

2022

**NOTICE
OF
MEETING**

COMBINED GENERAL MEETING
OF SHAREHOLDERS
OF AÉROPORTS DE PARIS



17 MAY 2022 AT 3 P.M.

Maison de la Chimie
28, *bis* rue Saint-Dominique ♦ 75007 Paris ♦ France



INFORMATION

Due to the health crisis linked to the Covid-19 pandemic, the modalities for holding and participating in the Ordinary and Extraordinary General Meeting of 17 May 2022 may be modified depending on the evolution of the health and/or regulatory situation. The shareholders will be required to comply with the sanitary measures applicable at the time of the General Meeting.

Shareholders are invited to regularly consult the section dedicated to the Ordinary and Extraordinary General Meeting of 17 May 2022 on the Company's website.

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On social networks...



LinkedIn

<https://www.linkedin.com/company/groupe-adp>



Twitter

@GroupeADP
ou @ParisAeroport



Youtube

<https://www.youtube.com/c/ParisAeroport>



Facebook

<https://www.facebook.com/parisaeroport/>



Instagram

@ParisAeroport

COMBINED GENERAL MEETING

TUESDAY 17 MAY 2022 AT 3 P.M.

Maison de la Chimie ♦ 28, bis rue Saint-Dominique ♦ 75007 Paris ♦ France

HOW TO GET THERE



La Maison de la Chimie

28, bis rue Saint-Dominique
75007 Paris

Tel: +33 (0)1 40 62 27 00
Fax: +33 (0)1 45 55 98 62

info@maisondelachimie.com
www.maisondelachimie.com



RER

Line C
Station:
Invalides



Metro Lines

Lines 8, 12 and 13.
Stations :
Assemblée nationale
et Invalides



Bus Routes

63, 69, 83, 93
and 94



Airports

Paris-Orly and
Paris-Charles de Gaulle
at 30 minutes

EMAIL COMMUNICATION

Questions may be submitted
in writing in advance
of the General Meeting
of Shareholders to:

ag@adp.fr

SHAREHOLDER RELATIONS DEPARTMENT

For more information,
the Shareholder Relations
Department is at your disposal

♦ By telephone

from France: 0800 101 800
or from outside France: +33 1 55 77 30 11

♦ Website

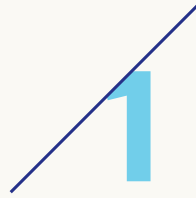
[www.parisaeroport.fr/groupe/finances/
actionnaires-individuels/homepage/guide-actionnaires](http://www.parisaeroport.fr/groupe/finances/actionnaires-individuels/homepage/guide-actionnaires)

♦ By email

relationsactionnairesindividuels@adp.fr

♦ By post

Groupe ADP - Individual Shareholder Relations -
Communications Department
1, rue de France -
BP 81007 - 95931 Roissy Charles de Gaulle Cedex -
France



2021 KEY FIGURES



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MESSAGE FROM THE CHAIRMAN AUGUSTIN de ROMANET



Dear Madam, Dear Sir, Dear Shareholder,

"It is my pleasure to invite you to the Combined General Meeting of Aéroports de Paris, which will be held on Tuesday, 17 May 2022 at 3:00 p.m. at the Maison de la Chimie in Paris.

The months from January to May 2021 were marked by a resurgence of the Covid-19 pandemic, which affected all of the Group's activities. The recovery in activity that began in mid-May continued until the end of the year, in line with the Group's forecasts.

All financial indicators trended upwards in 2021. In addition to the positive impact of the recovery in traffic in the second half of the year, this trend is also due to the management of operating expenses, as a result of the savings measures initiated at the beginning of the crisis and the first effects of the social measures in Paris. The Group has also succeeded in increasing its quality of service and its revenue per passenger¹ in the Paris commercial activities, whose level has exceeded that of 2019.

The year 2021 was also marked by the development of international activities, with in particular the acquisition of Almaty airport, which has made a significant contribution to improving the Group's EBITDA from 2021 and the winning of the Antalya concession for a further 25 years.

Several international assets have seen extensions of concession periods and debt restructurings. Discussions are ongoing regarding the Amman and Santiago de Chile airports.

The recovery in activity over the second half of the year enabled the Group to stabilise its cash position between mid-July and December 2021.

For 2022, Groupe ADP traffic is expected to be between 70% and 80% of the 2019 level, and Paris Aéroport traffic between 65% and 75% of the 2019 level. The EBITDA margin should be between 30% and 35% and net income is expected to be positive for 2022. The target of reaching a net financial debt/EBITDA ratio of between 6x and 7x is maintained.

Lastly, Groupe ADP has defined a strategic roadmap entitled "2025 Pioneers", driving fresh momentum that expresses the vision of its new long-term airport model over the period 2022-2025.

This General Meeting is yours. It provides an opportunity for discussion and dialogue in the question and answer session.

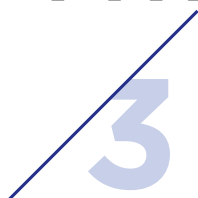
If you are unable to attend, the General Meeting will be broadcast live in video format on our website. You have the opportunity to vote before the General Meeting, either by Internet through VOTACCESS or by mail.

You can also give a proxy to any individual or legal entity of your choice, or authorise me, in my capacity as Chairman of the General Meeting, to vote on your behalf. As every year, we will be submitting several resolutions to you for approval, which you will find in this brochure.

I thank you in advance for your attention. I look forward to seeing you on 17 May.

Augustin de Romanet
Chairman and Chief Executive Officer

¹ Revenue from airside shops divided by the number of departure passengers (Rev/Pax) in Paris.



AGENDA

OF THE COMBINED GENERAL MEETING OF 17 MAY 2022

AT ITS 30 MARCH 2022 MEETING, THE COMPANY'S BOARD OF DIRECTORS DECIDED TO CONVENE A COMBINED GENERAL MEETING AND SUBMIT THE FOLLOWING AGENDA:

GENERAL MEETING OF SHAREHOLDERS ORDINARY MEETING

- ◆ Approval of the company financial statements for the year ended 31 December 2021
- ◆ Approval of the consolidated financial statements for the year ended 31 December 2021
- ◆ Appropriation of earnings for the year ended 31 December 2021
- ◆ Approval of agreements entered into with the French government covered by articles L. 225-38 *et seq.* of the French Commercial Code
- ◆ Approval of an agreement entered into with the Île-de-France regional authority covered by articles L. 225-38 *et seq.* of the French Commercial Code
- ◆ 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
- ◆ Approval of the information referred to in article L. 22-10-9 of the French Commercial Code concerning corporate officer compensation
- ◆ 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
- ◆ Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer)
- ◆ Approval of the compensation policy for the Chairman and Chief Executive Officer
- ◆ Ratification of the co-option of Mr Olivier Grunberg as a director
- ◆ Ratification of the co-option of Ms Sylvia Metayer as a director
- ◆ Appointment of Mr Pierre Cunéo as a director
- ◆ Appointment of Ms Cécile de Guillebon as a director
- ◆ Reappointment of Ms Perrine Vidalenche as a director
- ◆ Reappointment of Mr Jean-Benoît Albertini as a director

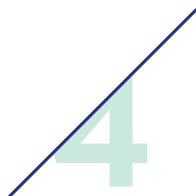
GENERAL MEETING OF SHAREHOLDERS EXTRAORDINARY MEETING

- ◆ Delegation of authority to be granted to the Board of Directors to issue shares in the Company or securities giving access to the share capital of the Company or its subsidiaries, with retention of shareholder preferential subscription rights
- ◆ 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)
- ◆ 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
- ◆ 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
- ◆ Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by capitalisation of premiums, reserves, profits or other items
- ◆ Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the share capital reserved for members of Company Savings Plans, with cancellation of shareholder preferential subscription rights
- ◆ Delegation of authority to be granted to the Board of Directors to issue shares or securities in the event of a public exchange offer initiated by the Company, with cancellation of shareholder preferential subscription rights
- ◆ 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
- ◆ Delegation of authority to be granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out pursuant to resolutions 17 to 20 and resolutions 22 to 24 submitted to this General Meeting
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out during a public offer period pursuant to resolutions 17 to 20 submitted to this General Meeting

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GENERAL MEETING OF SHAREHOLDERS ORDINARY MEETING

- ◆ Powers to carry out formalities



PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES AT 30 MARCH 2022

9
meetings in 2021



87%
attendance rate



/AUGUSTIN DE ROMANET

CHAIRMAN AND CEO OF AÉROPORTS DE PARIS

BORN ON:
2 APRIL 1961

Augustin de Romanet was appointed Chairman and CEO of Aéroports de Paris by decree on 29 November 2012 and was renewed in this position by decree of the President of the Republic, deliberated in the French Council of Ministers, on 24 July 2014 and 29 May 2019. Augustin de Romanet holds 50 shares in the capital of ADP.

With regard to his terms of office within Groupe ADP, Augustin de Romanet is the Chairman and a director of Média Aéroports de Paris SAS (a French joint venture with JC Decaux), a member of the Management Board of Relay@ADP SAS (a French joint venture with Lagardère), a member of the Board of Société de Distribution Aéroportuaire SAS (a French joint venture with Lagardère) and Chairman of the Fondation d'Entreprise Groupe ADP. Since February 2021, he has been a member of the Board of Directors of GMR Airports Limited (a company incorporated under Indian law in which ADP holds 49% of the share capital).

With regard to his other offices, Augustin de Romanet is a director of the Régie autonome des transports parisiens (RATP), a public industrial and commercial establishment, member of the Supervisory Board of Le Cercle des Economistes SAS, Chairman of the Board of Directors of the public establishment of the national estate of Chambord (France), member of the Board of Directors of Atout France, the French

tourism development agency, founding member and director of the endowment fund "Institut pour l'Innovation Économique et Sociale" (2IES), Chairman of the Board of Directors of Paris Europlace, a non-profit, as well as a Director of Fondact, a non-profit. Director and Vice-Chairman of the Board of Directors of the listed European company SCOR, Augustin de Romanet is Chairman of the Sustainable Development Committee and a member of the Strategy, Audit, Risk and Crisis Management Committees.

Augustin de Romanet graduated from the Institut d'Études Politiques in Paris and is an alumnus of the École Nationale d'Administration. He was Managing Director of *La Caisse des dépôts et consignations* from March 2007 to March 2012 and chaired the *Fonds Stratégique d'Investissement* from 2009 to 2012. Prior to this, he was Deputy Chief Financial Officer of Crédit Agricole S.A. and a member of the Executive Committee. From June 2005 to October 2006, he was Deputy Secretary General to the Presidency of the Republic and held senior positions in various ministries. From 2002 to 2005, he was Private Secretary to the Minister Delegate in charge of the budget, Alain Lambert; Deputy Private Secretary to the Minister of Economy, Finance and Industry, Francis Mer; Private Secretary to the Minister of Employment, Labour and Social Cohesion, Jean-Louis Borloo, and Deputy Private Secretary to the Prime Minister, Jean-Pierre Raffarin.

■ Directors appointed by the Annual General Meeting of Shareholders ■ Director representing the State ■ Directors appointed by the Annual General Meeting of Shareholders on the proposal of the French State ■ Directors elected as staff representatives ■ Non-voting Board members.



/JEAN-BENOÎT ALBERTINI

Jean-Benoît Albertini, a senior defence official and senior official responsible for sustainable development, is Secretary General of the Ministry of the Interior.

BORN ON:
9 MAY 1963



/FRANÇOISE DEBRUS

PERMANENT REPRESENTATIVE
OF PREDICA PRÉVOYANCE DIALOGUE
DU CRÉDIT AGRICOLE - INDEPENDENT
LEAD DIRECTOR

Françoise Debrus is the Chief Investment Officer of Crédit Agricole Assurance Solutions. Within Predica investments, she is the permanent representative of Predica, a Director and member of the Audit Committee and of the Investment Committee of Korian, a French listed limited company. She is also a member of the Supervisory Board and of the Audit Committee of Altarea, SCA (a French listed agricultural cooperative company), a member of the Board of Directors and of the Audit Committee of Semmaris (a semi-public French company), a member of the Board of Directors of Comexposium, a French listed limited company, and a member of the Supervisory Board and of the Audit Committee of Française des Jeux (FDJ), a French listed limited company. Predica Prévoyance Dialogue du Crédit Agricole held 5,160,591 shares in the capital of ADP as at 31 December 2021.

BORN ON:
19 April 1960



/ISABELLE BIGAND-VIVIANI

Isabelle Bigand-Viviani is a management controller in the Paris-Orly Department of Aéroports de Paris. She is sponsored by the CGT.

BORN ON:
27 JANUARY 1964



/SÉVERIN CABANNES

INDEPENDENT DIRECTOR

Séverin Cabannes is Chairman of Tolma Conseil, a simplified joint-stock company. Séverin Cabannes holds 63 ADP shares.

BORN ON:
21 JULY 1958



/FAYÇAL DEKKICHE

Fayçal Dekkiche is operational security coordinator for Aéroports de Paris within Paris-Charles de Gaulle Airport management. He is sponsored by the CFE-CGC.

BORN ON:
10 May 1966



/GENEVIÈVE CHAUX-DEBRY

Geneviève Chaux-Debry is the Chairwoman of the Supervisory Board of Aéroport de Bordeaux-Mérignac, an unlisted French limited company, and honorary civil administrator.

BORN ON:
18 JUNE 1958

PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES



/NANCY DUNANT

Nancy Dunant is in charge of internal control at Aéroports de Paris within the Services, Logistics and Purchasing Department. She is sponsored by the CFE-CGC.

BORN ON:
17 November 1962



/FRÉDÉRIC GILLET

Frédéric Gillet is in charge of protecting National Defense secrecy within the audit, security and risk management department of Aéroports de Paris. He is sponsored by the CFDT.

BORN ON:
19 February 1972



/JACQUES GOUNON

Jacques Gounon is Chairman of the Getlink Group (GET SE), a listed European company. Within the Getlink Group, he is Chairman of Eleclink Limited, a British limited company, and Chairman of Getlink Régions, a French simplified joint-stock company. He is also a director of France-Manche, a French limited company, The Channel Tunnel Group Limited, a British limited company, Eurotunnel Management Services Limited, a British limited company, Get Elec Limited, a British limited company, London Carex Limited, a British limited company, Le Shuttle Limited, a British limited company, Eurotunnel Financial Services Limited, a British limited company, Eurotunnel Finance Limited, a British limited company and Eurotunnel Trustees Limited, a British limited company. He is Chairman and director of Groupe Hospitalier Paris Saint-Joseph, a foundation. Jacques Gounon holds 400 shares in the capital of ADP.

BORN ON:
25 April 1953



/OLIVIER GRUNBERG

INDEPENDENT DIRECTOR CO-OPTED BY THE BOARD OF DIRECTORS ON 30 MARCH 2022

Olivier Grunberg is Chief Operating Officer and Secretary General of Veolia Eau France, Chairman of UNSPIC (Union Nationale des Services Publics Industriels et Commerciaux), Vice-Chairman of FPPE (Fédération Professionnelle des Entreprises de l'Eau) and Vice-Chairman of IGD (Institut de la Gestion Délégée).

BORN ON:
15 August 1958



/JEAN-PAUL JOUVENT

Jean-Paul Jouvent is in charge of the Employee Savings and Employee Shareholdings Schemes in the Human Resources Department at Aéroports de Paris. He is also Chairman of the Supervisory Board of the ADP DIVERSIFIÉ PRUDENT mutual fund, the ADP DIVERSIFIÉ DYNAMIQUE mutual fund, the ADP ACTIONNARIAT SALARIÉ mutual fund and the ADP OBLIGATIONS mutual fund. He is sponsored by UNSA-SAPAP.

BORN ON:
31 January 1961



/FANNY LETIER



Fanny Letier is co-founder and Managing Director of GENEО Capital Entrepreneur, a fund manager supporting SMEs and middle-market companies, France. She is Chairwoman of GENEО Partenaires, a management company of GENEО Capital Entrepreneur, France, a simplified joint-stock company. She is a director of bioMérieux, a French listed limited company and also a non-class civil director.

BORN ON:
15 March 1979



/VALÉRIE SCHORGERE



Valérie Schorgeré is an economic and financial assistant in the Finance, Management and Strategy Department of Aéroports de Paris. She is a director representing employees at the Groupe ADP Corporate Foundation. She is sponsored by the CGT.

BORN ON:
28 March 1965



/MICHEL MASSONI



Michel Massoni is an associate member of the Departmental Council for the Environment and Sustainable Development of the of the Ministry for Ecological and Solidarity Transition.

BORN ON:
20 September
1950



/CLAIRE VERNET-GARNIER



Claire Vernet-Garnier is Director of Transport Holdings - Agency for State investments - Ministry of the Economy, Finance and Recovery. She is a French State Director and a member of the Audit and Risk Committee, the Strategy and Investment Committee and the Compensation, Appointments and Governance Committee of SNCF, a French limited company, and of Radio France, a French limited company. She is also a Director as a representative of the French State and a member of the Appointments Committee of DEXIA, a Belgian limited company and of Dexia Credit Local, a French limited company.

BORN ON:
10 February 1984



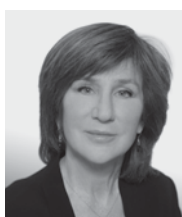
/SYLVIA METAYER



INDEPENDENT DIRECTOR CO-OPTED
BY THE BOARD OF DIRECTORS
ON 30 MARCH 2022

Sylvia Metayer is Director of Growth Strategy and member of the Executive Committee of SODEXO SA, a French listed limited company. She is also a member of the Supervisory Board of Keolis SAS, Chairwoman of the Audit Committee and member of the Human Resources Committee and member of the Board of Directors of Page Group Plc, a company listed on the London Stock Exchange, and a member of the audit, appointments and compensation committees.

BORN ON:
17 January 1960



/PERRINE VIDALENCHÉ



Perrine Vidalenche is an independent director and a member of the Risk Committee and of the Compensation Committee of Orange Bank, a French limited company with a Board of Directors. She is also a member of the Supervisory Board and a member of the Audit Committee of CDC Habitat, a semi-public limited company, the French real estate subsidiary of Caisse des Dépôts, an independent director and Chairwoman of the Audit Committee of New Immo Holding (formerly CEETRUS), a French limited company with a Board of Directors, and Chairwoman of the Audit Committee and member of the Supervisory Board of SEMOP - Gare du Nord 2024, a French semi-public company with a single operation.

BORN ON:
26 December 1956

NON-VOTING BOARD MEMBERS APPOINTED BY THE GENERAL MEETING OF SHAREHOLDERS



/ANNE HIDALGO



BORN ON:
19 June 1959

Anne Hidalgo is mayor of Paris. She is also Chairwoman of the Supervisory Board of Assistance publique Hôpitaux de Paris (APHP), a public health institution, as well as Vice-chair of Métropole du Grand Paris, a public institution for intercommunal cooperation (EPCI), Chairwoman of the Olympic and Paralympic Games Delivery Company (Société de livraison des ouvrages olympiques, SOLIDEO), a public establishment and Vice-Chair of the Organising Committee for the Olympic Games, a non-profit under the 1901 law.



/CHRISTINE JANODET



BORN ON:
29 September 1956

Christine Janodet is Mayor of Orly, Departmental Councillor for the Val-de-Marne, Vice-Chair of the Grand Orly Seine Bièvres Public Institution (GOSB), director of Valophis, HLM Office and Metropolitan Councillor of Métropole du Grand Paris (MGP), a public institution for inter-municipal cooperation.



/VALÉRIE PÉCRESSÉ



BORN ON:
14 July 1967

Valérie Pécresse is Chairwoman of the Île-de-France Regional Council, Chairwoman of the Board of Directors of the Établissement public d'Aménagement Paris-Saclay (EPAPS), member of the Board of Directors of Grand Paris Aménagement (EPIC), Chairwoman (*ex officio*) of the Board of Directors of IDF Mobilités, Chairwoman (*ex officio*) of Institut Paris Région (formerly IAU), Chairwoman of the Board of Directors of Établissement public Foncier d'Île-de-France, a public industrial and commercial establishment, and Senior Vice-Chair of the Association des Régions de France (ARF). She is also a member (*ex officio*) of the Supervisory Board of Société du Grand Paris, a member of the Board of Directors of the Fondation Université de Paris, a member of the Board of Directors of SNCF Réseau, a French limited company, a member of the Board of Directors of the Organising Committee for the Olympic and Paralympic Games (OCOG), a recognised non-profit, and member of the Board of Directors of the Olympic and Paralympic Games Delivery Company (Société de livraison des ouvrages olympiques, SOLIDEO), a public institution. Valérie Pécresse is also a Community Councillor for the Versailles Grand Parc community council, an urban community, and a municipal councillor for the Vélizy-Villacoublay municipal council.



/PATRICK RENAUD



BORN ON:
6 August 1947

Patrick Renaud is Chairman of the Club des Acteurs du Grand Roissy, Chairman of Euro Carex and Roissy Carex, a member of the Bureau of the Club des Acteurs du Grand Roissy and director of the NGO Acting for Life.

■ Directors appointed by the Annual General Meeting of Shareholders. ■ Director representing the State. ■ Directors appointed by the Annual General Meeting of Shareholders on the proposal of the French State. ■ Directors elected as staff representatives. ■ Non-voting Board members.

THE FOLLOWING ALSO ATTEND THE BOARD OF DIRECTORS, MEETINGS, IN AN ADVISORY CAPACITY

- ◆ **Damien Cazé**, Government Commissioner, Director General of Civil Aviation
- ◆ **Marc Borel**, Deputy Government Commissioner, Director for Air Transport
- ◆ **Jean-Marc Delion**, Economic and Financial Controller General
- ◆ **Thierry Bouchet**, Secretary of the Works Council

STANDING STATUTORY AUDITORS

4

Appointed by the General Meeting of Shareholders of 11 May 2021 for a term of six financial years.

Ernst & Young Audit
Represented by **Alain Perroux** and **Antoine Flora**

Deloitte & Associés
Represented by **Guillaume Troussicot** and **Emmanuel Gadret**

AD HOC COMMITTEES

AUDIT AND RISK COMMITTEE

Chairman
Séverin Cabannes

DIRECTORS PARTICIPATING IN THE COMMITTEE

Claire Vernet-Garnier, **Françoise Debrus**, permanent representative of Predica Prévoyance Dialogue du Crédit Agricole, lead independent director, **Frédéric Gillet** and **Jacques Gounon**

COMPENSATION, APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE

CHAIRWOMAN

Françoise Debrus, permanent representative of Predica Prévoyance Dialogue du Crédit Agricole, lead independent director

DIRECTORS PARTICIPATING IN THE COMMITTEE

Claire Vernet-Garnier, **Séverin Cabannes**, independent director, **Jacques Gounon** and **Jean-Paul Jouvent**

STRATEGY AND INVESTMENT COMMITTEE

Chairman
Augustin de Romanet

DIRECTORS PARTICIPATING IN THE COMMITTEE

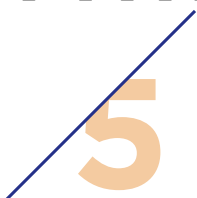
Claire Vernet-Garnier, **Geneviève Chaux Debry**, **Fayçal Dekkiche** and **Isabelle Bigand-Viviani**

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CHAIRWOMAN
Fanny Letier

DIRECTORS PARTICIPATING IN THE COMMITTEE

Nancy Dunant, **Frédéric Gillet**, **Valérie Schorgeré** and **Perrine Vidalenche**



REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF 17 MAY 2022 - DESCRIPTION OF DRAFT RESOLUTIONS

AT ITS 30 MARCH 2022 MEETING, THE COMPANY'S BOARD OF DIRECTORS DECIDED TO CONVENE A COMBINED GENERAL MEETING AND SUBMIT THE FOLLOWING AGENDA:

GENERAL MEETING OF SHAREHOLDERS - ORDINARY MEETING

- ◆ Approval of the company financial statements for the year ended 31 December 2021
- ◆ Approval of the consolidated financial statements for the year ended 31 December 2021
- ◆ Appropriation of earnings for the year ended 31 December 2021
- ◆ Approval of agreements entered into with the French government covered by articles L. 225-38 *et seq.* of the French Commercial Code
- ◆ Approval of an agreement entered into with the Île-de-France regional authority covered by articles L. 225-38 *et seq.* of the French Commercial Code
- ◆ 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
- ◆ Approval of the information referred to in article L. 22-10-9 of the French Commercial Code concerning corporate officer compensation
- ◆ 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
- ◆ Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer)
- ◆ Approval of the compensation policy for the Chairman and Chief Executive Officer
- ◆ Ratification of the co-option of Mr Olivier Grunberg as a director
- ◆ Ratification of the co-option of Ms Sylvia Metayer as a director
- ◆ Appointment of Mr Pierre Cunéo as a director
- ◆ Appointment of Ms Cécile de Guillebon as a director
- ◆ Reappointment of Ms Perrine Vidalenche as a director
- ◆ Reappointment of Mr Jean-Benoît Albertini as a director

GENERAL MEETING OF SHAREHOLDERS - EXTRAORDINARY MEETING

- ◆ Delegation of authority to be granted to the Board of Directors to issue shares in the Company or securities giving access to the share capital of the Company or its subsidiaries, with retention of shareholder preferential subscription rights
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- ◆ Delegation of authority to be granted to the Board of Directors to decide to increase the share capital by issuing shares or securities giving access to the share capital reserved for members of Company Savings Plans, with cancellation of shareholder preferential subscription rights
- ◆ Delegation of authority to be granted to the Board of Directors to issue shares or securities in the event of a public exchange offer initiated by the Company, with cancellation of shareholder preferential subscription rights
- ◆ 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
- ◆ Delegation of authority to be granted to the Board of Directors to reduce the share capital through the cancellation of treasury shares
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out pursuant to resolutions 17 to 20 and resolutions 22 to 24 submitted to this General Meeting
- ◆ Maximum overall amount of increases in the Company's share capital that may be carried out during a public offer period pursuant to resolutions 17 to 20 submitted to this General Meeting

GENERAL MEETING OF SHAREHOLDERS - ORDINARY MEETING

- ◆ Powers to carry out formalities

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A. ORDINARY MEETING

1. Company and consolidated financial statements for the year ended 31 December 2021 (Resolutions 1 and 2)

The company financial statements for the year ended 31 December 2021, the consolidated financial statements for the year ended 31 December 2021, their respective notes and the management report prepared by the Board of Directors on said financial statements were approved by the Board of Directors on 16 February 2022 pursuant to article L. 232-1 of the French Commercial Code.

Aéroports de Paris posted a company net loss of €188,343,060.66 for the 2021 financial year.

The consolidated net loss - attributable to the Group - for 2021 amounted to €247,697 thousand.

The main components of these results are described in the management report presented to the 17 May 2022 General Meeting.

The total amount of expenses and charges not deductible from taxable income as referred to in paragraph 4 of article 39 of the French General Tax Code for the financial year ended 31 December 2021 amounts to €432,444; it reduces the tax loss for this financial year accordingly.

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.

You are requested to approve these company and consolidated financial statements in accordance with article L. 22-10-34 of the French Commercial Code.

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

2. Appropriation of earnings for the year ended 31 December 2021 (Resolution 3)

It is proposed that you decide on the appropriation of earnings for the year ended 31 December 2021. For this item, the balance sheet for the year ended 31 December 2021 showed a net loss of €188,343,060.66. It is proposed, in accordance with article 24 of the Articles of Association, that you allocate this net loss of €188,343,060.66 as a debit under retained earnings, which would consequently be decreased from €664,927,125.46 to €476,584,064.80.

Please note that, due to the health crisis, there was a loss for the period ending 31 December 2020, and you voted for no dividend to be paid out in respect of this financial year, contrary to the company's distribution policy, which provided for a payout of 60% of net income attributable to the Group.

Given that the Company posted a net loss for the year ended 31 December 2021, it is proposed that no dividend be paid in respect of said year.

REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING

In accordance with article 243 *bis* of the French General Tax Code, dividends paid in respect of the previous three years were as follows:

Financial years	Date of distribution of dividend balance	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
For the financial year ended 31 December 2020	Not applicable ¹	Not applicable	nil
For the financial year ended 31 December 2019	Not applicable ²	€69,264,101.90 ³ 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

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

² The dividend balance 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.

³ 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.

3. Approval of the agreements entered into by Aéroports de Paris covered by articles L. 225-38 et seq. of the French Commercial Code (Resolutions 4 to 5)

The purpose of the **fourth resolution** is to submit for your approval, in accordance with article L. 225-40 of the French Commercial Code, five agreements entered into with the French government pursuant to article L. 225-38 of the French Commercial Code.

Details of these five regulated agreements are provided in the Statutory Auditors' special report.

3.1 Agreement with the French government (Ministry of Europe and Foreign Affairs) relating to the reception of French and foreign public figures

This agreement sets out the conditions under which Aéroports de Paris provides reception services and ancillary services for public figures designated by this Ministry in the reception pavilions or VIP lounges at Paris-Charles de Gaulle and Paris-Orly.

This agreement was authorised by the Board of Directors on 17 February 2021 and entered into on 1 March 2021, on the understanding that the director representing the French government did not take part in the vote and the directors proposed by the French government and appointed by the General Meeting of Shareholders that adopted the same position did not take part in the vote.

This agreement enables Aéroports de Paris to comply with its obligations by setting fairly valued prices that cover the costs of services.

3.2 Agreement for the reception of French and foreign public figures entered into with the Office of the President of the French Republic

This agreement sets out the conditions under which Aéroports de Paris provides reception services and ancillary services for public figures designated by the Office of the President of the French Republic in the reception pavilions or VIP lounges at Paris-Charles de Gaulle and Paris-Orly.

This agreement was authorised by the Board of Directors on 17 November 2021 and entered into on 29 November 2021, on the understanding that the director representing the French government did not take part in the vote and the directors proposed by the French government and appointed by the General Meeting of Shareholders that adopted the same position did not take part in the vote.

This agreement enables Aéroports de Paris to comply with its obligations by setting fairly valued prices that cover the costs of services.

3.3 Agreement entered into with the French government (Île-de-France Regional and Interdepartmental Department for the Environment, Planning and Transport / Île-de-France Department of Roads) relating to the financing and performance of works for a temporary access roundabout to the Paris-Charles de Gaulle airport platform.

This agreement sets out the conditions for financing and performing the work on a temporary access roundabout at the Paris-Charles de Gaulle airport.

This agreement was authorised by the Board of Directors on 23 June 2021 and entered into on 12 July 2021, on the understanding that the director representing the French government did not take part in the vote and the directors proposed by the French government and appointed by the General Meeting of Shareholders that adopted the same position did not take part in the vote.

The Board of Directors supported this agreement due to the interest it presents for the company in that it contributes to the improvement of the quality of services and the general conditions of access to the platform.

3.4 Agreement entered into with the French government (Directorate General of Civil Aviation and Agence France Trésor) relating to an advance for security expenses

This agreement sets the conditions for the payment by the French government of an advance on the income from the "security tax" for 2021.

This agreement was authorised by the Board of Directors on 13 October 2021 and entered into on 15 November 2021, on the understanding that the director representing the French government did not take part in the vote and the directors proposed by the French government and appointed by the General Meeting of Shareholders that adopted the same position did not take part in the vote.

The Board of Directors supported this agreement due to the interest it presents for Aéroports de Paris in that it enables it to comply with its obligations by ensuring revenues to cover the costs of services in the current air transport environment.

3.5 Agreement entered into with the French government (General Delegation for Employment and Vocational Training) relating to the implementation of the revitalisation obligation in the context of the collective bargaining agreement

This agreement sets out the commitments of Aéroports de Paris under its revitalisation obligation pursuant to articles L. 1233-84 *et seq.* of the French Labour Code and determines the principles to be applied in the territories affected by the revitalisation under the collective bargaining agreement.

This agreement was authorised by the Board of Directors on 13 October 2021 and entered into on 28 December 2021, on the understanding that the director representing the French government did not take part in the vote and the directors proposed by the French government and appointed by the General Meeting of Shareholders that adopted the same position did not take part in the vote.

The Board of Directors supported this agreement due to the interest it presents for Aéroports de Paris in that it enables it to comply with its legal obligations under measures to ensure the company's longevity.

The fifth resolution is intended to submit for your approval, in accordance with article L. 225-40 of the French Commercial

Code, an agreement entered into with the Île-de-France Region that is covered by article L. 225-38 of the French Commercial Code.

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

This agreement entered into with the Île-de-France Region sets out the conditions for the payment by the Île-de-France Region to Aéroports de Paris of a subsidy to support the implementation of the project for the creation of an experimentation centre that structures the development in Île-de-France of an urban air mobility sector.

This agreement was authorised by the Board of Directors at its meeting of 15 December 2021 and was entered into on 13 January 2022, it being specified that Ms Valérie Pecresse, President of the Île-de-France Region and non-voting member of the Board of Directors, did not take part in the discussions or vote.

The Board of Directors supported this agreement due to the interest it presents for Aéroports de Paris in that it allows it to receive a financial subsidy for the creation of a project that contributes to the development of urban air mobility methods and the improvement of access to airport platforms.

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4. 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 (Resolution 6)

Within the scope of the authorisation granted by your General Meeting of Shareholders of 11 May 2021, the Board of Directors has:

- ◆ implemented the buyback programme by means of a liquidity contract entered into between the Company and an investment services provider (to implement this contract, on 24 March 2021 the Board of Directors decided to allocate €30 million to the liquidity account);
- ◆ authorised on 16 February 2022 the buyback of ADP shares by any means, in one or more transactions, on the markets or over the counter (including through participation in an accelerated order book procedure implemented by Royal Schiphol Group to dispose of its 8% stake in the Company's share capital) up to a maximum number of 7,916,648 ADP shares (not including the shares repurchased in the context of the implementation referred to above of the liquidity agreement), up to an aggregate maximum amount of €1.1 billion (for the entire buyback programme, including shares acquired under the liquidity agreement), for their allocation to the objectives set out in said authorisation, and delegated full powers to the Chairman and Chief Executive Officer to implement said buyback.

The information specified in article L. 225-211 of the French Commercial Code on transactions carried out by the Company on its own shares is given in the management report (notably concerning the number of shares bought and sold during the year, the average prices of share purchases and sales, the amount of trading fees, the number of shares registered in the Company's name at year-end, their value evaluated at the purchase price, their nominal value for each intended purpose, the number of shares used, any re-allocations and the fraction of the capital that they represent).

It is proposed that you adopt the authorisation to be granted to the Board of Directors to decide to implement a share buyback programme to purchase, have purchased, sell or transfer shares of the Company pursuant to articles L. 225-210 *et seq.* and L. 22-10-62 *et seq.* of the French Commercial Code, European regulation No. 596/2014 of the European Parliament and of the Council dated 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 *Autorité des marchés financiers* (AMF) General Regulation, in particular in view of:

- ◆ the 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
- ◆ 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
- ◆ the free allocation of shares under the provisions of articles L. 225-197-1 *et seq.* and article L. 22-10-59 of the French Commercial Code; and/or
- ◆ 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
- ◆ 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

REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING

- ◆ 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; or
- ◆ the remittance of shares when exercising rights attached to securities giving access to the capital by redemption, conversion, exchange, presentation of a bond or in any other manner; and/or
- ◆ the retention and subsequent remittance of shares (for payment, exchange, contribution or other) in the context of external growth, merger, de-merger or contribution operations.

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

Purchases of the Company's shares may be made for such a number of shares that, on the date of each buyback, the total number of shares purchased by the Company since the beginning of the programme may not exceed 10% of the shares comprising the Company's share capital, it being noted that in any event (i) such limit would apply to an amount of the Company's share capital that would be adjusted, if necessary, to take into account transactions affecting the share capital subsequent to this Meeting, (ii) by way of exception, when shares are purchased to promote liquidity under the conditions defined by the General Regulation of the *Autorité des marchés financiers*, the number of shares taken into account for the calculation of the 10% limit would correspond to the number of shares purchased, less the number of shares resold during the term of the authorisation, and (iii) the acquisitions that would be made by the Company could in no event result in the Company holding more than 10% of its share capital.

The maximum purchase price per share is €210, excluding transaction costs, for purchases made under all transactions in the programme.

The shares may be acquired, sold or transferred at any time within the limits authorised by the legal and regulatory provisions in force, and by any means, on one or more occasions, in particular on regulated markets, multilateral trading facilities or over-the-counter, including by block purchases or sales, or

by public tender, sale or exchange offer, or through the use of options or other financial contracts negotiated or through the delivery of shares as a result of 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 an investment services provider (without limiting the portion of the buyback programme that may be carried out by any of these means), or in any other manner.

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

This authorisation would be granted to the Board of Directors for a period of eighteen (18) months from the date of the General Meeting of Shareholders. As of the date of the General Meeting of Shareholders, it shall supersede all authorisations granted for the same purpose to the Board of Directors by the Ordinary General Meeting on 11 May 2021.

Your Board of Directors proposes that you delegate to it, 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, amortisation 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.

Your Board of Directors further proposes that you delegate to it all powers, with the option to further 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.

5. 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 (Resolution 7)

Pursuant to article L. 22-10-34 of the French Commercial Code, you are requested to approve the information mentioned for each corporate officer in 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.

6. Approval of 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 (Resolution 8)

Pursuant to article L. 22-10-34, II of the French Commercial Code, it is proposed that you approve the fixed, variable and exceptional items comprising the total compensation and benefits of any kind paid during, or granted for, the year ended 31 December 2021 to Mr Augustin de Romanet, Chairman and Chief Executive Officer.

The variable or exceptional compensation items allocated for the year ended 31 December 2021 can only be paid after approval by the General Meeting of Shareholders.

<i>(in euros)</i>	2021 Amounts submitted to the vote	Presentation
Fixed compensation	350,000 (amount paid)	
Annual variable compensation <i>(amount to be paid after approval by the 2022 General Meeting)</i>	100,000	2021 criteria and weighting: <ul style="list-style-type: none"> ◆ <u>quantitative criteria</u>: Group EBITDA/revenue, including TAV Airport (25%) passenger satisfaction rate at departure (25%); ◆ <u>qualitative criteria</u>: <ul style="list-style-type: none"> ◆ adaptation of the economic and social model, including strategic, economic and financial considerations, traffic and facilities management (25%), ◆ in line with the Company's purpose and social and environmental commitments (25%).
Deferred/multi-year variable compensation	None	
Exceptional compensation	None	
Director compensation	None	
Benefits in kind	8,488	Company car
Total compensation due for the year	458,488	
Valuation of options allocated during the year	None	
Valuation of performance shares allocated during the year	None	
Severance compensation	None	
Non-competition benefit	None	
Supplementary pension scheme	None	
2020 annual variable compensation paid in 2021 after approval by the 2021 General Meeting	70,000	

The amount of fixed compensation is unchanged. The objectives determining the amount of the variable portion were achieved respectively at: 110% for the quantitative objectives (EBITDA/revenue = 110%, Passenger satisfaction at departure = 110%) and 100% for the qualitative objectives (including economic and social model = 100%, corporate social responsibility = 100%).

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

Pursuant to article 3 of Decree No. 53-707 of 9 August 1953 as amended relating to State control of national companies and certain organisations with an economic and social purpose, components of compensation (with the exception of benefits in kind and allowances) are subject to an overall gross ceiling of €450,000. In accordance with article 3 of the Decree, the components of the compensation for the Chairman and CEO awarded to Mr Augustin de Romanet for the year ended 31 December 2021, as adopted by the Board of Directors on 16 February 2022, have been submitted to the Minister of the Economy for approval.

REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING**7. Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer) (Resolution 9)**

Pursuant to articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code, it is proposed that you approve 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.

Non-executive directors are compensated solely on the basis of their attendance at meetings of the Board of Directors and its committees.

The General Meeting of Shareholders set the amount of the annual total compensation package at €500,000, at the close

of the 12 May 2020 General Meeting, until further deliberation of the Ordinary General Meeting.

By decision of the Board of Directors on 24 June 2020, this amount was distributed among the members of the Board of Directors appointed by the General Meeting of Shareholders and the director representing the French government, thus excluding directors representing the employees in accordance with the laws and regulations in force. Part of this amount may be used to compensate non-voting Board members, by decision of the Board of Directors.

8. Approval of the compensation policy for the Chairman and Chief Executive Officer (Resolution 10)

Pursuant to articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code, it is proposed that you approve the compensation policy of the Chairman and Chief Executive Officer as presented in the corporate governance report.

Objectives are set each year in relation to the Company's and Group's objectives.

The Group's strategy is to promote a new airport model, with a long-term outlook, following two years of an exceptional and ongoing crisis. It must be in line with societal and environmental expectations, thereby maintaining its social and environmental commitments.

The 2022-2025 strategic plan structures and provides a roadmap for this ambition, and its implementation in 2022 is a major objective.

The objectives are quantitative, financial, non-financial and qualitative.

These items are included in the report referred to in article L. 22-10-8 of the French Commercial Code, which specifies that the payment of variable and exceptional compensation items is subject to approval by the 2023 Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2022.

The compensation criteria applicable to the Chairman and Chief Executive Officer set out in the report on corporate governance are as follows:

<i>(in euros)</i>	2022 Amounts	
Fixed compensation	350,000	Unchanged since 2012
Annual variable compensation (maximum amount) <i>(amount to be paid after approval by the 2023 General Meeting)</i>	100,000	2022 criteria and weighting: ◆ quantitative criteria: Group EBITDA/revenue (15%), Group net debt/EBITDA (15%), passenger satisfaction rate at departure (20%); ◆ qualitative criteria: ◆ launch of the 2022-2025 strategic plan and securing of the industrial model (25%), ◆ in line with the Company's purpose and social and environmental commitments (25%).
Deferred/multi-year variable compensation	None	
Exceptional compensation	None	
Director compensation	None	
Benefits in kind	According to URSSAF rules regarding benefits	Company car
Total compensation due for the year	450,000 + benefits in kind	
Valuation of options allocated during the year	None	
Valuation of performance shares allocated during the year	None	
Severance compensation	None	
Non-competition benefit	None	
Supplementary pension scheme	None	

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

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

Pursuant to article 3 of Decree No. 53-707 of 9 August 1953 as amended relating to State control of national companies and certain organisations with an economic and social purpose, components of compensation (with the exception of benefits in kind and allowances) are subject to an overall gross ceiling of €450,000. In accordance with article 3 of this Decree, the items of compensation awarded to the Chairman and Chief Executive Officer, as adopted by the Board of Directors on 15 December 2021, were approved by the Minister of the Economy.

9. Ratification of the co-opting of Mr Olivier Grunberg as a director *(Resolution 11)*

It is proposed that you ratify, pursuant to article L. 225-24 of the French Commercial Code, the co-option of Mr Grunberg in the capacity of director. He was co-opted 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 of the year ending 31 December 2023.

Mr Olivier Grunberg graduated from the Institut d'Études Politiques in Paris and is an alumnus of the École Nationale d'Administration. After holding a number of positions in the central administration, he joined the Veolia Group in 1997. He is currently Deputy Chief Executive Officer and General Secretary of Veolia Water France. His expertise and perfect knowledge of

the business world will be an essential asset, helping to inform and enhance the Board of Directors' discussions.

Olivier Grunberg's situation was examined in light of the independence criteria established by the AFEP-MEDEF Corporate Governance Code for listed companies to determine the independence of directors. It was noted that Mr Olivier Grunberg meets the criteria of an independent director and does not have any significant business relations with the company. Mr Olivier Grunberg can therefore be qualified as independent.

Mr Olivier Grunberg's CV is also attached in the appendix to this report.

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10. Ratification of the co-option of Ms Sylvia Metayer as a director *(Resolution 12)*

It is proposed that you ratify, pursuant to article L. 225-24 of the French Commercial Code, the co-option of Ms Sylvia Metayer in the capacity of director. She was co-opted 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 of the year ending 31 December 2023.

Ms Sylvia Metayer is a graduate of French business school HEC. She has held various management positions in France and abroad, including with the Vivendi and Sodexo groups. She is also a member of the Supervisory Board of Keolis Group and of the Page Group Board of Directors. Her many years of

international experience and knowledge of strategic financial projects will be an indisputable asset, which will serve to inform and enrich the Board of Directors' discussions.

Sylvia Metayer's situation was examined in light of the independence criteria established by the AFEP-MEDEF Corporate Governance Code for listed companies to determine the independence of directors. It was noted that Ms Sylvia Metayer meets the criteria of an independent director and does not have any business relations with the company. Ms Sylvia Metayer can therefore be qualified as independent.

Ms Sylvia Metayer's CV is also attached in the appendix to this report.

11. Directors appointed by the French government *(Resolutions 13 to 16)*

The terms of office of Ms Geneviève Chaux-Debry, Ms Perrine Vidalenche, Mr Michel Massoni, and Mr Jean-Benoît Albertini, directors appointed by the French government, expire at the end of the General Meeting of Shareholders of 17 May 2022.

Under Order No. 2014-948 of 20 August 2014, the French government proposed to the Board of Directors of your company to submit to your General Meeting of Shareholders the appointment of two directors and the renewal of two directors to replace the four directors whose term of office is expiring.

Mr Pierre Cunéo, Inspector of Finance, is a former student of the École Nationale de l'Administration, a graduate of the École Nationale de la Statistique et de l'Administration Économique (ENSAE) and a graduate of the Institut d'Étude Politique de Paris (IEP). He has held various management positions at SNCF and Thales Group. He was also Cabinet Director for Delphine Batho, Minister for Ecology, Sustainable Development and Energy. His experience in the public and private sector, the regulated sectors and his knowledge of transport and new technologies will complement the Board's skills.

Ms Cécile de Guillebon, Chairwoman of SAS ESSERTO, a consulting firm that works with Business Angels and start-ups, is a graduate of HEC. She has held various management positions in the Renault and Kering groups and in real estate consulting companies. Her diversified profile and her knowledge of the business world will complement the skills of the Board.

Ms Perrine Vidalenche, a company director and member of the Board of Directors of Aéroports de Paris since 2017, has had a career in real estate and brings to the Board her expertise in real estate, a major business segment for Aéroports de Paris.

Mr Jean-Benoît Albertini is Secretary General of the Ministry of the Interior and has been a member of the Board of Directors of Aéroports de Paris since 2020. His expertise in the fields of safety and security, regional planning and his in-depth knowledge of the ministries are an undeniable asset.

It is therefore proposed that you appoint Mr Pierre Cunéo and Ms Cécile de Guillebon and renew the terms of office of Ms Perrine Vidalenche and Mr Jean-Benoît Albertini for a period of five years.

These new terms of office will take effect at the end of the Annual General Meeting of Shareholders of 17 May 2022 for a term of five years, *i.e.* until the end of the Ordinary General Meeting of Shareholders called to vote on the financial statements for the year ending 31 December 2026.

These four potential directors proposed by the French government, represent the interests of the French government in its capacity as a shareholder (article 6 III of Order No. 2014-948 of 20 August 2014) and cannot be classified as independent directors in light of the criteria set by the AFEP-MEDEF Code. Given that the French government controls Aéroports de Paris, these directors are unable to meet the independence criterion that states that an independent director cannot be the representative of a majority shareholder. They do not have a business relationship with the company.

Information about these individuals is also attached in the appendix to this report.

B. EXTRAORDINARY MEETING

I. DELEGATIONS OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL (RESOLUTIONS 17 TO 24)

Your Board of Directors would like to have the means enabling it – where applicable by using the financial markets to invest capital securities – to quickly and flexibly raise the financial resources required for the development of your company and its Group.

The purpose of these draft resolutions is therefore to grant the Board of Directors the necessary powers to carry out a certain number of transactions commonly delegated to the Board of Directors by the General Meetings of companies whose shares are admitted to trading on a regulated market. The limits are similar to those of the delegations of authority that you granted to the Board of Directors at the General Meeting of 12 May 2020. Please note that the delegations granted by the Combined General Meeting of 12 May 2020 were not used.

An overall limit of €97 million applies to dilutive capital increases. This limit corresponds to the total nominal amount of capital increases that the Board of Directors may make pursuant to all the delegations of authority that you will be asked to grant to the Board of Directors. This overall limit is subject to the following sub-limits:

- ◆ €97 million (representing 33% of the share capital) for capital increases with shareholders' preferential subscription rights;
- ◆ €29 million (representing 10% of the share capital) for capital increases without preferential subscription rights;

- ◆ €29 million (representing 10% of the share capital) for certain capital increases when they are carried out during periods of public offers.

Consequently, using the legal provision to delegate authority, the Board of Directors requests that your meeting delegate authority to it, for a period of twenty-six (26) months, to:

- ◆ issue, with shareholders' preferential subscription rights:
 - (a) shares of the Company, and/or (b) securities which are capital securities of the Company giving access by any means, immediately and/or in future, to other capital securities, existing or to be issued, of the Company or any company in which the Company directly or indirectly holds more than half of the share capital (a "Subsidiary") or existing capital securities in any company in which the Company does not directly or indirectly hold more than half of the share capital, and/or giving right to the allocation of the debt securities of the Company, of any Subsidiary or any company mentioned above; and/or (c) any securities, whether or not composite, giving access by any means, immediately and/or in future, to capital securities to be issued by the Company and/or by any Subsidiary, as these securities can also, where applicable, give access to existing capital securities and/or give rise to the allocation of debt securities,

- (b) up to a maximum nominal amount of €97 million for increases in the company's share capital and €500 million for the nominal amount of debt securities that may be issued (Resolution 17);
- ◆ issue, 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), shares or securities (similar to those mentioned in Resolution 17), without shareholders' preferential subscription rights, capped at a maximum nominal amount of €29 million for capital increases in the Company and of €500 million for debt securities that may be issued (Resolution 18);
- ◆ issue, by way of a public offering mentioned in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, shares or securities (similar to those mentioned in Resolution 17), without shareholders' preferential subscription rights, capped at a maximum nominal amount of €29 million for capital increases in the Company and of €500 million for debt securities that may be issued (Resolution 19);
- ◆ increase the number of shares to be issued in case of a capital increase, with or without preferential subscription rights, within the limit of 15% of the initial issue (Resolution 20);
- ◆ decide to increase the Company's share capital by capitalisation of premiums, reserves, profits or other items, within the limit of a maximum nominal amount of €97 million (Resolution 21);
- ◆ decide to increase the capital by issuing shares or securities giving access to the capital (excluding preference shares) reserved for members of Company savings plans without preferential subscription rights for the benefit of the latter, within the limit of a maximum nominal amount of €2.9 million (Resolution 22);
- ◆ issue shares or securities in the event of a public exchange offer initiated by the company within the limit of a maximum

nominal amount of €29 million for capital increases and €500 million for the nominal amount of debt securities that may be issued (Resolution 23);

- ◆ issue shares or securities to pay for contributions in kind granted to the Company within the limit of 10% of the share capital (Resolution 24).

The Board of Directors, within the limits previously set, will also have the option to further delegate, under the conditions provided for by law, the power to decide to carry out the issues.

The maximum nominal amount of all capital increases taken together that may be carried out with preferential subscription rights pursuant to the above delegations is set at €97 million. This limit applies to Resolutions 17 and 20 (when Resolution 20 is used in connection with an initial issue based on Resolution 17).

The maximum nominal amount of all capital increases taken together that may be carried out without preferential subscription rights pursuant to the above delegations is set at €29 million. This limit applies to Resolutions 18, 19, 20 (when resolution 20 is used in connection with an initial issue subject to this limit), 22, 23 and 24.

The maximum nominal amount of all issues of securities giving rights to the allocation of debt securities that may be carried out pursuant to the above delegations is capped at €500 million. This is an overall limit common to Resolutions 17, 18, 19 and 23.

As specified above, (i) an overall limit of €97 million nominal applies to Resolutions 17, 18, 19, 20, 22, 23 and 24, and (ii) a limit of €29 million nominal will apply to Resolutions 17, 18, 19 and 20, when these delegations are used during periods of public offers.

By requesting that you grant these delegations, your Board of Directors would like you to note, so as to fulfil the legal and regulatory requirements, the extent of the corresponding resolutions subject to your approval.

5

1. General authorisations to issue shares and securities giving access to capital or debt securities

1.1 DELEGATION OF AUTHORITY GRANTED TO THE BOARD OF DIRECTORS TO ISSUE, WITH SHAREHOLDER PREFERENTIAL SUBSCRIPTION RIGHTS, SHARES IN THE COMPANY OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY OR ITS SUBSIDIARIES (RESOLUTION 17)

This resolution concerns the issues, with maintenance of your preferential subscription rights, of ordinary shares in your company, or securities giving access, immediately or in future, to the capital of your company (for example, convertible bonds or bonds redeemable for shares), issued for a cash consideration or for free, governed by articles L. 228-91 *et seq.* of the French Commercial Code or giving access to the capital

of a company in which it directly or indirectly holds more than half of the capital¹ or to existing capital securities of a company in which your company does not directly or indirectly hold more than half of the share capital. It also covers issues of complex debt securities when the primary security is a capital security or when the security to which these securities give entitlement is a capital security to be issued by the company or a subsidiary. It should be noted that any issue of preference shares and securities giving access by any means, immediately or in the future, to preference shares would be expressly excluded.

The maximum nominal amount of capital increases that may be carried out immediately or in future pursuant to this delegation would be set at €97 million, it being specified that these issues

¹ These issuances would be subject to the approval of the Extraordinary General Meeting of the subsidiary in question.

REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING

would also be offset against the amount of the overall limit of €97 million specified in Resolution 26 and, in the event that this delegation is used during a period of public offering, against the sub-limit of €29 million set out in Resolution 27. In addition to this ceiling, the nominal amount of any shares to be issued would be added, so as to maintain the rights of holders of securities and other rights giving access to the share capital.

Furthermore, 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 the total nominal amount of the issues of debt securities resulting from the aforementioned delegations would be deducted from the aforementioned limit, and (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.

On these bases, your meeting is invited to delegate to your Board of Directors the authority to decide on the issues, in one or more stages, in the best interests of the Company and its shareholders.

In particular, if subscriptions, including those of shareholders, do not absorb the entire issue, it is requested that you grant the Board of Directors the power, in the order determined by it and in compliance with the law, to limit the capital increase to the amount of the subscriptions received, or freely divide, in whole or in part, the unsubscribed securities or offer them to the public in France, and, where appropriate, abroad on the international market.

1.2 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) (RESOLUTION 18)

This resolution would enable the Board of Directors to seize opportunities offered by financial markets under certain circumstances, to make issuances on the international market as well as on the French and foreign markets without the preferential shareholder subscription rights being exercised. It should be noted that this expressly excludes any issue of preference shares and securities giving access to preference shares.

Furthermore, your Board of Directors requests that you vote on this resolution to grant the option to remove the preferential subscription rights of shareholders to shares and other securities giving access to capital (similar to those described in Resolution 17) that may be issued, for up to an amount of €29 million (it being specified that this amount would be offset against the amount of the overall limit of €97 million specified in Resolution 26, against the sub-limit for capital increases without preferential subscription rights of €29 million specified

in Resolution 18, and, in the event where this delegation is used during a public offering period, against the sub-limit of €29 million set in Resolution 27), for the same duration of twenty-six (26) months and under the same conditions as for issues with preferential rights. In addition to this ceiling, the nominal amount would be added of any shares to be issued so as to preserve the rights of holders of securities and other rights giving access to the share capital.

Your authorisation would also enable the Board of Directors to issue complex debt securities under the aforementioned conditions.

Furthermore, the maximum nominal amount of the securities representing claims on the Company that may be issued pursuant to this delegation is capped at €500 million (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 would be allotted to the ceiling set in paragraph 2(c) of Resolution 17, and (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.

If you grant the Board of Directors this delegation, the issue price of the securities would be such that the amount received by the Company is at least equal to the minimum specified by the regulatory provisions applicable on the day of the issue.

On these bases, your meeting is encouraged to delegate to your Board of Directors its authority to carry out issues, in one or more instalments, without preferential subscription rights for shareholders.

In particular, if the subscriptions, including where applicable those of shareholders, do not absorb the entire issue, the Board of Directors may decide, in the order that it will determine and in compliance with the law, to limit the capital increase to the amount of the subscriptions received or, in whole or in part, freely divide the unsubscribed securities or offer them to the public.

Pursuant to article L. 22-10-51 of the French Commercial Code, it is also requested that you grant the Board of Directors the power to give shareholders a priority right to subscribe to any issue decided by the Board of Directors. This priority right granted to shareholders will be exercised during a period and according to terms determined by the Board of Directors in compliance with the applicable legal and regulatory provisions. It shall not give rise to the creation of tradeable rights and shall be exercised in proportion to the number of shares held by each shareholder.

1.3 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 (RESOLUTION 19)

In this resolution, we request that you delegate power to the Board of Directors to decide on a capital increase in the context of an offer referred to in paragraph 1) of article L. 411-2 of the French Monetary and Financial Code by way of an issue, without shareholders' preferential rights, of ordinary shares or

securities (similar to those described in Resolution 17) issued in return of a cash consideration or free of charge, (similar to those governed by articles L. 225-149 *et seq.* and L. 228-91 *et seq.* of the French Commercial Code, giving access to the company's capital (whether this concerns new shares or existing shares in the company). It should be noted that any issue of preference shares and securities giving access by any means, immediately or in the future, to preference shares would be expressly excluded.

The purpose of this resolution is to enable the Company to carry out, under simplified terms and conditions, capital increases by way of a private placement with qualified investors or a limited circle of investors as permitted by article L. 411-2 of the French Monetary and Financial Code.

The issues authorised in the event that the Board of Directors uses the delegation would be capped at €29 million in share capital (it being specified that the amount of these capital increases would be offset against the amount of the overall limit of €97 million set in Resolution 26 and against the sub-limit for issues without preferential subscription rights of €29 million set in Resolution 18 and, in the event this delegation is used during a public offering period, against the sub-limit of €29 million set in Resolution 27). In addition to this ceiling, the nominal amount would be added of any shares to be issued so as to preserve the rights of holders of securities and other rights giving access to the share capital.

Your authorisation would also enable the Board of Directors to issue complex debt securities under the aforementioned conditions.

Furthermore, the maximum nominal amount of the securities representing claims on the Company that may be issued pursuant to this delegation is capped at €500 million (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 would be allotted to the ceiling set in paragraph 2(c) of Resolution 17, and (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.

If you grant the Board of Directors this delegation, the issue price of the securities would be such that the amount received by the Company is at least equal to the minimum specified by the regulatory provisions applicable on the day of the issue.

Pursuant to this delegation, if the subscriptions do not absorb the entire issue of securities, the Board of Directors may decide, in the order that it will determine and in compliance with the law, to limit the capital increase to the amount of the subscriptions received or, in whole or in part, freely divide the unsubscribed securities or offer them to the public.

1.4 CHARACTERISTICS OF SECURITIES GIVING ACCESS TO THE SHARE CAPITAL, OR GIVING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES AND TERMS OF ALLOCATION OF DEBT OR EQUITY SECURITIES

(PROVISIONS COMMON TO RESOLUTIONS 17, 18, 19 AND 23)

In addition to the issue of ordinary shares, said resolutions would enable your Board of Directors to decide to issue:

- ◆ securities that are capital securities of the company giving access by any means, immediately and/or in the future, to other capital securities, existing or to be issued, in your company (such as shares with warrants attached to your company) or any subsidiary (in which your company directly or indirectly holds more than half of the capital) or to capital securities existing in any company in which your company does not directly or indirectly hold more than half the share capital, and/or giving right to the allocation of debt securities in your company, in any subsidiary or any company referred to above;
- ◆ securities, whether or not composite, giving access by any means, immediately and/or in the future, to capital securities to be issued by your company (such as bonds redeemable for shares to be issued by your company) and/or by any subsidiary (in which your company directly or indirectly holds more than half of the capital), as these securities can also, where applicable, give access to existing capital securities and/or give rise to the allocation of debt securities.

The maximum nominal amount of debt securities that may be issued by the company is capped at €500 million. In addition to this ceiling, the nominal amount would be added of any shares to be issued so as to preserve the rights of holders of securities and other rights giving access to the share capital.

1.5 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 (RESOLUTION 20)

The purpose of this resolution is to authorise your 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, at the same price as the initial issue, within the time periods and limits (see below) set out by the regulations in force. It should be noted that this expressly excludes any issue of preference shares and securities giving access to preference shares.

This option enables, in case of significant demand for an issue of securities, within 30 days of closure of the subscription period, an additional issue of securities to be made for up to 15% of the initial issue so as to satisfy excess demand and to avoid a rapid rise in the market price of the security in question. This resolution would also facilitate granting the over-allotment option usually put in place during market operations.

The nominal amount of capital increases decided pursuant to the present resolution would be offset against the amount of the overall limit of €97 million set in Resolution 26 and, where applicable, against the limits applicable to the initial issue and the limit set in Resolution 27 in the event of the use of the delegation during a period of public offer. In addition to this ceiling, the nominal amount would be added of any shares to be issued so as to preserve the rights of holders of securities and other rights giving access to the share capital.

2. Delegation of authority to be granted to the Board of Directors to increase the share capital by capitalisation of premiums, reserves, profits or other items (*Resolution 21*)

We request that you grant your Board of Directors the power to increase the share capital by way of capitalisation of premiums, reserves, profits or other items. Since this operation does not necessarily result in the issue of new shares, which is subject to a specific provision of article L. 225-130 and article L. 22-10-50 of the French Commercial Code, it must be determined by your General Meeting under the conditions of quorum and majority for ordinary meetings, and we request that you devote a specific resolution to it. It should be noted that this expressly excludes any issue of preference shares and securities giving access to preference shares.

This delegation of authority would enable your Board of Directors to decide to carry out capital increases, in one or more instalments, for up to a maximum amount of €97 million, which would constitute an independent limit and would not be

offset against the overall limit set in Resolution 26 nor against the limit set in Resolution 27 in the event that it is used during a period of public offering. In addition to this ceiling, the nominal amount would be added of any shares to be issued so as to preserve the rights of holders of securities and other rights giving access to the share capital.

In accordance with the law, your Board of Directors would have the broadest powers, with the power to further delegate, to implement this delegation, in particular, to determine the nature and amount of the sums to capitalise, as well as the procedures for carrying out the capital increase, to raise the nominal amounts of existing securities and/or to allocate free capital securities, and to consequently modify the Articles of Association.

3. Delegation of authority to be granted to the Board of Directors to increase the share capital by way of issuing 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 (*Resolution 22*)

For any decision taken to increase the share capital by way of a cash contribution, the General Meeting must vote on a draft resolution to carry out a capital increase reserved for members of a Company savings plan. It should be noted that this expressly excludes any issue of preference shares and securities giving access to preference shares.

Pursuant to articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and articles L. 3332-18 *et seq.* of the French Labour Code, we therefore request that you grant, for a period of twenty-six (26) months from the day of the decision of the Extraordinary General Meeting, a delegation of authority to the Board of Directors, with the option to further delegate under the conditions provided by law, to decide to increase the share capital, in one or more instalments, by a maximum nominal amount of €2.9 million, by way of issuing shares or securities giving access to the capital reserved for members of one or more Company savings plans (or other plans with members for whom articles L. 3332-18 *et seq.* of the French Labour Code would allow reservation of a capital increase under equivalent conditions) put in place within Aéroports de Paris or the Aéroports de Paris Group composed of the Company and the French or foreign companies falling within the consolidation scope of the Company's financial statements, pursuant to articles L. 3344-1 and L. 3344-2 of the French Labour Code.

The maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation would be offset against the overall limit of €97 million set in Resolution 26 and against the limit of €29 million set in Resolution 18 for capital increases without preferential subscription rights. In addition to this ceiling, the

nominal amount would be added of any shares to be issued so as to preserve the rights of holders of securities and other rights giving access to the share capital.

In accordance with the law, the General Meeting would remove preferential subscription rights for shareholders of the new shares or other securities giving access to the share capital to be issued for the aforementioned beneficiaries.

The issue price of new shares and securities giving access to the share capital would be calculated in accordance with legal provisions in force, namely at least equal to 80% of the current Reference Price (as this term is defined below); however, the Board of Directors may reduce or remove the aforementioned discounts, within legal and regulatory limits, in order to take into account, among other things, legal, accounting, tax and social schemes applicable locally.

For the purposes of section 3, the Reference Price is the average quoted price of the company's share on the Euronext Paris market during the twenty trading sessions preceding the opening date for members to subscribe to the company savings plan.

The Board of Directors may allocate to the aforementioned beneficiaries, free of charge, in addition to shares or securities giving access to the share capital to be subscribed for cash, shares or securities giving access to share capital to be issued or already issued, as a substitute for all or part of the discount from the aforementioned average and/or employer's top-up contribution, it being specified that the benefit resulting from this assignment may not exceed the legal or regulatory limits in application of articles L. 3332-18 *et seq.* and L. 3332-10 *et seq.* of the French Labour Code.

4. 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 (*Resolution 23*)

In this resolution, we request that you enable the Board of Directors, with the option to further delegate under the conditions set by the law, to issue ordinary shares and securities (as described above) to pay for securities that would be contributed to the Company under a public offer including an exchange initiated by the Company on the securities of another company whose shares are traded on one of the regulated markets provided for under article L. 22-10-54 of the French Commercial Code or as part of a transaction having the same effect as a public exchange offer initiated by the Company on the securities of another company whose securities are traded on a regulated market governed by foreign law. It should be noted that this expressly excludes any issue of preference shares and securities giving access to preference shares.

For the Board of Directors, this option would cap capital increases that could be carried out at a maximum amount of €29 million and render ineffective the prior delegation given for the same purpose by the General Meeting of Shareholders on 12 May 2020. The maximum nominal amount of capital increases that may be carried out immediately or in the future

pursuant to this delegation would be offset against the overall limit of €97 million set in Resolution 26 and against the limit of €29 million set in Resolution 18. In addition, the nominal amount of any shares to be issued would be added to these ceilings, to preserve the rights of holders of securities and other rights giving access to the share capital.

In any event, the maximum nominal amount of the securities representing claims on the Company that may be issued pursuant to this delegation are 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 would be allotted to the ceiling set in paragraph 2(c) of Resolution 17, and (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.

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5. Delegation 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 (*Resolution 24*)

In this resolution, we request you grant the Board of Directors the power to issue ordinary shares and securities in order to pay for contributions in kind that are composed of capital securities or securities giving access to the capital of a third company. It should be noted that any issue of preference shares and securities giving access by any means, immediately and/or in the future, to preference shares would be expressly excluded.

The maximum nominal amount of capital increases that may be carried out immediately or in the future pursuant to this delegation would be offset against the overall limit of €97 million

set in Resolution 26 and against the limit of €29 million set in Resolution 18. In addition, the nominal amount of any shares to be issued would be added to these ceilings, to preserve the rights of holders of securities and other rights giving access to the share capital.

This option, which would be available to the Board of Directors, would be limited to 10% of the share capital of the Company. Any issue in this context would require the intervention of a contributions auditor.

II. AUTHORISATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL VIA THE CANCELLATION OF TREASURY SHARES (*RESOLUTION 25*)

This resolution is a corollary of the share buyback programme (Resolution 6 authorising the share buyback, notably for the purpose of cancelling repurchased shares).

This resolution authorises the cancellation of all or some of Aéroports de Paris shares held by the Company and/or that it may subsequently acquire, within the limit of a maximum amount of 10% of the share capital of the company and to allot the difference between the purchase value of the cancelled shares and their nominal value to any available reserves or premium items.

Through this resolution, we request that, for a period of twenty-six (26) months from the day of the decision of the Extraordinary General Meeting, you authorise the cancellation of all or part of the shares of the company that it may acquire pursuant to any authorisation, present or future, given by the General Meeting of Shareholders under the conditions provided by article L. 22-10-62 of the French Commercial Code for up to a maximum amount of 10% of the capital of the company.

III. MAXIMUM OVERALL AMOUNT OF INCREASES IN THE COMPANY'S SHARE CAPITAL THAT MAY BE CARRIED OUT PURSUANT TO RESOLUTIONS 17 TO 20 AND RESOLUTIONS 22 TO 24 SUBMITTED TO THIS GENERAL MEETING (RESOLUTION 26)

It will be proposed that a limit be set that is common to all capital increases that may be decided by the Board of Directors based on the delegations of authority proposed to the General Meeting of Shareholders. Accordingly, a total nominal amount of €97 million would be set for increases in the share capital of the Company that may be carried out immediately and/or in the future pursuant to the delegations and authorisations granted by Resolutions 17, 18, 19, 20, 22, 23 and 24 submitted

to the General Meeting of Shareholders, it being specified that, where applicable, the nominal amount of shares to be issued would be added to this limit, in order to preserve (in accordance with the legal and regulatory provisions and, where applicable, contractual stipulations specifying other cases of adjustment) the rights of holders of securities or other rights giving access to capital.

IV. MAXIMUM OVERALL AMOUNT OF INCREASES IN THE COMPANY'S SHARE CAPITAL THAT MAY BE CARRIED OUT DURING A PUBLIC OFFER PERIOD PURSUANT TO RESOLUTIONS 17 TO 20 SUBMITTED TO THIS GENERAL MEETING (RESOLUTION 27)

It will be proposed that a limit be set that is common to all capital increases which may be decided by the Board of Directors based on the delegations of authority proposed to the General Meeting of Shareholders in Resolutions 17, 18, 19 and 20. Accordingly, a total nominal amount of €29 million would be set for increases in the capital of the Company that may be carried out immediately and/or in the future pursuant to the delegations and authorisations granted by Resolutions 17, 18, 19 and 20 submitted to the General Meeting of Shareholders, it being specified that (i) the amount of any capital increase carried out in this context would be offset against the overall limit for capital increases set in the foregoing Resolution 26

and, with regard to the delegations and authorisations granted by Resolutions 18 and 19, and when used in conjunction with Resolutions 18 and 19, Resolution 26, submitted to the General Meeting of Shareholders, against the limit specified in paragraph 2(a) of Resolution 18, and (ii) to this overall limit would be added, where applicable, the nominal amount of the shares to be issued in order to preserve (in accordance with the legal and regulatory provisions and, where applicable, contractual stipulations specifying other cases of adjustment) the rights of holders of securities or other rights giving access to the share capital.

V. SUPPLEMENTARY REPORTS IN THE EVENT A DELEGATION IS USED AND REPORTS OF THE STATUTORY AUDITORS

You will hear the reading of your Statutory Auditors' report on Resolutions 17, 18, 19, 20, 22, 23, 24, and 25.

If the Board of Directors uses the delegation of authority that your meeting may grant to it by voting for said resolutions, it will prepare a supplementary report at the time of its decision, where applicable, and in compliance with the law and the regulations, that will describe the final conditions of

the transaction and will report on its effect on the situation of the holders of capital securities or securities giving access to the share capital, particularly with regard to their portion of the equity. This report and, where applicable, the Statutory Auditors' report, will be made available to the holders of capital securities or securities giving access to capital, then brought to their attention at the next General Meeting.

C. ORDINARY MEETING

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 28)

In voting on this resolution, the General Meeting of Shareholders is asked to authorise the bearer of an original, an extract or a certified copy of the minutes of the General Meeting of Shareholders to carry out the legal formalities required, where applicable.

* * *

Information about the Company's situation, provided in accordance with legal requirements, is presented in the management report approved by the Board of Directors on 16 February 2022. In the context of the Russian invasion of Ukraine and the international sanctions against Russia, the Group is monitoring the situation to determine the short-, medium- and long-term consequences. At this stage, although air traffic between these two countries and the airport platforms

operated by the Groupe ADP located within the European Union (to or from) is heavily impacted, the Group does not anticipate, in the absence of any significant change in the situation, that the consequences of the conflict will call into question its financial forecasts or traffic assumptions.

We hope that you will approve the various proposals put forward in this report and that you will vote to approve the corresponding resolutions.

APPENDIX 1

INFORMATION ABOUT THE CANDIDATE DIRECTORS

Ratification of the co-option of Olivier Grunberg

Olivier Grunberg was appointed by the Board of Directors on 30 March 2022 to replace Dirk Benschop for the remaining period of his term of office, *i.e.* until the Ordinary General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2023.

//Olivier Grunberg - Independent director

DATE OF BIRTH:

15 August 1958

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

Graduate of the Institut d'Études Politiques, Paris
Graduate of the École Nationale d'Administration

DATE OF FIRST APPOINTMENT:

Co-opted at the Board of Directors meeting of 30 March 2022, to replace Dirk Benschop

START OF CURRENT TERM OF OFFICE:

General Meeting of Shareholders of 20 May 2019

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ VEOLIA EAU France, Deputy Chief Executive Officer and Secretary General, since 2014
- ◆ President of UNSPIC (Union Nationale des Services Publics Industriels et Commerciaux), since 2016
- ◆ Vice-Chairman of the IGD (Institut de la Gestion Délégée)
- ◆ Vice-Chairman of the FPPE (Fédération Professionnelle des Entreprises de l'Eau)

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

Ratification of the co-option of Sylvia Metayer

Sylvia Metayer was appointed as a director by the Board of Directors on 30 March 2022 to replace Robert Carsouw for the remaining period of his term of office, *i.e.* until the Ordinary General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2023.

//Sylvia Metayer - Independent director

DATE OF BIRTH:

17 January 1960

NATIONALITY:

French, British, Canadian

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

HEC
Queen's University, Canada

DATE OF FIRST APPOINTMENT:

Co-opted by the Board of Directors on 30 March 2022 to replace Robert Carsouw

START OF CURRENT TERM OF OFFICE:

General Meeting of Shareholders of 20 May 2019

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ SODEXO SA, listed company, Director of Growth Strategy, since 2019, and member of the Executive Committee since 2014
- ◆ GROUPE KEOLIS S.A.S., Member of the Supervisory Board since 2021, Chair of the Audit Committee, Member of the Human Resources Committee
- ◆ PAGE GROUP Plc, London Stock Exchange listed company, Board member since 2017, member of the Audit, Appointments and Compensation Committees

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

- ◆ SODEXO SA, listed company, from 2014 to 2019, Global Chief Executive Officer, Business Services, from 2010 to 2014, Chair, International Key Accounts

Appointment of Pierre Cunéo

//Pierre Cunéo - Candidate for non-independent director proposed by the French Government

DATE OF BIRTH:

6 January 1975

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

Graduate of the École nationale d'administration
Director of INSEE
Graduate of the National School of Statistics and Economic Administration (ENSAE)
Graduate of the Institut d'études politiques (IEP), Paris

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ Inspector of Finance

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

- ◆ Head of the Vaccine Taskforce reporting directly to the Minister Delegate in charge of Industry, from May 2021 to November 2021
- ◆ Thales, listed company:
 - July 2018 to May 2021, Vice-Chairman, Services;
 - January 2016 to July 2018, Vice-Chairman, in charge of the "Protection Systems" Business Line.

Appointment of Cécile de Guillebon

//Cécile de Guillebon - Candidate for non-independent director proposed by the French Government

DATE OF BIRTH:

11 September 1961

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

HEC
CBMP Corporate Banking Management Program, JP Morgan
- New York
SFAF Société Française des Analystes Financiers
RICS Royal Institute of Chartered Surveyors

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ ESSERTO, SAS, Chairman since 2021
- ◆ AB Sciences, independent director, Chairman of the Finance Committee since July 2020
- ◆ Foncière Inéa, independent director since May 2019
- ◆ Groupe SLI, director, company for intermediate housing, since 2015

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

- ◆ Géodis, independent director from 2014 to 2021
- ◆ Groupe Renault, Director of Real Estate and General Services, from 2013 to 2020

5

Reappointment of Perrine Vidalenche

//Perrine Vidalenche - Candidate for non-independent director proposed by the French Government

DATE OF BIRTH:

26 December 1956

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

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

DATE OF FIRST APPOINTMENT:

General Meeting of Shareholders of 11 May 2017

START DATE OF CURRENT TERM OF OFFICE:

11 May 2017

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ Independent Director and member of the Risk Committee and of the Compensation Committee at Orange Bank, a French public limited company (*société anonyme*) with a Board of Directors
- ◆ Member of the Supervisory Board and of the Audit and Risk Committee of CDC Habitat, a semi-public French limited company and real estate subsidiary of Caisse des Dépôts
- ◆ Independent Director and Chair of the Audit, Risk and Compliance Committee at New IMMO Holding (formerly CEETRUS), a French public limited company with a Board of Directors
- ◆ Chairwoman of the Audit Committee and member of the Supervisory Board of Semop - Gare du Nord 2024, a semi-public, French single-purpose company

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS
Mandates within the Crédit Immobilier Group

- ◆ Deputy CEO of Crédit Immobilier de France, a limited company with a Board of Directors, from 2013 to June 2016
- ◆ Director of Cautialis, a cooperative mutual guarantee society, from 2014 to January 2016
- ◆ Director and member of the Audit Committee and of the Compensation Committee of Banque Patrimoine Immobilier, a public limited company with a Board of Directors, from 2013 to December 2015
- ◆ Director of the CIF Ouest finance company, a limited company with a Board of Directors, from 2013 to December 2015

Reappointment of Jean-Benoît Albertini

//Jean-Benoît Albertini - Candidate for non-independent director proposed by the French Government

DATE OF BIRTH:

9 May 1963

NATIONALITY:

French

TERM OF OFFICE:

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

Graduate of the École Nationale d'Administration

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ Secretary General at the French Ministry of the Interior - Senior defence official and senior official in charge of sustainable development in the same ministry

DATE OF FIRST APPOINTMENT:

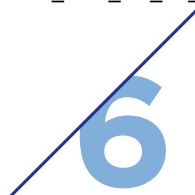
Co-opted on the proposal of the French government at the Board meeting on 13 November 2020 to replace Christophe Mirmand

START OF CURRENT TERM OF OFFICE:

General Meeting of Shareholders of 11 May 2017

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

- ◆ Prefect of Essonne, from May 2018 to August 2020
- ◆ Assigned to the Secretary General of the Ministry of the Interior, from April 2018 to May 2018
- ◆ General Commissioner for Regional Equality from September 2017 to April 2018
- ◆ Chief of Staff to the French Minister for Territorial Cohesion, from July 2017 to September 2017
- ◆ Prefect of Vendée, from August 2013 to July 2017



DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF 17 MAY 2022

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.

DRAFT RESOLUTIONS SUBMITTED TO THE COMBINED GENERAL MEETING OF 17 MAY 2022

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
For the financial year ended 31 December 2020	Not applicable ¹	Not applicable	Nil
For the financial year ended 31 December 2019	Not applicable ²	€69,264,101.90 ³ 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

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

² 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.

³ 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.

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.

Fifth resolution

// APPROVAL OF AN AGREEMENT ENTERED INTO WITH THE ÎLE-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 Île-de-France Region and referred to in said special report, with **Valérie Pécresse** 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 view of:

- (a) the 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

6

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,
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;

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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 FOR 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 THROUGH THE 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.



BRIEF SUMMARY OF AÉROPORTS DE PARIS' SITUATION (AS AT 30 MARCH 2022) OVER THE PAST YEAR

HIGHLIGHTS OF 2021

Change in passenger traffic over 2021

Group Traffic

	Information regarding the suspension of commercial flights and infrastructure closures	Status as of 31 December 2021	Group traffic @100%(mPax)	2021/2020 change ¹	Level compared to 2019 ¹
Paris Aéroport (CDG+ORY)	<p>Paris-CDG: Open terminals: 2A, 2B, 2C, 2D, 2E (halls K, L, M in arrivals only), 2F. Terminal 3 closed since 23/03/2020, Terminal 1 closed since 03/30/2020, Terminal 2G closed since 23/03/2021.</p> <p>Paris-Orly: all sectors open, except Orly 1B closed since 26/01/2021.</p>	Paris-CDG & Paris-Orly: open to domestic and international commercial flights.	41.9	+26.8%	38.8%
Zagreb	Closure of borders to non-EU citizens from 19/03/2020 to 11/05/2020	Open to domestic and international commercial flights.	1.4	+51.9%	40.9%
Jeddah-Hajj	Total closure since 20/03/2020	Terminal closed since 20/03/2020.	0.0	-	-
Amman	Suspension of domestic commercial flights between 17/03/2020 and 06/06/2020. Suspension of international commercial flights from 17/03/2020 to 08/09/2020.	Open to domestic and international commercial flights.	4.6	+122.3%	51.1%
Mauritius	Suspension of international commercial flights from 19/03/2020 to 01/10/2020	Open to domestic and international commercial flights.	0.5	-50.8%	12.4%
Conakry	Total closure from 22/03/2020 to 17/07/2020.	Open to domestic and international commercial flights.	0.5	+83.4%	76.5%
Santiago de Chile	Suspension of international commercial flights between 17/03/2020 and 01/10/2020. Closure of borders to non-residents since 5 April 2021.	Open to domestic and international commercial flights.	10.0	+17.4%	40.7%

BRIEF SUMMARY OF AÉROPORTS DE PARIS' SITUATION (AS AT 30 MARCH 2022) OVER THE PAST YEAR

	Information regarding the suspension of commercial flights and infrastructure closures	Status as of 31 December 2021	Group traffic @100%(mPax)	2021/2020 change ¹	Level compared to 2019 ¹
Madagascar	Suspension of domestic commercial flights between 20/03/2020 and 06/06/2020 and between late March 2021 and early June 2021. Suspension of international commercial flights between 20/03/2020 and 01/10/2020 and from the beginning of April to November 2021.	Antananarivo: Open to domestic and international commercial flights. Nosy Be: International commercial flights suspended.	0.2	-28.6%	15.4%
New Delhi – GMR Airports	Suspension of domestic and international commercial flights between 22/03/2020 and 25/05/2020	Open to domestic and international commercial flights (limited to countries with which India has signed bilateral agreements).	37.1	+30.3%	54.2%
Hyderabad – GMR Airports	Suspension of domestic and international commercial flights between 22/03/2020 and 25/05/2020.	Open to domestic and international commercial flights (limited to countries with which India has signed bilateral agreements).	12.0	+25.7%	53.9%
Cebu –GMR Airports	Domestic and international commercial flights maintained (although with travel restrictions).	Open to domestic and international commercial flights, traffic restrictions.	1.3	-52.0%	10.4%
Almaty – TAV Airports	Suspension of domestic commercial flights between the end of March and the end of April 2020. Resumption of international commercial flights since June 2020. One-time suspension of commercial flights in January 2022.	Open to domestic and international commercial flights.	4.4	+86.7%	93.4%
Antalya – TAV Airports	Suspension of international commercial flights from 27/03/2020 to July 2020	Open to domestic and international commercial flights.	22.0	+126.6%	61.7%
Ankara – TAV Airports	Suspension of international commercial flights from 27/03/2020 to July 2020	Open to domestic and international commercial flights.	7.0	+36.1%	51.1%
Izmir – TAV Airports	Suspension of international commercial flights from 27/03/2020 to July 2020	Open to domestic and international commercial flights.	7.7	+40.3%	62.0%
Other platforms – TAV Airports²	-	Open to domestic and international commercial flights, local restrictions may apply.	10.8	+62.0%	39.7%
GROUP TOTAL¹	-	-	160.0	+37.2%	45.6%

¹ Group traffic includes the traffic of Delhi International Airport Limited (DIAL), Hyderabad International Airport Limited (GHIAL) and Mactan-Cebu International Airport since 1 January 2019. It includes the traffic of Almaty International Airport since 1 May 2019, 2020 and 2021.

² Turkey (Milas-Bodrum & Gazipaşa), Croatia (Zagreb), Saudi Arabia (Medinah), Tunisia (Monastir & Enfidha), Georgia (Tbilisi & Batumi), and North Macedonia (Skopje & Ohrid).

Paris Aéroport traffic

In 2021, Paris Aéroport passenger traffic was up by +26.8% with a total of 41.9 million de passengers. Geographical breakdown of traffic in Paris is as follows:

- ◆ International traffic (excluding Europe, including French Overseas Territories) was up by +18.5% compared to 2020 at 34.9% of 2019 traffic level, due to an increase in the traffic to the following destinations: North America (+37.1%), Africa (+35.6%), Middle East (+20.9%), Latin America (+3.7%) and despite the decline in traffic with Asia-Pacific (-51.8%);
- ◆ European traffic (excluding France) was up by +35.2% compared to 2020, at 37.8% of 2019 level;
- ◆ traffic within mainland France was up by +26.6% compared to 2020, at 52.7% of 2019 level;
- ◆ traffic with the French Overseas Territories (included within the international traffic) was up by +16.3%, compared to 2020, at 63.6% of 2019 level.

Geographic split Paris Aéroport	2021/2020 Change	Share in total traffic over 2021
France	+26.6%	20.4%
Europe	+35.2%	42.6%
Other International	+18.5%	37.1%
<i>of which</i>		
<i>Africa</i>	+35.6%	13.4%
<i>North America</i>	+37.1%	7.7%
<i>Latin America</i>	+3.7%	2.4%
<i>Middle East</i>	+20.9%	4.7%
<i>Asia-Pacific</i>	-51.8%	1.6%
<i>French Overseas Territories</i>	+16.3%	7.2%
TOTAL PARIS AÉROPORT	+26.8%	100.0%

The number of connecting passengers was up by +21.2%. The connecting rate stood at 22.0%, down by -1.1 point compared to 2020. The aircraft load factor was up by +0.4 point, at 69.7%. The number of air traffic movements at Paris Aéroport was up by +24.8%, at 368,668 movements.

TAV Airports Group successful in the renewal of the Antalya Airport concession following a competitive bidding process

A consortium formed by TAV Airports (51%) (46.38% owned by Groupe ADP) and Fraport (49%) has won the tender for the renewal of the Antalya airport concession to make investments to increase the airport's capacity in return for the right to operate it for 25 years, between 1 January 2027 and 31 December 2051.

The total concession rent due to DHMI is €7.25 billion (excluding VAT), of which 25% (€1.8 billion) was paid on 28 March 2022.

The service charge is €17 per departing international passenger and €3 per departing domestic passenger during the new concession period. The investment aims to increase the capacity of Antalya Airport to 80 million passengers per year, more than doubling the current capacity. It is estimated at approximately €765 million under a lump sum design-build contract, of which €600 million will be committed between 2022 and 2025, and €165 million between 2038 and 2040.

The results of the consortium are accounted for using the equity method.

Antalya Airport is a strategic asset within TAV Airports' airport portfolio. Since the end of the Istanbul Atatürk concession, it has been TAV Airports' main airport, both in terms of dividend generation and traffic volume. In 2019, Antalya Airport handled 35.7 million passengers, including 28.7 million international passengers, establishing itself as the second busiest airport in Turkey and the first in terms of international O&D traffic.

Antalya is a major destination during the summer leisure season in Europe due to its location on the 500 km long Turkish Riviera on the Mediterranean coast in the southwest of the country and with a hotel capacity of 625,000 beds.

The end of the HubLink industrial cooperation marks the beginning of the process of the orderly disposal of the 8% cross-shareholdings held by Aéroports de Paris and Royal Schiphol Group respectively

The industrial cooperation HubLink between Aéroports de Paris and Royal Schiphol Group ended on 30 November 2021. The functions as members of the Board of Directors of Aéroports de Paris of Dick Benschop and Robert Carsouw, respectively Chief Executive Officer and Chief Financial Officer of Royal Schiphol Group, and those as member of the Supervisory Board of Royal Schiphol Group of Edward Arkwright, Deputy Chief Executive Officer, thus ended on the same date.

The termination of this cooperation commences the orderly sale process of the 8% participation each party holds in the share capital of the other party under the terms of an exit agreement between Aéroports de Paris and Royal Schiphol Group dated 1 December 2008 and in accordance with a shareholders' agreement also dated 1 December 2008 between Royal Schiphol Group and the French State. This process is scheduled to unfold over a period limited to a maximum of 18 months, *i.e.* until 30 May 2023 at the latest, during which Royal Schiphol Group will first dispose of, in one or more instalments (each time for a number of shares at least equal to 1% of Aéroports de Paris' share capital), the participation it holds in the share capital of Aéroports de Paris.

As part of this sale process, Aéroports de Paris has a right of first offer, allowing it to submit an offer to Royal Schiphol Group for the shares it holds in Aéroports de Paris or to appoint a third party to submit an offer for the ADP shares. If such right of first offer is not exercised or if Royal Schiphol Group does not accept any first offer made pursuant to this right, Royal Schiphol Group will have the right to sell, in one or more instalments (each time for a number of shares at least equal to 1% of Aéroports de Paris's share capital), its ADP shares either on the public market or to one or more identified parties (over-the-counter). Aéroports de Paris will then have a preemption right enabling it (i) to buy back the ADP shares offered by Royal Schiphol Group at a price equivalent to that obtained by Royal Schiphol Group or (ii) to substitute one or more third parties in the exercise of the preemption right. Aéroports de Paris, or such substituted third parties, will have seven days from receipt of Royal Schiphol Group's notification of transfer addressed to it by Royal Schiphol Group (which shall comprise one or more unconditional and irrevocable offers to acquire a number of ADP shares representing at least 1% of Aéroports

de Paris' share capital, to notify the exercise of the preemption right to Royal Schiphol Group. The French State has a similar preemption right, with no substitution right however, which must be exercised within the same period and prevails over Aéroports de Paris' preemption right.

Furthermore, in the event of a project of cession to identified parties of the ADP shares held by Royal Schiphol Group, the French State and Aéroports de Paris have a veto right to oppose this cession, which can be exercised once per project and within the same time limit as their preemption right, the French State's veto right shall prevail over that of Aéroports de Paris.

Royal Schiphol Group will hold, unless Aéroports de Paris and Royal Schiphol Group decide otherwise, the proceeds of the sale in an escrow account until Aéroports de Paris sells its Royal Schiphol Group shares back to Royal Schiphol Group. The sale price of the Royal Schiphol Group shares held by Aéroports de Paris will be set on the basis of a fair market value determined as part of an expert appraisal procedure which will take into account the effective sale price of the ADP shares by applying a bonus or a malus determined by comparing the average of the effective sale prices of the ADP shares with the fair market value of Aéroports de Paris as appraised by experts. Lastly, in the event Royal Schiphol Group does not sale its ADP shares by the end of the referred to 18-month period, Aéroports de Paris will be able to exercise, with a substitution right, a call option on the ADP shares still held by Royal Schiphol Group under contractual conditions agreed between the parties (with a price formula based on an average stock market price).

As Aéroports de Paris no longer exerts significant influence over Royal Schiphol Group since 1 December 2021, the Royal Schiphol Group's shares, previously consolidated using the accounting equity method, are now recognized in other non-current financial assets.

EVENTS SINCE 31 DECEMBER 2021

ADP International signs a settlement agreement with IFC under which it is debarred for 12 months from calls for tenders for projects financed by the World Bank Group

On 4 January 2022, ADP International, one of Groupe ADP's subsidiaries, a settlement agreement with the International Finance Corporation (IFC), the main development institution focused on the private sector in emerging countries, within the World Bank Group. Under this agreement, it is no longer authorised, for a period of 12 months from this date, to take part in projects financed by the World Bank Group.

This debarment only applies to ADP International and the companies it controls - and therefore does not include within its scope Aéroports de Paris and its other subsidiaries, including TAV Airports' companies. It is part of an amicable settlement which has been negotiated by ADP International and under which the company assumes responsibility for practices

considered to be fraudulent and collusive, which took place from 2013 and in February/May 2015, during the call for tenders procedures organised for the award of concessions for the airports of Zagreb in Croatia and of Antananarivo and Nosy Be in Madagascar, the construction of which was partially financed by the IFC.

This debarment will be followed by an additional 12-month conditional non-debarment during which ADP International and its subsidiaries will have the opportunity to bid on calls for tenders for projects financed by the World Bank Group but will have to undertake a certain number of actions to improve their compliance programs and procedures.

This measure takes into account Groupe ADP's cooperation throughout the investigation carried out by the World Bank, as well as the remedial actions it took on a voluntary basis, in particular by commissioning independent audits and sharing their outcomes with the World Bank.

Groupe ADP reaffirms its strongest commitment to respecting all of the ethics and compliance rules that govern its activity, notably internationally.

Approval of the 2022 tariffs for Aéroports de Paris by the Independent Supervisory Authority for airport charges

In November 2021, Aéroports de Paris filed a request for approval of the airport fees for the 2022-2023 tariff period. The request for approval was declared complete on the same day by the Transport Regulation Authority (ART).

For Paris-Charles de Gaulle and Paris-Orly, Aéroports de Paris submitted the following annual tariff changes to the ART for approval:

- ◆ increase of 1.54% in the tariffs for the passenger fee;
- ◆ freeze of the parking fee;
- ◆ freeze of the landing fee;
- ◆ average increase in ancillary fees (excluding PRM fee) of +0.94%;
- ◆ increase in PRM fee of +10.0% at Paris-Charles de Gaulle and +0.94% at Paris-Orly.

In addition, for Paris-Le Bourget, Aéroports de Paris submitted to the ART for approval an increase in landing fees of +0.91% and an increase in parking fees of +19.9%.

In its decision no. 2021-068 of 16 December 2021, published on 17 January 2021, the ART (Autorité de Régulation des Transports) approved the airport charges applicable to the airports of Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget from 1 April 2022 until 31 March 2023.

Adoption of the “2025 Pioneers” strategic roadmap by the Board of Directors on 16 February 2022

On 16 February 2022, the Board of Directors of Aéroports de Paris SA adopted a strategic roadmap called “2025 Pioneers”, aimed at promoting a new long-term airport model. The content and objectives of this strategic roadmap are detailed in the press release ““2025 Pioneers”: the 2022-2025 strategic roadmap of Groupe ADP to build a new sustainable airport model”, published on 16 February 2022.

Dividend distribution policy

On 16 February 2022, the Board of Directors approved the social and consolidated financial statements for the year ended 31 December 2021. During this meeting, it decided to propose to the next Annual Shareholders General Meeting, to be held on 17 May 2022, not to distribute a dividend for the year ended 31 December 2021. It is specified that no interim dividend was paid in 2021.

Traffic over the months of January and February

Groupe ADP traffic for the first two months of the year 2022 stands at 28.1 million passengers, or 57.3% of Group traffic for the same period in 2019, while traffic at Aéroport was 8.6 million passengers, or 57.1% of the traffic level for the same period in 2019.

Events after the Board of Directors 16 February 2022

In the context of Russia's invasion of Ukraine and the international international sanctions against Russia, the Group is monitoring developments to determine the short-, medium- and long-term consequences.

At this stage, although air traffic between these two countries and the the airports operated by the Group in the European Union (to and from) will be heavily impacted, the Group does not anticipate that the consequences of the conflict will be such as to call into question its financial forecasts and traffic assumptions.

TRAFFIC ASSUMPTIONS, FORECASTS AND TARGETS 2022-2025

Reminder of the 2021 forecasts

	2021-2022 forecast as of 17 February 2021 ¹	Forecast 2021-2024 as of 28 July 2021 ²	Achievement of objectives by 31 December 2021
Group traffic ³	2021 Group traffic assumption between 45% and 55% of the 2019 Group traffic.	2021 Group traffic assumption between 40% and 50% of the 2019 Group traffic.	✓ Group traffic at 45.6% of the 2019 traffic
Paris Aéroport traffic	2021 Paris Aéroport traffic assumption between 35% and 45% of the 2019 Paris Aéroport traffic.	2021 Paris Aéroport traffic assumption between 30% and 40% of the 2019 Paris Aéroport traffic.	✓ Paris Aéroport traffic at 38.8% of the 2019 traffic
EBITDA / Group revenue ⁴	18%-23% in 2021	15%-20% in 2021	✓ EBITDA Group revenue of

¹ See the 2020 Full year results press release, published on 17 February 2021.

² See the Half-year 2021 results press release, published on 28 July 2021.

³ Group traffic includes the traffic of Delhi International Airport Limited (DIAL), Hyderabad International Airport Limited (GHIAL) and Mactan-Cebu International Airport since 1 January 2019. It includes the traffic of Almaty International Airport since 1 May 2019, 2020 and 2021.

⁴ The EBITDA/Group revenue ratio forecast for 2021 is based on the following exchange rate assumptions: EUR/TRY = 9.69, EUR/USD = 1.20, EUR/JOD = 0.84.

Traffic assumptions, forecasts and targets 2022-2025

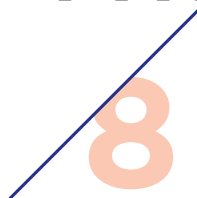
These forecasts are based on the assumption of no new restrictions or airport closures due to the health crisis, of a stable business model in Paris, and of no abnormally high volatility in exchange rates and inflation rates. Any negative change in relation to these assumptions could have an adverse effect on traffic volumes and the 2025 financial indicators. They are also based on the consolidation scope at the end of 2021, with no assumption of developments up to 2025.

	2022 ¹	2023	2024	2025
Group ² traffic (in % of 2019 traffic)	70%-80%	Return to the 2019 traffic level between 2023 and 2024		
Traffic at Paris Aéroport (in % of 2019 traffic)	65%-75%	85%-95%	90%-100%	95%-105%
Estimated Sales/Pax in Paris ³ (in euros)	-	-	-	€27.5
ADP SA operating expenses per passenger (in €)	-	-	-	16€-18€/pax
Group EBITDA growth compared to 2019	-	-	Return to the 2019 level, EBITDA above or equal to €1,772M	-
Group EBITDA margin (in % of revenues)	Between 30% and 35%		Between 35% and 40%	
Net income, attributable to the Group (in millions of euros)	Positive			
Group investments (excl. financial investments)	1 billion euros per year on average between 2022 and 2025			
ADP SA investments (excl. financial investments, regulated, non-regulated)	€550M - €600M	€750M - €800M	€650M - €750M	€800M - €900M
Ratio Net Financial Debt/EBITDA	6x - 7x	-	-	4.5x - 5x
Dividends due for the year N-1 (in % of the NRAG)	-	60% pay out rate Minimum of €1 per share	60% pay out rate	Minimum of €3 per share

¹ The 2022 financial forecasts are based on the following exchange rate assumptions: EUR/USD = 1.21, EUR/TRY = 11.21, EUR/JOD = 0.84 and EUR/INR = 90.33.

² Group traffic from the airports of Delhi, Hyderabad, Mactan-Cebu and Almaty from 1 January 2019.

³ Estimated Sales/Pax: Sales per passenger in the airside activities: shops, bars & restaurants, foreign exchange & tax refund counters, commercial lounges, VIP reception, advertising and other paid services in the airside area.



HOW TO TAKE PART IN THE GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY AÉROPORTS DE PARIS

THE GENERAL MEETING WILL BE HELD ON **TUESDAY 17 MAY 2022** AT 3:00 p.m.
at the Maison de la Chimie -28, *bis* rue Saint Dominique - 75007 PARIS

You can attend the meeting in person or vote by post, by Internet or by proxy.

ELIGIBILITY TO VOTE



1 VOTING CONDITIONS

All shareholders, regardless of the number of shares they own, have the right to vote at the meeting.

Regardless of the method of participation you choose you must **prove that you are a shareholder** of the company Aéroports de Paris.

2 HOW CAN I PROVE THAT I AM A SHAREHOLDER?

For registered shares

Be registered in a **registered account** (pure or administered) at the latest at the latest on the second business day preceding the General Meeting, *i.e.* 13 May 2022 **at midnight** (*Paris time*).

For bearer shares

You can have a certificate of participation issued stating that your shares were registered on the second business day preceding the General Meeting, *i.e.* 13 May 2022 **at midnight** (*Paris time*) in the securities accounts held by your financial intermediary (bank financial intermediary (bank, stockbroker or online broker).

You may also attend the General Meeting in person on presentation of the admission card issued in your name.

3 HOW CAN I VOTE?

If you are a shareholder of Aéroports de Paris on the date of the meeting, you have the following voting possibilities:

- ◆ **attend** the General Meeting in person;
- ◆ **give your proxy to the Chairman** of the General Meeting or to a third party;
- ◆ **vote by mail** or **by Internet**.

You are reminded that any abstention will not be considered as a vote cast and will be excluded from the calculation of the majority of votes cast.

It is specified that, since 3 April 2016, pursuant to article L. 22-10-46 of the French Commercial Code, fully paid-up shares that have been registered in the name of the same shareholder for at least two years will automatically benefit from double voting rights.

METHODS OF OBTAINING INFORMATION

By phone	
Freephone number	0800 101 800 (from France)
Call Centre number	+33 (0)1 55 77 30 11 (from outside France)
Online	www.groupeadp.fr
ISIN Code	FR0010340141

Shareholders wishing to attend the General Meeting in person may request an admission card in the following manner:

IF YOU WISH TO VOTE BY POST OR APPOINT A PROXY FOR THE GENERAL MEETING

Your shares are **REGISTERED** (pure or administered)

- ◆ tick box A on the paper form;
- ◆ date and sign the bottom of the form;
- ◆ return the form to BNP Paribas Securities Services using the T envelope provided.

BNP Paribas Securities Services must receive your form no later than midnight (*Paris time*) on 13 May 2022.

Your shares are in **BEARER** form

- ◆ tick box A on the paper form;
- ◆ date and sign the bottom of the form;
- ◆ return the form as soon as possible to the financial intermediary (bank, stockbroker or online broker) that holds your account.

Your financial intermediary will send the form with a certificate of participation confirming the accounting registration of your shares to:

**BNP Paribas Securities Services - CTO General Meetings
Les Grands Moulins de Pantin - 9, rue du Débarcadère
93761 Pantin Cedex, France**

To be taken into account, the form and certificate must be received by BNP Paribas Securities Services no later than midnight on 13 May 2022 at midnight (*Paris time*).

BNP PARIBAS SECURITIES SERVICES SENDS YOU YOUR ADMISSION CARD

APPLICATION FOR AN ADMISSION CARD BY INTERNET

Shareholders wishing to attend the General Meeting in person may also request an admission card electronically on the secure VOTACCESS platform, as follows:

Your shares are **REGISTERED** (pure or administered)

Holders of pure or administered registered shares may request an admission card by Internet on the secure VOTACCESS platform via the Planetshares website accessible at <https://planetshares.bnpparibas.com>.

Access to the site is protected by a login and a password. Data exchanges are encrypted to ensure confidentiality:

- ◆ shareholders holding pure registered shares should log in with their usual access codes on the website <https://planetshares.bnpparibas.com>;
- ◆ shareholders holding shares in administered registered form should log onto the website <https://planetshares.bnpparibas.com>, using their login number, which can be found on the top right-hand side of their paper voting form.

If the shareholder is no longer in possession of their login and/or password, they can contact the toll-free number 0 800 101 800 (from France) or the call centre number on +33 1 55 77 30 11 (from abroad).

After logging in, the registered shareholder should follow the the instructions given on the screen to access the VOTACCESS website and then click on the "participation in the General Meeting" icon to request an admission card.

The VOTACCESS secure platform will be open from Monday 25 April 2022 at 10:00 a.m. (*Paris time*).

Your shares are **BEARER** shares

It is the responsibility of the bearer shareholder to find out whether or not their account-holding institution is connected to the VOTACCESS secure platform and, if so, whether this access is subject to specific conditions of use.

If the shareholder's account-holding institution is connected to VOTACCESS, the shareholder must identify themselves on the internet portal of his account-holding institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their Aéroports de Paris shares and follow the instructions given on the screen in order to access VOTACCESS and request an admission card.

The VOTACCESS secure platform will be open from Monday 25 April 2022 at 10:00 a.m. (*Paris time*).

8

YOU ARRIVE ON THE DAY OF THE MEETING WITHOUT YOUR ADMISSION CARD

If your application for an admission card is received by BNP Paribas Securities Services after 13 May 2022 or if you have not requested your admission card:

- ◆ as a registered shareholder, you can participate in the General Meeting by simply presenting your identity card at the desk provided for this purpose at the reception of the meeting;
- ◆ as a bearer shareholder, you can participate in the General Meeting on presentation of a certificate of participation established by your financial intermediary recording the registration of your shares by 13 May 2022 at the latest (*Paris time*) and a piece of identification at the counter provided for this purpose at the reception desk of the General Meeting.

YOU WISH TO VOTE BY POST OR BE REPRESENTED AT THE GENERAL MEETING

With the paper form

Voting **BY MAIL**

- ◆ tick the box “I vote by post” in box 1 and indicate your vote.

Agreed resolutions

- ◆ do not blacken any boxes if you vote “for” each resolution;
- ◆ if you wish to vote “against” a resolution or “abstain”, blacken the box corresponding to the number of the resolution number.

Non-agreed resolutions

- ◆ if you wish to vote “for”, “against” a resolution or “abstain”, blacken the box corresponding to the number of the resolution concerned.

Amendments or new resolutions

- ◆ if you wish to vote by giving your proxy to the to the Chairman, or proxy to a named person, or abstain, fill in the corresponding box;
- ◆ do not blacken any box if you wish to vote “against” each amendment or new resolution;
- ◆ date and sign at the bottom of the form.

GIVING POWER to the President

- ◆ tick the box “I give power to the President” box 2;
- ◆ date and sign at the bottom of the form;
- ◆ do not black out any boxes;
- ◆ your votes will be “for” the draft resolutions presented or approved by the Board of Directors, and “against” all other draft resolution.

GIVE PROXY to another shareholder or any other natural or legal person or legal entity of your choice

- ◆ tick the box 3 “I give my proxy”;
- ◆ specify the identity (surname, first name, address) of the person who will represent you;
- ◆ date and sign at the bottom of the form;
- ◆ for the mandate to be taken into account communicate your intention to vote (by filling in the voting form) to the proxy you have chosen who will transfer it to the centraliser of the the General Meeting.

Your shares are **REGISTERED**

Return the form to BNP Paribas Securities Services using the T envelope provided.

In order to be taken into account, postal voting forms must be received by the General Meetings Department of BNP Paribas Securities Services, no later than midnight on 13 May 2022 at midnight (*Paris time*).

Your shares are in **BEARER** form

Send the form as soon as possible to the financial intermediary (bank, stockbroker or online broker) that holds your account.

Your financial intermediary will send the form together with a certificate of participation certifying the registration of your shares to:

BNP Paribas Securities Services
CTO Assemblées Générales
Les Grands Moulins de Pantin
9, rue du Débarcadère
93761 Pantin Cedex, France

The form and certificate must be received by BNP Paribas Securities Services no later than midnight (*Paris time*) on 13 May 2022.

Under no circumstances may a shareholder return both the proxy form and the postal voting form to the company.

YOU WISH TO VOTE BY INTERNET

Your shares are **REGISTERED** (pure or administered)

Holders of pure or administered registered shares may vote by Internet on the secure VOTACCESS platform via the Planetshares website accessible at <https://planetshares.bnpparibas.com>.

Access to the VOTACCESS platform is secure and protected by a user name and password. Data exchanges are encrypted to ensure confidentiality.

The dedicated VOTACCESS secure website will be open from Monday, April 25, 2022 at 10:00 a.m. (*Paris time*).

The possibility of voting by Internet will end on Monday 16 May 2022 at 3 p.m. Paris time.

However, in order to avoid any possible congestion of the website dedicated to voting prior to the General Meeting, shareholders are advised not to wait until the day before the meeting the day before the meeting to vote:

- ◆ shareholders holding pure registered shares should log in with their usual access codes on the website <https://planetshares.bnpparibas.com>;
- ◆ shareholders holding administered registered shares should log on to the website <https://planetshares.bnpparibas.com>, using their login number, which can be found on the top right-hand side of their on the top right-hand corner of their paper voting form.

In the event that the shareholder is no longer in possession of their login and/or password, they can contact the toll-free number toll-free number 0 800 101 800 (from France) or the call centre at +33 1 55 77 30 11 (from abroad).

After logging in, the registered shareholder should follow the instructions given on the screen to access the VOTACCESS site and vote.

Your shares are **BEARER** shares

Bearer shareholders must find out whether or not whether or not their account-holding institution is connected to the VOTACCESS secure platform and, if so, whether this access is subject to specific conditions of use.

Only shareholders whose account-holding institution is connected to the VOTACCESS platform may vote by platform. Otherwise, the bearer shareholder will have to proceed with the procedures by post.

If the authorised intermediary who manages the shareholder's account is connected to the VOTACCESS website the shareholder must identify themselves on the Internet portal of their account-holding institution with their usual access codes. They must then click on the icon that appears on the line corresponding to their shares and follow the instructions on the screen to access the VOTACCESS site and vote. In addition, they will have the possibility of accessing the official documents of the General Meeting *via* the same site.

The dedicated VOTACCESS secure website will be open from Monday, April 25, 2022 at 10:00 a.m. (*Paris time*). The possibility to vote by Internet before the General Meeting will end on Monday 16 May 2022 at 3 p.m. (*Paris time*).

YOU WISH TO APPOINT/REVOKE A PROXY BY ELECTRONIC VOTE

The appointment and revocation of a proxy may be made electronically, as follows by electronic means, in accordance with the following procedure:

- ◆ the registered shareholder should send an email to the address: bp2s.france.cts.mandats@bnpparibas.com This email must contain the following information: name of the issuer concerned, date of the General Meeting, surname, first name, address, bank details of the principal and the surname, first name and, if possible, the address or registered office of the proxy holder;
- ◆ the bearer shareholder must request the financial intermediary managing the shareholder's account to send written confirmation of this appointment or revocation

of a proxy to the General Meetings Department of BNP Paribas Securities Services - CTO Assemblées Générales - Les Grands Moulins de Pantin 9, rue du Débarcadère -93761 Pantin Cedex.

Only notifications of the appointment or revocation of mandates may be sent to the above-mentioned e-mail address, any other request or notification relating to any other request or notification relating to another subject cannot be taken into account and/or processed.

In order to ensure that the designation and revocation of mandates expressed be validly taken into account, they must be accompanied by the intention to vote and must be received no later than Monday 16 May 2022 at 3 p.m. (*Paris time*).



HOW TO FILL IN YOUR VOTING FORM

Do not send your form directly to Aéroports de Paris. All operations relating to the General Meeting of Shareholders are handled by BNP Paribas Securities Services, the centralising bank for the General Meeting of Shareholders of Aéroports de Paris.

STEP 1

You wish to attend the General Assembly and receive your admission card: tick box A.

or
To vote by post by mail
Tick box 1

or
To give proxy to the Chairman of the meeting
Tick box 2
Date and sign at the bottom of the form, without filling in anything.

or
To appoint a proxy to a named person
Tick box 3
Fill in the contact details of this person

Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / *I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card : date and sign at the bottom of the form.*

AÉROPORTS DE PARIS
Société Anonyme
au Capital de 296.881.806 €
Siège social : 1 rue de France,
93290 Tremblay en France
552 016 628 RCS BOBIGNY

GRUPE ADP

ASSEMBLÉE GÉNÉRALE MIXTE
Convoquée le 17 mai 2022 à 15 heures,
à la Maison de la Chimie
28 rue Saint-Dominique, 75007 Paris

COMBINED GENERAL MEETING
To be held on May 17th, 2022 at 3 p.m.,
at Maison de la Chimie
28 rue Saint-Dominique, 75007 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY

Identifiant - Account

Nombre d'actions / Number of shares

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

1

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
Cf. au verso (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / *I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.*

Non / No	1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>
Non / No	41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
											Abs.	<input type="checkbox"/>	<input type="checkbox"/>

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix.
On the draft resolutions not approved, I cast my vote by shading the box of my choice.

2

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)

I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

3

JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : *See reverse (4)*
pour me représenter à l'Assemblée
to represent me at the above mentioned Meeting
M., Mme ou Mlle, Raison Sociale / *Mr, Mrs or Miss, Corporate Name*

Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION : As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

STEP 2

Write your name, first name and address here or check them if they are already listed

STEP 3

Sign and date here, whatever your choice

Date & Signature

à la banque / by the bank
à la société / by the company

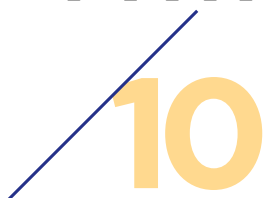
sur 1^{re} convocation / on 1st notification
13 mai 2022 / May 13th, 2022

sur 2^e convocation / on 2nd notification

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'Assemblée générale -
If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies to the President of the General Meeting

STEP 4

To be taken into account, your form must be sent to
BNPParibas Securities Services - CTO Service Assemblées Générales - Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex.
No later than 13 May 2022.



OPTIONAL REQUEST FOR DOCUMENTS AND INFORMATION AS REFERRED TO IN ARTICLE R. 225-83 OF THE FRENCH COMMERCIAL CODE

Do your bit for the environment

and prefer to consult or download documents on the website:
<http://www.groupeadp.fr>.

The documents provided for in the Commercial Code can be consulted or downloaded from 25 April 2022 on the aforementioned website.

However, if you wish to receive them in paper format, you can by returning the document below, duly completed and signed, to completed and signed to :

**FORM TO BE
SENT TO:**

BNP Paribas Securities Services
CTO Service des Assemblées
9, rue du Débarcadère
93761 PANTIN
CEDEX

COMBINED GENERAL MEETING PARIS AIRPORTS ON TUESDAY 17 MAY 2022

I, the undersigned Mrs Ms Mr Company

Name (or company name)

First Name (or form of the company)

Home address (or registered office)

Owner of registered shares in the company **Aéroports de Paris**
(registered account no)

And/or bearer shares of the company **Aéroports de Paris** registered
in an account at¹
(attach a certificate of registration in the bearer share accounts held by your financial intermediary).

- ◆ Acknowledge that I have already received the documents relating to the convened General Meeting and referred to in Article R. 225-81 of the French Commercial Code.
- ◆ Request to receive, free of charge for me, before the General Meeting of Shareholders, the documents and information referred to in Articles R. 225-83 of the Commercial Code and L. 2312-32 of the Labour Code.

This request for documents must be received by BNP Paribas Securities Services no later than Thursday **12 May 2022** in order to be taken into account.

Signed in on 2022
Signature:

¹ Shareholders whose shares are registered as bearer shares are requested to indicate the name and address of the institution responsible for the management of their securities.

Note: in accordance with Articles R. 225-81 and R. 225-88 of the French Commercial Code, any shareholders holding registered shares may upon single application, obtain from the company the documents and information referred to in articles R. 225-81 and R. 225-83 of the French Commercial Code on the occasion of each subsequent General Meeting after the Meeting referred to above.
If the shareholder wishes to benefit from this option, they should mention it on this application.



Notes

A series of horizontal dotted lines for taking notes.

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GROUPE ADP

DES HORIZONS À PARTAGER

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