



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

DRAFT
RESOLUTIONS SUBMITTED TO
THE COMBINED GENERAL MEETING OF 16 MAY 2023

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

FIRST RESOLUTION

Approval of the company financial statements for the year ended 31 December 2022

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 2022, 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 2022 as presented to it, which show a net profit of €740,845,044.40.

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 2022 amounts to €472,189.65. The amount of tax paid on these expenses and charges, including corporation tax and the social contribution referred to in Article 235 *ter* ZC of the French General Tax Code, amounts to €121,943 (excluding the allocation of prior losses). This amount of non-deductible expenses and charges corresponds exclusively to the reintegration of depreciation charges for 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 2022

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 2022 as presented to it, which show a net profit for the Group of €516,239,000.

THIRD RESOLUTION

Appropriation of earnings for the year ended 31 December 2022 and setting of the dividend

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 2022 as approved by this meeting show a net profit of €740,845,044.40.

Given that the legal reserve has reached 10% of the share capital, no allocation is made to that reserve. After taking into account retained earnings of €476,584,065, the distributable profit amounts to €1,217,429,109.20.

Consequently, the Ordinary General Meeting hereby **resolves** to pay a dividend of €3.13 per share for shares with dividend rights for the year ended 31 December 2022 (a maximum total dividend of €309,746,684.26) and to allocate the balance remaining after this distribution to retained earnings, which is increased from €476,584,065 to €907,682,424.94.

The dividend will be paid on 7 June 2023.

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

In 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	Dividend balance distribution date	Total dividend eligible for 40% rebate pursuant to Article 158(3)(2) of the French General Tax Code	Dividend not eligible for the 40% rebate
For the financial year ended 31 December 2021	Not applicable ¹	Not applicable	Nil
For the financial year ended 31 December 2020	Not applicable ²	Not applicable	Nil
For the financial year ended 31 December 2019	Not applicable ³	€69,264,101.90 ⁴ representing a dividend of €0.70 per share	Nil

FOURTH RESOLUTION

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

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

¹ No dividend was paid in respect of the financial year ended 31 December 2021.

² No dividend was paid in respect of the financial year ended 31 December 2020.

³ 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.

⁴ 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.

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 Gestionnaire d'Infrastructure CDG Express 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 Gestionnaire d'Infrastructure CDG Express and referred to in said special report, with the **French government** having abstained from voting pursuant to Article L. 225-40 of the French Commercial Code. This agreement was previously authorised by the Board of Directors.

SIXTH RESOLUTION

Approval of an agreement entered into with Gestionnaire d'Infrastructure CDG Express and SNCF Réseau covered by Articles L. 225-38 et seq. of the French Commercial Code

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

SEVENTH RESOLUTION

Approval of an agreement entered into with SNCF Réseau, Caisse des Dépôts et Consignations, Gestionnaire d'Infrastructure CDG Express and BNP Paribas covered by Articles L. 225-38 et seq. of the French Commercial Code

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

EIGHTH RESOLUTION

Approval of an agreement entered into with the École Nationale de l'Aviation Civile and Airbus 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 École Nationale de l'Aviation Civile and Airbus and referred to in said special report, with Mr **Marc Borel** 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.

NINTH RESOLUTION

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

The General Meeting of Shareholders, 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, with a view to:

- (a) stimulation of the secondary market or the liquidity of the ADP share, by an investment services provider acting independently under a liquidity contract compliant with the ethics charter approved by the Autorité des Marchés Financiers in its Decision no. 2018-01 of 2 July 2018; 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 allocation of bonus 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 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, exercise of a warrant 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 the regulations in force.

The General Meeting of Shareholders hereby **sets** the maximum number of shares that may be acquired at 10% of the total number of shares comprising the Company's share capital 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 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 Ordinary General Meeting hereby **resolves** that the maximum purchase price per share shall be €255, excluding transaction costs, for the transaction covered by item a) of the authorised programme, and €210, excluding transaction costs, for other transactions under the programme.

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

This authorisation is 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, allocation of bonus 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 document or press release 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.

TENTH RESOLUTION

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

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

Article L. 22-10-9 I of the French Commercial Code, as presented in the report on corporate governance referred to in the last paragraph of Article L. 225-37 of the French Commercial Code.

ELEVENTH 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 2022 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 II 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 2022 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.

TWELFTH 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.

THIRTEENTH 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.

FOURTEENTH RESOLUTION

Ratification of the co-option of Mr Didier Martin as a non-voting Board member

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, after reviewing the report of the Board of Directors, hereby ratifies, pursuant to Article 13 IV of the Company's Articles of Association, the co-option, at the Board of Directors meeting on 29 March 2023 with effect from 1 April 2023, of Mr Didier Martin as a non-voting Board member to replace resigning director Ms Christine Janodet for the remainder of her term of office, i.e. until the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2023.

FIFTEENTH RESOLUTION

Ratification of the co-option of Mr Stéphane Raison as a director proposed by the French government

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 Stéphane Raison, at the Board of Directors meeting on 29 March 2023, as a director proposed by the French government to replace resigning director Mr Jean-Benoît Albertini 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 2026.

RESOLUTIONS WITHIN THE SCOPE OF THE EXTRAORDINARY GENERAL MEETING

SIXTEENTH RESOLUTION

Authorisation to be granted to the Board of Directors to allocate existing shares free of charge to some or all employees

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. 225-197-1 et seq. of the French Commercial Code:

1. authorises the Board of Directors, and insofar as necessary delegates to it its authority, with the option to sub-delegate insofar as authorised by law, to allocate, on one or more occasions, existing shares free of charge to beneficiaries to be determined by the Board of Directors, from among the employees of the Company or of the companies referred to in Article L. 225-197-2 I of the French Commercial Code, or of some employees, under the conditions provided for in Article L. 225-197-2 of the French Commercial Code;
2. resolves that the existing shares allocated free of charge under this authorisation may not represent more than 0.1% of the Company's share capital on the date that the Board of Directors decides on the allocation;
3. resolves that:
 - (a) the bonus shares will vest to their beneficiaries at the end of a vesting period whose duration, to be determined by the Board of Directors, cannot be less than the duration required by legal provisions applicable on the date of the allocation decision (i.e., as of today, one year);
 - (b) at the end of the aforementioned vesting period, the vested shares will be subject to a retention obligation as from the share vesting date, the duration of which cannot be less than the duration required by legal provisions applicable on the date of the allocation decision (i.e., as of today, one year); however, such retention obligation may be waived by the Board of Directors for bonus shares allocated for which a vesting period of at least two years is decided;
 - (c) notwithstanding the foregoing, bonus shares allocated and the right to freely transfer them shall vest before the expiry of the vesting period or, where applicable, the retention period, in the event that the beneficiary suffers second or third class disability as provided for in Article L. 341-4 of the French Social Security Code, or the equivalent case abroad;
4. grants all powers to the Board of Directors for the purpose of implementing this authorisation, in particular for the purpose of:
 - determining the identity of the beneficiaries, or the category or categories of beneficiaries, of the allocations of shares among the employees of the Company or of the companies referred to in Article L. 225-197-2 I of the French Commercial Code and the number of shares allocated to each of them;

- setting the conditions and, where applicable, the criteria for the allocation of shares, in particular the vesting period and retention period for each beneficiary, in accordance with the foregoing conditions;
 - providing for the possibility of temporarily suspending allocation rights;
 - determining the vesting dates and the dates from which the shares may be freely transferred, in accordance with legal restrictions;
 - registering the allocated bonus shares in a registered account in the name of the holder, mentioning the retention period and duration thereof, and waive the retention period for the shares in any circumstance for which the applicable regulations would allow the retention period to be waived;
 - adjusting, during the vesting period, if it deems necessary, the number of bonus shares allocated in order to preserve the rights of the beneficiaries, in accordance with the regulations in force on the date of the transactions in question, depending on any transactions involving the Company's share capital that occur during the vesting period,
 - more generally, doing all that is useful or necessary in the context of the implementation of this authorisation,
5. resolves that the Company may adjust, if necessary, the number of bonus shares allocated in order to preserve the rights of the beneficiaries, in accordance with the regulations in force on the date of the transactions in question, depending on any transactions involving the Company's capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of bonus shares, the issue of new equity securities with preferential subscription rights reserved for shareholders, a stock split or reverse stock split, the distribution of reserves, share premiums or any other assets, share capital redemption, change in the distribution of profits through the creation of preferred shares, or any other transaction involving shareholders' equity or capital (including by way of a public offer and/or in the event of a change of control). Furthermore, the shares allocated in accordance with these adjustments shall be deemed to have been allocated on the same day as the shares initially allocated;
 6. duly notes that, should the Board of Directors make use of this authorisation, it shall inform the Ordinary General Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions provided for in Article L. 225-197-4 of said Code;
 7. sets at twenty-six months as from the date of this meeting the period of validity of the authorisation covered by this resolution;
 8. duly notes that this authorisation supersedes, as of this date, the unused portion, if any, of any previous authorisation with the same purpose, i.e. any authorisation whose purpose is to allocate existing shares free of charge to employees or to certain employees.

RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

SEVENTEENTH RESOLUTION

Powers to carry out formalities

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

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