



NOTICE OF MEETING

2023

COMBINED ANNUAL GENERAL MEETING
OF AÉROPORTS DE PARIS

TUESDAY, 16 MAY 2023 AT 3.00 P.M.

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





INFORMATION

Shareholders are invited to regularly consult the section dedicated to the Ordinary and Extraordinary General Meeting of 16 May 2023 on the Company's website.

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



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or @ParisAéroport



Youtube

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



Facebook

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



Instagram

@ParisAéroport

COMBINED GENERAL MEETING

TUESDAY 16 MAY 2023 AT 3.00 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

Tél. : +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

Routes 8, 12 and 13.
Stations:
Assemblée nationale
and 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 to:

ag@adp.fr

SHAREHOLDER RELATIONS DEPARTMENT

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

♦ By phone

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

♦ Website

www.parisaeroport.fr/groupe/finances/
actionnaires-individuels/home page/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



2022 KEY FIGURES



NUMBER OF PASSENGERS
IN PARISIAN AIRPORTS

86.7 MPAX



NUMBER OF GROUP
PASSENGERS

280.4 MPAX



NUMBER OF AIRPORTS
MANAGED WORLDWIDE

27



SALES/PAX

€27.4



REVENUE

€4,688 million



EBITDA

€1,704 million

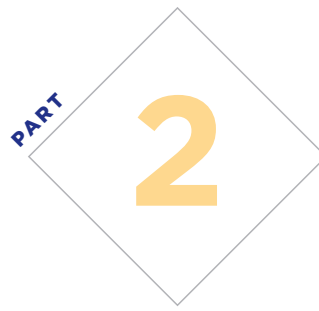


PROFIT/LOSS ATTRIBUTABLE
TO OWNERS OF THE PARENT

€516 million



GROUPE ADP



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 16 May 2023 at 3:00 p.m. at the Maison de la Chimie in Paris.

2022 was a year marked by strong growth in Groupe ADP's results. We welcomed more than 280 million passengers throughout our entire network of airports. In Paris, we welcomed close to 87 million passengers, more than double the number than in 2021. The strong recovery in traffic has been an operational and human challenge and I would like to thank our employees and partners for their mobilisation.

In Paris, Retail & Services activities recorded outstanding growth, driven by an Extime Paris sales per Pax¹ reaching €27.4, up €4.0 (+16.9%) compared to 2019, and up €2.1 (+8.2%) compared to 2021.

This solid performance is expressed by an EBITDA of €1,704 million, representing an EBITDA margin of 36.4% of revenue, in the upper part of the target range. Groupe ADP returned to solid net income, at €516 million, leading to the proposal to the General Meeting of a dividend per share of €3.13, equivalent to a payout ratio of 60% of the net result attributable to the group. All the 2022 targets have been met or exceeded. Based on a revised financial trajectory for 2023-2025, Groupe ADP confirms its desire to reduce debt, aiming for a further reduction in the ratio to 3.5x to 4.5x EBITDA by 2025 (the previous forecast was 4.5x to 5.0x), while taking into account targeted international growth.

In 2023, all Groupe ADP teams will continue to be mobilised for the ecological transition of our sector and to provide an even better welcome for travellers in our airports. This ambition is set out in our 2025 Pioneers strategic roadmap, serving all our stakeholders.

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 16 May.



Augustin de Romanet,
Chairman and Chief Executive Officer

¹ Revenue 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.



AGENDA

OF THE COMBINED GENERAL MEETING OF 16 MAY 2023

AT ITS 29 MARCH 2023 MEETING, THE COMPANY'S BOARD OF DIRECTORS DECIDED TO CONVENE A COMBINED GENERAL MEETING AND SUBMIT THE FOLLOWING AGENDA:

ORDINARY GENERAL MEETING OF SHAREHOLDERS

- ◆ Approval of the company financial statements for the year ended 31 December 2022;
- ◆ Approval of the consolidated financial statements for the year ended 31 December 2022;
- ◆ Appropriation of earnings for the year ended 31 December 2022 and setting of the dividend;
- ◆ Approval of agreements entered into with the French government referred to in articles L. 225-38 *et seq.* of the French Commercial Code;
- ◆ Approval of agreement entered into with *Gestionnaire d'Infrastructure* CDG Express covered by articles L. 225-38 *et seq.* of the French Commercial Code;
- ◆ Approval of 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;
- ◆ Approval of 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;
- ◆ Approval of 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;
- ◆ 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 on corporate officer compensation referred to in article L. 22-10-9 I of the French Commercial Code;
- ◆ 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;
- ◆ 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 Didier Martin as a non-voting Board member;
- ◆ Ratification of the co-option of Stéphane Raison as a director proposed by the French government.

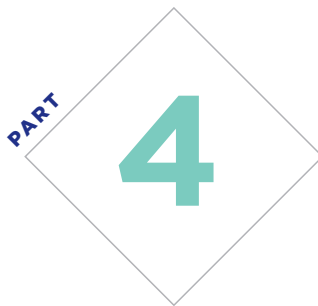
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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

ORDINARY GENERAL MEETING OF SHAREHOLDERS

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- ◆ Powers for formalities.



PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES AS OF 15 FEBRUARY 2023

11 meetings in 2022



86% participation rate



BORN ON:
2 April 1961

AUGUSTIN DE ROMANET

CHAIRMAN AND CEO OF AÉROPORTS DE PARIS

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 Extime Duty Free Paris, formerly Société de Distribution Aéroportuaire SAS (a subsidiary of Aéroports de Paris) 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 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 Économistes SAS, Chairman of the Board of Directors of the public establishment of the national estate of Chambord (France), founder 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 for participative management, employee savings and responsible shareholding. 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. Since March 2022, he has been a director of the Board of Directors of Qualium Investissement.

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

PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES AS OF 15 FEBRUARY 2023



JEAN-BENOÎT ALBERTINI



BORN ON:
9 May 1963

Jean-Benoît Albertini, a senior defence official and senior official in charge of sustainable development, is prefect of the Normandy Region and prefect of Seine Maritime. Until 11 January 2023, Jean Benoît Albertini was Secretary General of the Ministry of the Interior and Overseas Departments.



PIERRE CUNÉO



BORN ON:
6 January 1975

Pierre Cunéo is an Inspector of Finance, Head of the French State's mission for consulting firms in intellectual services, and Head of the "Paris Saclay Cancer Cluster" at the French Ministry of the Economy, Finance and Industrial and Digital Sovereignty.



ISABELLE BIGAND-VIVIANI



BORN ON:
27 January 1964

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



FAYÇAL DEKKICHE



BORN ON:
10 May 1966

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



SÉVERIN CABANNES

INDEPENDENT REFERENT
ADMINISTRATOR



BORN ON:
21 July 1958

Séverin Cabannes is Chairman of Tolma Conseil, a simplified joint-stock company.

He is also a director of Moody's Investors Service LTD (foreign company), Moody's Investors Service GmbH (foreign company) and Moody's Investors Service SAS (French company).

Séverin Cabannes holds 63 ADP shares.



NANCY DUNANT



BORN ON:
17 November 1962

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.

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

PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES AS OF 15 FEBRUARY 2023



MAY GICQUEL

BORN ON:
27 July 1985

May Gicquel is Deputy Director, Director of Transport Investment at the French State Investment Agency at the Ministry of the Economy, Finance and Industrial and Digital Sovereignty, member of the Supervisory Board - Grand Port Fluviaux-Maritime de the Seine axis (public institution), member of the Supervisory Board of La Banque Postale (public limited company), member of the Board of Directors of Air France-KLM.



OLIVIER GRUNBERG

INDEPENDENT ADMINISTRATOR

BORN ON:
15 août 1958

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 Déléguée).

Olivier Grunberg holds 60 ADP shares.



FRÉDÉRIC GILLET

BORN ON:
19 February 1972

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



CÉCILE DE GUILLEBON

BORN ON:
11 September 1961

Cécile de Guillebon is Chairwoman of ESSERTO (SAS).

She is also an independent director and Chairwoman of the Finance Committee of the listed company AB Sciences, independent director of Foncière Inéa, a listed company, and director of Groupe SLI, an intermediate housing company.



JACQUES GOUNON

BORN ON:
15 August 1958

Jacques Gounon est Président du groupe GETLINK (GET SE) société européenne cotée. Il est également administrateur de France-Manche, société anonyme française, The Channel Tunnel Group Limited, société anonyme britannique, Eurotunnel Management Services Limited, société anonyme britannique, Get Elec Limited, société anonyme britannique, London Carex Limited, société anonyme britannique, Le Shuttle Limited, société anonyme britannique, Eurotunnel financial Services Limited, société anonyme britannique et de Eurotunnel Trustees Limited, société anonyme britannique. Il est Président et administrateur du Groupe Hospitalier Paris Saint-Joseph, fondation.

Jacques Gounon détient 400 actions ADP.



JEAN-PAUL JOUVENT

BORN ON:
31 January 1961

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.

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**MATTHIEU LANCE**

PERMANENT REPRESENTATIVE
OF PREDICA PRÉVOYANCE
INDEPENDENT ADMINISTRATOR

BORN ON:
28 December 1968

Matthieu Lance is Deputy Director of Investments, responsible for real assets and equity investments within the Crédit Agricole Assurances Group. Within the Predica subsidiaries, he is a director representing Predica and a member of the Audit Committee of the French listed company, GECINA (SA). He is also a Director of the Supervisory Board and a member of the Audit Committee of ALTAREA GROUPE (SCA), a French listed company, Director and member of the Compensation and Appointments Committee of RAMSAY SANTE (SA), a listed French company, Director representing Crédit Agricole Assurances and member of the Compensation and Appointments Committee of SEMMARIS (SA), Director and member of the Audit Committee of CASSINI / COMEXPOSIUM (SA).

Predica Prévoyance Dialogue du Crédit Agricole held 7,526,506 shares in the capital of ADP as at 31 December 2022.

**FANNY LETIER**

BORN ON:
15 March 1979

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

**SYLVIA METAYER**

INDEPENDENT ADMINISTRATOR

BORN ON:
17 January 1960

Sylvia Metayer is a member of the Board of Directors and Chairwoman of the Audit Committee of ANIMALCARE (a company listed on the AIM (secondary market) in London), member of the Supervisory Board, Chairwoman of the Audit Committee, member of the Human Resources Committee, and member of the Innovation and CSR Committee of the KEOLIS Group, SAS, member of the Board of Directors and member of the Audit, Compensation and Appointments Committees of PAGE GROUP, a company listed on the London Stock Exchange.

Sylvia Metayer holds 70 ADP shares.

**VALÉRIE SCHORGERÉ**

BORN ON:
28 March 1965

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.

**PERRINE VIDALENCHE**

BORN ON:
26 December 1956

Perrine Vidalenche is a member of the Supervisory Board, Chairwoman of the Audit and Risk Committee and a member of the Compensation Committee of CDC Habitat, a semi-public limited company of mixed economy, real estate subsidiary of Caisse des Dépôts, France, independent director and Chairwoman of the Audit, Risks and Management Committee compliance of New IMMO Holding, a limited company with a Board of Directors, France, independent director of NHOOD, a limited company with a Board of Directors, France.

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NON-VOTING BOARD MEMBERS APPOINTED BY THE GENERAL MEETING



ANNE HIDALGO

BORN ON:
19 June 1959

Anne Hidalgo est Maire de Paris, Présidente du conseil de surveillance de l'Assistance publique – Hôpitaux de Paris (APHP) – Établissement public de santé, Vice-Présidente de Métropole du Grand Paris, établissement public de coopération intercommunale (EPCI), Présidente de la Société de livraison des ouvrages olympiques, établissement public, et Vice-Présidente du comité d'organisation des jeux olympiques, association loi 1901.



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 PÉCRESE

BORN ON:
14 July 1967

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), Senior Vice-Chairwoman of the Association des Régions de France (ARF), a declared association, Chairwoman (ex officio) of the Board of Directors of IDF Mobilités, Chairwoman (ex officio) of the Board of Directors of the Institut Paris Région (formerly IAU), non-profit organisation under the 1901 law, member (in her capacity) of the Supervisory Board of Société du Grand Paris (EPIC), community councillor of the Versailles Grand Parc community council, urban community, municipal councillor of the Vélizy-Villacoublay municipal council, local authority in a municipality, permanent member of the Board of Directors of Établissement public Foncier d'Île-de-France, public industrial and commercial establishment, member of the Board of Directors of the Organisational Committee of the Olympic and Paralympic Games Organisation (OCOG), declared association, full member of the Board of Directors of the public institution: Société de livraison des Travaux Olympiques (SOLIDEO), public institution, member of the Board of Directors of the regional SEM Île-de-France Loisirs, a semi-public company.



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.

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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, Directorate General of Civil Aviation
- ◆ **Jean-Marc Delion**, Economic and Financial Controller General
- ◆ **Eric Namigandet-Tenguere**, secretary of the Social and Economic Committee

PRINCIPAL STATUTORY AUDITORS

Appointed by the General Meeting 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**

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AD HOC COMMITTEES

AUDIT AND RISK COMMITTEE

Chairman

Séverin Cabannes referent administrator and independent

DIRECTORS PARTICIPATING IN THE COMMITTEE

May Gicquel, **Frédéric Gillet**, **Olivier Grunberg**, independent director and **Matthieu Lance**, permanent representative of Predica Prévoyance Dialogue du Crédit Agricole, independent director

COMPENSATION, APPOINTMENTS AND CORPORATE GOVERNANCE COMMITTEE

CHAIRWOMAN

Sylvia Metayer - Independent director

DIRECTORS PARTICIPATING IN THE COMMITTEE

Séverin Cabannes Lead independent Director, **May Gicquel**, **Jacques Gounon** and **Jean-Paul Jouvent**

STRATEGY AND INVESTMENT COMMITTEE

CHAIRMAN

Augustin de Romanet

DIRECTORS PARTICIPATING IN THE COMMITTEE

Isabelle Bigand-Viviani, **Pierre Cunéo**, **Fayçal Dekkiche**, **May Gicquel** and **Cécile de Guillebon**

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

CHAIRWOMAN

Fanny Letier

DIRECTORS PARTICIPATING IN THE COMMITTEE

Nancy Dunant, **Olivier Grunberg**, independent director, **Cécile de Guillebon**, **Valérie Schorgeré** and **Perrine Vidalenche**



REPORT FROM THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF 16 MAY 2023 - DESCRIPTION OF DRAFT RESOLUTIONS

AT ITS 29 MARCH 2023 MEETING, THE COMPANY'S BOARD OF DIRECTORS DECIDED TO CONVENE A COMBINED GENERAL MEETING AND SUBMIT THE FOLLOWING AGENDA:

ORDINARY GENERAL MEETING OF SHAREHOLDERS

- ◆ Approval of the company financial statements for the year ended 31 December 2022;
- ◆ Approval of the consolidated financial statements for the year ended 31 December 2022;
- ◆ Appropriation of earnings for the year ended 31 December 2022 and setting of the dividend;
- ◆ Approval of agreements entered into with the French government referred to in articles L. 225-38 *et seq.* of the French Commercial Code;
- ◆ Approval of agreement entered into with *Gestionnaire d'Infrastructure* CDG Express covered by articles L. 225-38 *et seq.* of the French Commercial Code;
- ◆ Approval of 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;
- ◆ Approval of 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;
- ◆ Approval of 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;
- ◆ 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 on corporate officer compensation referred to in article L. 22-10-9 I of the French Commercial Code;
- ◆ 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;
- ◆ 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 Didier Martin as a non-voting Board member;
- ◆ Ratification of the co-option of Stéphane Raison as a director proposed by the French government.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

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

ORDINARY GENERAL MEETING OF SHAREHOLDERS

- ◆ Powers for formalities.

A. ORDINARY MEETING

1. Company and consolidated financial statements for the year ended 31 December 2022 (Resolutions 1 and 2)

The company financial statements for the year ended 31 December 2022, the consolidated financial statements for the year ended 31 December 2022, 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 15 February 2023 pursuant to article L. 232-1 of the French Commercial Code.

Aéroports de Paris company net profit for 2022 came out at €740,845,044.40.

Consolidated net profit - attributable to the Group - for 2022 came out at €516,239,000.

The main components of these results are described in the management report presented to the 16 May 2023 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 2022 amounts to €472,189.65. 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).

It is specified that the amount of expenses and charges that are not deductible from the aforementioned corporation tax correspond exclusively to the reversal of the depreciation of the private cars that Aéroports de Paris uses, either in the form of long-term leases or which are fully owned.

You are requested to approve these company and consolidated financial statements in accordance with article L. 225-100 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.

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2. Appropriation of earnings for the year ended on 31 December 2022 and setting of the dividend (Resolution 3)

It is proposed that you decide on the appropriation of earnings for the year ended 31 December 2022 and to set the dividend to be paid. For this item, the balance sheet for the year ended 31 December 2022 showed a net profit of €740,845,044.40.

As the legal reserve was funded at 10% of the share capital, distributable profit after taking into account retained earnings of €476,584,065 stands at €1,217,429,109.20.

It is proposed to pay a dividend of €3.13 per share with the right to dividends for the year ended 31 December 2022 (representing a maximum total dividend of €309,746,684.26) and allocate the balance remaining after this distribution to retained earnings.

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.

This dividend, when paid to shareholders who are natural persons domiciled for tax purposes in France, is subject in principle to a single fixed rate of tax at an overall rate of 30% including (i) income tax at a rate of 12.8%, and (ii) social security deductions (CSG-CRDS) of 17.2%.

Shareholders who are natural persons domiciled for tax purposes in France may, however, opt to pay income tax on this dividend according to the progressive scale. If this option is exercised, this dividend is eligible for the 40% deduction provided for in sub-paragraph 2 of paragraph 3 of Article 158 of the French General Tax Code, which is available to natural persons domiciled for tax purposes in France.

The option for application of the progressive income tax scale is annual, express, irrevocable and overall. It therefore applies to all revenue, net gains, profits and receivables falling within the field of application of the single flat tax rate for a given year (namely, essentially to interest, dividends and capital gains on sale of securities).

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	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

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.

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 8)

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.

1. Agreement for the transfer of land and buildings by Aéroports de Paris to the French government situated in the west wing and central support stem of building 5720 and parking spaces adjacent to the building

This agreement sets out the conditions for the transfer to the French government of part of building 5720 located at Paris-Charles de Gaulle and thirty parking spaces; an exchange of approximately 1,135 m² of land including parking spaces and roadways, with a balancing cash payment; the regularisation of the transfer of title to the east wing, premises and adjacent land and the creation of easements for pedestrian access and future public transport in exclusive right-of-way and for networks.

This agreement was authorised by the Board of Directors on 18 December 2020 and entered into on 7 January 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 allows Aéroports de Paris to move away from the initial scheme of "co-ownership" of building 5720 between Aéroports de Paris and the French government and optimise the use of existing buildings.

2. Agreement entered into with the Ministry of Ecological Transition, Regional and Interdepartmental Department of the Environment, for the temporary transfer of project management and the performance of works in connection with the Paris-Charles de Gaulle eastern bypass

This agreement sets out the conditions for financing and carrying out the work on the "B3" slip road on the eastern access, which provides an exit from Paris-Charles de Gaulle airport to the future A104 motorway, and on the "B8" and "B9" slip roads at the Mesnil-Amelot interchange, which provide an entrance to and exit from the airport respectively.

This agreement was authorised by the Board of Directors on 13 October 2021 and signed on 16 February 2022 by the

French government and on 17 November 2021 by Aéroports de Paris, 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 allows Aéroports de Paris to benefit from the construction of works which will improve access conditions to the Paris-Charles de Gaulle hub, title to which will be transferred to Aéroports de Paris.

3. Agreement establishing the reductions granted by Aéroports de Paris on the fees for the use of Aéroports de Paris facilities by military aircraft

This agreement entered into with the Ministry of the Armed Forces sets out the terms and conditions for the calculation, discounting and collection of parking and landing fees for French government aircraft not engaged in paid transport under the authority of the Ministry of the Armed Forces.

This agreement was authorised by the Board of Directors on 30 March 2022 and entered into on 3 June 2022, 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 meet a regulatory obligation which provides for the signing of agreements with the French government defining a discount rate on the rates for these fees for the benefit of French government aircraft carrying out unpaid missions.

4. Agreement on the advance granted to Aéroports de Paris for safety and security expenses

This agreement entered into with the Directorate General of Civil Aviation (DGAC) and Agence France Trésor (hereinafter "AFT") sets the conditions for the payment by the French government of an advance on the proceeds of the "security tax" for 2022.

This agreement was authorised by the Board of Directors on 29 June 2022 and entered into on 18 July 2022, 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 securing revenues to cover the costs of services provided in relation to the pandemic.

5. Agreement on the deployment of pre-registration kiosks for the European Union's entry/exit border control system

This agreement entered into with the Ministry of the Interior and Overseas Territories defines the specific rights, duties and obligations of Aéroports de Paris and the French government in the context of the installation, operation and financing of the pre-registration kiosks, the purpose of which is to collect data from travellers necessary for the creation of their EES file, an "entry/exit system" which is a European Union project intended to strengthen controls at the European Union's external borders.

This agreement was authorised by the Board of Directors on 21 October 2022 and entered into on 14 December 2022, 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 operate a system to improve the management of passenger flows and consequently the quality of service in a context of increasing control formalities.

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 *Gestionnaire d'Infrastructure* CDG Express 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 consists of an Amendment 1 to the works design and construction agreement entered into on 8 February 2019 between Aéroports de Paris and *Gestionnaire d'Infrastructure* CDG Express and is intended to amend this agreement in light of the French government's decision, notified to *Gestionnaire d'Infrastructure* CDG Express on 2 July 2019, to postpone the commissioning of the line, initially scheduled for 30 November 2023, until 1 December 2025 and the programme changes requested by the rail operator.

This agreement was authorised by the Board of Directors on 29 June 2022 and entered into on 13 October 2022, 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 continue the development of CDG Express, a major project for Aéroports de Paris.

The sixth 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 *Gestionnaire d'Infrastructure* CDG Express and SNCF Réseau 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 consists of an Amendment 1 to the constructor interface agreement entered into on 8 February 2019 with *Gestionnaire d'Infrastructure* CDG Express and SNCF Réseau and is intended to amend this agreement in view of the French government's decision, notified to *Gestionnaire d'Infrastructure* CDG Express on 2 July 2019, to postpone the commissioning

of the line, initially scheduled for 30 November 2023, until 1 December 2025.

This agreement was authorised by the Board of Directors on 29 June 2022 and entered into on 13 October 2022, 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 continue the development of CDG Express, a major project for Aéroports de Paris.

The seventh 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 SNCF Réseau, Caisse des dépôts et consignations, *Gestionnaire d'Infrastructure* CDG Express and BNP Paribas 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 consists of an Amendment 1 to the equity contribution agreement entered into on 21 February 2019 between Aéroports de Paris, the French government, SNCF Réseau, *Caisse des dépôts et consignations*, *Gestionnaire d'Infrastructure* CDG Express and BNP Paribas, and is intended to amend this agreement in view of the French government's decision, notified on 2 July 2019 to *Gestionnaire d'Infrastructure* CDG Express, to postpone the commissioning of the line, initially scheduled for 30 November 2023, until 1 December 2025.

This agreement was authorised by the Board of Directors on 29 June 2022 and entered into on 13 October 2022, 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 continue the development of CDG Express, a major project for Aéroports de Paris.

The eighth 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 École Nationale de l'Aviation Civile and Airbus 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, concluded with the Ecole Nationale de l'Aviation Civile (ENAC) and Airbus, aims to define the Articles of Association of the ENAC Foundation.

This agreement was authorised by the Board of Directors on 13 October 2021 and entered into on 15 September 2022, on the understanding that Marc Borel, member of the ENAC Board of Directors and deputy government commissioner on the Board of Directors of Aéroports de Paris, did not take part in the discussions or vote.

The Board of Directors justified this agreement on the grounds that it was in the interest of Aéroports de Paris to be a co-founder of the Foundation and, by participating in the Foundation's activities, to benefit from the contribution of information and analyses and from visibility.

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 9*)

In anticipation of and subject to the authorisation given by the General Meeting of 17 May 2022 under the sixth resolution, the Board of Directors authorised the implementation of the buyback programme by means of a liquidity contract entered into between the Company and an investment services provider (to implement this contract, on 30 March 2022 the Board of Directors decided to allocate €30 million to the liquidity account).

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 measured at purchase price, their nominal value for each intended purpose, the number of shares used, any re-allocations and the fraction of the capital 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 Council dated 16 April 2014 on market abuses ("**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 French financial markets authority (AMF) General Regulation, in particular in view of:

- ◆ 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; or
- ◆ the allocation of bonus 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
- ◆ 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, exercise of a warrant 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 would be €255, excluding acquisition costs, for purchases made under the liquidity contract, and €210, excluding acquisition costs, for other 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 €1,100 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 17 May 2022.

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, allocation of bonus 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 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.

5. Approval of the information referred to in article L. 22-10-9 I of the French Commercial Code concerning the compensation of corporate officers (*Resolution 10*)

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 2022 to Mr Augustin de Romanet, Chairman and Chief Executive Officer (*Resolution 11*)

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 2022 to Mr Augustin de Romanet, Chairman and Chief Executive Officer.

The variable or exceptional compensation items allocated for the year ended 31 December 2022 can only be paid after approval by the General Meeting of Shareholders.

<i>In euros</i>	2022 Amounts submitted to the vote	Presentation
Fixed compensation	350,000 (amount paid)	
Annual variable compensation (amount to be paid after approval by the 2023 General Meeting)	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	8,665	Company car
Total compensation due for the year	458,665	
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	
2021 annual variable compensation paid in 2022 after approval by the 2022 General Meeting	100,000	

The amount of fixed compensation is unchanged. Of the objectives that determine the amount of the variable portion, 66% of the quantitative objectives (EBITDA/revenue = 110%, net debt/EBITDA = 110%, passenger satisfaction rate at departure = 0%) and 135% of the qualitative objectives (including adaptation of the Strategic Plan launch and securing of the industrial model = 150%, social and environmental commitments = 120%) were achieved.

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 2022, as adopted by the Board of Directors on 15 February 2023, have been submitted to the Minister of the Economy for approval.

7. Approval of the compensation policy for members of the Board of Directors (other than the Chairman and Chief Executive Officer) (Resolution 12)

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, as of

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 13)

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.

The allocation of the variable portion is based on the achievement of quantitative and qualitative objectives related to the corporate strategy. 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 persisting crisis. Hospitality towards travelling passengers remains a central focus of the Company's values and concerns, with increased attention paid to the components of the journey: simplicity and flow, health and safety, comfort and quality of experience.

It must be in line with societal and environmental expectations.

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

This new joint industrial project, on the scale of a multi-site group, must be built and secured economically (indicators for economic performance: Group EBITDA and Group net debt/revenue).

In a social, environmental and societal context that requires a sustainable model, and with the support of each of its employees, the Company is renewing and developing its social commitments, in particular to support employees in the transformation of the Group, and its environmental (climate, biodiversity, etc.) commitments.

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 2024 Ordinary General Meeting called to approve the financial statements for the financial year ending 31 December 2023.

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>	2023 Amounts	
Fixed compensation	350,000	Unchanged since 2012
Annual variable compensation (maximum amount) <i>(amount to be paid after approval by the 2024 General Meeting)</i>	100,000	2023 criteria and weighting: ♦ quantitative criteria: Group EBITDA/revenue (25%), Group net debt/EBITDA (25%); ♦ qualitative criteria: ♦ Continued deployment of the 2022-2025 Strategic Plan, securing of the industrial model and preparation for the 2024 Olympic Games (25%). ♦ In line with the Company's purpose and social and environmental (climate, biodiversity, etc.) 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 and 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 14 December 2022, were submitted for the approval of the Minister of the Economy.

9. Ratification of the co-option of Mr Didier Martin as a non-voting Board member *(Resolution 14)*

The Board of Directors proposes that you ratify, pursuant to Article 13 IV of the Company's Articles of Association, the co-option by the Board on 29 March 2023, with effect from 1 April 2023, of Mr Didier Martin as a non-voting Board member to replace Ms Christine Janodet, who has resigned, 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.

Mr Didier Martin is Secretary General of the Ministry of the Interior and Overseas France. His expertise in the fields of safety and security and his extensive knowledge of the administrative organisation of the French government, in particular of the regular contacts of Aéroports de Paris, would be an undeniable asset.

His CV is appended to this report.

10. Ratification of the co-option of Mr Stéphane Raison as a director proposed by the French government (*Resolution 15*)

It is proposed that you ratify, pursuant to article L. 225-24 of the French Commercial Code, the co-option of Mr Stéphane Raison in the capacity of director proposed by the French government. He was co-opted at the Board of Directors meeting on 29 March 2023 to replace resigning director Mr Jean-Benoît Albertin 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.

Mr Stéphane Raison is a General Engineer of Bridges, Water and Forests and holds a Master's degree in Public Action from ENPC. More specifically, he has held various management positions in the major sea ports of Dunkirk and Réunion. He is currently Chairman of the Management Board of the Grand Port Fluvio-Maritime de l'Axe Seine, France's leading port in terms of tonnage and value.

His experience and knowledge of the environment, especially climate change, coastal water quality, global coastal erosion

and the creation of a multimodal rail and waterway transport plan to expand the region served by the port (hinterland) will be a definite asset to the Board.

Stéphane Raison, director proposed by the French government, represents 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 an independent director in light of the criteria set by the AFEP-MEDEF Code. Since the French government controls Aéroports de Paris, this director is unable to meet the independence criterion that states that an independent director cannot be the representative of a majority shareholder. He does not entertain a business relationship with the Company.

His CV is appended to this report.

B. EXTRAORDINARY MEETING

1. AUTHORISATION TO BE GRANTED TO THE BOARD OF DIRECTORS TO ALLOCATE EXISTING SHARES FREE OF CHARGE TO SOME OR ALL EMPLOYEES (*RESOLUTION 16*)

You are requested to authorise the Board to allocate existing Company shares free of charge to some or all of the Company's employees.

This authorisation contributes to the strengthening of the employee shareholding policy, which constitutes a decisive opportunity to ensure the alignment of the interests of all stakeholders, including the Group's employees, whose commitment is essential for the achievement of set targets.

When the financial results for financial year 2022 were announced, the Chairman and CEO of Aéroports de Paris confirmed his intention to involve employees in the Company's growth and prosperity through employee shareholding, which is a key indicator of the 2025 Pioneers strategic plan.

On 15 February 2023, the Board of Directors discussed the principles of the 2023-2024 employee share ownership project, which has two components: (i) a transfer of bonus shares to beneficiaries who are employees of Aéroports de Paris S.A and (ii) an offer reserved for employees who are members of the Group savings plan.

In this regard, on 6 December 2022, Aéroports de Paris redeemed approximately 0.3% of the Company's share capital (*i.e.* 296,882 shares, for an amount of approximately €39.5 million) from Royal Schiphol Group pursuant to the authorisation granted to it by the General Meeting of 17 May 2022 in its sixth resolution.

Having taken note of this report and the special report of the Statutory Auditors, and in accordance with articles L. 225-197-1

et seq. of the French Commercial Code, it is proposed that you approve this authorisation for the Board of Directors, 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.

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 of the decision of the Board of Directors.

In this context, you will mainly be asked to decide that:

- (a) the shares would vest to their beneficiaries at the end of a vesting period whose duration, to be determined by the Board of Directors, could not 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 would be subject to a retention obligation as from the share vesting date, the duration of which could not 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 could be waived by the Board of Directors for bonus shares allocated for which a vesting period of at least two years is decided;

and to duly note 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.

In this respect, the Board of Directors would, in particular: (i) determine the identity of the beneficiaries, or the category or categories of beneficiaries, of the allocations of shares from among the employees of the Company or 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, (ii) set the conditions and, if applicable, the criteria for the allocation of shares, in particular the vesting period and the retention period

required of each beneficiary, under the conditions provided for above, (iii) record the vesting dates and the dates from which the shares may be freely transferred, taking into account the legal restrictions, and (iv) more generally, do all that is useful or necessary within the framework of the implementation of this authorisation.

Such authorisation would be granted to the Board of Directors for a period of twenty-six months from the date of the General Meeting and would supersede, as of the date of the General Meeting, any unused portion of any previous authorisation having the same purpose, *i.e.* any authorisation to allocate existing shares free of charge to employees of the Company or to certain employees.

C. ORDINARY MEETING

POWERS TO CARRY OUT FORMALITIES (RESOLUTION 17)

In voting on this resolution, the General Meeting of Shareholders is asked to authorise the bearer of an original, extract or certified copy of the minutes of the General Meeting of Shareholders to carry out the legal and regulatory 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 29 March 2023.

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

Ratification of the co-option of Didier Martin

Didier Martin – Non-voting Board member

DATE OF BIRTH:

9 June 1966

NATIONALITY:

French

TERM OF OFFICE

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

Holder of a degree in sociology

**HOLDER OF A MASTER'S DEGREE IN ECONOMICS.
AGRÉGATION IN SOCIAL SCIENCES.**

Graduate of the Ecole Normale Supérieure de Cachan.
Graduate of the Institut d'Études Politiques, Paris (1990).
Graduate of the École Nationale d'Administration.

DATE OF FIRST APPOINTMENT:

Co-opted, with effect from 1 April 2023, at the Board meeting of 29 March 2023, to replace Christine Janodet

START DATE OF CURRENT TERM OF OFFICE:

General Meeting of Shareholders of 20 May 2019

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ◆ Secretary General at the French Ministry of the Interior and Overseas France - Senior defence official and senior official in charge of sustainable development in the same ministry
- ◆ Senior Counsellor at the Court of Auditors on secondment
- ◆ Director of the National Institute of Public Service (since 2023)
- ◆ Member of the coordination committee attached to the interministerial delegate for the 2024 Olympic and Paralympic Games
- ◆ Senior defence official of the Ministry of the Interior and Overseas France
- ◆ Senior official in charge of sustainable development at the Ministry of the Interior and Overseas France
- ◆ Member (ex officio) of the Standing Committee of the Interministerial Committee for International State Networks
- ◆ Administrator (ex officio) of the École Nationale Supérieure de la Police

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

Prefect of the Pays de la Loire Region, Prefect of Loire Atlantique from August 2020 to 11 January 2023
Prefect of Moselle from October 2017 to August 2020

Ratification of the co-option of Stéphane Raison

Stéphane Raison – Non-independent director proposed by the French government

DATE OF BIRTH:

24 May 1970

NATIONALITY:

French

TERM OF OFFICE

5 years

NUMBER OF AÉROPORTS DE PARIS SHARES HELD:

0

EDUCATION:

General Engineer of Bridges, Water and Forests,
Master's degree in Public Action from ENPC

DATE OF FIRST APPOINTMENT:

Co-opted on the proposal of the French government
at the Board meeting on 29 March 2023 to replace
Jean-Benoît Albertini

START OF CURRENT TERM OF OFFICE:

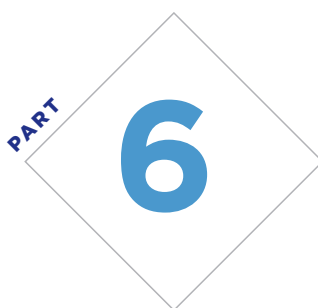
General Meeting of Shareholders of 17 May 2022

OTHER OFFICES AND DUTIES CURRENTLY HELD

- ♦ Chairman of the Management Board of the Grand Port
Fluvio-Maritime de l'Axe Seine

OFFICES AND DUTIES HAVING EXPIRED DURING THE PAST FIVE YEARS

CEO-elect of the Public Establishment of the Grand Port
Fluvio-Maritime de l'Axe Seine from 16 November 2020
to 31 May 2021
Chairman of the Management Board of the Grand Port
Maritime de Dunkerque from 27 July 2014 to 15 November
2020



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.

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

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

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.

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 abstained from voting pursuant to article L. 225-40 of the French Commercial Code. These agreements were previously authorised by the Board of Directors.

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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.

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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.

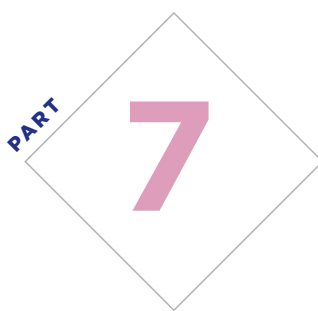
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RESOLUTIONS WITHIN THE SCOPE OF THE ORDINARY GENERAL MEETING

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.



SUMMARY OF THE SITUATION OF AÉROPORTS DE PARIS DURING THE PAST FINANCIAL YEAR

HIGHLIGHTS OF 2022

Change in retail activities

As announced on 16 February 2022, the Group's new commercial strategy initiated with the 2025 Pioneers plan and the launch of the Extime brand, have led to a change in the definition of the operational indicator "Sales per Pax Extime Paris" from 2022. Before that date, the definition was: revenue from airside shops divided by the number of departing passengers (Sales per Pax) in Paris.

The Sales per Pax Extime Paris ratio now includes all activities in the reserved areas: shops, bars & restaurants, foreign exchange offices and tax refunds, trade fairs, VIP receptions, advertising and other paid services in the reserved areas.

Following a public consultation, Groupe ADP announced on 8 July 2022 that it had chosen to retain Lagardère Travel Retail to become the future co-shareholder of Extime Duty Free Paris, which will operate Duty Free & Retail activities for airports from Paris-Charles de Gaulle and Paris-Orly.

Extime Duty Free Paris will operate nearly 140 retail outlets selling beauty, gastronomy, technical products and fashion. It will be held, subject to the authorisation of the competent competition authorities, by Groupe ADP (51%) and by Lagardère Travel Retail (49%).

In addition, following a public consultation, Groupe ADP announced on 28 July 2022 that it had selected JC Decaux to become co-partner in Extime Media, which will be the operator, from 1 January 2023, of advertising activities at Paris-Charles de Gaulle, Paris-Orly and Paris-Le Bourget airports, as well as, secondly, at international airports such as Antalya and Milas-Bodrum in Turkey.

Extime Media will be owned in equal shares by Groupe ADP and JC Decaux, subject, where applicable, to the authorisation of the competent competition authorities.

Signing of a profit-sharing agreement for Aéroports de Paris SA employees

Signed on 13 June 2022 unanimously by the representative trade unions, the profit-sharing agreement set up by the Group for ADP SA employees covers a three-year period from 2022 to 2024. The payment of the incentive bonus is subject to the achievement of five objectives in line with the 2025 Pioneers strategic roadmap and is made the year following the end of the financial year in question.

As part of the 2025 Pioneers for Trust CSR strategy, this agreement reflects Groupe ADP's desire to involve employees in the achievement of the Company's strategic and transformation objectives and to benefit directly from the results obtained.

The objectives relate to improving economic performance (EBITDA / Group revenue ratio), quality of service (passenger satisfaction rating at departure) and corporate social responsibility (the number of days of civic engagement), achieved by employees on their working hours, the reduction of CO₂ emissions, the rate of completion of ethics and compliance training by employees). This collective performance incentive agreement is unprecedented within ADP SA, due to the importance given to CSR criteria.

Signature of two salary increase agreements for Aéroports de Paris SA employees

Following negotiations with the representative trade unions initiated on 14 June 2022, the Group announced to the employees of ADP SA on 8 July 2022 the signing of two agreements relating to immediate salary increase measures, effective from 1 July. These agreements provide, on the one hand, for a return to the 2019 level of compensation for employees affected by the Plan d'Adjustment of Employment Contracts (PACT) and, on the other hand, an additional general increase of 3% for all ADP SA employees.

The impact of these measures on the 2nd half-year 2022 is estimated at €13 million.

Groupe ADP's commitment to the scientific validation of its greenhouse gas emissions reduction targets

Since 23 June 2022, Groupe ADP has been formally committed to the process of defining and validating its greenhouse gas emission reduction targets (scopes 1, 2 and 3) by the SBTi (Science Based Target initiative), a joint CDP programme (Carbon Disclosure Project), the United Nations Global Compact, the World Resources Institute (WRI) and WWF.

Skytrax 2022 ranking

The latest World Airport Awards ranking, based on a worldwide passenger satisfaction survey led by the independent British organisation Skytrax, was unveiled on 23 June. Paris-Charles de Gaulle is voted "best European airport" and now ranks sixth in the Top 100 best airports in the world (+9 places). Paris-Orly gains 27 places and appears at 46th place in the world. Three airports belonging to the group's international network continue to rise among the world's top 100¹.

Commissioning of the Caveirac solar farm as part of the Paris Airport energy purchasing policy

Fully committed to reducing its CO₂ emissions, Groupe ADP has included in its 2025 Pioneers roadmap (see press release of 16 February 2022) the improvement of energy efficiency, the reduction and control of energy consumption and the development of renewable energies.

The Corporate Power Purchase Agreement (PPA)² signed in 2020 by Aéroports de Paris (see press release of 5 February 2020) has enabled the selected developer (Urbasolar) to continue the development of the three photovoltaic solar parks dedicated to Aéroports de Paris. The commissioning of the solar farm in Caverirac (department of Gard) took place on 29 September. The other two parks, located in the Var and Charente departments, should be commissioned from 2023.

These three parks will produce around 45 GWh / year, covering 10% of the electricity consumption of the pre-Covid platforms in Paris. Groupe ADP is committed to purchasing all of the electricity production from these wind farms for 21 years, which helps to control electricity purchase costs.

This electricity supply is part of Aéroports de Paris' energy cost control policy under which the company has contractually secured, from 2020, the purchase price of its electricity and gas consumption until December 2023. Aéroports de Paris is currently working on the preparation of the new energy purchasing policy that will be rolled out for the needs of 2024 and subsequent years, in a context where the exogenous increase in energy prices or their stagnation in 2023 could have a negative impact on the Group's operating expenses - beyond 2023. It should be noted that purchases of electricity and gas and other fuels amounted to €71 million in 2022, i.e.

approximately 2.3% of the Group's recurring operating expenses (€3,071 million in 2022).

Finally, in line with the energy sobriety plan presented by the French government on 6 October 2022, Groupe ADP has committed to contributing to the national effort, while continuing its decarbonisation action in the medium and long term.

Process for unwinding cross-investments with Royal Schiphol Group

It should be noted that the process for the orderly sale of the 8% cross-investments held respectively by Aéroports de Paris and Royal Schiphol Group is described in the press release of 16 February 2022.

On 10 November 2022, Groupe ADP was informed of the announcement of the acquisition of an additional 2.5% stake in the share capital of Groupe ADP by Crédit Agricole Assurances, via its subsidiary Predica, with Royal Schiphol Group, bringing Crédit Agricole Assurances' total stake in Groupe ADP to 7.73%. It should also be noted that Crédit Agricole Assurances has a seat on the Board of Directors of Groupe ADP.

On 16 November 2022, Groupe ADP was informed of the announcement of the acquisition of an additional stake of approximately 1.59% of the share capital of Groupe ADP by Canada Pension Plan Investment Board, from Royal Schiphol Group, bringing the Canada Pension Plan Investment Board's total stake in the share capital of Groupe ADP to approximately 5.64%.

On 6 December 2022, Royal Schiphol Group announced the sale of its residual stake in Aéroports de Paris of approximately 3.91% of Groupe ADP's share capital, i.e. 3,869,859 shares. It was carried out as part of an accelerated investment with institutional investors at a price of €133 per share.

On this occasion, Groupe ADP bought back 296,882 shares, i.e. approximately 0.3% of the share capital, at a price of €133 per share. The securities were settled on 8 December 2022. This share buyback, in the amount of approximately €39.5 million, was carried out as part of the share buyback programme authorised by the 6th resolution approved by the Annual General Meeting of 17 May 2022. It is intended to cover any allocation of performance shares of Groupe ADP and / or allocation of shares as part of an employee shareholding operation.

At the end of the accelerated investment, Royal Schiphol Group no longer holds any shares in Groupe ADP. In accordance with the exit agreement signed between the parties on 1 December 2008, Royal Schiphol Group acquired the shares held by Groupe ADP in Royal Schiphol Group, marking the end of the process of unwinding cross-investments with Royal Schiphol Group.

The price of this transaction, received by Groupe ADP on 21 December 2022, amounted to €420 million. It will enable Groupe ADP to selectively seize any international development opportunities while continuing its debt reduction trajectory.

¹ See the press release of 22 June 2022: "Skytrax 2022 ranking. Paris-Charles de Gaulle, voted best airport in Europe, 6th worldwide".

² Direct supply contract with a renewable energy producer.

Aéroports de Paris announces the implementation of its first Euro Medium Term Notes (EMTN) programme

Aéroports de Paris announced on 19 December 2022 the implementation of its first Euro Medium Term Notes (EMTN) programme. The Base Prospectus of the Programme received approval No. 22-492 from the AMF French Financial Markets Authority (*Autorité des marchés financiers* - AMF) on 16 December 2022. The programme provides a legal framework intended to govern in advance the bond financing transactions that would be carried out by Aéroports de Paris. Aéroports de Paris is currently rated A (negative outlook) by S&P Global Ratings. The prospectus of the programme and the documents incorporated by reference are available on the websites of Groupe ADP (<https://www.parisaeroport.fr/groupe/finances>) and the *Autorité des marchés financiers* (www.AMF-France.org).

TAV Airports wins the tender for the renewal of the Ankara airport concession

On 20 December 2022, TAV Airports, a member of Groupe ADP, won the tender for the renewal of the Ankara airport concession. This success follows the auction organised by the Turkish Airport Authority (DHMI) in which TAV Airports was the highest bidder. The purpose of this concession is to make investments to increase the capacity of this airport in exchange for the right to operate it for 25 years, between 24 May 2025 and 23 May 2050.

The total concession rent due to DHMI is €475 million (excluding VAT), of which 25% (€119 million) was paid within 90 days of signing the concession contract. The investment to increase the capacity of Ankara airport is estimated at around €300 million, two-thirds of which will be committed between 2023 and 2026, and one-third to be started by 2038 at the latest.

The Company's financial statements will be fully consolidated. The current operating procedures for Ankara airport, managed by TAV Esenboğa, a wholly-owned subsidiary of TAV Airports, a member of Groupe ADP, remain unchanged until 23 May 2025.

Successful launch of the 2025 Pioneers strategic roadmap

In 2022, Groupe ADP adopted a strategic roadmap for 2022-2025 to build the foundation of a new airport model focused on sustainability and performance, in line with societal and environmental expectations (see press release of 16 February 2022).

The 2025 Pioneers strategic roadmap defines the Group's priority transformation actions for the 2022-2025 period and proposes 20 objectives for 2025, based on three strategic areas:

- ◆ an industrial ambition: One ambition, "Imagining the sustainable airport of the future";
- ◆ a multi-local approach: One group, "Building a global, integrated and responsible group";

- ◆ a collective dynamic: Shared dynamics, "Innovate, support and empower".

The successful start of the 2025 Pioneers roadmap is materialised, at the end of this first year of deployment, by the launch of concrete actions that contribute to the achievement of the objectives by 2025.

Mandatory annual negotiations (NAO 2023): signature of a salary increase agreement for Aéroports de Paris SA employees

As part of the mandatory annual negotiations and following the meetings held with the representative trade unions, the group announced to the employees of Aéroports de Paris SA the signing of a salary increase agreement.

This agreement provides, in particular, at 1 January 2023, a general increase in basic compensation of 2% for executives and 3% for non-executives, followed by a 1% increase for executives from 1 July 2023, *i.e.* an increase of at least €100 gross in the basic monthly salary for all employees of Aéroports de Paris SA. The impact of these new measures is estimated at €15 million for the year 2023.

This agreement is accompanied by an exceptional value-sharing bonus, which will be paid to all employees in April 2023 (already recorded in 2022) and a commitment to initiate negotiations in 2023 concerning the compensation structure for executives.

International assets situation

In 2022, some of the group's international assets that had been weakened by the Covid crisis continued to hold discussions with their counterparties (grantors, banks, etc.) in order to maintain their financial and operational viability. Depending on the situation, these assets required extensions of the concession period and debt restructuring.

With regard to TAV Airports, a two-year concession extension was obtained on 17 June 2022 for the airports of Skopje and Ohrid, in North Macedonia.

For Santiago de Chile, a debt restructuring agreement was obtained on 21 October 2022 with the lenders. In addition, the initiatives undertaken with regard to the Chilean authorities are continuing with the aim of restoring the economic balance of the project. In addition, the claim filed by the group with the International Center for the Settlement of Investment Disputes (ICSID) against the Chilean State in the context of the application of the bilateral treaty between France and Chile on the protection of investments foreigners (ICSID No. ARB / 21/40 dated 13 August 2021) follows its course.

In addition, Airport International Group (AIG), the concession company of Amman airport in Jordan, is holding active discussions with its grantor in order to achieve the economic and financial rebalancing of the concession, including the negotiation of an extension of the concession. its duration. Lenders' obligations are restructured at the same time.

In Madagascar, discussions are underway with lenders to modify certain conditions of the loans contracted by the project company.

As a result, Groupe ADP may be required to provide financial support to these airport management companies in which

it is a shareholder. The overall support that could result from restructuring discussions is estimated at a maximum of €20 million in 2023. In addition, in the event of failure of negotiations aimed at rebalancing the situation of some of its international concessions, the Group may have to make decisions that may go as far as withdrawing from the project.

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Details following the announcement made on Monday, 9 January by the Competition Authority

On 9 January 2023, the French Competition Authority announced the opening of an in-depth review as part of the proposed sale by Aéroports de Paris SA ("Groupe ADP") of 50% of Extime Food & Beverage Paris to Select Service Partner ("SSP"). In its press release of 10 January 2023, Groupe ADP specified that the retail subsidiary model is commonly used by many airports around the world, and that Groupe ADP has used it for more than ten years. By drawing on the expertise of an industrial partner, this model has contributed to the development of the Group's various retail and catering activities. In this context, a call for tenders was launched in April 2021 to find a co-shareholder in Extime Food & Beverage Paris. Select Service Partner (SSP) was chosen at the end of this procedure with the aim of acquiring, subject to the authorisation of the competition authority, 50% of the capital of Extime Food & Beverage Paris from Aéroports de Paris (see press release of 25 October 2021).

During this process, the catering activities in Paris will continue to be operated not only by Extime Food & Beverage, operator of around 30 retail outlets at Paris-Orly and Paris-Charles de Gaulle airports, but also by other operators, including the commercial subsidiary EPIGO, set up in 2016. In the meantime, Groupe ADP and its partner SPP will continue to discuss with the Authority all the elements demonstrating the expected effects of the operation for passengers and the benefits that will result both on the control of fares and on the quality of the transport service. As the French Competition Authority points out in its press release, the initiation of this procedure does not prejudice the existence of possible adverse effects on competition, nor the outcome of this procedure. In any event, if this project does not see the light of day in the form envisaged here, Groupe ADP will retain full control of its commercial system to adapt it to passenger demand and contribute to the achievement of its profitable growth objectives.

Dividend distribution policy

On 15 February 2023, the Board of Directors approved the separate and consolidated annual financial statements for the year ended 31 December 2022. During this meeting, it decided to submit to the vote of the next Annual General Meeting, to be held on 16 May 2023, the distribution of a dividend of €3.13 per share for the 2022 financial year. Subject to the vote at the

Annual General Meeting, the payment date would take place on Wednesday, 7 June 2023 with an ex-dividend date scheduled for Monday, 5 June 2023. This dividend corresponds to a payout ratio of 60% of net income, attributable to owners of the parent for financial year 2022 of €516 million.

Traffic over the months of January and February

Groupe ADP traffic for the first two months of the year 2023 stands at 22.0 million passengers, or 96.7% of Group traffic for the same period in 2019, while traffic at Paris Aéroport was 6.7 million passengers, or 92.0% of the traffic level for the same period in 2019.

Groupe ADP and GMR Enterprises (GMR-E) sign an agreement to form an airport holding company listed on the Indian financial markets in the first half of 2024

The Boards of Directors of Aéroports de Paris (Groupe ADP) and GMR Airports Infrastructure Ltd (GIL), listed companies and co-shareholders at 49% and 51% respectively of the airport holding company GMR Airports Ltd (GAL), have announced on 19 March 2023, the signing of a framework agreement between Groupe ADP, GIL, GAL, GMR-E initiating a process that should lead to a merger between GIL and GAL in the first half of 2024 ("New GIL").

The proposed merger will enable Groupe ADP to become a shareholder of an airport holding company listed on the BSE Limited and the National Stock Exchange of India Limited ("Indian financial markets"), as envisaged at the time of the acquisition of its stake in GAL in 2020. This operation will make it possible to:

- ◆ simplify and clarify the capital structure of airport assets;
- ◆ fully reveal the value of GAL and make the securities held by Groupe ADP liquid;
- ◆ make New GIL a more agile development platform to seize new opportunities in India and South-East Asia.

In accordance with the framework agreement signed and subject to the agreements of the creditors and shareholders of GIL and GAL and the necessary regulatory approvals, GAL and GIL would merge in the first half of 2024 to form an airport holding company listed on the Indian financial markets.

The framework agreement has the following characteristics:

- ◆ Groupe ADP would be required to hold an economic interest of 45.7% in New GIL, based on independent assessments and supported by fairness opinions;
- ◆ earn-out clauses¹ (earn-outs and ratchets), entered into between Groupe ADP and GIL upon the acquisition of the stake in GAL in 2020 by Groupe ADP, would be fully settled;
- ◆ GIL's contingent and residual liabilities related to non-airport activities would be significantly reduced, allowing Groupe ADP to become a shareholder of this listed entity without exposure to such commitments;
- ◆ Groupe ADP would have, *via* a shareholders' agreement, extended governance rights in New GIL, similar to those held today in GAL, preserving its significant influence.

In more detail, this transaction targets several strategic and financial interests:

The transaction will make New GIL an exclusively airport operator. Since the spin-off between GIL and GMR Power and Urban Infra Ltd. (GPUIL) at the beginning of 2022, GIL's balance sheet held exclusively airport assets. However, it continued to carry significant non-airport contingent liabilities related to GPUIL, the non-airport infrastructure arm of GMR Enterprises (GMR-E). In order to accelerate the settlement of these contingent liabilities and so that GIL becomes an exclusively airport player, Groupe ADP proposes to subscribe to 330,817 bonds in convertible foreign currencies (FCCBs - Foreign Currency Convertible Bond) issued by GIL for a total amount of approximately €331 million. In accordance with the framework agreement, the proceeds of these convertible bonds will be used by GIL to settle its balance sheet by repaying the Company's debt and settling a large part of its liabilities. This settlement of liabilities is a prerequisite for the merger of GAL and GIL.

Groupe ADP will retain a significant economic interest and a strong position in the capital of GIL, while guaranteeing the maintenance of the local character of GMR Airports. Groupe ADP would be required to hold a 45.7% economic interest in New GIL² based on independent assessments and supported by fairness opinions. This calculation takes into account the final settlement of the contractual clauses *ratchets* and a liquidity premium.

In line with Groupe ADP's multi-local approach, the framework agreement provides for GMR-E to maintain its position as controlling shareholder in New GIL. In order to enable this positioning, Groupe ADP's stake in New GIL will be split into two³ instrument categories:

- (i) ordinary shares; and
- (ii) non-participating convertible preference shares (OCRPS - Optionally Convertible Redeemable Preferred Shares), which give entitlement to a dividend equivalent to one ordinary share, and also allow Groupe ADP to retain a substantial interest in the performance of the asset.

Following the merger between GAL and GIL, Groupe ADP's economic interest of 45.7% will be applied to the recognition of

New GIL's results, which will be consolidated using the equity method in the group's financial statements. Until the completion of the merger, Groupe ADP's 49% stake in GAL will continue to be accounted for using the equity method.

The transaction will make New GIL a more agile development platform to seize new opportunities in India and South-East Asia. GAL has major assets in India, including Delhi airports (first to reach ACA)⁴ level 4+ in Asia Pacific), Hyderabad and Goa (opened on 5 January 2023), and Indonesia, as well as several other airport projects under development in India and Greece, with attractive growth prospects and medium-term profitability. In the coming years, there is significant potential for external growth in Asia, driven by the need for airport infrastructure investments in the region. In India, more specifically, privatisation projects have been announced by the government. To take full advantage of these growth opportunities, the merger of GAL and GIL would enable New GIL to form an agile platform capable of seizing this profitable development potential.

Provisional timetable for the proposed merger

Following the approval of the proposed merger by the respective Boards of Directors of GAL and GIL, GIL will file for approval the merger request with the Indian financial markets where GIL is currently listed and with the Securities and Exchange Board of India (SEBI). The merger application will then be filed for approval with the National Company Law Tribunal (NCLT). The merger is expected to be effective by the first half of 2024, after the completion of all required milestones. The framework agreement signed today between GMR-E, GIL, GAL and Groupe ADP commits all parties to the completion of the necessary steps for the merger, subject to obtaining regulatory approvals.

Expected impacts on Groupe ADP's consolidated financial statements

The subscription of FCCBs, recognised as financial instruments valued at their fair value, will result in a cash outflow of approximately €331 million for Groupe ADP by the end of the first half of 2023. A provision for earn-out clauses (earn-outs) having already been recognised in Groupe ADP's financial statements at the end of 2022, their settlement should be neutral on the Group's income statement and lead to a cash outflow of approximately €62 million by the merger.

GMR-E has an option to purchase the FCCBs from Groupe ADP at any time in one or more tranches.

In addition, at the end of the first five years following the allocation date of the FCCBs, or a period of 30 months in the event of non-completion of the merger between GIL and GAL, Groupe ADP will have the right to exercise a put option on all FCCBs to GMR-E, or a foreign third party designated by GMR-E.

The exercise price of the aforementioned options will be the sum of the nominal amount and accrued interest. The obligations related to these options will be assessed as soon as the FCCBs are set up.

¹ During the acquisition by Groupe ADP of its 49% stake in GAL, carried out in two stages in February and July 2020, Groupe ADP granted GIL *earn-outs*, subject to the achievement of certain performance targets for GMR Airports activities by 2024, as well as *ratchets* conditional on the completion of commercial and regulatory events expected to occur by 2024, enabling GIL to receive respectively up to €126 million and up to 8.2% of the capital.

² Excluding the potential impact that would result from a conversion of FCCBs.

³ Excluding any potential participation that could result from the conversion of FCCBs.

⁴ Delhi International Airport was recognised on 17 November 2020 as level 4+ (transition) Airport Carbon Accreditation programme of the ACI.

SUMMARY OF THE SITUATION OF AÉROPORTS DE PARIS DURING THE PAST FINANCIAL YEAR

At the time of its completion in 2024, the merger should lead to the recognition of a non-financial expense, reflecting the change in Groupe ADP's economic interest (including the settlement of ratchets as well as a liquidity premium) as well as the integration of the assets, excluding LAG, of New GIL whose expected net value at the date of the merger will be negative. The impact of these items, currently estimated at around €100 million, on Groupe ADP's current profit/loss from continuing operations, will be determined at the date of the merger.

Confirmation of 2023-2025 financial objectives

This transaction, which contributes to the acceleration of GMR Airports' profitable development, is in line with the Group's selective international growth strategy. Groupe ADP thus confirms its objective of a net financial debt / EBITDA ratio of 3.5x to 4.5x in 2025, taking into account the aforementioned expected effects as well as potential new international growth projects. Groupe ADP confirms its policy of a dividend payout rate corresponding to 60% of net profit (attributable to owners of the parent) for the period 2023-2025, with a minimum of €3.0 per share.

ACHIEVEMENT OF 2022 OBJECTIVES

	2022-2022 forecast as of 16 February 2022 ¹	Forecast 2022-2022 as of 27 July 2022 ²	Forecast 2022-2022 as of 27 July 2022 ³	Achievement of objectives by 31 December 2022
Group traffic⁴ (in % of 2019 traffic)	70%-80%	74%-84%	77%-83%	Group traffic at 80.9% of the 2019 traffic ✓
Paris Aéroport traffic (in % of 2019 traffic)	65%-75%	72%-82%	78%-82%	Group traffic at 80.2% of the 2019 traffic ✓
Group EBITDA margin (in % of revenues)	30%-35%	32%-37%	> 34.5%	Group EBITDA margin at 36.4% ✓
Profit/loss attributable to owners of the parent (in millions of euros)	Positive	Positive	Positive	Net profit/loss attributable to the owners of the parent positive at €516M ✓
Group investments (ADP SA and subsidiaries) ⁵ (excluding financial investments)	1 billion euros per year on average between 2022 and 2025	1 billion euros per year on average between 2022 and 2025	1 billion euros per year on average between 2022 and 2025	-€695 million in investments in 2022
ADP SA investments (excl. financial investments, regulated, non-regulated)	€550M – €600M	€550M – €600M	€500M – €550M	€497 million of investments in 2022 ✓
Ratio Net Financial Debt/EBITDA⁶	6.0x -7.0x	5.5x -6.5x	5.0x -5.5x	4.6x22 4.4x incl. unwinding RSG ✓
Dividends (as a % of net income)	60% pay out rate Minimum of €1 per share (distribution in 2023)	60% pay out rate Floor of €1 / share (distribution in 2023)	60% pay out rate Floor of €1 / share (distribution in 2023)	Proposal of a dividend of €3.13, i.e. 60% of net profit attributable to owners of the parent ⁷ ✓

¹ See the 2021 Full year results press release, published on 16 February 2022.

² See the press release on the H1 2022 results, published on 27 July 2022.

³ See the press release on revenue for the first nine months of 2022, published on 27 October 2022.

⁴ Group traffic from the airports of Delhi International Airport Limited (DIAL), Hyderabad International Airport Limited (GHIAL), Mactan-Cebu International Airport and Almaty International Airport from 1 January 2019. Following the non-renewal at 31 December 2021 of the technical assistance contract (TSA) relating to the Mauritius airport, the group's traffic no longer includes the traffic of the Mauritius airport.

⁵ In constant euros.

⁶ The net financial debt/EBITDA objective is calculated excluding the proceeds of the unwinding of cross-investments with Royal Schiphol Group - see press release of 16 February 2022.

⁷ Subject to approval by the Annual General Meeting of 16 May 2023, approving the 2022 financial statements.

TRAFFIC ASSUMPTIONS, FORECASTS AND TARGETS 2023-2025

As part of the 2025 Pioneers strategic roadmap communicated on 16 February 2022, Groupe ADP has set out objectives for 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. They are also based on the consolidation scope at the end of 2021, with no assumption of developments up to 2025.

Taking into account passenger traffic and the results recorded in 2022, the salary increase measures put in place from 2023

and the evolution of macroeconomic indicators (exchange rates, inflation, energy prices), the Groupe ADP specifies its traffic assumptions in Paris in 2023 and adjusts certain forecasts and financial objectives for 2023-2025.

Modified indicators are flagged **in bold** in the table below.

It is specified that any new change compared to the assumptions on which the Group's objectives are based could have effects on the volume of traffic and the 2025 Pioneers financial indicators.

	2023	2024	2025
Group traffic¹ (in % of 2019 traffic)	95%-105%	-	-
	Return to the 2019 traffic level between 2023 and 2024		
Paris Aéroport traffic (in % of 2019 traffic)	87%-93% <i>Previously 85%-95%</i>	90%-100%	95%-105%
	Return to the 2019 traffic level between 2024 and 2026 above 2019 level from 2026		
Extime Sales per Pax in Paris² (in euros)	-	-	€29.5 <i>Previously: €27.5</i>
ADP SA operating expenses per passenger (in euros)	-	€17-€20/pax <i>Previously: €16-€18/pax</i>	
Group EBITDA growth compared to 2019	At least equal to 2019 EBITDA (i.e. ≥ €1,772M) <i>Previously: return to 2019 level expected in 2024</i>	-	-
Group EBITDA margin (in % of revenues)	32%-37%	35%-38% <i>Previously: 35%-40%</i>	
Profit/loss attributable to owners of the parent (in millions of euros)	Positive		
Group investments (excl. financial investments)	About €1,300 million per year on average between 2023 and 2025 (in current euros) <i>Previously: €1,000 million per year on average between 2022 and 2025 (in constant euros)</i>		
ADP SA investments (excl. financial investments, regulated, non-regulated)	About €900 million euros per year on average between 2023 and 2025		
	<i>Previously: €750M - €800M (in constant euros)</i>	<i>Previously: €650M - €750M (in constant euros)</i>	<i>Previously: €800M - €900M (in constant euros)</i>
Net financial debt/EBITDA ratio incl. targeted international growth	-	-	3.5x – 4.5x <i>Previously: 4.5x -5.0x</i>
Dividends (due for the year N, paid in N+1 (in % of the NRAG))	60% pay out rate Minimum of €3 per share		

¹ Group traffic includes airports operated by Groupe ADP in full ownership (including partial ownership) or under concession, handling scheduled commercial passenger traffic, excluding airports under management contracts. The traffic history for the period 2019 -2022 of the group's various platforms is available on the company's website.

² Estimated Sales per Pax: revenue 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.

Monitoring of the indicators of the 2025 Pioneers strategic roadmap

The table below summarises and illustrates the 2022 momentum for the deployment of actions aimed at achieving the objective set for 2025.

No.	Measurement indicator and target for 2025	Scope concerned	2022 deployment dynamic
One Ambition - Imagining the sustainable airport of the future			
1	Make more than 80% of flights leave on time or within 15 minutes of the scheduled time	Controlled airports	
2	Reduce average aircraft taxiing emissions per flight by 10%	Paris-Orly and Paris-CDG	
3	Set a carbon budget for the life cycle of all investment projects over €5 million	ADP SA, TAV Airports	
4	Propose to 50% of passengers a biometric facilitation in their departure journey	Paris-Orly and Paris-CDG	
5	Aiming for excellence in hospitality		
	◆ Place Paris-CDG in the top 10 of the Skytrax ranking of the best airports in the world, as well as 4 airports in the Top 50 and 8 airports in the Top 100	All airports	
	◆ Achieve an ACI/ASQ rating of 4 in terms of passenger satisfaction	Controlled airports, traffic > 3m pax	
6	Roll out the Extime retail and hospitality concept in Paris and initiate the deployment of the franchise in two terminals outside the Paris airports	Paris and International	
7	Set up the Parisian platforms at the best European level in terms of train-air connection by increasing the number of train-plane connecting passengers by 50% at Paris-CDG and doubling at Paris-Orly	Parisian platforms	
8	Use 10% of low-carbon energy in the terminals and airside, almost doubling compared to 2019, and 40% excluding take-off and landing	Controlled airports, ACA level ≥ 3 in 2021	
9	Open the new Paris-Orly multi-modal hub, with the commissioning of the line 14 station in 2024 and enable the commissioning or construction of 8 additional public transport lines to connect Île-de-France region airports to neighbouring regions	Parisian platforms	
10	Preserve 25% of surface areas for biodiversity at Paris-CDG and 30% at Paris-Orly and Paris-Le Bourget, and provide the Group's airports with a trajectory to improve their biodiversity index by 2030	The 23 airports committed to the Airports for Trust charter	
One Group - Building a global, integrated and responsible group			
11	Stabilise the average maturity of our concession portfolio at 30 years	All airports under concession contracts (excluding Paris)	
12	Open 100 additional international routes to increase the connectivity of our regions	All Group airports	
13	Develop the airport smartisation of the group with three airports at full level and 100% of others at "friendly" level	Controlled airports, traffic > 4m pax	
14	Support the generalisation of continuous descent procedures between 2023 and 2025 at Paris-CDG and Paris-Orly	Paris-Orly and Paris-CDG	
15	Facilitate 80% of purchases made locally in the Paris region, of which 20% with SMEs, subject to public procurement legislation	ADP SA	
Shared Dynamics - Innovate, support & empower			
16	Deploy 120 experiments in societal, environmental and operational innovations by 2025, including 30 leading to industrialisation	ADP SA, TAV Airports, Hub One	
17	Achieve at least one employee shareholding plan by 2025	ADP SA	
18	Consider a CSR criterion in the compensation of 100% of employees	ADP SA, TAV Airports, AIG	
19	Multiply by five the number of days of employee civic engagement, bringing it to 5,000 over the 2022-2025 period	ADP SA	
20	Train 100% of employees in best ethical practices and compliance	ADP SA, TAV Airports, AIG	

The successful start of the “2025 Pioneers” roadmap is illustrated by several examples of actions whose deployment began in 2022 and whose initial results are contributing to the achievement of the target set for 2025.

One Ambition - Imagining the sustainable airport of the future

The One Ambition strategic focus targets (i) excellence and sustainability of operational and construction methods, (ii) innovation in airport hospitality, and (iii) the development of new Airport transport and connection offerings:

- ◆ the work carried out in 2022 will enable the implementation, from 2023, of a management of aircraft punctuality by milestone in the Île-de-France airports. It will be organised in coordination with the various stakeholders, in particular the airlines with the establishment of a punctuality monitoring committee (Punctuality Committee) deciding, if necessary, on the corrective actions to be deployed as part of a continuous improvement approach [KPI 1];
- ◆ in 2022, the Group launched work to develop a tool for budgeting the carbon impact of investment projects, first tested on its Paris airports (in 2023) and intended to be extended to TAV airports (in 2024) to be rolled out in 2025. The emissions taken into account in this tool are those related to construction, maintenance or renovation, heating and cooling energy consumption, electricity consumption and the demolition of structures [KPI 3];
- ◆ the latest World Airport Awards ranking, based on a worldwide passenger satisfaction survey led by the independent British organisation Skytrax, was unveiled on 23 June 2022. Paris-Charles de Gaulle was voted “best European airport” and now ranks sixth in the Top 100 best airports in the world (+9 places). Paris-Orly gains 27 places and appears at 46th in the world. Three airports belonging to the group’s international network are still among the top 100 worldwide: Delhi, Hyderabad and Medina [KPI 5];
- ◆ after several months of modernisation work, terminal 1 reopened its doors to passengers on 5 December 2022. Closed since 30 March 2020 due to the Covid crisis, its reopening is accompanied by the unveiling of a brand new nodal building and a new innovative passenger route, which fully embody the requirements of quality of service and hospitality of Groupe ADP. The new boarding lounge is a concept of Groupe ADP’s hospitality brand, Extime. Designed on a human scale, it guarantees a maximum journey of six minutes between the end of security checks and the boarding gate. In 2023, the Group aims to roll out the Extime brand at terminal 2, B-D link, as well as its marketplace and loyalty programme (www.Extime.com) [KPI 6];
- ◆ several infrastructure projects helping to facilitate access to the Paris region airports are under development and will

continue in 2023: work on the Paris-Orly multi-modal station, work on the CDG Express tunnel, feasibility studies for the creation of three bus lines from Paris-CDG serving the Val d’Oise department, as well as the signature of the agreement for the Roissy-Picardie line [KPI 7].

One Group - Building a global, integrated and responsible group

The One Group strategic focus aims to (i) consolidate the group network, (ii) mobilise and federate the group’s expertise with the strengthening of the business lines, and (iii) the development of a multi-local group respectful of geographical and cultural diversity:

- ◆ in 2022, the average maturity of the concession portfolio is 32 years. The renewal of the Ankara airport concession won by TAV Airports on 20 December 2022 and aimed at increasing the capacity of this airport in exchange for the right to operate it until May 2050 contributes to the stability objective of portfolio maturity [KPI 11];
- ◆ 300 international routes were opened or reopened in 2022, and 40 were closed. Thus, the group recorded 260 additional routes for the past year [KPI 12];
- ◆ in order to increase the share of purchases made with local companies, including small ones, studies were carried out in 2022 so that calls for tenders of less than €100,000 are more easily directed towards the smallest companies as well as companies located in a perimeter of less than 150 km around Paris [KPI 15].

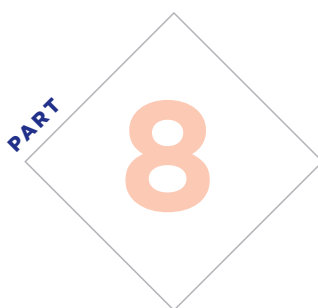
Shared Dynamics - Innovate, support & empower

The Shared Dynamics strategic focus aims to (i) accelerate innovation and promote agility in project management, (ii) attract and retain talent and (iii) develop a culture of responsibility through the individual civic commitment of employees:

- ◆ in 2022, Groupe ADP tested 86 innovation projects, six of which were industrialised, for example with [KPI 16]:
 - ◆ vertiports for flying taxis: 21 March 2022 saw the inauguration of the first piloted flight tests of the e-VTOL (Electric Vertical Take-Off and Landing) by Volocopters in the experimental area dedicated to new air mobility at Pontoise Corneilles-en-Vexin aerodrome. The vertiport model being designed meets the challenges of a more sustainable development of our infrastructures as well as the challenges of modularity, agility and adaptability in an airport context that is restrictive in terms of space and air integration and a dynamic market with a significant growth trend after 2030,

SUMMARY OF THE SITUATION OF AÉROPORTS DE PARIS DURING THE PAST FINANCIAL YEAR

- ◆ low-carbon impact islands of freshness at Paris-Orly: following the redevelopment of the Orly 4 drop-off area, the first stages of greening and landscaping of the Orly 4 square with the installation of green corollas the Start Up Urban Canopee have been visible since the end of 2022. This project aims to create pedestrian paths with pergolas to combat heat islands;
- ◆ on 6 December 2022, Groupe ADP bought back 296,882 shares (approximately 0.3% of the share capital) at a price of €133 per share. This share buyback, carried out as part of the share buyback programme authorised by the sixth resolution voted by the Annual General Meeting of 17 May 2022, is intended to cover any allocation of performance shares of Groupe ADP and/or allocation of shares as part of an employee shareholding plan [KPI 17];
- ◆ a profit-sharing agreement for Aéroports de Paris SA employees was unanimously signed on 13 June 2022 by the representative trade unions. It covers a three-year period from 2022 to 2024. The payment of the incentive bonus is subject to the achievement of five objectives in line with the 2025 Pioneers strategic roadmap and relating both to the improvement of the economic performance (EBITDA/ Group revenue ratio) and the quality of service (passenger satisfaction score on departure) and on corporate social responsibility (the number of days of civic engagement carried out by employees during their working hours, the reduction of CO₂ emissions, the completion rate of ethics training and compliance by employees). This collective performance incentive agreement is unprecedented within ADP SA, due to the importance given to CSR criteria [KPI 18];
- ◆ Groupe ADP has established a partnership agreement with the city of Wissous to offer skills-based sponsorship to Paris-Orly employees (up to five days per year through the ADP Foundation) in order to work on fauna and flora inventories, in terms of the city's ecological management, and the city's biodiversity strategy. In addition, for the first time, Groupe ADP also organised the "Commitment Month" which took place in November 2022 with collective actions proposed to employees around the challenges of the environment, education and professional inclusion: nearly 200 employees are involved in this framework [KPI 19];
- ◆ in 2022, approximately 90% of ADP SA employees received training in good ethics practices and compliance [KPI 20].



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

THE GENERAL MEETING WILL BE HELD ON **TUESDAY 16 MAY 2023** AT 3.00 P.M.
at the Maison de la Chimie, 28, bis rue Saint Dominique, 75007 Paris

You can attend the General 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 General 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 on the second business day preceding the General Meeting, *i.e.* 12 May 2023 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.* 12 May 2023 **at midnight** (*Paris time*) in the securities accounts held by your 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

Freephone number 0 800 101 800 (from France)

Call Centre number +33 (0)155 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:

ASK FOR AN ADMISSION CARD BY POST

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 Uptevia using the T envelope provided.

Uptevia must receive your form no later than midnight (Paris time) on 12 May 2023.

Your shares are **BEARER shares**

- ◆ 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:

Uptevia
CTO Assemblées Générales
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 Uptevia no later than midnight on 12 May 2023 at midnight (Paris time).

UPTEVIA 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.uptevia.pro.fr>.

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.uptevia.pro.fr>;
- ◆ shareholders holding **administered registered shares** should log on to the website <https://planetshares.uptevia.pro.fr> using their login number, which can be found on the top right-hand side 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 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 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 24 April 2023 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 24 April 2023 at 10.00 a.m. (Paris time).

8

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

If your application for an admission card is received by Uptevia after 12 May 2023
 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 desk 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 12 May 2023 at the latest (Paris time) and an identity document 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 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 General Meeting.

Your shares are **REGISTERED**

Return the form to Uptevia using the T-envelope provided.

In order to be taken into account, postal voting forms must be received by the General Meetings Department of Uptevia, no later than 12 May 2023 at midnight (*Paris time*).

Your shares are **BEARER shares**

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:

Uptevia
CTO Assemblées Générales
Les Grands Moulins de Pantin, 9 rue du Débarcadère,
93761 Pantin Cedex, France

The form and the certificate must reach Uptevia no later than 12 May 2023 at midnight (*Paris time*).

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.uptevia.pro.fr>.

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 24 April 2023 at 10.00 a.m. (Paris time). The possibility to vote by Internet before the General Meeting will end on Monday 15 May 2023 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.uptevia.pro.fr>;
- ◆ shareholders holding administered registered shares should log on to the website <https://planetshares.uptevia.pro.fr>, using their login number, which can be found on the top right-hand side 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 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 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 Internet. 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 24 April 2023 at 10.00 a.m. (Paris time). The possibility to vote by Internet before the General Meeting will end on Monday 15 May 2023 at 3 p.m. (Paris time).

8

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:

- ◆ registered shareholders must send an email to the following address: Paris_France_CTS_mandats@uptevia.pro.fr.

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 Uptevia, 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 15 May 2023 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 are handled by Uptevia,
the centralising bank for the General Meeting of Aéroports de Paris.

STEP 1

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



To vote by post
by post
Tick box 1



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.



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

A 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

1 **1** **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

2 **ASSEMBLÉE GÉNÉRALE MIXTE**
Convoquée le 16 mai 2023 à 15h00,
à la Maison de la Chimie
28 rue Saint-Dominique, 75007 Paris
COMBINED GENERAL MEETING
To be held on May 16th, 2023 at 3 p.m.,
at Maison de la Chimie
28 rue Saint-Dominique, 75007 Paris

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

Identifiant - Account		Nominatif Registered		Vote simple Single vote	
Nombre d'actions Number of shares		Porteur Bearer		Vote double Double vote	
Nombre de voix Number of voting rights					

☐ **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 Directoire 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.

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

☐ **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)

☐ **JE DONNE POUVOIR À :** Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
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 (Changes 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

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'Assemblée Générale. / I appoint the Chairman of the general meeting. ☐
- Je m'abstiens. / I abstain from voting. ☐
- Je donne procuration [cf. au verso renvoi (4)] à M, Mme ou Mlle, Raison Sociale pour voter en mon nom. / I appoint [see reverse (4)] Mr, Mrs or Miss, Corporate Name to vote on my behalf. ☐
Pour être pris en considération, tout formulaire doit parvenir au plus tard :
To be considered, this completed form must be returned no later than :
à / to : Uptevia Service Assemblées Les Grands Moulins 9 rue du Débarcadère 93761 Pantin Cedex
sur 1^{re} convocation / on 1st notification 12 mai 2023 / May 12th 2023 sur 2^{ème} convocation / on 2nd notification
Date & Signature

« 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 as a proxy to the Chairman of the General Meeting"

STEP 4

To be taken into account, your form must reach UPTEVIA
UPTEVIA, CTO Service des Assemblées, 9 rue du Débarcadère, 93761 PANTIN CEDEX
No later than 12 May 2023.



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 French Commercial Code can be consulted or downloaded from 24 April 2023 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:

Uptevia

CTO Service des Assemblées
9, rue du Débarcadère
93761 PANTIN
CEDEX

AÉROPORTS DE PARIS COMBINED GENERAL MEETING ON TUESDAY 16 MAY 2023

I, the undersigned ☐ Mrs ☐ Ms ☐ Mr ☐ Company

Name (or company name)

First Name (or form and TCR number 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 Annual General Meeting, the documents and information referred to in Articles R. 225-83 of the French Commercial Code and L. 2312-32 of the French Labour Code.

I undertake to inform the Company, in writing and as soon as possible, of any change in the contact details provided above, and furthermore acknowledge that Aéroports de Paris may not under any circumstances be held liable for any reason whatsoever and whatever the consequences, in the event of an error or omission relating to these contact details.

This request for documents must be received by Uptevia no later than **Thursday 11 May 2023** in order to be taken into account.

Signed in on 2023

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

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3950*
groupeadp.fr

1 rue de France
93290 Tremblay-en-France - France



A public limited company (société anonyme) with capital of €296,881,806 — SIREN registration number 552 016 628 — Bobigny TCR 552 016 628

(*) €0.34 incl. tax/minute from a landline in mainland France, not including any additional costs charged by your operator.