities resulting from the aforementioned delegations would be deducted from the aforementioned limit, and that (ii) such ceiling would not apply to the amounts of any debt securities referred to in Articles L. 228-40, L. 228-92 paragraph 3, L. 228-93 paragraph 6 and L. 228-94 paragraph 3 of the French Commercial Code, whose issuance would otherwise be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association;
3. **takes note** that, by virtue of paragraph 1 of this delegation, the issuance of securities which are or might be convertible into or exchangeable for, immediately and/or in the future, shares to be issued by a Subsidiary, can only be carried out by the Company following the authorisation of the Extraordinary General Meeting of the said Subsidiary called to issue the said securities;
4. in the event the Board of Directors uses this delegation:
- (a) **decides** that shareholders shall have, in proportion to the number of shares of the Company that they hold, a preferential subscription right on a preemptive basis to the shares and securities issued pursuant to this resolution;
  - (b) **decides** that the Board of Directors shall be allowed to introduce a subscription right on a preemptive basis;
  - (c) **takes note** of the fact that this delegation of authority waives shareholders' preferential subscription rights to shares of the Company to which the securities, which would be issued by virtue of this delegation, may give right;
  - (d) **decides**, if necessary, that if subscriptions on a preemptive basis and, if applicable, for excess shares do not absorb the entire issuance amount, the Board of Directors may use, in compliance with the conditions laid down by law and in the order that it shall determine, one or more of the following options:
    - limit the amount of the issue to that of the subscriptions received, on condition that the amount of the latter reaches three-quarters of the issue decided upon if the primary security is a share;
    - freely allocate all or some of the shares or securities that have not been subscribed;
    - offer to the public all or some of the non-subscribed shares or securities on the French and/or foreign and/or international markets;
  - (e) **decides** that issuances of share warrants of the Company decided by virtue of this delegation may be carried out by way of an offer of subscription, or by the allocation of bonus shares to holders of old shares, it being specified that the Board of Directors shall have the right to decide that fractional allocation rights will not be tradeable and that the corresponding securities will be sold;



5. **decides** that the Board of Directors, with the option to further delegate as provided for by law, shall have all powers to implement this delegation of authority, in particular for the purpose of:
- (a) deciding to increase the capital;
  - (b) setting the characteristics, amount and conditions of any issuance as well as the securities issued, in particular by,
    - determining the class of securities issued and deciding on their subscription price, conditions of payment, date of entitlement to dividends, which may be retroactive, or the terms and conditions related to the securities issued on the basis of this resolution giving access to ordinary shares of the Company, a Subsidiary or equity securities of any company in which the Company does not directly or indirectly hold more than half of the share capital, as well as the conditions under which, in compliance with the applicable laws, the right of allocation of holders of securities convertible into or exchangeable for ordinary shares shall be temporarily suspended;
    - deciding, in the event of issuance of debt securities, whether they are subordinated or not (and, if applicable, on their subordination ranking, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), the interest rate, their term and the other conditions of issuance (including the granting of guarantees or collateral) and of redemption/repayment (including repayment through delivery of the Company's assets) (the securities may also be purchased on the stock market or be subject to an offer of purchase or exchange by the Company);
    - determining the conditions under which these securities will be convertible into or exchangeable for shares of the Company, a Subsidiary or a company in which the Company does not directly or indirectly hold more than half of the share capital, or the allocation of debt securities;
    - modifying the mechanisms set out above during the life of the securities concerned within the limits of the applicable formalities and regulations;
  - (c) upon the Board's sole initiative, allocates the cost of the capital increase to the share premium account and deducts this amount from the sums necessary to constitute the legal reserve;
  - (d) determining and making all adjustments to take account of the impact of transactions involving the Company's capital and determines the mechanisms for preserving the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);
  - (e) formally recording each issuance and each capital increase, and amends the Articles of Association accordingly;
  - (f) in general, entering into any agreement, in particular, to successfully complete the proposed issuances, taking all measures and carrying out all formalities appropriate for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority and exercises the rights attaching thereto or resulting from the increases in share capital carried out; and
6. **sets** the term of validity of the delegation of authority concerned by this resolution at twenty-six (26) months from the date of this General Meeting of Shareholders, and takes formal note that this delegation supersedes, up to the unused portion, any prior delegation having the same purpose.

## EIGHTEENTH RESOLUTION

### ***Delegation of authority to be granted to the Board of Directors to issue shares or securities, with cancellation of shareholder preferential subscription rights, by way of a public offering (other than those mentioned in Article L. 411-2 1° of the French Monetary and Financial Code)***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, and in compliance with the provisions of Articles L. 225-127, L. 225-128, L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2, L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52 and L. 22-10-54 of said code and Articles L. 228-91 et seq. of the French Commercial Code:

1. **delegates** to the Board of Directors, with the option to further delegate as provided for by law, its authority to decide on, and carry out, on one or more occasions, in France, abroad or on the international market, in such proportions and at such times as it shall deem fit, by way of a public offering other than those mentioned in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in any other currency or in any other currency unit established by reference to more than one currency, the Company's capital increase, with cancellation of the preferential subscription right, through the issuance of:

(a) ordinary shares in the Company; and/or

(b) securities that are equity securities of the Company (i) convertible into or exchangeable for, by any means, immediately and/or in the future, other equity securities, existing or to be issued, of the Company or of any Subsidiary; or existing equity securities of any company in which the Company does not directly or indirectly own more than half of the share capital, and/or (ii) debt securities of the Company, of any Subsidiary or any company set out above; and/or

(c) any securities, whether or not complex, convertible into or exchangeable for, by any means, immediately and/or in the future, equity securities to be issued by the Company and/or by any Subsidiary, with these securities also convertible into, or exchangeable for existing equity securities and/or debt securities,

it being specified that these shares and securities may be subscribed for either in cash, or through conversion of liquid and payable debts, and that the issuance of preference shares and shares convertible into or exchangeable for preference shares in any way, immediately or in the future, is expressly excluded.

2. **decides** to set limits as follows on authorised issuances in the event of use by the Board of Directors of this delegation:

(a) the maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of this delegation of authority and of those conferred by virtue of the nineteenth, twenty-second, twenty-third and twenty-fourth resolutions is capped at twenty-nine million euros (€29,000,000) and the nominal amount of capital increases carried out pursuant to this resolution shall also count towards (i) the overall capital increase ceiling set out in the twenty-sixth resolution below and (ii) if applicable, the capital increase ceiling in connection with a public offering set out in the twenty-seventh resolution;

(b) as applicable, the nominal amount of shares that may be issued will be added to these ceilings, in order to protect the rights of security holders and other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);

(c) the maximum nominal amount of securities representing debt securities of the Company that may be issued by virtue of this delegation of authority, is capped at five hundred million euros (€500,000,000) (or its equivalent value in euros in the event of issuance in other currencies or units of accounts), it being specified that (i) this amount shall count towards the ceiling set out in paragraph 2(c) of the seventeenth resolution and that (ii) this ceiling does not apply to the amounts of any debt securities set out in Articles L. 228-40, L. 228-92 (3), L. 228-93 (6)

and L. 228-94 (3) of the French Commercial Code, the issuance of which would furthermore be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association;

3. **decides** to cancel shareholders' preemptive subscription rights to the securities covered by this resolution, while giving the Board of Directors, under the terms of Article L. 22-10-51 of the French Commercial Code, the powers to grant to the shareholders, for such period and on such terms as it shall decide, in compliance with the applicable law and regulations, and for the whole or part of an issuance, a priority subscription period which does not constitute a negotiable right and which must be exercised in proportion to the number of shares owned by each shareholder and may be supplemented by an application to subscribe for excess shares;
4. **decides**, if necessary, that, if the subscriptions including, as applicable, those of shareholders, do not absorb the entire issuance amount, the Board of Directors can use, in compliance with the conditions laid down by law and in the order that it shall determine, one or more of the following options:
  - limit the amount of the issue to that of the subscriptions received, on condition that the amount of the latter reaches three-quarters of the issue decided upon if the primary security is a share;
  - freely allocate to persons of its choice the shares and securities, wholly or partly, that have not been subscribed;
  - offer to the public all or some of the non-subscribed shares or securities on the French and/or foreign and/or international markets;
5. **takes note** of the fact that this delegation of authority waives shareholders' preferential subscription rights to shares of the Company to which the securities, which would be issued by virtue of this delegation, could give right;
6. **decides** that, in compliance with Article L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
  - (a) the issue price of shares issued directly will be at least equal to the minimum set out in the regulations applicable on the date of the issue;
  - (b) the issue price of the securities convertible into or exchangeable for shares will be such that the amount received immediately by the Company (or the concerned Subsidiary in the event of issuance of securities convertible into or exchangeable for ordinary shares of a Subsidiary), plus any amount to be received subsequently by the Company (or the concerned Subsidiary) will, for each share issued as a result of the issuance of such securities, be at least equal to the minimum subscription price set by law;
7. **decides** that the Board of Directors, with the option to further delegate as provided for by law, shall have all powers to implement this delegation of authority, in particular for the purpose of:
  - (a) deciding to increase the capital;
  - (b) setting the characteristics, amount and conditions of any issuance as well as the securities issued, in particular by,
    - determining the class of securities issued and deciding on their subscription price, conditions of payment, date of entitlement to dividends, which may be retroactive, or the terms and conditions related to the securities issued on the basis of this resolution giving access to ordinary shares of the Company, a Subsidiary or equity securities of any company in which the Company does not hold directly or indirectly more than half of the share capital, as well as the conditions under which, in compliance with the applicable laws, the right of allocation of holders of securities convertible into or exchangeable for ordinary shares shall be temporarily suspended;

- deciding, in the event of issuance of debt securities, whether they are subordinated or not (and, if applicable, on their subordination ranking, in accordance with the provisions of Article L. 228-97 of the French Commercial Code), the interest rate, their term and the other conditions of issuance (including the granting of guarantees or collateral) and of redemption/repayment (including repayment through delivery of the Company's assets) (the securities may also be purchased on the stock market or be subject to an offer of purchase or exchange by the Company);
  - determining the conditions under which these securities will be convertible into or exchangeable for shares of the Company, a Subsidiary or a company in which the Company does not hold directly or indirectly more than half of the share capital, or the allocation of debt securities;
  - modifying the mechanisms set out above during the life of the securities concerned within the limits of the applicable formalities and regulations,
- (c) upon the Board's sole initiative, allocating the cost of the capital increase to the share premium account and deducts this amount from the sums necessary to constitute the legal reserve;
- (d) determining and making all adjustments to take account of the impact of transactions involving the Company's capital and determines the mechanisms for preserving the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);
- (e) formally recording each issuance and each capital increase and amends the Articles of Association accordingly;
- (f) in general, entering into any agreement, in particular, to successfully complete the proposed issuances, taking all measures and carrying out all formalities appropriate for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority and exercises the rights attaching thereto or resulting from the increases in share capital carried out; and
8. **sets** the term of validity of the delegation of authority concerned by this resolution at twenty-six (26) months from the date of this General Meeting of Shareholders, and takes formal note that this delegation supersedes, up to the unused portion, any prior delegation having the same purpose.

## **NINETEENTH RESOLUTION**

### ***Delegation of authority to be granted to the Board of Directors to issue shares or securities, with cancellation of shareholder preferential subscription rights, by way of a public offering as referred to in Article L. 411-2 1° of the French Monetary and Financial Code***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, and in compliance with the provisions of Articles L. 225-127, L. 225-128, L. 225-129 et seq., L. 225-129-2, L. 225-135, L.22-10-51, L. 225-136, L.22-10-52, L. 228-92 and L. 228-93 of the French Commercial Code and Article L. 411-2 1° of the French Monetary and Financial Code:

1. **delegates** the Board of Directors, with the power to sub-delegate as provided for by law, its authority to decide and carry out, on one or more occasions, in France, abroad or on the international market, in such proportions and at such times as it shall deem fit, either in euros or in any other currency or in any other currency unit established by reference to more than one currency, the Company's capital increase, with cancellation of the preferential subscription right by an offer to the public set out in Article L. 411-2 1° of the French Monetary and Financial Code, through the issuance:
  - (a) ordinary shares in the Company; and/or

- (b) securities that are equity securities of the Company (i) convertible into or exchangeable for, by any means, immediately and/or in the future, other equity securities, existing or to be issued, of the Company or of any Subsidiary; or existing equity securities of any company in which the Company does not own directly or indirectly more than half of the share capital, and/or debt securities of the Company, of any Subsidiary or any company set out above, and/or
- (c) any securities, whether or not complex, convertible into or exchangeable for, by any means, immediately and/or in the future, equity securities to be issued by the Company and/or by any Subsidiary, with these securities also convertible into, or exchangeable for existing equity securities and/or debt securities, by any means, immediately or in the future,
- it being specified that these shares and securities may be subscribed for either in cash, or through conversion of liquid and payable debts, and that the issuance of preference shares and shares convertible into, or exchangeable for preference shares is expressly excluded.
2. **decides** to set limits as follows on the amounts of authorised issuances in the event of use by the Board of Directors of this delegation:
- (a) the maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of this delegation of authority is capped at twenty-nine million euros (€29,000,000);
- (b) the nominal amount of capital increases that can be carried out pursuant to this resolution shall count towards (i) the overall capital increase ceiling set out in the twenty-sixth resolution below and (ii) the capital increase ceiling set out in paragraph 2 (a) of the eighteenth resolution and (iii) if applicable, the capital increase ceiling in connection with a public offering set out in the twenty-seventh resolution;
- (c) will be added to these ceilings, as applicable, the nominal amount of shares that may be issued, to protect the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);
- (d) in any event, the capital increases carried out pursuant to this resolution shall not exceed the limits set out in the applicable regulations (which is currently 20% of the Company's share capital per year), with these limits assessed on the date that the decision is taken by the Board of Directors to use the delegation of authority granted under this resolution;
- (e) the maximum nominal amount of securities representing debt securities of the Company that may be issued by virtue of this delegation of authority, is capped at five hundred million euros (€500,000,000) (or its equivalent value in euros in the event of issuance in other currencies or units of accounts), it being specified that (i) this amount shall count towards the ceiling set out in paragraph 2(c) of the seventeenth resolution and that (ii) this ceiling does not apply to the amounts of any debt securities set out in Articles L. 228-40, L. 228-92 (3), L. 228-93 (6) and L. 228-94 (3) of the French Commercial Code, the issuance of which would furthermore be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association;
3. **decides** that the Board of Directors shall be allowed to introduce a subscription right on a preemptive basis;
4. **takes note** of the fact that this delegation of authority waives shareholders' preferential subscription rights to shares of the Company to which the securities, which would be issued by virtue of this delegation, could give right;
5. **decides** that, in compliance with Article L. 22-10-52 and R. 22-10-32 of the French Commercial Code:
- (a) the issue price of shares issued directly will be at least equal to the minimum set out in the applicable laws and regulations on the date of the use of this delegation of authority;

- (b) the issue price of the securities convertible into, or exchangeable for shares will be such that the amount received immediately by the Company (or the concerned Subsidiary in the event of issue of securities convertible into or exchangeable for shares of a Subsidiary), plus any amount to be received subsequently by the Company (or concerned Subsidiary) will, for each share issued as a result of the issuance of such securities, be at least equal to the minimum subscription price set by law;
6. **decides**, if necessary, that, if the subscriptions do not absorb the entire issuance amount, the Board of Directors can use, in compliance with the conditions laid down by law and in the order that it shall determine, one or more of the following options:
- limit the amount of the issue to that of the subscriptions received, on condition that the amount of the latter reaches three-quarters of the issue decided upon if the primary security is a share;
  - freely allocate to persons of its choice the shares and securities, wholly or partly, that have not been subscribed; and
  - offer to the public all or some of the non-subscribed shares or securities on the French and/or foreign and/or international markets;
7. **decides** that the Board of Directors shall have all powers, with the right to sub-delegate as provided for by law, to implement this delegation of authority, in particular to determine the conditions of issue, subscription and payment, formally note the completion of the resulting capital increases, amend the Articles of Association accordingly and in particular take the same decisions as those set out in paragraph 7 of the eighteenth resolution; and
8. **sets** the term of validity of the delegation of authority concerned by this resolution at twenty-six (26) months from the date of this General Meeting of Shareholders, and take formal note that this delegation supersedes, up to the unused portion, any prior delegation having the same purpose.

## **TWENTIETH RESOLUTION**

### ***Delegation of authority to be granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without preferential subscription rights by up to 15% of the amount of the initial issue***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant to Articles L. 225-135-1 and R. 225-118 of the French Commercial Code:

1. **delegates** its authority to the Board of Directors, with the option to further delegate as provided for by law, to decide, for each issuance decided pursuant to the seventeenth, eighteenth and nineteenth resolutions above, to increase the number of securities to be issued, at the same price as that used for the initial issuance, within the periods and limits laid down in the regulations applicable on the date of the issuance (currently, within thirty days of the closing of the subscription and within the limit of 15% of the initial issuance);
2. **decides** that the nominal amount of capital increases decided by virtue of this resolution shall count towards (i) the overall capital increase ceiling set out in the twenty-sixth resolution below and, (ii) the special ceiling(s) of the resolution used for the initial issuance (or towards the ceilings set out by any resolution of the same nature which may replace, during the term of validity of the delegation of authority, the resolution by virtue of which the initial issuance is decided) and (iii) if applicable, the capital increase ceiling in connection with a public offering set out in the twenty-seventh resolution;

3. in the event of use by the Board of Directors of this delegation of authority, **delegates** to the latter all powers, with the option to further delegate as provided for by law, to implement this delegation; and
4. **sets** the term of validity of the delegation of authority concerned by this resolution at twenty-six (26) months from the date of this General Meeting of Shareholders, and takes formal note that this delegation supersedes, up to the unused portion, any prior delegation having the same purpose.

## **TWENTY-FIRST RESOLUTION**

### ***Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by incorporation of premiums, reserves, profits or other items***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Ordinary General Meetings, after taking note of the Board of Directors' report and in compliance with the provisions of Articles L.225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

1. **delegates** to the Board of Directors, with the option to further delegate as provided for by law, its powers to decide to raise the Company's capital, on one or more occasions, in such proportions and at such times as it shall deem fit, by incorporating premiums, reserves, profits or other amounts for which capitalisation is permitted under law and the Articles of Association, by creating and allocating bonus shares or by raising the par value of existing shares or by using both of these methods;
2. **decides** that:
  - (a) the maximum nominal amount of capital increases that can be carried out is capped at ninety-seven million (97,000,000) euros and that to this ceiling will be added, as applicable, the nominal amount of shares to be issued, to protect the rights of security holders and other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases); and
  - (b) the nominal amount of capital increases that can be carried out pursuant to this resolution shall count towards the overall capital increase ceiling set out in the twenty-sixth resolution below and shall not count towards the overall capital increase ceiling in connection with a public offering set out in the twenty-seventh resolution below;
3. in the event of use by the Board of Directors of this delegation of authority, **delegates** to the latter all powers, with the option to further delegate as provided for by law, to implement this delegation; in particular for the purpose of:
  - (a) determining the conditions of issue, the amount and nature of amounts to be incorporated into the capital, determining the number of new shares to be issued and/or the amount by which the nominal value of existing shares is to be increased, and setting the date, which may be retroactive, from when the new shares will rank for dividend or the increase of the existing shares' nominal value will be effective;
  - (b) resolving, in the event of a distribution of bonus shares:
    - that fractional allocation rights will not be tradeable and that the corresponding shares will be sold, with the proceeds of the sale allocated to the holders of such rights in accordance with legal and regulatory requirements;
    - to determine and make all adjustments to take account of the impact of transactions involving the Company's capital and determine the mechanisms for preserving the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases),

- to formally record the completion of each capital increase and amend the Articles of Association accordingly;
- (c) in general, entering into any agreement, and in particular, taking all measures and carrying out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attaching thereto or resulting from the capital increases carried out;
4. **sets** the term of validity of the delegation of authority concerned by this resolution at twenty-six (26) months from the date of this General Meeting of Shareholders, and takes formal note that this delegation supersedes, up to the unused portion, any prior delegation having the same purpose.

## TWENTY-SECOND RESOLUTION

### ***Delegation of authority to be granted to the Board of Directors to decide to increase the share capital through the issuance of shares or securities giving access to the share capital reserved for members of company savings plans with cancellation of preferential subscription rights to their benefit***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, pursuant to the provisions of Articles L. 225-129, L. 225-129-2 to L. 225-129-6 and L. 225-138-1 of the French Commercial Code and to Articles L. 3332-18 et seq. of the French Labour Code:

1. **delegates** to the Board of Directors, with the option to further delegate as provided for by law, its authority to decide on and carry out a share capital increase, on one or more occasions, by issuing shares or securities that are securities of the Company giving access by any means, immediately and/or in the future, to the Company's share capital (excluding preference shares) reserved for members of one or more Company Savings Plans (or members of other plan to whom a capital increase can be reserved under similar conditions by virtue of Articles L. 3332-18 et seq. of the French Labour Code) put in place in the Company or the Aéroports de Paris Group made up of the Company and French and foreign companies within the scope of consolidation of the Company Financial Statements pursuant to Articles L. 3344-1 and L. 3344-2 of the French Labour Code;
2. **decides** that:
  - (a) the maximum nominal amount of capital increases that can be carried out in this respect shall be capped at two million nine hundred thousand euros (€2,900,000);
  - (b) the nominal amount of capital increases carried out pursuant to this resolution shall count towards (i) the overall capital increase ceiling set out in the twenty-sixth resolution below and (ii) the capital increase ceiling set out in paragraph 2 (a) of the eighteenth resolution of this General Meeting, and, as applicable, the nominal amount of shares that may be issued will be added to these ceilings, in order to protect the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);
3. **decides** that the issue price of the new shares or securities convertible into, or exchangeable for shares will be set in compliance with the provisions of Articles L. 3332-19 et seq. of the French Labour Code;

However, the General Meeting of Shareholders expressly authorises the Board of Directors, if it deems fit, to reduce or cancel the discount set out in Articles L. 3332-19 et seq. of the French Labour Code, within the legal and regulatory limits, in order to take into account, in particular, legal, accounting, tax and social regimes that apply locally;

4. **authorises** the Board of Directors to allocate, free of charge, to the above-mentioned beneficiaries, in addition to the shares or equity securities convertible into or exchangeable



for shares to subscribe in cash, shares or equity securities convertible into, or exchangeable for shares to be issued or already issued as replacement for all or part of the discount set out in Articles L. 3332-19 et seq. of the French Labour Code and/or of additional shares and equity securities, it being specified that the benefit resulting from this allocation shall not exceed the legal or regulatory limits pursuant to Articles L. 3332-10 et seq. and L. 3332-18 et seq. of the French Labour Code;

5. **decides** that this resolution implies the cancellation of preferential subscription rights of shareholders in favour of members of the Company Savings Plan to whom the capital increase is reserved and waives any right to shares or equity securities convertible into, or exchangeable for shares allocated, for a cash consideration or free of charge, based on this resolution;
6. **decides** that the Board of Directors shall have all powers to implement this delegation of authority, with the right to sub-delegate as provided for by law, within the aforementioned limits and conditions, in particular for the purposes of:
  - (a) determining, in accordance with the conditions set out by law, the list of companies whose employees, pre-retired and retired employees may subscribe to the shares or securities convertible into or exchangeable for shares so issued and, if applicable, be allocated free shares or securities convertible into or exchangeable for shares;
  - (b) deciding that the subscriptions may be made directly or via company mutual funds or other structures or entities allowed under the applicable laws or regulations;
  - (c) determining the conditions, in particular as regards length of service, that must be met by the beneficiaries of the capital increases;
  - (d) determining the dates of opening and of closing of the subscriptions;
  - (e) setting the amounts of the issuances to be undertaken pursuant to this authorisation and determining, in particular, the issuance prices, dates, time-periods, terms and conditions of subscription, payment, settlement and dividend rights of the securities (which may be retroactive) as well as the other terms and conditions of the issuances, in accordance with applicable laws and regulations;
  - (f) in the event of allocation of bonus shares or equity securities convertible into, or exchangeable for shares, setting the number of shares or equity securities convertible into or exchangeable for shares to be issued, the number to be allocated to each beneficiary, and determining the dates, time-periods, terms and conditions of allocation of these shares or equity securities convertible into, or exchangeable for shares in accordance with applicable laws and regulations and in particular choosing to either replace, in whole or in part, these shares or equity securities convertible into, or exchangeable for shares for the discounts set out in Articles L. 3332-19 et seq. of the French Labour Code, or counting the equivalent value of these shares or securities towards the total value of the additional shares or securities, or combining these two possibilities;
  - (g) formally noting the completion of capital increases up to the amount of shares that will be subscribed (after any reduction in the event of an over-subscription);
  - (h) where applicable, charging the costs of capital increases against the amount of premiums related thereto and deducting the amounts needed to bring the legal reserve to one tenth of the new capital resulting from said capital increases;
  - (i) entering into all agreements, carrying out directly or indirectly, via a duly authorised agent, all transactions including the formalities following the capital increases in the share capital and the corresponding amendments to the Articles of Association;
  - (j) in general, entering into any agreement, in particular, to successfully complete the proposed issuances, taking all measures and decisions and carrying out all formalities appropriate for the issuance, listing and financial servicing of the securities issued pursuant to this delegation of authority and exercising the rights attaching thereto or resulting from the increases in share capital carried out; and

7. **sets** the term of validity of the delegation of authority concerned by this resolution at twenty-six months from the date of this General Meeting of Shareholders, and takes formal note that this delegation supersedes, up to the unused portion, any prior delegation having the same purpose.

## **TWENTY-THIRD RESOLUTION**

### ***Delegation of authority to be granted to the Board of Directors for the purpose of issuing, with cancellation of shareholder preferential subscription rights, shares or securities in the event of a public exchange offer initiated by the Company***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report, and in compliance with the provisions of the French Commercial Code, and in particular Articles L. 225-129 to L. 225-129-6, L. 22-10-54 and L. 228-91 et seq.,

1. **delegates** to the Board of Directors, with the option to further delegate as provided for by law, its authority to decide and carry out the issuance of ordinary shares or securities convertible into, or exchangeable for the Company's shares, by any means, immediately or in the future, in consideration of the shares contributed (i) in a public exchange offer initiated by the Company in France or abroad, in accordance with local rules, on the shares of another company admitted to trading on one of the regulated markets set out in Article L. 22-10-54 of the French Commercial Code, or (ii) in any other transaction having the same effect as a public exchange offer initiated by the Company on the shares of another company admitted to trading on a regulated market governed by a foreign law;
2. **decides** that:
  - (a) the maximum nominal amount of capital increases that can be carried out in this respect shall be capped at twenty-nine million euros (€29,000,000) and count towards (i) the overall capital increase ceiling set out in the twenty-sixth resolution below and (ii) the capital increase ceiling set out in paragraph 2 (a) of the eighteenth resolution of this General Meeting;
  - (b) as applicable, the nominal amount of shares that may be issued will be added to these ceilings, in order to protect the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases); and
  - (c) the maximum nominal amount of securities representing debt securities of the Company that may be issued by virtue of this delegation of authority, is capped at five hundred million euros (€500,000,000) (or its equivalent value in euros in the event of issuance in other currencies or units of accounts), it being specified that (i) this amount shall count towards the ceiling set out in paragraph 2(c) of the seventeenth resolution and that (ii) this ceiling does not apply to the amounts of any debt securities set out in Articles L. 228-40, L. 228-92 (3), L. 228-93 (6) and L. 228-94 (3) of the French Commercial Code, the issuance of which would furthermore be decided or authorised in accordance with Articles L. 228-36 and L. 228-40 of the French Commercial Code and the provisions of the Company's Articles of Association;
3. **decides**, as necessary, to cancel, for the benefit of the holders of these securities that are subject to the public offer, the shareholders' preferential right to subscribe to these ordinary shares and securities so issued;

4. **takes note** of the fact that this delegation of authority waives shareholders' preferential subscription rights to shares of the Company to which the securities, which would be issued by virtue of this delegation, could give right;
5. **decides** that the Board of Directors shall have all powers to implement this delegation of authority, in particular to issue shares and/or securities convertible into, or exchangeable for, immediately or in the future, shares of the Company as part of the public exchange offers set out in this resolution and in particular:
  - to set the exchange ratio and, if applicable, the amount of the balance in cash to be paid,
  - to formally note the number of securities contributed in the exchange,
  - to determine the dates, terms and conditions of issuance, in particular the price and the dividend date, of the new ordinary shares or, as applicable, the securities convertible into or exchangeable for, immediately and/or in the future, ordinary shares of the Company,
  - to record the difference between the issue price of the new ordinary shares and their nominal value as a liability under the item "Contribution premium" relating to shareholders' rights,
  - to charge, if applicable, all costs and taxes incurred or paid in connection with the authorised transaction to said "Contribution premium",
  - to formally note the completion of the resulting capital increase(s) and amend the Articles of Association accordingly, and, in general, enter into any agreement, in particular, to successfully complete the proposed issues of shares or securities, to take all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority and the exercise of the rights attaching thereto or resulting from the increases in share capital carried out; and
6. **sets** the term of validity of this delegation of authority at twenty- six (26) months from the date of this General Meeting of Shareholders, and takes formal note that this resolution supersedes, up to the unused portion, any prior delegation having the same purpose.

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

##### ***Delegation of authority to be granted to the Board of Directors to issue shares or securities to compensate contributions in kind granted to the Company within the limit of 10% of the share capital***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report, under Article L. 22-10-53 of the French Commercial Code and the Statutory Auditors' special report:

1. **delegates** to the Board of Directors, with the right to sub-delegate as provided for by law, the powers necessary to issue ordinary shares or equity securities convertible into, or exchangeable for the Company's shares, by any means, immediately and/or in the future (excluding preference shares), within the limit of 10% of the Company's share capital on the date of the issuance, in order to pay for the contributions in kind made to the Company and made up of shares or securities convertible into, or exchangeable for shares of other companies, where the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
2. **decides** that the nominal amount of the increase in the Company's share capital resulting from the issuance of the above-mentioned shares or securities shall count towards (i) the overall capital increase ceiling set out in the twenty-sixth resolution below and (ii) the capital increase ceiling set out in paragraph 2(a) of the eighteenth resolution of this General Meeting and will be added to these ceilings, as applicable, the nominal amount of shares

that may be issued, to protect the rights of security holders or other rights convertible into, or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases);

3. **decides** that the Board of Directors shall have all powers, with the option to further delegate as provided for by law, in particular to determine the class and number of ordinary shares and/or securities to be issued, their characteristics and their terms and conditions of issue, as well as to decide on their issuance, approve the valuation of the said contributions, and formally note the completion thereof, charge all costs, expenses and taxes against the premiums and allocate the balance thereof, formally note the increase in share capital, amend the Articles of Association accordingly and, in general, enter into any agreement in particular to ensure the proper conduct of the planned issuances, take all measures and decisions and carry out all formalities appropriate for the issue, listing and financial servicing of the securities issued pursuant to this delegation of powers and for the exercise of the rights attached thereto or following the capital increases carried out;
4. **sets** the term of validity of this delegation of authority at twenty-six (26) months from the date of this General Meeting of Shareholders, and takes formal note that this resolution supersedes, up to the unused portion, any prior delegation having the same purpose.

#### **TWENTY-FIFTH RESOLUTION**

##### ***Authorisation to be granted to the Board of Directors to reduce the share capital via cancellation of treasury shares***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and the Statutory Auditors' special report:

1. **authorises** the Board of Directors to reduce the Company's share capital, on one or more occasions, in such proportions and at such times as it shall deem fit, by cancelling any number of treasury shares (or shares to be held by the Company as treasury shares) that it shall decide within the limits authorised by law, in compliance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code;
2. **sets** the maximum number of shares that can be cancelled by the Company by virtue of this authorisation, per period of twenty-four (24) months, at 10% of the Company's share capital;
3. **authorises** the Board of Directors to charge the difference between the purchase price of the cancelled shares and their nominal value against the premiums and available reserves of its choice;
4. **grants** all powers to the Board of Directors, with the option to further delegate as provided for by law, to carry out the share cancellation and the capital reduction that may be carried out by virtue of this authorisation, decide on the number of shares to be cancelled, determine the conditions for the share cancellation and the capital reduction, formally record the completion thereof, amend the Articles of Association accordingly and complete all formalities; and
5. **sets** the term of validity of this delegation of authority at twenty-six (26) months from the date of this General Meeting of Shareholders, and take formal note that this resolution supersedes, up to the unused portion, any prior delegation having the same purpose.

#### **TWENTY-SIXTH RESOLUTION**

##### ***Total limit on the amount of the increases in the Company's share capital that may be carried out pursuant to the seventeenth to twentieth resolutions and the twenty-second to twenty-fourth resolutions submitted to this General Meeting***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report and in compliance with Articles L. 225-129-2 of the French Commercial Code, decides that the maximum nominal amount of capital increases that can be carried out immediately or in the future by virtue of the delegations of authority and authorisations conferred by the seventeenth, eighteenth, nineteenth, twentieth, twenty-second, twenty-third and twenty-fourth resolutions submitted to this General Meeting, is capped at ninety-seven million euros (€97,000,000), and that, as applicable, the nominal amount of shares to be issued may be added to this ceiling, in order to protect the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases).

**TWENTY-SEVENTH RESOLUTION**

***Total limit on the amount of the increases in the Company's share capital that may be carried out pursuant to the seventeenth to twentieth resolutions submitted to this General Meeting***

The General Meeting of Shareholders, acting in accordance with the quorum and majority requirements for Extraordinary General Meetings, after taking note of the Board of Directors' report, in compliance with Article L. 225-129-2 of the French Commercial Code, decides that the total nominal amount of capital increases that may be carried out immediately and/or in the future by virtue of the delegations of authority and authorisations conferred by the seventeenth, eighteenth, nineteenth and twentieth resolutions submitted to this General Meeting, in the event that these delegations or authorisation are used in connection with a public offering of the Company's shares, shall be capped at twenty-nine million euros (€29,000,000) and that (i) the amount of any capital increase carried out in this respect shall count towards the overall capital increase ceiling set out in the twenty-sixth resolution above and as regards delegations and authorisations conferred by the eighteenth and nineteenth resolutions, and, when used in connection with the eighteenth or nineteenth resolutions, the twentieth resolution submitted to this General Meeting, the capital increase ceiling set out in paragraph 2 (a) of the eighteenth resolution, and (ii) will be added to these ceilings, as applicable, the nominal amount of shares that may be issued, to protect the rights of security holders or other rights convertible into or exchangeable for shares (in accordance with the applicable laws and regulations and, as applicable, the contractual provisions on other adjustment cases).

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

**TWENTY-EIGHTH 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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